



**NOTICE OF GENERAL MEETING TO BE HELD  
ON TUESDAY 31 JANUARY 2017 at 11am  
IN THE BOARDROOM OF HALL CHADWICK, AT LEVEL 4, 16 ST  
GEORGES TERRACE, PERTH, WA 6000**

This Notice of General Meeting and Explanatory Memorandum 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.

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## NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the shareholders of Artemis Resources Limited (ABN 80107051749) will be held in the Boardroom of Hall Chadwick on Level 4, 16 St Georges Terrace, Perth, Western Australia, Australia on 31 January 2017 at 11am WST.

The Explanatory Memorandum provides additional information on matters to be considered at the General Meeting and forms part of this Notice. Terms and abbreviations used in this Notice are defined in Schedule 1.

### YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding in the Company and your vote is important.

### VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7pm on 29 January 2017.

### VOTING IN PERSON

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

### VOTING BY PROXY

1. **(Appointing a Proxy):** A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote for the Shareholder at the meeting. A Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint a second proxy. The appointment of the second proxy must be done on a separate copy of the proxy form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If a Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a Shareholder of the Company.
2. **(Direction to Vote):** A proxy need not vote in that capacity on a show of hands on any Resolution nor (unless the proxy is the Chairman of the Meeting) on a poll. However, if the proxy's appointment specifies the way to vote on a Resolution, and the proxy decides to vote in that capacity on that Resolution, the proxy must vote the way specified (subject to the other provisions of this notice of general meeting, including the voting exclusions noted below).
3. **(Voting restrictions with respect to undirected proxies):** The Chairman of the Meeting intends to vote undirected proxies (where he has been

appropriately authorised, having regard to the voting restrictions set out in this notice of general meeting) in favour of each Resolution.

4. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form (and attach any authority under which it is signed or a copy which appears on its face to be an authentic copy) by:

(a) post to Artemis Resources Limited at PO Box 52 Collins Street West, VIC 8007

OR

(b) by email to registrar@securitytransfer.com.au,

so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**

#### **CORPORATE REPRESENTATIVE**

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the meeting. Unless it has previously been given to the Company, the representative should bring evidence of their appointment to the Meeting, together with any authority under which it is signed. The appointment must comply with section 250D of the Corporations Act 2001.

#### **ATTORNEY**

A Shareholder may appoint an attorney to vote on their behalf. To be effective for the Meeting, the instrument effecting the appointment (or a copy which appears on its face to be an authentic copy) must be received by the deadline for the receipt of proxy forms (see above), being no later than 48 hours before the Meeting.

## AGENDA

### 1 RESOLUTION 1 - RATIFICATION OF PRIOR ISSUE OF 450,333,333 SHARES

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

*"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 450,333,333 Shares on the terms and conditions set out in the Explanatory Memorandum."*

### 2 RESOLUTION 2 - RATIFICATION OF PRIOR ISSUE OF 10,000,000 SHARES

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

*"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 10,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum."*

### 3 RESOLUTION 3 - RATIFICATION OF PRIOR ISSUE OF 20,000,000 SHARES

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

*"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the allotment and issue of 20,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum."*

### 4 RESOLUTION 4 - APPROVAL TO ISSUE UP TO 500,000,000 SHARES TO A DIRECTOR

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

*"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, Shareholders approve the issue of up to 500,000,000 Shares to a Director on the terms and conditions set out in the Explanatory Memorandum."*

#### Enquiries

If you have any questions in relation to the Resolutions to be considered at the Meeting, please call the Company Secretary, Mr Guy Robertson on (61) 2 9078 7671.

By order of the Board  
Guy Robertson  
Secretary  
Date: 28 December 2016

## VOTING EXCLUSION STATEMENTS

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on the Resolutions by the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
1. Ratification of issue of 450,333,333 shares	<ul style="list-style-type: none"><li>• Any person who participated in the issue; and</li><li>• any of their respective associates.</li></ul>
2. Ratification of issue of 10,000,000 shares	<ul style="list-style-type: none"><li>• Kongoni Pty Limited; and</li><li>• any of its respective associates.</li></ul>
3. Ratification of issue of 20,000,000 shares	<ul style="list-style-type: none"><li>• Michael Sutherland or his nominee; and</li><li>• any of his associates.</li></ul>
4. Approval to issue up to 500,000,000 shares to a Director	<ul style="list-style-type: none"><li>• Mr David Lenigas or his nominee; and</li><li>• any of his Associates.</li></ul>

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business specified to be conducted at the General Meeting to be held in the Boardroom of Hall Chadwick at Level 4, 16 St Georges Terrace, Perth WA 6000 on 31 January 2017 at 11am (WST).

The Directors recommend that Shareholders read this Explanatory Memorandum in full in conjunction with the accompanying Notice of which this Explanatory Memorandum forms a part.

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### 1. RESOLUTION 1 - RATIFICATION OF ISSUE OF 450,333,333 SHARES

#### 1.1 Background

Under Resolution 1, the Company seeks Shareholder ratification of the issue by the Company of 450,333,333 shares to sophisticated and professional investors, in a capital raising of \$675,500, before costs. See ASX announcement dated 17 November 2016 and 16 December 2016.

#### 1.2 Listing Rules 7.1

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 1 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 450,333,333 shares issued.

#### 1.3 ASX Listing Rules Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5:

- (a) *The maximum number of securities the entity issued*

The maximum number of securities issued was 450,333,333

- (b) *The date by which the entity will issue the equity securities*

The Shares were issued on 24 November 2016 and 16 December 2016.

- (c) *The issue price of the securities*

450,333,333 shares at \$0.0015 per share

- (d) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

The shares were issued to professional and sophisticated investors.

The shares were not issued to related parties of the Company, or their Associates.

- (e) *The terms of the securities*

The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

- (f) *The intended use of the funds raised*

\$675,500 (before costs) was raised from the issue of shares to professional and sophisticated investors. The funds will be used for exploration on the West Pilbara project.

- (g) *The dates of allotment or a statement that allotment will occur progressively*

The shares were issued on 24 November 2016 and 16 December 2016.

- (h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

#### **1.4 Directors' Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 1.

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## **2. RESOLUTION 2 - RATIFICATION OF ISSUE OF 10,000,000 SHARES**

### **2.1 Background**

Under Resolution 2, the Company seeks Shareholder ratification of the issue by the Company of 10,000,000 shares to Kongoni Pty Limited for the acquisition of a tenement interest.

## 2.2 Listing Rules 7.1

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 2 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 10,000,000 shares issued.

## 2.3 ASX Listing Rules Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5:

- (i) *The maximum number of securities the entity issued*

The maximum number of securities issued was 10,000,000

- (j) *The date by which the entity will issue the equity securities*

The Shares were issued on 24 November 2016.

- (k) *The issue price of the securities*

10,000,000 shares at a deemed price of \$0.0015 per share

- (l) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

Kongoni Pty Limited.

The shares were not issued to related parties of the Company, or their Associates.

- (m) *The terms of the securities*

The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

- (n) *The intended use of the funds raised*

No funds were raised. The shares were issued for the acquisition of a tenement interest.

- (o) *The dates of allotment or a statement that allotment will occur progressively*

The shares were issued on 24 November 2016.

- (p) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

## 2.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

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## 3. RESOLUTION 3 - RATIFICATION OF ISSUE OF 20,000,000 SHARES

### 3.1 Background

Under Resolution 3, the Company seeks Shareholder ratification of the issue by the Company of 20,000,000 shares to Michael Sutherland or his nominee, for the acquisition of a 34% interest in the Mt Sholl East project, see ASX announcement dated 24 November 2016.

### 3.2 Listing Rules 7.1

ASX Listing Rule 7.1 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities in any 12 month period which, when aggregated with the equity securities issued by a company during the previous 12 months, will exceed 15% of the total number of fully paid ordinary shares on issue in the company at the beginning of the 12 month period, except with the prior approval of Shareholders.

ASX Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the company's members subsequently approve it.

While the outcome of Resolution 3 will have no effect on the issue of the options in question, Shareholder approval will restore the Company's ability to issue further equity securities under ASX Listing Rule 7.1 in the next 12 months from the date of issue, to the extent of the 20,000,000 shares issued.

### 3.3 ASX Listing Rules Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5:

- (q) *The maximum number of securities the entity issued*

The maximum number of securities issued was 20,000,000

- (r) *The date by which the entity will issue the equity securities*

The Shares were issued on 20 December 2016.

- (s) *The issue price of the securities*

20,000,000 shares at a deemed price of \$0.002 per share

- (t) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*

Michael Sutherland or his nominee.

The shares were not issued to related parties of the Company, or their Associates.

- (u) *The terms of the securities*

The Shares issued are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

- (v) *The intended use of the funds raised*

No funds were raised from the issue. The issue was consideration for a project interest.

- (w) *The dates of allotment or a statement that allotment will occur progressively*

The shares were issued on 20 December 2016.

- (x) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

### 3.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

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## 4. RESOLUTION 4 - APPROVAL TO ISSUE SHARES TO A DIRECTOR - MR DAVID LENIGAS

### 4.1 Background

Under Resolution 4, the Company seeks Shareholder approval under ASX Listing Rule 10.11 for the issue of Shares to a Director of the Company Mr David Lenigas.

Mr David Lenigas was appointed executive Chairman on 3 November 2016, see ASX announcement as at this date.

The 3 November announcement also outlined Mr Lenigas' remuneration structure which is \$60,000 per annum with a further entitlement to 500 million Shares in accordance with the following provisions and vesting dates:

- (i) 200 million Shares within 5 business days of the approval by the Company's shareholders of this proposed remuneration package;
- (ii) 150 million Shares on the date falling 3 months after the date of the consultancy agreement; and
- (iii) 150 million Shares on the date falling 6 months after the date of the consultancy agreement.

As this Resolution 4, if passed, will require the Shares in question to be issued within one month of the date of the meeting, this will mean that while it will be possible to issue the first and second tranches of Shares under this authority, it will not be possible to issue the final tranche of Shares as this will fall outside the one month period. As such, and in order to avoid the requirement that the Company go to the time and expense of seeking a waiver from ASX Listing Rule 10.13.3 in order to issue the final tranche of Shares after the date falling one month after the date of the meeting, the Board of Artemis has resolved to accelerate the final tranche of Shares to the date falling 3 months after the date of the consultancy agreement. As such, and provided Resolution 4 is passed, all 500 million Shares will be issued and allotted on or around 28 February 2017, being approximately 4 months after the date of the consultancy agreement.

#### **4.2 ASX Listing Rule Requirements**

Unless one of the exceptions under ASX Listing Rule 10.12 applies, ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities, such as the Shares proposed to be issued under Resolution 4, to a related party of the Company. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

The Company requires shareholder approval to issue the Shares to Mr David Lenigas as, for the purposes of ASX Listing Rule 10.11, the Director is a related party of the Company.

If Shareholder approval is obtained under Resolution 4, the Shares referred to in Resolution 4 will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under the limit imposed by ASX Listing Rule 7.1.

#### **4.3 ASX Listing Rule Disclosure Requirements**

The following information is provided to members for the purpose of Listing Rule 10.13:

- (a) *The name of the person to whom the securities will be issued*  
The Shares will be issued to Mr David Lenigas, who is a Director of the Company, or his nominee.
- (b) *The maximum number of securities to be issued*  
The maximum number of Shares to be issued is 500,000,000 Shares to Mr Lenigas and/or his nominee.

- (c) *The date by which the entity will issue the securities*  
Subject to Shareholder approval, the Shares will be allotted and issued no later than one month after the date of the Meeting.
- (d) *The issue price of the securities*  
The share will be issued at a deemed price of \$0.001 per share.
- (e) *The names of the allottees (if known) or the basis upon which the allottees will be identified or selected*  
The allottee will be Mr David Lenigas or his nominee.
- (f) *The terms of the securities*  
The Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (g) *The intended use of the funds raised*  
No funds will be raised through the issue of the shares. The Company will be able to conserve cash for exploration by not paying its executive Chairman a cash salary commensurate with the position.
- (h) *Voting Exclusion*  
A voting exclusion statement forms part of this Notice.

#### **4.4 Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 4. Mr Lenigas abstains from making a recommendation to Shareholders in respect of Resolution 4 as he is personally interested in the outcome of Resolution 4 in that he (or his nominee(s)) is the proposed allottee of the Shares.

## SCHEDULE 1 GLOSSARY

The following is a glossary of various words and their meanings used in the Notice and Additional Information:

“**Associate**” has the meaning given by Sections 10 to 17 of the Corporations Act;

“**ASX**” means ASX Limited ACN 008 624 691 and the market operated by it, as the context requires;

“**ASX Listing Rules**” means the Listing Rules of ASX and any other rules of ASX which are applicable while the entity is admitted to the official list of ASX, each as amended or replaced from time to time except to the extent of any express written waiver by ASX;

“**Board**” means the Board of Directors;

“**Company**” means Artemis Resources Limited (ABN 80 107 051 749) of Level 15, 1 Alfred Street, Sydney, NSW 2000;

“**Corporations Act**” means *Corporations Act 2001 (Cth)*;

“**Director**” means a director of the Company;

“**Equity**” means

“**Exclusivity**” means

“**Explanatory Memorandum**” means the explanatory memorandum which accompanies and forms part of this Notice;

“**Meeting**” means the general meeting convened by the Notice;

“**Notice**” means this notice of general meeting;

“**Officer**” has the same meaning as in the Corporations Act;

“**Related Party**” means, in respect of an individual, an Associate of that individual or which is a company, trust, person or superannuation scheme for the benefit of any member of the family of that individual;

“**Resolution**” means a resolution to be considered at the Meeting;

“**Share**” means an ordinary share in the issued capital of the Company; and

“**Shareholder**” means the holder of a Share.

«EFT\_REFERENCE\_NUMBER»

«Company\_code» «Sequence\_number»

«Holder\_name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»

Code:

ARV

Holder Number:

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**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

**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 General Meeting of the Company to be held at 11:00am WST on Tuesday 31 January 2017 at the Board Room of Hall Chadwick, Level 4, 16 St Georges Terrace, Perth WA 6000 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.

**RESOLUTION**

1. Ratification of prior issue of 450,333,333 shares

For

Against

Abstain\*




2. Ratification of prior issue of 10,000,000 shares




3. Ratification of prior issue of 20,000,000 shares




4. Approval to issue up to 500,000,000 shares to a Director - Mr David Linegas




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

**SECTION C: Signature of Security Holder(s)**

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

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

**Proxies must be received by Security Transfer Australia Pty Ltd no later than 11:00am WST on Sunday 29 January 2017.**



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 Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

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

**Security Transfer Australia Pty Ltd**

<b>Online</b>	www.securitytransfer.com.au
<b>Postal Address</b>	PO BOX 52 Collins Street West VIC 8007
<b>Street Address</b>	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
<b>Telephone</b>	1300 992 916
<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 Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

