

Resource Base Limited

ABN 57 113 385 425

Notice of Annual General Meeting

This is an important document. Please read it carefully.

If you are unable to attend the Annual General Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

The Annual General Meeting of the Company will be held at:
The Institute of Chartered Accountants
Level 3, 600 Bourke Street, Melbourne, Victoria 3000
at 1.00pm (Melbourne time) on 28 November 2013.

Time and Place of Meeting and How to Vote

Venue

The Annual General Meeting of Shareholders of the Company will be held at:

The Institute of Chartered Accountants Level 3 600 Bourke Street Melbourne, Victoria 3000	Commencing 1.00pm (Melbourne time) on 28 November 2013
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How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

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

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and either:

- (a) send the proxy form by facsimile to the Company Secretary on facsimile number + 61 3 9614 0550; or
- (b) post or deliver the proxy form to the Company at Level 17, 500 Collins Street, Melbourne, Victoria,

so that it is received not later than 1.00pm (Melbourne time) on 26 November 2013.

Your proxy form is enclosed.

Resource Base Limited

ABN 57 113 385 425

NOTICE OF 2013 ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 1.00pm (Melbourne time) on 28 November 2013 at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7.00 pm (Melbourne time) on 26 November 2013.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2013 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following Resolution as a **non-binding advisory resolution**:

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Company approves the adoption of the Remuneration Report for the year ended 30 June 2013".

Voting Exclusion Statement:

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

- (a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) A closely related party of such a member.

However a person described above may vote on this resolution if:

- (a) the person does so as a proxy; and
- (b) the vote is not cast 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 such a member; and
- (c) either:

- (1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (2) the voter is the chair of the meeting and the appointment of the chair as proxy:
- (A) does not specify the way the proxy is to vote on the resolution; and
 - (B) 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 Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Voting Intention of Chair

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 Director – Mr Peter Kelliher

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

"That Mr Peter Kelliher, a Director who retires by rotation pursuant to Article 57 of the constitution of the Company and is eligible for re-election, be re-elected as a Director of the Company."

Resolution 3 – Approval of additional 10% share placement facility

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

"That for the purposes of Listing Rule 7.1A and for all other purposes, shareholders approve the Company having the additional capacity to issue fully paid ordinary shares in the capital of the Company up to a maximum number permitted under ASX Listing Rule 7.1A, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying and forming part of the Notice of Meeting."

Voting Note:

If as at the time of the Annual General Meeting, the Company:

- is included in the S&P/ASX 300 Index; and/or
- has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of greater than AU\$300 million,

then this Resolution will be withdrawn.

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by persons who may participate in the proposed issue and persons who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed or an associate of those persons.

However, the Company need not disregard a vote on this Resolution 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.

Dated this 24th day of October 2013

By Order of the Board

Adrien Wing
Company Secretary

Notes:

1. A Shareholder of the Company who is entitled to attend and vote at a general meeting of Shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides 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.
3. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 7.00pm (Melbourne Time) on 26 November 2013.
4. The Company's 2013 Annual Financial Statements are set out in the Company's 2013 Annual Report which can be obtained from the Company's website, www.resourcebase.com.au or upon request to the Secretary at the Company's registered office, Level 17, 500 Collins Street, Melbourne, Victoria, 3000 (telephone (03) 9614 0600).

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 1.00pm (Melbourne time) on 28 November 2013 at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. Resolution 1 – Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that at a listed Company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Company's Key Management Personnel. The Remuneration Report is part of the Directors' report contained in the 2013 Annual Report.

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

There are restrictions on members of the Key Management Personnel and their Closely Related Parties (in any capacity) and their proxies voting on Resolution 1, details of which are set out in the voting exclusion statement included in Resolution 1 of the Notice of Meeting.

Any undirected proxies held by the Chairman of the Meeting, other Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 will be voted in favour of Resolution 1, subject to compliance with the Corporations Act.

The Company encourages all Shareholders to cast their vote in relation to Resolution 1 and if Shareholders chose to appoint a proxy, Shareholders are encouraged to direct their proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy, or where the Chairman is appointed as proxy, by marking the applicable box in the Proxy directing the Chairman to vote in accordance with the Chairman's voting intentions.

2. Resolution 2 – Re-election of Director – Mr Peter Kelliher

Pursuant to Article 57 of the Constitution of the Company, if the Company has three (3) or more Directors, one-third of the Directors (rounded down to the nearest whole number), are required to retire by rotation at each Annual General Meeting. The Company has four Directors. Accordingly, one Director is required to retire by rotation at the 2013 Annual General Meeting.

Pursuant to Article 57(b), as Mr Peter Kelliher has been longest in office since his last election or appointment Mr Peter Kelliher retires by rotation and submits himself for re-election at this Annual General Meeting.

Details of the qualifications and experience of Mr Peter Kelliher are contained in the Company's 2013 Annual Report. Each of the other Directors intends to vote in favour of Mr Peter Kelliher's re-election.

3. Resolution 3 – Approval of additional 10% share placement facility

Under ASX Listing Rule 7.1A certain companies may seek shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities which do not exceed 10% of the existing ordinary share capital without further shareholder approval.

Approval under this Resolution 3 is sought for the Company to issue ordinary shares under Listing Rule 7.1A.

If Resolution 3 is approved the Company may make an issue of ordinary shares under Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- the date which is 12 months after the date of the Annual General Meeting (ie 28 November 2014); or
- the date on which shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

At the date of this Explanatory Statement, the Company is an 'eligible entity', and therefore able to seek approval under Listing Rule 7.1A, as it is not included in the S&P/ASX300 and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million). If at the time of the Annual General Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

The maximum number of ordinary shares which may be issued in the capital of the Company under the approval sought by this Resolution 3 will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

$$(A \times D) - E$$

where:

A is the number of shares on issue 12 months before the date of issue or agreement to issue:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4 (this does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval);
- less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1. The effect of Resolution 3 will be to allow the Company to issue ordinary shares under Listing Rule 7.1A without subsequent shareholder approval and without using the Company's 15% placement capacity under Listing Rule 7.1.

Any equity securities issued under Listing Rule 7.1A.2 must be in the same class as an existing quoted class of equity securities of the Company. As at the date of this Explanatory Statement, the Company has only one class of quoted equity securities, being its ordinary shares. As at the date of this Explanatory Statement, the Company has capacity to issue:

- 32,989,410 equity securities under Listing Rule 7.1 (15% capacity); and
- subject to shareholder approval being sought under Resolution 3, 21,992,940 ordinary shares under Listing Rule 7.1A (10% capacity).

The actual number of shares which may be issued under Listing Rule 7.1A (and Listing Rule 7.1) will be a function of the number of shares on issue at the time an issue is proposed, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and set out above.

The issue price of the ordinary shares issued under Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the ordinary shares the subject of this Resolution 3 will be issued is 75% of the volume weighted average market (closing) price ("VWAP") of the Company's ordinary shares over the 15 days on which trades in that class were recorded immediately before either:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 5 ASX trading days of the date in the paragraph above, the date on which the securities are issued.

If this Resolution is approved, and the Company issues ordinary shares under Listing Rule 7.1A, the existing shareholders' voting power in the Company will be diluted. There is a risk that:

- the market price for the Company's ordinary shares may be significantly lower on the issue date than on the date of the approval of this Resolution; and
- the ordinary shares issued under Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to market price for the Company's ordinary shares on the issue date,

which may have an effect on the amount of funds raised by the issue.

The table set out below shows the dilution of existing shareholders on the basis of:

- The current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" in the formula shown above as at the date of this Explanatory Statement.
- Two examples where the number of ordinary shares on issue ("A" in the formula set out above) has increased, by 50% (i.e. one and a half times the number of ordinary shares on issue in the Company) and 100% (i.e. a doubling of the number of ordinary shares on issue in the Company). The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, pro-rata entitlements issues) or as a result of future placements under Listing Rule 7.1 that are approved by shareholders.
- Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at the date of this Explanatory Statement.

			Dilution		
			50% decrease in issue price \$0.0065	Issue Price ** \$0.013	50% increase in issue price \$0.0195
Variable "A" Listing Rule 7.1A2	"A" is the current number of shares on issue 219,929,401 shares	10% voting dilution	21,992,940 shares	21,992,940 shares	21,992,940 shares
		Funds raised	\$142,954	\$285,908	\$428,862
	"A" is increased by 50% to 329,894,101 shares *	10% voting dilution	32,989,410 shares	32,989,410 shares	32,989,410 shares
		Funds raised	\$214,431	\$428,862	\$643,293
	"A" is increased by 100% to 439,858,802 shares. *	10% voting dilution	43,985,880 shares	43,985,880 shares	43,985,880 shares
		Funds raised	\$285,908	\$571,816	\$857,725

Notes:

- The table assumes that the Company issues the maximum number of ordinary shares available under Listing Rule 7.1A.
- The table assumes that no options are exercised in ordinary shares before the date of the issue of ordinary shares under Listing Rule 7.1A.
- The table reflects the aggregate percentage voting dilution against the issued share capital at the time of issue. This is why the dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular shareholder by reason of issues of ordinary shares under Listing Rule 7.1A based on that shareholder's holding at the date of this Explanatory Statement.
- The table shows the effect of an issue of ordinary shares under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.

* Any issue of ordinary shares is required to be made in accordance with the ASX Listing Rules. An issue made other than under the Company 15% capacity (Listing Rule 7.1) or the Company's additional 10% capacity (Listing Rule 7.1A) and not otherwise made under an exception in Listing Rule 7.2 (for example, a pro-rata rights issue) would require shareholder approval.

** Based on closing price of the Company's shares on ASX on 22 October 2013 of 1.3 cents).

If this Resolution is approved the Company will have the ability to issue up to 10% of its issued capital without further shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this Explanatory Statement the Company has not formed an intention to offer any ordinary shares under Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under Listing Rule 7.1A will depend on the issue price of the ordinary shares which will be determined at the time of issue. In some circumstances the Company may issue ordinary shares under Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, contractors or vendors). In such circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

While the Company has not formed an intention to offer any ordinary shares under Listing Rule 7.1A, some of the purposes for which the Company may issue ordinary shares under Listing Rule 7.1A include (but are not limited to):

- raising funds to be applied to the Company's working capital requirements, in particular the funding requirements for gold production at the Broula King project or any for any other project or asset that may be acquired by the Company;
- acquiring assets. In these circumstances the issue of the ordinary shares may be made in substitution for the Company making a cash payment for the assets (i.e. as non-cash consideration). If the Company elects to issue the ordinary shares for the purpose of acquiring assets then the Company will release to the market a valuation of the assets prior to issuing the shares; and
- paying contractors or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% placement capacity. The identity of the allottees of ordinary shares under Listing Rule 7.1A will be determined on a case by case basis at the time the Company decides to make an issue, having regard to a number of factors including:

- the purpose of the issue;
- the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company (including but not limited to a rights issue or other issue in which existing security holders can participate);
- the potential effect of the issue of securities under Listing Rule 7.1A on the control of the Company;
- the circumstances of the Company, including but limited to the Company's financial situation and the likely future capital requirements; and
- advice from the Company's corporate or financial advisors (if applicable).

Offers made under Listing Rule 7.1A may be made to parties including professional and sophisticated investors, existing shareholders of the Company, clients of Australian Financial Service License holders and/or their nominees, or any other person to whom the Company is able to make an offer of ordinary shares.

The allottees under the 10% placement capacity have not been determined as at the date of finalisation of this Notice of Meeting and may include existing shareholders or substantial shareholders and/or new shareholders, but the allottees cannot include any directors, related parties or associates of a related party of the Company without further specific shareholder approval.

The Company last obtained shareholder approval under listing rule 7.1A at the annual general meeting held on 27 November 2012 (**2012 AGM**). In accordance with Listing Rule 7.3A.6, the Company confirms that since the 2012 AGM, the Company has issued a total of 22,500,000 Equity Securities, representing 11.39% of the total number of Equity Securities on issue 12 months prior to the date of this Meeting, details of which are as follows:

- An issue on 4 December 2012 of 500,000 Shares to consultants at an issue price of \$0.03 (representing a discount of 25% to the then-current market price), as consideration for consulting services. No funds were raised by the issue.;
- An issue on 27 December 2012 of 10,000,000 Shares to Mr Alan Fraser at an issue price of \$0.025 (representing a discount of 38.5% to the then-current market price), as consideration for

the extinguishment of a debt owed to Mr Fraser. No funds were raised by the issue.; and

- An issue on 21 August 2013 of 12,000,000 Shares to Asipac Group Pty Ltd at an issue price of \$0.025 (representing a premium of 19.04% to the then-current market price), upon the conversion of convertible notes held by Asipac Group Pty Ltd. All of the consideration has been applied to the funding requirements for gold production at the Broula King project.

This Resolution is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this Resolution.

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

4. Glossary

In the Notice of Meeting and this Explanatory Statement:-

- (a) "2013 Annual Report" means the Annual Report for the Company for the financial year ended 30 June 2013.
- (b) "Annual General Meeting" or "Meeting" means the Annual General Meeting of the Company the subject of the Notice of Meeting
- (c) "ASIC" means Australian Securities & Investments Commission.
- (d) "ASX" means ASX Limited or the Australian Securities Exchange, as the context requires.
- (e) "ASX Listing Rules" and "Listing Rules" means the listing rules of the ASX.
- (f) "Board" means the Directors of the Company as at the date of this Notice of Meeting.
- (g) "Chairman" means the person appointed to chair the Meeting.
- (h) "Company" means Resource Base Limited ABN 57 113 385 425.
- (i) "Corporations Act" means the Corporations Act 2001 (Cth).
- (j) "Director" means a director of the Company.
- (k) "Equity Securities" has the same meaning as in the ASX Listing Rules.
- (l) "Explanatory Statement" means the explanatory statement to the Notice of Meeting.
- (m) "Key Management Personnel" means the key management personnel of the Company being the Directors of the Company and those other persons having authority for planning, directing and controlling the activities of the Company, either directly or indirectly.
- (n) "Notice" or "Notice of Meeting" means this notice of Annual General Meeting
- (o) "Proxy Form" means the proxy form attached to the Notice of Meeting.
- (p) "Remuneration Report" means the remuneration report contained in the Company's 2013 Annual Report.

- For personal use only
- (q) "Resolution" means a resolution contained in this Notice of Meeting.
 - (r) "Share" means fully paid ordinary share in the capital of the Company.
 - (s) "Shareholder" means a shareholder of the Company.

Resource Base Limited

ACN 113 385 425

Proxy Form

The Company Secretary
Resource Base Limited

By Delivery:

Level 17,500 Collins Street
Melbourne VIC 3000

By Post:

Level 17, 500 Collins Street
Melbourne VIC 3000

By Facsimile:

+61 3 9614 0550

I/We (Insert name of shareholder)

of (Insert address of shareholder)

being a Shareholder of the Company and entitled (Insert name of proxy)

to vote at the Annual General Meeting, hereby
appoint (Insert address of proxy)

or failing such appointment, the chairman of the Annual General Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 1.00 pm (Melbourne Time) on 28 November 2013 at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria and at any adjournment thereof in the manner indicated below or, in the absence of such directions, as he thinks fit. If no directions are given, the Chairman will vote in favour of all of the resolutions, subject to compliance with the Corporations Act.

IMPORTANT: If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of **Resolution 1**, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. By marking this box I/we acknowledge the Chairman of the Meeting can exercise my/our proxy even though he has an interest in the outcome of the resolution and unless a specific voting direction has been specified below, the Chairman of the Meeting is directed to vote in accordance with his voting intention as set out below. The Chairman intends to vote all undirected proxies **IN FAVOUR** of Resolution 1.

☐

The proxy is to vote for or against the Resolutions referred to in the Notice of Meeting as follows:

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Director – Mr Peter Kelliher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of additional 10% share placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll

Authorised signature/s

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

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date



Proxy Notes

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person or a corporation as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies (an additional Proxy Form will be supplied by the Company on request). Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the meeting must produce the appropriate Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's Share Registry at www.linkmarketservices.com.au/public/forms/general.html

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the registered office of the Company (Level 17, 500 Collins Street, Melbourne, VIC 3000, or Facsimile 03 9614 0550 if faxed from within Australia or +61 3 9614 0550 if faxed from outside Australia) no later than 1.00pm (Melbourne Time), 26 November 2013.

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