

28 October 2013

The Manager
Market Announcements
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Notice of Annual General Meeting and Proxy Form

Please find attached for release to the market, the 2013 Notice of Annual General Meeting and Proxy Form for Flinders Mines Limited (ASX: FMS).

The Notice of Annual General Meeting and personalised Proxy Form have been sent to all shareholders.

The 2013 Annual Report will also be sent by post to those shareholders who have previously elected to receive a hard copy Annual Report.

An electronic copy of the 2013 Annual Report is available on the Company's website at:
www.flindersmines.com.

Yours faithfully



David W Godfrey
Company Secretary

Notice of Annual General Meeting

FLINDERS MINES LIMITED ABN 46 091 118 044

Notice is hereby given that the Annual General Meeting of the Shareholders of Flinders Mines Limited (**the Company**) will be convened at **10.00 a.m.** on **Friday, 29 November 2013**, at **Australian Institute of Management, 180 Port Road, Hindmarsh SA**, to consider, and if thought fit, to pass the following resolutions.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the meeting.

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 adviser without delay.

AGENDA

ORDINARY BUSINESS

Financial Report

To receive and consider the Company's financial statements and reports of the directors and the independent auditor for the year ended 30 June 2013.

The Annual Report incorporating the financial statements is available at:

<http://www.flindersmines.com/Investors/reports>

RESOLUTION 1 – Adoption of the Remuneration Report

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

"That the Remuneration Report required by section 300A of the *Corporations Act 2001 (Cth)*, as contained in the Company's Directors' Report for the year ended 30 June 2013 be adopted."

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

RESOLUTION 2 – Re-election of Mr Malaxos as a Director

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

"That Mr Kevin Malaxos, being a Director of the Company who retires by rotation in accordance with the Company's Constitution, and being eligible, is re-elected as a Director of the Company."

A summary of Mr Malaxos' experience is set out in the Explanatory Memorandum accompanying this Notice.

RESOLUTION 3 – Appointment of Auditor

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

"That, subject to the Australian Securities and Investments Commission granting its consent to the resignation of the Company's current auditor, Grant Thornton South Australian Partnership, for the purposes of section 327B of the *Corporations Act 2001 (Cth)* and for all other purposes, Grant Thornton Audit Pty Ltd, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company and the directors be authorised to set its remuneration."

SPECIAL BUSINESS

RESOLUTION 4 – Reinstatement of Proportional Takeover Provisions

To consider and, if thought fit, to pass the following resolution as a special resolution:

“That, for the purposes of section 648G of the *Corporations Act 2001 (Cth)*, proportional takeover provisions contained in the explanatory memorandum accompanying the notice convening this meeting, be inserted back into the constitution of the Company.”

OTHER BUSINESS

To transact any further business that may be lawfully brought forward.

Further information regarding the business to be transacted at the Annual General Meeting is set out in the accompanying Explanatory Memorandum.

Dated this 28th day of October 2013.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'D. Godfrey', written over a light grey circular graphic element.

David Godfrey
Company Secretary

VOTING INFORMATION AND NOTES

1. PROXIES

A shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the shareholder's behalf. If the shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint up to two proxies to attend and vote on the shareholder's behalf. 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 the proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.

To appoint a proxy, a proxy form must be signed by the shareholder or the shareholder's attorney duly authorized in writing. If the shareholder is a corporation, the proxy form must be signed in accordance with section 127 of the Corporations Act 2001 (Cth). To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the commencement of the meeting. Proxy forms and authorities may be sent to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, VIC 3001, or in person to Computershare at Level 5, 115 Grenfell Street, Adelaide SA 5000, or by facsimile to Computershare on (within Australia) 1800 783 447, (outside Australia) +61 3 9473 2555, or the Company on +61 8 8132 7999. Shareholders who forward their proxy forms by fax must make available the original executed form of the proxy for production at the meeting, if called upon to do so.

UNDIRECTED PROXIES

If shareholders appoint the person chairing the meeting as their proxy and do not specify how the Chairman is to vote on a resolution, except as directed, the Chairman advises that he intends to vote each such proxy, as proxy for those shareholders, in favour of each resolution on a poll. Therefore, the Company recommends that shareholders who submit proxies should consider giving "how to vote" directions to their proxy holder (including the Chairman) on each resolution. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairman of the meeting as your proxy.

If shareholders complete a proxy form that authorizes the person chairing the meeting to vote on their behalf as proxy holder, and do not mark any of the boxes so as to give the Chairman directions about how their vote should be cast, the Chairman may vote as he chooses. If shareholders wish to appoint the person chairing the meeting as their proxy holder but do not want to put the Chairman in the position to cast their vote as he chooses in relation to a resolution, shareholders should complete the appropriate box on the proxy form, directing the Chairman to vote for, against or abstain from voting on that resolution.

If the chairperson is appointed as a proxy, they are not permitted to vote undirected proxies on various matters, including some remuneration matters and related party matters unless express authority to do so is given by the appointing shareholder.

2. ENTITLEMENT TO VOTE AT THE MEETING

For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at 6.30 p.m. (Adelaide time) on 27 November 2013. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

3. VOTING ENTITLEMENT ON A POLL

On a poll, each shareholder present (in person, attorney or representative) has one vote for each fully paid share they hold.

4. APPOINTING A CORPORATE REPRESENTATIVE

Corporate representatives are requested to bring appropriate evidence of appointments as a representative. Proof of identity will be required for corporate representatives.

5. APPOINTMENT OF AN ATTORNEY

Attorneys are requested to bring a power of attorney pursuant to which they are appointed. Proof of identity will also be required for attorneys.

6. VOTING EXCLUSIONS

Voting exclusions required under the ASX Listing Rules (where applicable) are included in the explanatory memorandum.

7. ONLINE VOTING

Shareholders may cast their vote online by visiting www.investorvote.com.au and entering the Control Number, SRN/HIN and postcode, which are shown on the first page of the enclosed proxy form.

8. CUSTODIAN VOTING

For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Notice of Annual General Meeting dated 28 October 2013 (**Notice**) and has been prepared to provide shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company. Amongst other things, this Explanatory Statement provides shareholders with the information required to be provided to shareholders by the *Corporations Act 2001* and the Listing Rules of the ASX (**ASX Listing Rules**).

The Explanatory Statement sets out an explanation of each of the resolutions to be put to shareholders. Shareholders should read this Explanatory Statement carefully before determining how to vote in respect of the resolutions.

ANNUAL FINANCIAL REPORTS AND ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2013

The first item of the Notice is to receive and consider the annual financial reports and accounts of the Company for the year ended 30 June 2013, comprising the Financial Statements and Notes together with the Directors' Report and the Auditor's Report. No resolution is required in respect of this agenda item. However, it provides shareholders with the opportunity to ask questions of the Company's management and auditors in relation to the Company's results and operations for that financial year. The Financial Report may be found on the Company's website.

RESOLUTION 1 – REMUNERATION REPORT

In accordance with section 250R of the *Corporations Act 2001* the Company submits to shareholders for consideration and adoption by way of a non-binding resolution its Remuneration Report for the year ended 30 June 2013. The Remuneration Report is a distinct section of the Directors' Report that deals with the remuneration of Directors and Key Management Personnel of the Company and can be located on pages 20 to 24 in the 2013 Annual Report and also on the Company's website at: www.flindersmines.com

The Remuneration Report sets out the Company's remuneration arrangements for its Directors, Officers and Senior Management.

Shareholders will be given reasonable opportunity at the meeting to discuss the report.

The Directors recommend shareholders vote in favour of the non-binding ordinary resolution.

Voting restrictions for Resolution 1

The Corporations Act 2001 prohibits Directors and other key management personnel of the Company and their closely related parties voting in any capacity (including as a shareholder, proxy or personal representative) on Resolution 1. The prohibition does not apply if the person has been appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 1, provided that the person who appointed the proxy is not themselves a person subject to the prohibition.

Accordingly, the Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of Directors and other key management personnel of the Company and their closely related parties, unless the vote is cast by a person as a proxy for a person entitled to vote in accordance with a direction in the proxy form.

In addition, the Chairman of the meeting can vote undirected proxies on Resolution 1 where the shareholder provides the Chairman with express authorisation to do so, even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Therefore, when completing the proxy form, if you appoint the Chairman of the meeting as your proxy, or if the Chairman of the meeting is appointed as your proxy by default, then unless you mark one of the voting instruction boxes for Resolution 1, you will be taken to have given your express authority to the Chairman to cast any undirected proxy votes on Resolution 1 in favour of that resolution.

RESOLUTION 2 – RE-ELECTION OF MR MALAXOS

Under the Company's Constitution, one third of the Directors (excluding the Managing Director) must retire at the Annual General Meeting. The director will be eligible for re-election. The director required to retire under the above framework is Mr Kevin Malaxos. Mr Malaxos has indicated that he will offer himself for re election by members at the meeting.

In accordance with clause 48 of the Company's Constitution, Mr Malaxos retires and being eligible, has offered himself for re election. A brief summary of Mr Malaxos' qualifications and experiences follows.

Kevin John Malaxos, BEng Mining Engineering

A director since December 2010, Mr Malaxos, a mining engineer, has over 27 years experience in the resources sector in senior management and executive roles across a suite of commodities including gold, nickel, iron ore, silver, lead, zinc and chromium. He has managed large and small scale surface and underground mining operations and brings a wealth of experience in project evaluation and development, project approval and Government liaison.

Mr Malaxos' previous roles include CEO for Mt Gibson Mining (MGX) and COO of listed iron ore developer Centrex Metals Limited (CXM), where he was responsible for project development, project approvals and community and government consultation. Mr Malaxos is also the Managing Director of ASX listed company Maximus Resources Limited (since December 2010).

Mr Malaxos is a member of the Audit Committee and a member of the Corporate Governance Committee.

The Directors (except Mr Malaxos, who makes no recommendation) recommend shareholders vote in favour of this resolution.

RESOLUTION 3 – APPOINT NEW AUDITORS

Grant Thornton has recently combined from a state-based federation of firms into a single national firm. Accordingly, they are transferring all of their audit appointments into a new single national audit entity (Grant Thornton Audit Pty Ltd) to replace their various state-based audit entities. For public companies the appointment of a new audit entity requires a resolution of shareholders at the Annual General Meeting.

The Audit Committee has considered and agreed to this change and the Board has agreed to this resolution being presented to the shareholders of the Company for formal vote. To give effect to the change the current Grant Thornton audit entity has requested Australian Securities & Investments Commission's ("ASIC") consent to resign in favour of their new national Authorised Audit Company, Grant Thornton Audit Pty Ltd. The resolution is conditional upon ASIC's consent to the resignation of Grant Thornton South Australian Partnership, and the Company anticipates that this consent will be forthcoming.

In accordance with section 328B of the *Corporations Act 2001*, notice in writing nominating Grant Thornton Audit Pty Ltd has been given to the Company by a shareholder. A copy of this notice is included in this Notice of Meeting as Annexure B. The appointment of Grant Thornton Audit Pty Ltd will be by a vote of shareholders as an ordinary resolution.

Subject to approval by shareholders, the appointment of Grant Thornton Audit Pty Ltd, will be effective for the 2014 financial year. Grant Thornton South Australian Partnership remained responsible for the audit for the 2013 financial year.

The Directors recommend shareholders vote in favour of this resolution.

RESOLUTION 4 - REINSTATEMENT OF PROPORTIONAL TAKEOVER PROVISIONS

The Board considers that it is in the best interests of the shareholders of the Company for the Company constitution to contain provisions dealing with proportional takeovers.

Section 648G of the *Corporations Act 2001* enables the Company to include in its constitution a clause to provide the Company with the ability to refuse to register shares acquired under a proportional takeover bid, unless a resolution is passed by the shareholders of the Company in a general meeting that approves the takeover bid.

A proportional takeover bid is an off-market takeover offer that is sent by the bidder to all shareholders of the Company, offering to acquire a portion of each shareholder's shares in the Company.

When it was adopted, the constitution of the Company contained proportional takeover provisions (at clause 45). By operation of section 648G(1)(a) of the *Corporations Act 2001*, these provisions expired three years from the date the constitution came into effect. Under section 648G(3) the proportional takeover provisions were deemed to be omitted from the constitution. The proportional takeover provisions were renewed for a further period of 3 years at the Company's 2009 Annual General Meeting, which renewal ceased to apply on 5 November 2012.

Clause 45 proportional takeover provisions

The proportional takeover provisions proposed to be inserted back into the Company's constitution at clause 45 are attached to this explanatory memorandum as Annexure A.

Effect of proportional takeover provisions

Having proportional takeover provisions in the Company's constitution ensures that if a proportional takeover bid is made, it will need to be put to a shareholders' vote. The shareholders of the Company would need to consider a resolution whether to accept or reject the takeover bid. The resolution can only be approved by shareholders if it is passed by a simple majority of votes.

If the resolution fails, the proportional takeover bid will be treated as withdrawn by the bidder and no transfer of shares would be registered.

The provisions of the *Corporations Act 2001* that are applicable to a general meeting of the Company, are applicable to any meeting of shareholders convened to consider a resolution in relation to a proportional takeover bid, subject to whatever modifications the Directors consider necessary.

Reasons for proposing the resolution

Without proportional takeover provisions in the Company's constitution, there is a significant risk that control of the Company could change hands without the shareholders of the Company having the opportunity to dispose of all of their shares.

By including the proportional takeover provisions, shareholders of the Company will be able to decide whether a proportional takeover bid is acceptable to them.

Substantial Interest

As at the date of this Explanatory Memorandum, none of the Directors are aware of any proposal by any person to acquire or to increase the extent of, a substantial interest in the Company.

Advantages and disadvantages of the proportional takeover provisions for Directors

The Board does not consider the proportional takeover provisions to be reinserted as clause 45, to have any potential advantages or disadvantages for Directors of the Company. Inclusion of the takeover provisions has no bearing on the ability of the Directors to recommend to shareholders whether a proportional takeover bid should be accepted or not.

Advantages for shareholders

By reinserting the clause 45 proportional takeover provisions into the Company's constitution, shareholders will have the right to decide by majority vote whether to accept or reject a proportional takeover bid.

These provisions will also provide shareholders with bargaining power and may assist in ensuring that any proportional takeover bid is structured to be attractive to shareholders.

Disadvantages for shareholders

By inserting clause 45 back into the constitution, potential bidders for the shares of the Company may be discouraged.

There is also a potential risk that shareholders may not be able to sell their shares at a premium.

Advantages and disadvantages of the proportional takeover provisions for the period during which the proportional takeover provisions have been in effect

For the period during which the proportional takeover provisions have been in effect, there have been no proportional takeover bids for the Company. In the circumstances, as there has been no proportional takeover bid, it is not possible to comment on the advantages and disadvantages of the proportional takeover provisions while the provisions have been in operation. The Board does not consider that there have been any disadvantages arising from the inclusion of the proportional takeover provisions in the Company's Constitution.

Recommendation of directors

The Directors consider that the benefits of the proportional takeover provisions to the Company and to shareholders, outweighs any potential disadvantages that may arise.

The Directors recommend shareholders vote in favour of this resolution.

Definitions:

Key Management Personnel (KMP) of the Company are, as adopted from the Australian Accounting Standards Board, those 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.

Closely related parties of the Company's KMP include certain family members, dependents and companies they control.

ANNEXURE A

45. Proportional takeovers

45.1 If offers are made under a proportional takeover bid for securities of the Company:

45.1.1 the registration of a transfer giving effect to a takeover contract for the bid is prohibited unless and until a resolution (an approving resolution) to approve the bid is passed in accordance with this clause;

45.1.2 a person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote on an approving resolution;

45.1.3 the Directors may determine whether an approving resolution is voted on:

(a) at a meeting, convened and conducted by the Company, of the persons entitled to vote on the resolution; or

(b) by means of a postal ballot conducted by the Company in accordance with the procedure set out in this clause;

45.1.4 an approving resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.

45.2 The provisions that apply to a general meeting of the Company apply, with such modifications as the Directors decide are necessary, to a meeting convened under this clause.

45.3 In a postal ballot:

45.3.1 the Company must send a notice of postal ballot and ballot paper, to all persons holding bid class securities, at least 14 days (or any shorter period the Directors decide) before the date specified for the close of the postal ballot (ballot closing date);

45.3.2 non-receipt of a notice of postal ballot or ballot paper, or accidental failure to give a notice of postal ballot or ballot paper to a shareholder entitled to receive them, does not invalidate the postal ballot and any resolution passed under the postal ballot;

45.3.3 the notice of postal ballot must contain the text of the proposed resolution and the ballot closing date, and may contain any other information the Directors consider appropriate;

45.3.4 each ballot paper must specify the name of the shareholder entitled to vote;

45.3.5 a postal ballot is only valid if the ballot paper is properly completed and:

(a) if the shareholder is an individual, signed by the individual or a duly authorised attorney; or

(b) if the shareholder is a corporation, executed by the corporation in any way permitted by its constitution or the *Corporations Act 2001* or by a duly authorised officer or duly authorised attorney;

45.3.6 a postal ballot is only valid if the Company receives the ballot paper (and any authority under which the ballot paper is signed or a certified copy of the authority) before the close of business on the ballot closing date at the registered office or share registry of the Company or any other place specified for that purpose in the notice of postal ballot;

45.3.7 a person may revoke a postal ballot vote by notice received by the Company before the close of business on the ballot closing date.

NOTICE OF NOMINATION OF AUDITOR

FLINDERS MINES LIMITED
ACN 091 118 044

Appointment of Auditors

Following the resignation of Grant Thornton South Australian Partnership, subject to ASIC consent, I wish to nominate Grant Thornton Audit Pty Ltd as auditor of Flinders Mines Limited at the forthcoming Annual General Meeting.

I request that a copy of this nomination is sent to all persons entitled to receive notice of the AGM and Grant Thornton Audit Pty Ltd.

Signed:



Joanne Elizabeth Conner

Date: 30 September 2013

Lodge your vote:

  **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia




Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

┌ 000001 000 FMS
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

 	<h3>Vote and view the annual report online</h3>	
<p>Go to www.investorvote.com.au or scan the QR Code with your mobile device. Follow the instructions on the secure website to vote.</p>		
<h3>Your access information that you will need to vote:</h3>		
<p>Control Number: 999999</p>		
<p>SRN/HIN: I9999999999 PIN: 99999</p>		
<p>PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p>		

 **For your vote to be effective it must be received by 10:00am (Adelaide time) on Wednesday 27 November 2013**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Flinders Mines Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Flinders Mines Limited to be held at Australian Institute of Management, 180 Port Road, Hindmarsh SA on Friday, 29 November 2013 at 10:00am (Adelaide time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
1. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Kevin Malaxos as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

4. Reinstatement of Proportional Takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____