

**WOOMERA MINING LIMITED**  
**(ACN 073 155 781)**

---

**NOTICE OF 2018 ANNUAL GENERAL MEETING AND EXPLANTORY MEMORANDUM**

---

**Date of Meeting**

Thursday 29 November 2018

**Time of Meeting**

10:00 am (ACDT)

**Place of Meeting**

'Aurora Building' Level 13, 147 Pirie Street Adelaide SA 5000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company on +61 (08) 8232 6201

## CONTENTS

---

NOTICE OF ANNUAL GENERAL MEETING .....	3
EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING .....	8
SCHEDULE 1 – NOMINATION OF AUDITOR.....	19

# WOOMERA MINING LIMITED

(ACN 073 155 781)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF WOOMERA MINING LIMITED (ACN 073 155 781) ('COMPANY') WILL BE HELD AT THE 'AURORA BUILDING' LEVEL 13 147 PIRIE STREET ADELAIDE SA 5000 ON THURSDAY, 29 NOVEMBER 2018 AT 10:00AM (ACDT) ('MEETING') FOR THE PURPOSES OF TRANSACTING THE FOLLOWING BUSINESS.

Each of the Resolutions proposed to be put to Shareholders at the Meeting are set out in this Notice of Annual General Meeting ('Notice' or 'Notice of Meeting'). The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form accompanying this Notice of Meeting are hereby incorporated in and comprise part of this Notice.

The terms used and defined in the Explanatory memorandum have the same meaning when used in this Notice.

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in the Glossary, or where they are first used in the Notice or Explanatory Memorandum.

### AGENDA

---

**Item 1: Financial Reports**

To consider and receive the Financial Statements, the Directors Report, and the Independent Auditor's Report contained within the Woomera Mining Limited Annual Report for the year ended 30 June 2018.

An electronic copy of the 2018 Annual Report is available to download or view on the Company's website at: <http://woomex.com.au/asx-announcements-2/>

No resolution is required for this item of business.

**Resolution 1: (Advisory) to Adopt the Remuneration Report**

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

*"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the period ended 30 June 2018 and contained in the Annual Report (as set out on pages 6 to 13 of the Directors Report) for the Company be adopted."*

**Voting Exclusion Statement for Resolution 1**

***Advisory Resolution***

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

***Voting Restriction pursuant to Section 250R(4) of the Corporations Act***

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel ("KMP") whose remuneration details are included in the Remuneration Report; and
- (b) a closely related party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on

behalf of a person described above and either:

- (c) the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- (d) the vote is cast by the Chair of the Meeting and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on the resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or, if the Company is part of a consolidated entity, for the entity.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

**Resolution 2: Re-election of Mr Neville Martin as a Non-Executive Director and Chairman**

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

*"That Mr Neville Martin, who retires in accordance with Article 6.3(a) of the Company's Constitution and being eligible and having offered himself for re-election, be re-elected as a non-executive director and Chairman of the Company."*

Further details in respect of Resolution 2 are set out in the Explanatory Memorandum.

**Resolution 3: Re-election of Mr Gerard Anderson as an Executive Director**

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

*"That Mr Gerard Anderson, who retires in accordance with Article 6.3(a) of the Company's Constitution and being eligible and having offered himself for re-election, be re-elected as an executive director of the Company."*

Further details in respect of Resolution 3 are set out in the Explanatory Memorandum.

**Resolution 4: Re-election of Mr Don Triggs as an Executive Director**

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

*"That Mr Don Triggs, who retires in accordance with Article 6.3(a) of the Company's Constitution and being eligible and having offered himself for re-election, be re-elected as an executive director of the Company."*

Further details in respect of Resolution 4 are set out in the Explanatory Memorandum.

**Resolution 5: Re-election of Mr David Lindh as a Non-Executive Director**

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

*"That Mr David Lindh, who retires in accordance with Article 6.3(a) of the Company's Constitution and being eligible and having offered himself for re-election, be re-elected as a non-executive director of the Company."*

Further details in respect of Resolution 5 are set out in the Explanatory Memorandum.

**Resolution 6: Re-election of Mr Joe Fekete as a Non-Executive Director**

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

*"That Mr Joe Fekete, who retires in accordance with Article 6.3(a) of the Company's Constitution and being eligible and having offered himself for re-election, be re-elected as a non-executive director of the Company."*

Further details in respect of Resolution 6 are set out in the Explanatory Memorandum.

**Resolution 7: Approval of Appointment of Auditor**

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

*"That, in accordance with section 327B of the Corporations Act and for all other purposes, BDO Audit (SA) Pty Ltd having been appointed by a shareholder and consented in writing to act as the Company's auditor, be appointed as the auditor of the Company."*

Further details in respect of Resolution 7 are set out in the Explanatory Memorandum.

## **SPECIAL RESOLUTIONS**

---

**Resolution 8: Replacement of Company's Constitution**

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

*"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the Chairman of the Meeting for identification purposes."*

Further details in respect of Resolution 8 are set out in the Explanatory Memorandum.

**Resolution 9: Approval of 10% Placement Capacity**

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

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion Statement for Resolution 9**

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of a person (and any Associates of such a person) who is expected to participate in the 10% Placement Facility and a person (and any Associates of such a person) who will obtain a material benefit as a result of the proposed issue, except a benefit solely by reason of being a holder of ordinary shares.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (b) 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.

Further details in respect of Resolution 9 are set out in the Explanatory Memorandum.

## PROXIES

---

### Appointing a proxy

Members are entitled to appoint up to two proxies to act generally at the Meeting on their behalf, and to vote in accordance with their directions on the Proxy Form. A proxy need not be a Member. A personalised Proxy Form is attached to this Notice of Meeting.

Where two proxies are appointed, each proxy can be appointed to represent a specified proportion or number of the votes of the member. If no number or proportion of votes is specified, each proxy may exercise half of the member's votes. Neither proxy is entitled to vote on a show of hands if more than one proxy attends the Meeting.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each resolution by marking the appropriate boxes on the Proxy Form.

Completed Proxy Forms (together with any authority under which the Proxy Form was signed, or a certified copy of the authority) must be returned by 10:00am (ACDT) on 27 November 2018.

(a) by mail to the Share Registry as follows:

Computershare Investor Services Pty Ltd

GPO Box 242, Melbourne, Victoria 3001

(b) by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or

(c) Online by visiting [www.investorvote.com.au](http://www.investorvote.com.au) and entering the shareholder's Control Number, SRN/HIN and PIN, which are shown on the first page of the enclosed Proxy Form;

for Intermediary Online subscribers only (custodians), cast the shareholder's vote online by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com).

Further instructions are on the reverse of the Proxy Form.

### Undirected Proxies and Voting Restrictions

Where permitted, the Chairman of the Meeting will vote undirected proxies in favour of all the resolutions. This will be on the basis that the Proxy Form expressly authorises the Chairman to vote undirected proxies even if the resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

### Corporate representation

A corporation which is a Member, or which has been appointed a proxy, may appoint an individual to act as a representative to vote at the Meeting. The appointment must comply with Section 250D of the *Corporations Act 2001 (Cth)*. The representative should bring to the Meeting evidence of his or her appointment unless it has previously been provided to the Share Registry.

## ENTITLEMENT TO ATTEND AND VOTE AT THE MEETING

---

All members may attend the Meeting. The Directors have determined that for the purposes of voting at the Meeting, Shares will be taken to be held by the persons who are registered as the holders of those Shares as at 7.00 pm (ACDT) on 27 November 2018.

By order of the Board



Jonathan W. Lindh  
Company Secretary  
Dated: 26 October 2018

The accompanying Explanatory Memorandum and Proxy Form including voting instructions form part of this Notice of Meeting.

## EXPLANATORY MEMORANDUM TO NOTICE OF ANNUAL GENERAL MEETING

This Explanatory Memorandum accompanies and forms part of the Woomera Mining Limited (**'Company'**) Notice of Meeting for the Annual General Meeting to be held on 29 November 2018 at 'Aurora Building' Level 13, 147 Pirie Street Adelaide SA 5000 at 10:00 am (ACDT).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice of Meeting. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

---

### 1. Item 1 – Financial Reports

As required by section 317 of the Corporations Act, the Annual Report, including the Directors Report, Independent Auditor's Report and the Financial Statements for the year ended 30 June 2018 ("**2018 Annual Report**") will be laid before the Meeting.

There is no requirement for shareholders to approve the 2018 Annual Report. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the operations and management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions on the conduct of the audit and the content of the Auditor's Report.

### 2. Resolution 1 - (Advisory) to Adopt the Remuneration Report

#### 2.1 Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution.

If there is a vote of 25% or more against the Remuneration Report at the Meeting, and another vote of 25% or more at the next AGM ("**Second Strike**"), then a resolution will be put to Shareholders at the next AGM to put the Board (other than the Managing Director) up for re-election ("**Spill Resolution**"). If the Spill Resolution passes, then the Company must hold an extraordinary general meeting within 90 days at which all Directors (other than the Managing Director) who were Directors at the time the Remuneration Report that received the Second Strike will retire and may resubmit themselves for re-election.

The Remuneration Report is set out in the Directors Report section of the 2018 Annual Report. The Remuneration Report, amongst other things:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Key Management Personnel of the Company; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

The Remuneration Report can be viewed on pages 6 to 13 in the Directors Report section of the Company's 2018 Annual Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

#### 2.2 Voting restrictions on Key Management Personnel and their proxies and Closely Related Parties

A voting exclusion statement is set out under Resolution 1 in the Notice of Meeting.



## **2.3 Directors recommendation**

The Directors recommend that shareholders vote in favour of the adoption of the Remuneration Report.

## **3. Resolution 2 – Re-election of Mr Neville Martin as a Non-Executive Director and Chairman**

### **3.1 General**

Pursuant to Article 6.3(a) of the Constitution of the Company, at each AGM of the Company, all of the Directors shall retire from office. Pursuant to Article 6.3(b), a retiring Director is eligible for re-election.

Pursuant to Resolution 2, Mr Neville Martin retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election at the Meeting.

### **3.2 Director Profile – Mr Neville Martin**

Mr Neville Martin is the Non-Executive Chairman of Woomera and is a former partner (now consultant) with the law firm Minter Ellison. He has over 40 years' experience in corporate law and mining, oil and gas law. He is a director of ASX Listed Sundance Energy Australia Limited. He is the former Chairman of Adelaide Energy Ltd and former director of ASX listed companies Stuart Petroleum and Austin Exploration Ltd.

### **3.3 Directors recommendation**

The Directors, other than Mr Martin whose election is the subject of Resolution 2, recommend that shareholders vote in favour of Resolution 2.

## **4. Resolution 3 – Re-election of Mr Gerard Anderson as an Executive Director**

### **4.1 General**

Pursuant to Article 6.3(a) of the Constitution of the Company, at each AGM of the Company, all of the Directors shall retire from office. Pursuant to Article 6.3(b), a retiring Director is eligible for re-election.

Pursuant to Resolution 3, Mr Gerard Anderson retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election at the Meeting.

### **4.2 Director's Profile – Mr Gerard Anderson**

Mr Gerard Anderson is a geologist with 42 years' experience in exploration, mine and resource geology, principally in iron ore, gold and base metals. Mr Anderson's senior management positions have included Exploration Superintendent of the Boddington Gold Mine, Chief Geologist of the Bronzewing Gold Mine, Chief Geologist Kalgoorlie Consolidated Gold Mines, General Manager Golden Grove Operations, General Manager Newmont Joint Ventures, Managing Director of ASX Listed companies Croesus Mining NL, Centrex Metals Limited (From 11 April 2006 until 16 July 2010) and Archer Exploration Limited (From July 2008 until April 2016).

### **4.3 Directors recommendation**

The Directors, other than Mr Anderson whose election is the subject of Resolution 3, recommend that shareholders vote in favour of Resolution 3.

## **5. Resolution 4 – Election of Mr Donald Triggs as an Executive Director**

### **5.1 General**

Pursuant to Article 6.3(a) of the Constitution of the Company, at each AGM of the Company, all of the Directors shall retire from office. Pursuant to Article 6.3(b), a retiring Director is eligible for re-election.

Pursuant to Resolution 4, Mr Donald Triggs retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election at the Meeting.

## 5.2 Director's Profile – Mr Donald Triggs

Mr Donald Triggs is an executive director of Woomera, and has 30 years' experience consulting to the resource, utilities, and information technology sectors. Clients have included CRA/Rio Tinto, Normandy, MIM, Xstrata, Optima Energy, Telstra, Santos, New Hampton Goldfields and Mineral Deposits Limited. He is the former General Manager of the ASX listed company Primary Resources Limited, and is currently director of Norsa Exploration Pty Ltd, and is managing the Company's exploration projects.

## 5.3 Directors recommendation

The Directors, other than Mr Triggs whose election is the subject of Resolution 4, recommend that shareholders vote in favour of Resolution 4.

## 6. Resolution 5 – Election of Mr David Lindh as a Non-Executive Director

### 6.1 General

Pursuant to Article 6.3(a) of the Constitution of the Company, at each AGM of the Company, all of the Directors shall retire from office. Pursuant to Article 6.3(b), a retiring Director is eligible for re-election.

Pursuant to Resolution 5, Mr David Lindh retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election at the Meeting.

### 6.2 Director's Profile – Mr David Lindh

Mr David Lindh is a non-executive director of Woomera and is a consultant in corporate and commercial matters, with over 40 years' experience as both a lawyer and a company director. He is currently Chairman of NSX listed NuCannaCo Science Ltd. He is a former Chairman of ASX listed Centrex Metals Ltd and was a non-executive director of ETSA Corporation, Electranet and ASX listed company Enterprise Energy Ltd. He is also a director of various private companies and is a consultant specialising in the energy and resources industry with law firm Minter Ellison.

### 6.3 Directors recommendation

The Directors, other than Mr Lindh whose election is the subject of Resolution 5, recommend that shareholders vote in favour of Resolution 5.

## 7. Resolution 6 – Election of Mr Joe Fekete as a Non-Executive Director

### 7.1 General

Pursuant to Article 6.3(a) of the Constitution of the Company, at each AGM of the Company, all of the Directors shall retire from office. Pursuant to Article 6.3(b), a retiring Director is eligible for re-election.

Pursuant to Resolution 6, Mr Joe Fekete retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election at the Meeting.

### 7.2 Director's Profile – Mr Joe Fekete

Mr Joe Fekete holds a Bachelor of Business in Accounting and is a registered Company Secretary. Mr Fekete is a member of both the CPA Australia and the Chartered Institute of Secretaries. Mr Fekete's business management and accounting experience spans over 20 years in various industries including mining, advertising, travel, wholesale retail distribution, construction, and public practice. Mr Fekete is an experienced professional who has gained his experience in areas of statutory reporting, IPOs, accounting, system development, restructuring and general business management. Mr Fekete is also experienced in public disclosure requirements and dealing with external parties, including statutory reporting and in the delivery of quality management information within the organization on a timely basis.

Mr Fekete is currently a director for WOW Travel Pty Ltd and in the past was a Director for Rail Plus Australasia Pty Ltd, Go-Connect Ltd (ASX:GCN), Brands Australia Pty Ltd and Altius Mining Ltd (ASX:AYM).

### 7.3 Directors recommendation

The Directors, other than Mr Fekete whose election is the subject of Resolution 6, recommend that shareholders vote in favour of Resolution 6.

## 8. Resolution 7 – Approval of Appointment of Auditor

### 8.1 General

Under section 327B of the Corporations Act, the Company in general meeting must appoint an auditor to fill any vacancy in the office of auditor at each subsequent annual general meeting of the Company.

BDO Audit (WA) Pty Ltd, the Company's former auditor, gave notice of its intention to resign as auditor of the Company to ASIC (under section 329(5) of the Corporations Act) and ASIC consented to their resignation as the Company's auditor, effective from 21 August 2018.

In accordance with section 327C of the Corporations Act, the Directors appointed BDO Audit (SA) Pty Ltd as the Company's auditor effective from the date of the resignation of BDO Audit (WA) Pty Ltd up until the date of this Meeting. In accordance with section 237B(1)(b) of the Corporations Act, the Company seeks to have BDO Audit (SA) Pty Ltd appointed by Shareholders as the Company's auditor pursuant to this Resolution 7.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for BDO Audit (SA) Pty Ltd to be appointed as the Company's auditor. A copy of this nomination is attached to the Explanatory Memorandum in Schedule 1.

BDO Audit (SA) Pty Ltd has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act subject to Shareholder approval of this resolution.

If Resolution 7 is passed, the appointment of BDO Audit (SA) Pty Ltd will take effect from the close of this Meeting.

### 8.2 Directors recommendation

The Directors recommend that shareholders vote in favour of Resolution 7.

## 9. Resolution 8 – Replacement of Company's Constitution

### 9.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 8 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules and clarifies and simplifies certain provisions in the existing Constitution. This will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was adopted in 2011.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions. The Proposed Constitution will become effective from the close of the Meeting.

The Proposed Constitution has been approved by ASX as required under the Listing Rules.

Resolution 8 is a special resolution which means that a vote to pass this Resolution is decided on a 75% majority of the votes cast by Shareholders entitled to vote.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Memorandum, however, a summary of the more significant proposed key changes is set out below.

A copy of the Proposed Constitution can be sent to Shareholders upon request to the Company Secretary (+61 8 82326201). Shareholders are invited to contact the Company if they have any queries or concerns. A copy of the approved Constitution will be available on the Company's website [www.woomex.com.au](http://www.woomex.com.au) and at the office of the Company following the Meeting.

### 9.2 Summary of Key Proposed Changes

#### *Retirement by rotation (new clause 59)*

Article 6.3(a) of the existing Constitution provides that at each AGM all of the Directors shall retire from office. Clause 59.1 of the Proposed Constitution provides that at the close of each AGM, one-third of the Directors or, if their number is not a multiple

of three, then the number nearest to but not more than one-third of the Directors, must retire from office. This new clause 59.1 is consistent with market practice.

Clause 59.4 of the Proposed Constitution provides that a Director must retire from office at the conclusion of the third annual general meeting after the Director was last elected, even if his or her retirement results in more than one-third of all Directors retiring from office. This new clause is consistent with Listing Rule 14.4. There is no equivalent provision in the existing Constitution.

#### ***Nomination of a Director (new clause 60)***

Article 6.2(f) of the existing Constitution provides that a nomination of a person for Director (other than a Director retiring in accordance with the Constitution) must be in writing, signed by a member entitled to attend and vote at the meeting of Members at which the election is proposed, be accompanied by a notice in writing signed by the relevant nominee and lodged with the Company's registered office.

Clause 60 of the Proposed Constitution provides that a person (other than a director retiring on accordance with the Constitution and seeking re-election), is not eligible for election as a Director at the general meeting unless:

- (a) the person is proposed as a candidate by 50 Members or Members holding between them at least 5% of the votes that may be cast at a general meeting of the Company; and
- (b) the proposing Member leaves a notice at the Company's registered office which nominates the candidate for the office of Director and includes the signed consent of the candidate.

#### ***Dividends (new clause 85)***

Section 254T of the Corporations Act was amended effective 28 June 2010. There is now a three-tiered test that a company will need to satisfy before paying a dividend replacing the previous test that dividends may only be paid out of profits. Clause 10.1(a) of the existing Constitution provides that dividends may only be payable from profits of the Company. Clause 85 of the Proposed Constitution is more flexible with regard to the payment of dividends and provides that the Directors may by resolution either:

- (a) declare a dividend and may fix the amount, the time for and method of payment; or
- (b) determine a dividend is payable and fix the amount and time for and method of payment.

#### ***Casting vote of Chairperson (new clause 42)***

Clause 42 of the Proposed Constitution provides that the Chairperson has a casting vote (in addition to the Chairperson's votes as a member, proxy, attorney or representative) on a show of hands or on a poll at a general meeting. There is no equivalent clause in the existing Constitution and the Directors believe this new clause 42 may overcome in deadlocks that may occur in the voting by show of hands or a poll.

#### ***Directors' Meeting (new clause 66)***

Article 9.5(a) of the existing Constitution provides that subject to the Corporations Act, a quorum for a meeting of Directors is:

- (a) if the Directors have fixed a number for the quorum, that number; and
- (b) in any other case, 2 Directors entitled to vote on a resolution at the meeting.

Clause 66.10 of the Proposed Constitution provides that a quorum for meeting of Directors may be fixed by the Directors and unless so fixed, is three Directors present.

#### ***Partial (proportional) takeover provisions (new clause 25)***

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

The Directors consider that Members should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without members being given the opportunity to dispose of

all of their shares for a satisfactory control premium. The Directors also believe that the right to vote on a proportional takeover bid may avoid members feeling pressured to accept the bid even if they do not want it to succeed.

Information required by section 648G of the Corporations Act

#### Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

#### Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

#### Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

#### Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

### **9.3 Directors recommendation**

The Directors recommend that shareholders vote in favour of Resolution 8.

## **10. Approval of 10% Placement Capacity**

### **10.1 General**

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$11,270,443 (based on the number of Shares on issue and the closing price of Shares on the ASX on 17 October 2018).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities. As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: WML).

If Shareholders approve Resolution 9, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 9 for it to be passed.

## 10.2 Technical information required for ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 9:

### (a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 10.2(a)(i), the date on which the Equity Securities are issued.

### (b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

**(10% Placement Capacity Period).**

### (c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue. If Resolution 9 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares ('Market Price') and the number of Equity Securities on issue as at 17 October 2018.

The table also shows the voting dilution impact where the current number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Table 1

Issued Share Capital (Variable A)	50% decrease in Market Price \$0.05		Current Market Price \$0.10		50% increase in Market Price \$0.15	
	10% Voting Dilution	Funds Raised	10 %Voting Dilution	Funds Raised	10% Voting Dilution	Funds Raised
<b>Present Issued Shares = 112,704,433 Shares (Variable A)</b>	11,270,443	\$563,522	11,270,443	\$1,127,044	11,270,443	\$1,690,566
<b>50% Increase in Shares = 169,056,650 Shares (Variable A)</b>	16,905,665	\$845,283	16,905,665	\$1,690,567	16,905,665	\$2,535,850
<b>100% Increase in Shares = 225,408,866 Shares (Variable A)</b>	22,540,886	\$1,127,044	22,540,886	\$2,254,089	22,540,886	\$3,381,133

Table 1 - Assumptions and explanations

- The Market Price is \$0.10 based on the closing price of the shares on ASX on 17 October 2018.
- The above table only shows the dilutionary effect based on the issue of the Equity Securities under the 10% Placement Capacity (assuming only Shares are issued) and not any shares issued under the 15% under Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The Company issues the maximum number of Equity Securities under the 10% Placement Capacity
- The issued share capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 17 October 2018.
- The issue price of the securities issued under the 10% Placement Capacity used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

Shareholders should note that there is a risk that:

- the Market Price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- the Shares may be issued at a price that is at a discount to the Market Price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company has no particular purpose in mind at this time and merely wishes to be prepared for any eventuality. It is most likely that if an issue is made it will be for the purpose of expanding or furthering the development of the Company's existing exploration projects and/ or for general working capital. If a suitable opportunity arises, Equity Securities may be issued for other than cash to acquire, or assist to acquire a new asset from non-related parties, commensurate with the Company's activities. In addition, Equity Securities may be issued in lieu of a cash payment for work done by non-related parties as a method of preserving available cash in the Company.

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

(e) Allocation policy under the 10% Placement Capacity

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- the purpose of the issue;
- alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;

- (iii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
  - (v) prevailing market conditions; and
  - (vi) advice from corporate, financial and broking advisers (if applicable).
- (f) Previous approval under ASX Listing Rule 7.1A

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2012 and 2013 Annual General Meetings.

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, the following information is provided to Shareholders, in accordance with Listing Rule 7.3A.6, regarding the Equity Securities issued in the previous 12 months preceding the date of the AGM (that is, since 29 November 2017):

Listing Rule 7.3A.6(a): Total Equity Securities issued in previous 12 months

Number of Equity Securities on issue at commencement of 12 month period	6,095,761 Shares (post consolidation) 6,095,761 Equity Securities (Total) (post consolidation)
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	1738%

Listing Rule 7.3A.6(b): Details of Equity Securities issued in previous 12 months:

#### Shares

Date of issue:	23 February 2018
Number issued	68,259,459
Type of equity security:	Ordinary Shares
Summary of terms:	As for existing Ordinary Shares
Names of persons who received securities or basis on which those persons was determined	Issued to shareholders of Woomera Exploration Ltd ('WEX') in connection with the acquisition of that company
Price at which equity securities were issued:	Deemed issue price of \$0.14 per Share
Consideration received	Acquisition of 100% of the issued share capital of WEX, being a total of 68,259,459 ordinary shares in that company
Use of cash	N/A

Date of issue:	23 February 2018
Number issued	3,227,635
Type of equity security:	Ordinary Shares
Summary of terms:	As for existing Ordinary Shares
Names of persons who received securities or basis on which those persons was determined	Issued to Caason Investments Pty Ltd or nominee(s) ('Caason') in consideration for conversion of debt under the Company's Deed of Company Arrangement ('DOCA')
Price at which equity securities were issued:	Deemed issue price of \$0.14 per Share
Consideration received	The payment by Caason of an amount of \$451,869 under the DOCA
Use of cash	N/A

Date of issue:	23 February 2018
Number issued	8,439,978
Type of equity security:	Ordinary Shares
Summary of terms:	As for existing Ordinary Shares
Names of persons who received securities or basis on which those persons was determined	Issued to Caason, Robert Hunt ('Hunt') and Trident Capital Pty Ltd for conversion of debts ('Debt')
Price at which equity securities were issued:	Deemed issue price of \$0.14 per Share
Consideration received	The forgiveness and conversion of the Debt
Use of cash	N/A

Date of issue:	23 February 2018
Number issued	6,250,000
Type of equity security:	Ordinary Shares
Summary of terms:	As for existing Ordinary Shares
Names of persons who received securities or basis on which those persons was determined	Issued to the vendors of Volt Lithium Pty Ltd ('Volt') and Liquid Lithium Pty Ltd ('Liquid') in connection with the acquisition of those companies



Price at which equity securities were issued:	Deemed issue price of \$0.14 per Share
Consideration received	Acquisition of 100% of the issued share capital of Volt and Liquid, being a total of 2,000 ordinary shares in those companies
Use of cash	N/A

Date of issue:	23 February 2018
Number issued	20,431,600
Type of equity security:	Ordinary Shares
Summary of terms:	As for existing Ordinary Shares
Names of persons who received securities or basis on which those persons was determined	Issued to investors pursuant to the Replacement Prospectus dated 8 January 2018
Price at which equity securities were issued:	\$0.20 per Share
Consideration received	\$4,086,320
Use of cash	\$500,000 for cash component of acquisitions of Volt and Liquid, \$268,000 for payment of exploration assets, share issue costs of \$388,000, repayment of loans of \$35,000 and costs associated with the relisting of the Company of \$623,000.

### Options

Date of issue:	23 February 2018
Number issued	14,332,835
Type of equity security:	Unquoted Options
Summary of terms:	Exercisable at \$0.20 and expiring 36 months after the date of issue
Names of persons who received securities or basis on which those persons was determined	Issued to Caason and Hunt for conversion of the Debt and Gerard Anderson and Don Triggs as part of their director appointments
Price at which equity securities were issued:	NIL
Non-cash consideration and current value of non-cash consideration	The Options were issued to Caason and Hunt for conversion of the Debt and as part of the director appointments. The current value of the Options is \$918,734 based on a black-scholes calculation.

Date of issue:	23 February 2018
Number issued	3,000,000
Type of equity security:	Unquoted Options
Summary of terms:	Exercisable at \$0.20 and expiring 12 months from the date of issue
Names of persons who received securities or basis on which those persons was determined	Issued to Gerard Anderson and Don Triggs as part of their director appointments
Price at which equity securities were issued:	NIL
Non-cash consideration and current value of non-cash consideration	Issued as part of director appointments. The current value of the Options is \$111,900 based on a black-scholes calculation.

### (g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

### 10.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 9.

### 10.4 Directors recommendation

The Directors recommend that shareholders vote in favour of Resolution 9.

## GLOSSARY

In this Notice and the Explanatory Memorandum:

**\$** means Australian Dollars.

**ACDT** means Australian Central Daylight Time, being the time in Adelaide, South Australia, Australia.

**ASIC** means Australian Securities and Investments Commission.

**Associate** has the same meaning as in the Corporation Act.

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

**Board** means the Directors of the Company as at the date of this Notice of Meeting.

**Chair** and **Chairman** means the person appointed to chair the Meeting.

**Closely Related Party** of a member of the Key Management Personnel for an entity means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependant of the member or of the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;

(e) a company the member controls; or

(f) a person prescribed as such by the *Corporations Regulations 2001* (Cth).

**Company** means Woomera Mining Limited (ACN 073 155 781).

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

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

**Director** means a director of the Company.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum to the Notice of Meeting.

**Key Management Personnel** has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes 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).

**Listing Rules** means the listing rules of the ASX.

**Option** means an option to acquire a Share.

**Meeting** means the annual general meeting proposed in this Notice of Meeting.

**Notice** or **Notice of Meeting** means this Notice of Annual General Meeting.

**Proxy Form** means the proxy form attached to the Notice of Meeting.

**Resolution** means a resolution contained in this Notice of Meeting.

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

**Shareholder** or **Member** means a holder of a Share.

**10% Placement Capacity** has the meaning given in Section 10.1 of the Explanatory Memorandum.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

## SCHEDULE 1 – NOMINATION OF AUDITOR

---

### DAVAN NOMINEES PTY LTD

---

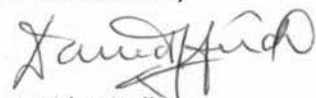
4 July 2018

The Directors  
Woomera Mining Limited  
Level 4  
22 Grenfell Street  
Adelaide SA 500

Dear Directors

Davan Nominees Pty Ltd, being a member of Woomera Mining Limited, hereby nominates BDO Audit (SA) Pty Ltd for appointment as auditor of the company at the forthcoming annual general meeting and any appointment generally.

Yours faithfully



David J Lindh  
Director



Anne Lindh  
Director



# Woomera Mining Ltd

ABN: 99 073 155 781

WML

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

## Lodge your vote:

**Online:**  
[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 556 161  
(outside Australia) +61 3 9415 4000



## Proxy Form

XX

 <p><b>Vote and view the annual report online</b></p> <ul style="list-style-type: none"> <li>• Go to <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> or scan the QR Code with your mobile device.</li> <li>• Follow the instructions on the secure website to vote.</li> </ul>	
<p><b>Your access information that you will need to vote:</b></p> <p><b>Control Number: 999999</b></p> <p><b>SRN/HIN: I9999999999      PIN: 99999</b></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 (ACDT) Tuesday 27 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 →**

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

IND

# 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 Woomera Mining Ltd 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 Woomera Mining Ltd to be held at 'Aurora Building' Level 13, 147 Pirie Street, Adelaide SA 5000 on Thursday 29 November 2018 at 10:00am (ACDT) 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.

	For	Against	Abstain
1 Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Neville Martin as a Non-Executive Director and Chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Gerard Anderson as an Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr Don Triggs as an Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Mr David Lindh as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Re-election of Mr Joe Fekete as a Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Replacement of Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval of 10% Placement Capacity	<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 / /