



SYRAH  
RESOURCES

## **Notice of Annual General Meeting and Explanatory Statement**

*The Annual General Meeting of*

### ***SYRAH RESOURCES LIMITED***

*ABN 77 125 242 284*

*Will be held at  
3.30pm (AEDT) on Monday, 24 November 2014*

*At*

*The Club Pavilion, RACV City Club  
Level 2, 501 Bourke Street, Melbourne, VIC, 3000*

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay

# SYRAH RESOURCES LIMITED

ABN 77 125 242 284

Registered Office: Level 9, 356 Collins Street, Melbourne VIC 3000

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of Syrah Resources Limited ("Syrah" or the "Company") will be held at the Club Pavilion, RACV City Club, Level 2, 501 Bourke Street, Melbourne VIC 3000 on Monday, 24 November 2014 at 3.30pm (AEDT).

### AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

#### ORDINARY BUSINESS

##### Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2014.

*Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.*

##### Resolution 1: Adoption of Remuneration Report

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

*"That for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2014 be adopted."*

##### **Voting Exclusion**

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

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or*
- (b) a Closely Related Party of such member.*

*However, a person may cast a vote on this resolution if:*

- (c) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described in sub-paragraphs (a) or (b) above; or*
- (d) the person is the Chairman of the Annual General Meeting voting an undirected proxy which expressly authorises the Chairman to vote the proxy on a resolution connected with the remuneration of a member of Key Management Personnel.*

##### Resolution 2: Election of Mr James Askew as a Director of the Company

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

*"That Mr James Askew, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company."*

Notes: The non-candidate directors unanimously support the election of Mr James Askew. The Chairman of the meeting intends to vote undirected proxies in favour of Mr James Askew's election.

### **Resolution 3: Election of Mr Sam Riggall as a Director of the Company**

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

*“That Mr Sam Riggall, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company.”*

Notes: The non-candidate directors unanimously support the election of Mr Sam Riggall. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Sam Riggall’s election.

### **Resolution 4: Election of Mr José Manuel Caldeira as a Director of the Company**

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

*“That Mr José Manuel Caldeira, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company.”*

Notes: The non-candidate directors unanimously support the election of Mr José Manuel Caldeira. The Chairman of the meeting intends to vote undirected proxies in favour of Mr José Manuel Caldeira’s election.

### **Resolution 5: Re-election of Mr Rhett Brans as a Director of the Company**

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

*“That Mr Rhett Brans who retires by rotation as a Director in accordance with the Constitution of the Company and being eligible for re-election, be re-elected as a Director of the Company.”*

Notes: The non-candidate directors unanimously support the re-election of Mr Rhett Brans. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Rhett Brans’ re-election.

### **Resolution 6: Increase in maximum amount payable to Non-executive Directors**

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

*“That, in accordance with the Company’s constitution and ASX Listing Rule 10.17, the maximum aggregate amount of directors’ fees payable to non-executive directors be increased by \$350,000 from \$200,000 to \$550,000 per annum.”*

#### **Voting Exclusion**

*A vote in respect of Resolution 6 must not be cast (in any capacity) by or on behalf of any of the following persons:*

- (a) a director of the Company; or*
- (b) an associate of that person,*

*unless:*

- (c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; and*
- (d) it is cast by the Chairman 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, even if the resolution is connected with the remuneration of a member of Key Management Personnel.*

By order of the Board



**Melanie Leydin**  
**Company Secretary**

Dated: 22 October 2014

# SYRAH RESOURCES LIMITED

ABN 77 125 242 284

## EXPLANATORY MEMORANDUM

### Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2014 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and of the auditors) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all Shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9670-7264, and you may request that this occurs on a standing basis for future years. Alternatively you may access the annual report at the Company's website: [www.syrahresources.com.au](http://www.syrahresources.com.au) or via the Companies announcement platform on ASX. Except for as set out in Resolution 1, no resolution is required on these reports.

### Resolution 1: Adoption of Remuneration Report – Non Binding Resolution

The Corporations Act, pursuant to sections 249L(2) and 250(2), 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, section 250R(3) of the *Corporations Act 2001* expressly provides that the vote on such a resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing its remuneration practices and policies.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company (described as "**Key Management Personnel**") as required by section 300 of the Corporations Act. The Remuneration Report is part of the Directors' report contained at pages 30-36 in the annual financial report of the Company for the financial year ending 30 June 2014. It sets out a range of matters relating to the remuneration of the Directors and senior managers of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting, as required by section 250SA of the Corporations Act.

Pursuant to the *Corporations Amendment (Improving Accountability for Director and Executive Remuneration) Bill 2011* which amended the Corporations Act from 1 July 2011, if 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings (effectively, "two strikes"), shareholders will be required to vote at the second of those annual general meetings on a resolution (referred to as a "spill resolution") to determine whether another meeting should be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

No strike was recorded at the Company's last Annual General Meeting. On this basis, while the vote on the remuneration report at this Annual General Meeting may potentially be counted towards the two strikes in the future, no board spill can occur this year.

The Directors recommend that shareholders vote in favour of this resolution.

The Company encourages all Shareholders to cast their votes in relation to Resolution 1 and if Shareholders intend to appoint a proxy, Shareholders should direct their proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the proxy form. The Chairman of the meeting will vote undirected proxies in favour of Resolution 1.

### Resolution 2: Election of Mr James Askew as a Director of the Company

Mr James Askew was appointed as a non-executive director and chairman on 2 October 2014 as a casual vacancy and is eligible for election.

Mr Askew is a mining engineer with over 35 years international experience as a Director and/or Chief Executive Office for a wide range of Australian and international publicly listed mining, mining finance

and other mining related companies. He has had a continuous involvement with the African mining industry since 1985.

Mr Askew's commodity experience has been primarily base metals, precious metals and uranium developments and operations, in all major continents of the world. As a Board member, past or present, of over 30 publicly held resource companies internationally, he has significant experience in all aspects of managing international exploration and mining companies, particularly those in the development phase.

Mr Askew has overseen numerous financing, M&A successes and assembling a key personnel forming development projects. Mr Askew is currently Chairman of OceanaGold Corporation and holds Non-Executive Director positions in Evolution Mining and Asian Mineral Resources. Other past listed company directorships include PMI Gold (Chairman), Sino Gold (Chairman), Climax Mining (Chairman), Eldorado Gold (Non-Executive Director), Yamana Gold (Non-Executive Director), Conquest mining (Non-Executive Director) and Ivanhoe Australia (Non-Executive Director). Jim also holds a Bachelor of Mining Engineering (Honours) and a Masters Degree, Engineering Science. The board considers Mr Askew to be an independent Director.

The Directors (with Mr Askew abstaining) recommend that shareholders vote in favour of this resolution.

### **Resolution 3: Election of Mr Sam Riggall as a Director of the Company**

Mr Sam Riggall was appointed as a non-executive director on 2 October 2014 as a casual vacancy and is eligible for election.

Mr Riggall worked for Rio Tinto Group in a variety of roles for almost 15 years. He was the mining executive responsible for Rio Tinto's industrial minerals businesses in London (titanium, borates, talc and salt) before taking on the role of Commercial Manager for Rio Tinto's global project generation group. He worked in a number of business development and evaluation roles within Rio Tinto, including leading the four year negotiation with the Mongolian Government to secure an Investment Agreement for the Oyu Tolgoi Project. He has worked extensively in China and throughout Asia.

In 2010 Mr Riggall joined Ivanhoe Mines as Executive Vice President – Business Development and Strategic Planning. He was an executive director of Ivanhoe Australia Limited and a non-executive director of Oyu Tolgoi LLC. He has worked on project development opportunities in many parts of the world across multiple commodities. Mr Riggall is currently Non-Executive Chairman of Clean TeQ Holdings Limited, and holds a Bachelor of Law (Honours), a Bachelor of Commerce and a MBA. The board considers Mr Riggall to be an independent Director.

The Directors (with Mr Riggall abstaining) recommend that shareholders vote in favour of this resolution.

### **Resolution 4: Election of Mr José Manuel Caldeira as a Director of the Company**

Mr Caldeira was appointed as a non-executive director on 22 July 2014 as a casual vacancy and is eligible for election.

José is a highly experienced legal and regulatory professional with over 20 years' experience in the legal industry. He is one of the pre-eminent lawyers in Mozambique. He is currently a senior partner and head of the Corporate Law Practice Group at Sal & Caldeira Advogados, Lda in Mozambique. Sal & Caldeira are one of the leading law firms in Mozambique. José has extensive experience in supplying legal and regulatory consulting services in the fields of natural resources, foreign investment, infrastructure, civil, administrative, commercial and labour law, as well as litigation. The board considers Mr Caldeira to be an independent Director.

The Directors (with Mr Caldeira abstaining) recommend that shareholders vote in favour of this resolution.

### **Resolution 5: Re-election of Mr Rhett Brans as a Director of the Company**

The Constitution of the Company requires that at every annual general meeting, one-third or the next highest number nearest one-third of the Directors, shall retire from office and provides that such Directors are eligible for re-election at the meeting. Mr Brans has been a Non-Executive Director since June 2013 and was last elected as a Director at the Company's 2013 Annual General Meeting. He retires by rotation and, being eligible, offers himself for re-election.

Mr Brans qualified as a civil engineer in 1974 at what is now known as Monash University, and completed an advanced management program at the University of Melbourne in 1991. Mr. Brans has over 35 years of experience in the design and construction of mineral treatment facilities. His experience extends across the full spectrum of development activities, ranging from mining feasibility studies through to commissioning operations. He has also managed the development of several gold and base metal projects. Mr Brans was an Executive Director of Perseus Mining Limited and in that role was responsible for their project developments. The board considers Mr Brans to be an independent Director.

The Directors (with Mr Brans abstaining) recommend that shareholders vote in favour of this resolution.

### **Resolution 6: Increase in maximum amount payable to Non-executive Directors**

Pursuant to the Company's Constitution, the current aggregate limit for Non-Executive Director fees is \$200,000. Resolution 6 seeks approval to increase the maximum aggregate sum payable to Non-Executive Directors by \$350,000 to \$550,000 per annum, effective as of 1 July 2014. The fee pool is inclusive of statutory entitlements (including superannuation). Previously the Company operated with a greater number of executive directors and thus the fee cap was low due to this structure. With the recent transition to an independent Board, the cap must be raised.

Under the Constitution and ASX Listing Rule 10.17, the approval of Shareholders in general meeting is required for this increase. The increase is sought to ensure that the Company has the ability to:

- (a) pay appropriate remuneration to the recently expanded board;
- (b) pay fees to any additional Directors that may be appointed to the Board as the Company moves to development; and
- (b) remain competitive in the market and pay fees to attract and retain the appropriate high calibre candidates and skills mix on the Board.

If approved, the maximum amount of \$550,000 will be applied to the various Directors in accordance with the discretion of the Board. Details of the Directors' remuneration to the period ended 30 June 2014 are contained in the Remuneration Report.

The following securities have been issued by the Company with the approval of Shareholders under Listing Rules 10.11 and 10.14 to non-executive Directors in the three years prior to the Meeting:

<b>Director</b>	<b>Number of shares issued to NED's in last 3 years</b>	<b>Number of options issued to NED's in last 3 years</b>	<b>Pursuant to ASX Listing Rule 10.11 or 10.14</b>
Alistair Campbell	Nil	1,000,000 unlisted options exercisable at \$0.22, expiring 15 Dec 2015	LR10.11
Michael Chester	Nil	500,000 unlisted options exercisable at \$0.22, expiring 15 Dec 2015	LR10.11
Tom Eadie	Nil	500,000 unlisted options exercisable at \$0.22c, expiring 15 Dec 2015	LR10.11
Rhett Brans	Nil	250,000 unlisted options exercisable at \$2.86, expiring 12 Jun 2016	LR10.11
Rhett Brans	Nil	400,000 unlisted options exercisable at \$6.31, expiring 2 October 2019	LR10.14
José Manuel Caldeira	Nil	400,000 unlisted options exercisable at \$6.31, expiring 2 October 2019	LR10.14

The Directors abstain from making a recommendation in relation to this resolution and are excluded from voting on it.

## PROXY AND VOTING INSTRUCTIONS

1. For the purposes of the Corporations Act, the Company has determined that all securities of the Company recorded on the Company's register as at 7.00pm (AEDT) on the date 48 hours before the date of the Annual General Meeting will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.
2. The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and forms part of this Notice of Meeting.
3. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
4. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.
5. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
6. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
7. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
8. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice. You should note that if you appoint the Chairman as your proxy, or the Chairman is appointed your proxy by default, you will be taken to authorise the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
9. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person excluded from voting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or where it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.
10. Key Management Personnel and their closely related parties will not be able to vote your proxy on Resolution 1 unless you direct them how to vote. This does not apply to the Chairman, who is able to vote undirected proxies. If you intend to appoint a member of the Key Management Personnel as your proxy, please ensure that you direct them how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the proxy form. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by either marking the box for Resolution 1 by marking either "For", "Against" or "Abstain" on the proxy form or by marking the Chairman's box on the proxy form (in which case the Chairman of the meeting will vote in favour of this item of business).
11. A proxy form is attached. If required it should be completed, signed and returned to Security Transfer Registrars Pty Limited in accordance with the instructions set out in the proxy form by no later than 3.30pm (AEDT) on 22 November 2014.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

"**ASIC**" means the Australian Securities and Investments Commission;

"**ASX**" means ASX Limited or the Australian Securities Exchange, as the context requires;

"**AEDT**" means Australian Eastern Daylight Savings Time.

"**Board**" means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

"**Company**" means Syrah Resources Limited ACN 125 242 284;

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

"**Director**" means a Director of the Company;

"**Listing Rules**" means the Listing Rules of the ASX;

"**Notice**" means the Notice of Meeting accompanying this Explanatory Statement.

"**Remuneration Report**" means the remuneration report which forms part of the Directors' Report of Syrah for the financial year ended 30 June 2014 and which is set out in the 2014 Annual Report;



# SYRAH RESOURCES LIMITED

ACN: 125 242 284

## REGISTERED OFFICE:

LEVEL 9  
356 COLLINS STREET  
MELBOURNE VIC 3000



## SHARE REGISTRY:

Security Transfer Registrars Pty Ltd  
**All Correspondence to:**  
PO BOX 535, APPECROSS WA 6953  
AUSTRALIA  
770 Canning Highway, APPECROSS WA 6153  
AUSTRALIA  
T: +61 8 9315 2333 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

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](http://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.

Online Proxy ID:

### 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 3:30pm (AEDT) on Monday, 24 November 2014 at The Club Pavilion, RACV City Club, Level 2, 501 Bourke Street, Melbourne VIC 3000 and at any adjournment of that meeting.

### 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.

#### RESOLUTIONS

	FOR	AGAINST	ABSTAIN*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Mr James Askew as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Mr Sam Riggall as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Mr José Manuel Caldeira as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-election of Mr Rhett Brans as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Increase in maximum amount payable to Non-executive Directors	<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

Sole Director & Sole Company Secretary

Security Holder 2

Director Secretary

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 3:30pm (AEDT) on Saturday, 22 November 2014.

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My/Our contact details in case of enquiries are:

Name:

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Number:

( 

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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 Registrars 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 Registrars Pty Ltd**

<b>Online</b>	www.securitytransfer.com.au
<b>Postal Address</b>	PO BOX 535 Applecross WA 6953 AUSTRALIA
<b>Street Address</b>	Alexandrea House Suite 1, 770 Canning Highway Applecross WA 6153 AUSTRALIA
<b>Telephone</b>	+61 8 9315 2333
<b>Facsimile</b>	+61 8 9315 2233
<b>Email</b>	registrar@securitytransfer.com.au

**PRIVACY STATEMENT**

Personal information is collected on this form by Security Transfer Registrars 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 Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

