



# Notice of Annual General Meeting

**FLINDERS MINES LIMITED**

ABN 46 091 118 044

**Annual General Meeting to be held at  
45 Ventnor Avenue, West Perth WA 6005  
on Tuesday, 20 November 2018 at 10.00 am (WST).**

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the shareholders of Flinders Mines Limited (the **Company**) will be convened at 10.00am (WST) on Tuesday, 20 November 2018, at 45 Ventnor Avenue West Perth WA 6005, to consider and, if thought fit, 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.

### AGENDA

#### ORDINARY BUSINESS

#### ANNUAL 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 2018.

The annual report incorporating the financial statements is available at:

<http://flindersmines.com/investors/company-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, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, 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 2018, be adopted.”*

#### Voting exclusion

In accordance with the Corporations Act, a vote must not be cast on this resolution in any capacity (and will be taken not to have been cast if cast contrary to this restriction):

- (a) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of any such member, regardless of the capacity in which the vote is cast; or
- (b) as a proxy by any person who is a member of the Key Management Personnel as at the date of the Meeting or by a Closely Related Party of any such person,

unless the vote is cast as a proxy on behalf of a person entitled to vote on this resolution and that vote has been cast:

- (c) in accordance with a proxy appointed by writing that specifies how the proxy is to vote on the resolution; or
- (d) by the Chairman of the Meeting and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even though the resolution is connected with the remuneration of Key Management Personnel.

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

**RESOLUTION 2 – ELECTION OF DIRECTOR MS SHANNON COATES**

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

*“That, Ms Shannon Coates, having been appointed as an additional director of the Company on 20 June 2018, who retires in accordance with clause 48 of the Company’s Constitution and being eligible and offering herself for election, be elected as a Director of the Company.”*

**RESOLUTION 3 – RE-ELECTION OF DIRECTOR MR NEIL WARBURTON**

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

*“That, for the purposes of ASX Listing Rule 14.5 and Clause 48 of the Constitution, Mr Neil Warburton retires and being eligible, is re-elected as a Director of the Company.”*

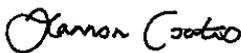
**RESOLUTION 4 – ADOPTION OF NEW CONSTITUTION**

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

*“That, for the purposes of section 136(2) of the Corporations Act, and for all other purposes, the constitution submitted to this meeting and signed by the Chairman of this meeting for the purpose of identification be adopted as the constitution of the Company in substitution for and to the exclusion of the existing Constitution of the Company.”*

Dated this 18th day of October 2018.

**BY ORDER OF THE BOARD**



Shannon Coates  
Company Secretary

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**FLINDERS MINES LIMITED**  
ABN 46 091 118 044

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**EXPLANATORY STATEMENT**

This explanatory statement accompanies and forms part of the Notice of Meeting 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 and the 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 REPORT**

The first item of the Notice is to receive and consider the annual financial report for the Company for the financial year ended 30 June 2018, 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 annual financial report may be found on the Company's website at: <http://flindersmines.com/investors/company-reports/>

**RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT**

In accordance with section 250R of the Corporations Act the Company submits to shareholders for consideration and adoption by way of a non-binding resolution its Remuneration Report for the financial year ended 30 June 2018. The Remuneration Report is a distinct section of the directors' report that deals with the remuneration of directors and KMP of the Company and can be located in the 2018 annual report and also on the Company's website.

Shareholders will be given reasonable opportunity at the Meeting to discuss the Remuneration Report. Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company.

However, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote.

At the Company's 2017 annual general meeting, votes against the adoption of the remuneration report were less than 25%, and as such a Spill Resolution will not be relevant for this Annual General Meeting even if 25% or more of the votes cast in respect of the Remuneration Report are against the adoption of the Remuneration Report.

*The Directors recommend shareholders vote in favour of Resolution 1.*

*The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.*

**RESOLUTION 2 – ELECTION OF DIRECTOR MS SHANNON COATES**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Ms Coates was appointed as a Director on 20 June 2018.

Pursuant to clause 48 of the Company's Constitution, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Accordingly, Ms Coates, in accordance with the Constitution, will retire and being eligible, seeks election from shareholders. A brief summary of Ms Coates' qualifications and experience follows.

**Shannon Louise Coates**

Ms Coates is a qualified lawyer and experienced public company director, with over 20 years' inhouse experience in corporate law, risk and compliance. She is currently Managing Director of Evolution Corporate Services Pty Ltd, a company providing corporate advisory services to a number of public listed and private companies.

Ms Coates has been appointed as Chair of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee.

Ms Coates is also a Director of ASX listed companies Vmoto Limited (ASX.VMT) and Kopore Metals Limited (ASX.KMT).

The Board considers Ms Coates to be an independent Director.

*The Directors (except Ms Coates, who abstains) recommend shareholders vote in favour of Resolution 2.*

*The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.*

**RESOLUTION 3 – RE-ELECTION OF DIRECTOR MR NEIL WARBURTON**

Pursuant to clause 48 of the Company's Constitution, one third (or if that is not a whole number, the next lowest whole number) of the Directors (excluding the Managing Director of the Company) must retire at each annual general meeting. In addition, ASX Listing Rule 14.5 provides that an entity must hold an election of directors at each annual general meeting.

In accordance with clause 48 of the Company's Constitution and Listing Rule 14.5, Mr Warburton has agreed to retire and being eligible, has offered himself for re-election. A brief summary of Mr Warburton's qualifications and experience follows.

**Mr Neil Warburton Assoc. MinEng WASM, MAusIMM, FAICD**

Mr Warburton has worked in the mining industry his entire career in roles ranging from underground miner through to senior mining engineer and executive directorships managing large mining and contracting companies. He has over 38 years of experience in all areas of mining operations.

Mr Warburton has held senior positions with mining contractor Barmenco Limited, culminating in his appointment to Chief Executive Officer in 2007. During his five years in the role, he successfully grew the company into Australia and West Africa's largest underground hard rock mining contractor.

Prior to joining Barmenco, Mr Warburton held several senior corporate positions including serving as Managing Director of Coolgardie Gold NL from 1990 to 1995. Mr Warburton started his career with Western Mining Corporation as a graduate mining engineer and progressed to Manager of Open Pit and Underground Operations.

Mr Warburton is a graduate of the Western Australian School of Mines with an Associate Degree in Mining Engineering. He is a Fellow of the Australian Institute of Company Directors (FAICD), Member of the Australian Institute of Mining and Metallurgy (MAusIMM), Chairman of the Australian Mining and Prospectors Hall of Fame Foundation, Councillor of the Western Australian School of Mines Alumni association and serves as a director on a number of smaller private companies. He currently serves as a Non-Executive Director of ASX-listed Independence Group Limited and Non-Executive Chairman of Coolgardie Minerals Limited.

The Board considers Mr Warburton to be an independent Director.

*The Directors (except Mr Warburton, who abstains) recommend shareholders vote in favour of Resolution 3.*

*The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3.*

#### **RESOLUTION 4 – ADOPTION OF NEW CONSTITUTION**

##### **Background**

The Company's existing Constitution was adopted on 6 November 2009. Given that the terms of the existing Constitution had not been subject to a comprehensive review or update since adoption, the Company undertook a review of the Constitution in 2017. The purpose of this review was to ensure that the Constitution reflects the present provisions of the Corporations Act and the ASX Listing Rules, as well as contemporary corporate governance standards.

Following the completion of this review, the Board considered that it was in the best interests of the Company to adopt a new constitution in order to promote the efficient governance of the Company and provide long term benefits to the Company and its shareholders. In accordance with the Corporations Act, the Company sought shareholder approval at the 2017 Annual General Meeting to adopt the revised Constitution by way of a special resolution. The proposed resolution was not approved at the 2017 Annual General Meeting.

The Board subsequently reviewed the proposed constitution and sought feedback from key stakeholders in relation to this. The Directors continue to believe that the adoption of a revised constitution is in the best interests of the Company and recommends that the existing Constitution be replaced because:

- (a) practical governance standards have significantly changed since the initial adoption of the Constitution in 2009;
- (b) the revised constitution reflects best practice, modern governance standards;
- (c) the effect of adopting the revised constitution will be to, among other things, to provide the Company with additional flexibility by removing restrictions in the Constitution that reflected provisions of the Corporations Act or the ASX Listing Rules that have been removed or amended since the adoption of the Constitution;
- (d) adoption of the revised constitution will provide consistency between the Company's constitution, the Corporations Act and the ASX Listing Rules; and
- (e) the Board considers that the proposed changes will promote the efficient governance of the Company and will provide long term benefits to the Company and its shareholders.

In light of the number of changes being proposed to various parts of the existing Constitution, and the fact that some of these changes are of a non-substantive nature, the Board has decided that it is most appropriate to adopt a wholly new constitution rather than approving numerous amendments to the existing Constitution.

It is not practical to list all the changes to the Constitution in this statement. However, the proposed changes that the Board considers more significant for shareholders are described below. In the discussion below, references to clauses are to clauses in the proposed new constitution, unless stated otherwise. Shareholders are invited to contact the Company if they have any further queries or concerns in relation to the revised constitution.

It ought to be noted that the proposed revised constitution is largely identical to the constitution put to shareholders at the 2017 Annual General Meeting. The key difference is that the provision permitting the issue of preference shares on specified terms has been removed and the applicable provisions in the current Constitution (requiring a special resolution of shareholders to approve the issue of preference shares) have been reinstated.

A copy of the proposed new constitution can be obtained prior to the meeting by contacting the Company. A copy of the new constitution will also be available for inspection at the meeting.

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### **Regulatory requirements**

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by a special resolution of its shareholders.

A special resolution requires approval of at least 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney, on in the case of a corporate Shareholder, by a corporate representative).

If the resolution is passed, the new constitution will take effect immediately.

### **Material changes to the Constitution**

The material changes to the existing Constitution are outlined below.

#### ***Dividends***

(a) Payment of dividends

Following amendments to the Corporations Act, companies are no longer restricted to paying dividends out of profits. Accordingly, the new constitution removes the requirement for dividends to be paid out of the profits of the Company.

The new constitution provides that directors may determine that a dividend is payable and fix the amount, time and method of payment.

The new constitution expands on the methods which dividends can be paid to include electronic funds transfer and any other means determined by the directors. This provides a more secure, convenient and cost effective payment method for both the Company and its shareholders.

#### ***General meetings***

(b) Quorum

The new constitution provides that two members present in person or by proxy, attorney or representative are a quorum at a general meeting. This simplifies the provisions of the existing Constitution which require a quorum of two shareholders if there are less than 20 shareholders on the Company's register of members, or a quorum of 10 persons if the Company has more than 20 shareholders on its register of members.

#### ***Unmarketable parcels***

(c) Sale of unmarketable parcels

The new constitution removes the requirement for the Company to sell shares constituting an unmarketable parcel at the same price. This requirement is not mandated under the ASX Listing Rules and is prohibitive on the Company's ability to effectively carry out the sale of an unmarketable parcel. The new constitution does not include any pricing parameters, giving the Company flexibility in implementing an unmarketable parcel sale facility. Notwithstanding this, the Board and its brokers will continue to use their best endeavours to ensure the highest possible sale price is obtained in the event of an unmarketable parcel.

#### ***Directors***

(d) Director retirement

Under the new constitution, Directors will be required to retire no later than the third annual general meeting following their last election or appointment. Under the existing Constitution, one third of the Directors are required to retire at each annual general meeting. The new provision reflects common director rotation provisions amongst listed companies and is in line with the relevant ASX Listing Rules.

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**Other amendments**

There are a number of other differences between the existing and new constitution that are not summarised or referred to above because they do not materially alter the effect of the existing Constitution for shareholders. These include changes:

- (a) to update provisions to reflect the current position under the Corporations Act, ASX Listing Rules and other applicable rules;
- (b) of a drafting, procedural or administrative nature;
- (c) to remove outdated and redundant provisions; and
- (d) to update names and definitions to reflect current terminology, although where possible the defined terms in the Corporations Act are relied on.

In addition, where appropriate, the new constitution removes duplication of existing requirements under the Corporations Act or the Listing Rules, which would otherwise require amendments if there are future legislative or regulatory changes.

**Recommendation of directors**

*The Board unanimously recommends shareholders vote in favour of Resolution 4.*

*The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4.*

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**Definitions:**

**ASX** means the ASX Limited (ABN 98 008 624 691) or the securities market conducted by it (as the context requires).

**ASX Listing Rules** means the official listing rules of ASX, as amended and waived by ASX from time to time.

**Board** means the board of directors of the Company.

**Chairman** means the chairman of the Meeting.

**Constitution** means the constitution of the Company adopted on 6 November 2009.

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

**Closely Related Parties** of the Company's KMP include a spouse or child of a KMP member, a child of the member's spouse, a dependent of the member or their spouse, any other family member who may be expected to influence the member, or be influenced by the member, in their dealings with the Company or companies a member controls.

**Director** means a director of the Company from time to time.

**Key Management Personnel** or **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.

**Meeting** means the annual general meeting of the Company the subject of this Notice.

**Notice of Meeting** or **Notice** means this notice of annual general meeting and includes the Explanatory Statement.

**Remuneration Report** means the remuneration report included in the directors' report for the year ended 30 June 2018.

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## VOTING INFORMATION AND NOTES

### 1. Voting entitlement on a poll

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

### 2. Proxies

A shareholder entitled to attend and vote at this 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.

If a shareholder appoints two proxies, each proxy may be appointed to represent a specified proportion or number of the shareholder's votes. Absent this specification, on a poll, each proxy may exercise half the votes.

A proxy can be either an individual or a body corporate and need not be a shareholder of the Company. If a shareholder appoints a body corporate as proxy, the body corporate will need to appoint an individual as its corporate representative and provide satisfactory evidence of this appointment.

If a shareholder's instruction is to abstain from voting for a particular item of business, the shareholders' votes will not be counted in computing the required majority on a poll.

To appoint a proxy, a proxy form must be signed by the shareholder or the shareholder's attorney duly authorised in writing. If the shareholder is a corporation, the proxy form must be signed in accordance with section 127 of the Corporations Act. 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 form and authorities may be lodged:

- by post to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001, or;
- by facsimile to Computershare on (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555 or the Company on +61 8 8132 7999; or
- electronically by casting votes online at [www.investorvote.com.au](http://www.investorvote.com.au) and follow the prompts. To use this facility you will need your holder number (SRN or HIN), postcode and control number as shown on the proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

Custodian voting - For Intermediary Online subscribers only (custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

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.

**Chairman acting as proxy**

Shareholders may appoint the Chairman of the Meeting as their proxy.

Where the Chairman is appointed as a proxy by a shareholder entitled to cast a vote on a particular resolution and the proxy form specifies how the Chairman is to vote on the resolution (that is, a directed proxy), the Chairman must vote in accordance with that direction.

In relation to Resolution 1, if the shareholder has appointed the Chairman as their proxy and no voting direction has been given, the shareholder will be expressly authorising the Chairman to exercise the undirected proxy in respect of Resolution 1 even though the resolution is connected with the remuneration of members of the KMP of the Company. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairman of the meeting as your proxy.

**3. 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 5.00 pm (WST) on Sunday, 18 November, 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

**4. Quorum**

The Constitution of the Company provides that 10 shareholders present in person, by proxy, attorney or body corporate representative shall be a quorum for a general meeting of the Company.

**5. Appointment of 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.

**6. 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.

## 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

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 181804

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 10:00am (WST) Sunday, 18 November 2018**

### 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 or abstain as they choose (to the extent permitted by law). 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](http://www.investorcentre.com) under the help tab, "Printable 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** →

**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.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

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 45 Ventnor Avenue, West Perth, Western Australia on Tuesday, 20 November 2018 at 10:00am (WST) 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 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 Resolution 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.

	For	Against	Abstain
Resolution 1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Director Ms Shannon Coates	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Director Mr Neil Warburton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Adoption of New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## 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 / /