
BEACON MINERALS LIMITED

ACN 119 611 559

NOTICE OF GENERAL MEETING

TIME: 10am (WST)

DATE: 27 March 2012

PLACE: Celtic Club, 48 Ord Street, West Perth Western Australia

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 advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact Darryl Harris or Paul Lloyd on 08 9476 9200.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The general meeting of the Shareholders to which this Notice of Meeting relates will be held at 10am (WST) on 27 March 2012 at Celtic Club, 48 Ord Street, West Perth Western Australia

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

NOTICE OF GENERAL MEETING

Notice is given that the general meeting of Shareholders will be held at 10am (WST) on 27 March 2012 at Celtic Club, 48 Ord Street, West Perth Western Australia.

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

It has been determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 10am (WST) on 25 March 2012.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – APPOINTMENT OF MR GRAHAM MCGARRY AS DIRECTOR

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

“That, pursuant to and in accordance with the Company’s constitution and for all other purposes, Mr Graham McGarry, having consented to act as a director of the Company, be appointed as a director of the Company with effect from the passing of this Resolution.”

2. RESOLUTION 2 – APPOINTMENT OF MR GEOFF GREENHILL AS DIRECTOR

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

“That, pursuant to and in accordance with the Company’s constitution and for all other purposes, Mr Geoff Greenhill, having consented to act as a director of the Company, be appointed as a director of the Company with effect from the passing of this Resolution.”

3. RESOLUTION 3 – APPOINTMENT OF MR MARCUS MICHAEL AS DIRECTOR

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

“That, pursuant to and in accordance with the Company’s constitution and for all other purposes, Mr Marcus Michael, having consented to act as a director of the Company, be appointed as a director of the Company with effect from the passing of this Resolution.”

4. RESOLUTION 4 – REMOVAL OF MR PAUL LLOYD AS A DIRECTOR

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

“That, pursuant to and in accordance with section 203D of the Corporations Act and the Company’s constitution and subject to the passing of any or all of Resolutions 1, 2 and 3, Mr Paul Lloyd be removed as a director of the Company with effect from the passing of this Resolution.”

5. RESOLUTION 5 – REMOVAL OF MR DARRYL HARRIS AS A DIRECTOR

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

“That, pursuant to and in accordance with section 203D of the Corporations Act and the Company’s constitution and subject to the passing of any or all of Resolutions 1, 2 and 3, Mr Darryl Harris be removed as a director of the Company with effect from the passing of this Resolution.”

6. RESOLUTION 6 – REMOVAL OF MR MATTHEW EGAN AS DIRECTOR

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

“That, pursuant to and in accordance with section 203D of the Corporations Act and the Company’s constitution and subject to the passing of any or all of Resolutions 1, 2 and 3, Mr Matthew Egan be removed as a director of the Company with effect from the passing of this Resolution.”

7. RESOLUTION 7 – REMOVAL OF OTHER DIRECTORS

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

“That, pursuant to and in accordance with section 203D of the Corporations Act and the Company’s constitution and subject to the passing of any or all of Resolutions 1, 2 and 3, any person appointed as a director of the Company between 1 January 2012 and the time of commencement of this Meeting of Shareholders (other than Mr Graham McGarry, Mr Geoff Greenhill and Mr Marcus Michael) be removed as a director of the Company with effect from the passing of this Resolution.”

DATED: 15 FEBRUARY 2012

BY ORDER OF THE BOARD



**PAUL LLOYD
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 10am (WST) on 27 March 2012 at Celtic Club , 48 Ord Street, West Perth Western Australia.

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. RESOLUTIONS 1 TO 7 – APPOINTMENT OF MESSRS MCGARRY, GREENHILL AND MICHAEL AS DIRECTORS AND REMOVAL OF MESSRS LLOYD, HARRIS, EGAN AND ANY OTHER DIRECTORS APPOINTED PRIOR TO THE MEETING

On 27 January 2012, the Company was served with a notice pursuant to section 249D of the Corporations Act from Lamerton Pty Ltd, Geoda Pty Ltd, Mc Verde Minerals Pty Ltd and Oceanic Capital Pty Ltd (**Requisition**). At the time of the Requisition, Lamerton Pty Ltd, Geoda Pty Ltd, Mc Verde Minerals Pty Ltd and Oceanic Capital Pty Ltd (**Requisitioning Shareholders**) together held a total of 52,906,313 Shares or 5.3% of the issued Share capital of the Company.

The Requisition requested the Directors of the Company to convene a general meeting of the Company to consider and vote on the matters the subject of Resolutions 1 to 7.

Accordingly, the Directors have called and arranged to hold the General Meeting convened by this Notice pursuant to the Requisition and in accordance with section 249D of the Corporations Act.

Pursuant to section 203D of the Corporations Act, a public company may by resolution remove a director from office regardless of any provision in that company's constitution or any agreement between the director and the company.

In accordance with section 203D(4) of the Corporations Act, Messrs Lloyd, Harris and Egan have provided the statement contained in Annexure A for inclusion in this Notice of Meeting.

In accordance with section 249P of the Corporations Act, Messrs McGarry, Greenhill and Michael have provided the statement contained in Annexure B for inclusion in this Notice of Meeting.

2. ENQUIRIES

Shareholders are requested to contact Mr Darryl Harris or Mr Paul Lloyd on **08 9476 9200** if they have any queries in respect of the matters set out in these documents.

GLOSSARY

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Company means Beacon Minerals Limited (ACN 119 611 559).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

General Meeting or **Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

Annexure A

STATEMENT BY CURRENT DIRECTORS

Overview of your choice as a Shareholder

On 27 January 2012, Beacon Minerals Limited received a request from the Requisitioning Shareholders, shareholders holding 5.3% of the issued share capital of the Company, to convene a general meeting of Shareholders to consider resolutions to remove all three Directors of the Company and replace them with three new Directors proposed by the Requisitioning Shareholders (**Requisitioned Meeting**).

The Directors the subject of the removal resolutions are:

- Mr Paul Lloyd, the Company's current Executive Chairman;
- Mr Darryl Harris, the Company's current Managing Director; and
- Mr Matthew Egan, the Company's current independent Non-Executive Director,

(together the **Affected Directors**).

The Requisitioning Shareholders are seeking to have the persons mentioned in resolutions 1 to 3 appointed as directors of the Company.

Beacon, having received the requisition, is obliged under the Corporations Act to convene the Requisitioned Meeting.

Shareholders now have an important choice that will impact the future of the Company:

- Shareholders can choose to remove some or all of the Affected Directors and replace them with some or all of the directors put forward by the requisitioning Shareholder. This may mean that the Company becomes controlled by a majority of new directors and the Company will follow the strategic direction set by that new board of directors. The proposed new Directors have not yet indicated any strategy as to how the Company will operate should they be appointed to the Board; or
- Shareholders can continue to support the existing Affected Directors and the current corporate strategy endorsed by the current board. This will mean the Company will continue to be directed by the existing board who will maintain its current focus on enhancing value through progressing exploration at the Company's Barlee Gold Project.

In deciding how to vote, your Directors urge Shareholders to carefully consider whether a change in the board (and a potential change in strategy of the Company) outweighs the benefits of retaining the Affected Directors and the existing corporate strategy.

To assist Shareholders in making this decision, included with the notice of meeting are two statements:

1. The first is a statement from your current Directors and Managing Director, Mr Darryl Harris, who the Requisitioning Shareholders are seeking to remove. Mr Harris has been the Managing Director since 2008 and is responsible for advancing the Barlee Gold Project to a soon to be revenue generating stage; and
2. A statement from the Requisitioning Shareholders, as required by section 249P of the Corporations Act.

Directors' Intentions

If you wish to continue to support the existing Board of Directors, then you should vote **AGAINST** all of the resolutions at the Requisitioned Meeting.

All the Affected Directors have indicated to the Company that they will vote all their shares **AGAINST** all of the resolutions at the Requisitioned Meeting.

Profiles of the Affected Directors

Paul Lloyd - Bachelor of Business Chartered Accountant

Paul Lloyd is a Chartered Accountant with over 25 years commercial experience. Mr Lloyd operates his own corporate consulting business, specialising in the area of corporate, financial and management advisory services. After commencing his career with an international accounting firm, he was employed for approximately 10 years as the General Manager of Finance for a Western Australian based international drilling contractor working extensively in Asia and Africa.

Mr Lloyd acts as the Executive Chairman, Company Secretary and Chief Financial Officer of the Company. Mr Lloyd is also extensively involved with the raising of funds and the promotion of the Company to the investment community.

Mr Lloyd incorporated the Company in 2006 and contributed his own funds to acquire the Barlee Gold Project as a grass roots exploration play. Mr Lloyd was appointed to the board on 9 May 2006 and is a former Managing Director of the Company. Mr Lloyd assisted in marking out the first drilling program at the Barlee Gold Project and has extensive knowledge of the Barlee Gold Project and the Company's activities since incorporation.

Mr Lloyd is also a director of ASX-listed South American Ferro Metals Limited, Firestrike Resources Limited and Sunseeker Minerals Limited.

Darryl Harris - Bachelor of Applied Science - Metallurgy. MAusIMM

Darryl Harris is an engineering metallurgist with over 35 years experience in the development, design and commissioning of various metallurgical plants, including gold, iron and base metal projects. Mr Harris has had a long association with consultant engineering companies including Nedpac, Signet Engineering, Lurgi, and Outotec.

This includes co-ordination of various studies, test work concept design and development and commissioning of various metallurgical plants including gold, ferrous, diamond and base metal projects which have been located in both Australia and overseas. This experience included gold projects in Australia (Nevoria, Moline, Cosmo Howley), Africa (Freda Rebecca and Cam & Motor in Zimbabwe, Ergo Tailings in South Africa) and South America (San Cristobal, Verde).

Mr Harris was appointed as Managing Director of Beacon in late 2008 and was instrumental in recapitalising the Company in 2009 following the Global Financial crisis. Since his appointment he has managed the exploration and development of the Barlee project from a greenfields exploration tenement to an initial JORC resource, and subsequent submission of a mining proposal for process treatment. Development of Barlee culminated in a deal with Ramelius Resources Limited whereby an upfront cash and royalty arrangement was negotiated.

Mr Harris has had extensive experience with public companies and was a founding director of Australian Kimberley Diamonds NL ("AKD") in 1996 and is currently a Non-Executive Director of Indo Mines Ltd and Consolidated Tin Mines Ltd.

Matthew Egan

Matthew Egan has been associated with the exploration and mining industry for over 25 years. Matthew commenced his career with his family owned mineral drilling contracting company, working up to the position of Managing Director, where he negotiated and won long term contracts with key mining companies which resulted in the growth of the company to employing 135 staff. The company was later purchased by DrillCorp Ltd.

He is currently the Managing Director and owner of Egan Drilling Services, a mineral drilling contractor operating in Western Australia.

Mr Egan is an independent Non Executive Director and was appointed to the board on 9 May 2006. Matthew is a founding director of the Company and assisted with the initial funding of the Company that enabled the Barlee Gold Project to be acquired in 2006. Matthew has assisted with the exploration programs completed at Barlee including the selection of drilling contractors and has providing drilling rigs from his company, when available. Drilling programs by Egan Drilling Services have been at normal commercial terms and have been in fact the most cost effective programs for the Company.

The profiles for the proposed new directors are contained in the statement provided by the Requisitioning Shareholders.

Impact of your vote

Shareholders should note that:

- A vote **FOR** resolutions 1 to 6 will **REPLACE** the Affected Directors with the directors proposed by the Requisitioning Shareholders;
- A vote **AGAINST** resolutions 1 to 6 will **RETAIN** the Affected Directors and thus the current Board;
- You may wish to vote to retain one, some or all of the Affected Directors and vote for or against the appointment of one, some or all of the directors proposed by the Requisitioning Shareholders.

You should be aware that the Company must have a minimum of three directors and that the current directors do not intend to appoint any new directors prior to the Requisitioned Meeting. Therefore the current directors are of the opinion that Resolution 7 is immaterial.

Enquiries

Shareholders are requested to contact Paul Lloyd on (+61 8) 9476 9200 if they have any questions in respect of the matters set out in these documents.

STATEMENT FROM MR DARRYL HARRIS

Dear Shareholder

I refer to the Notice of Meeting dated 15 February 2012 which summarises the background to the requisition made by a group of shareholders owning 5.3% of the issued share capital of your Company. The requisition seeks to remove all three existing Directors (including myself) and to appoint three new directors to the board.

Whilst it is up to shareholders to make their own inquires and to make their own decisions regarding the proposed resolutions, I hereby let shareholders know that I wish to continue as the Managing Director of Beacon Minerals Limited and your other two founding directors also wish to continue their involvement with the Company. Therefore I ask you to **vote AGAINST all resolutions** being put forward at the meeting to be held 27 March 2012.

As a board of directors we have:

- Developed the Barlee Gold Project from a grass roots exploration play to a project nearing its production stage that will generate an initial upfront payment and considerable royalty income in late 2012 or early 2013. This will be achieved after completing the transaction with Ramelius Resources Limited for the sale of the Mining Lease at the Barlee Gold Project (**Barlee Mining Lease**), the sale of the Barlee Mining Lease being subject to shareholder approval which is sought at the meeting to be held on 12 March 2012.
- Negotiated a sale arrangement for the Barlee Mining Lease which is well above the market average for similar transactions, reduces the risk profile for toll treatment and will be completed without the need to raise additional funds and dilute existing shareholders through discounted share placements. **This is a positive outcome for all shareholders.**
- Managed your Company so that it now has a strong financial base of over 5.5 million dollars of cash and listed securities, from which to grow, through further exploration of the Barlee Gold Project and the acquisition of additional projects.
- Managed your Company with a goal of maximising shareholder wealth through aggressive and cost effective exploration programs and minimising associated third party management costs.

I believe the current Board of Directors have the appropriate combination of technical and corporate experience and knowledge to best manage the Company. All the existing Directors have a very extensive knowledge of the Company's only asset, the Barlee Gold Project. The two founding Directors acquired the Barlee Gold Project before the Company was listed on the ASX in 2006.

With the support of the shareholders, all the existing directors would like to continue to contribute their expertise to develop the Company and maximise Shareholder wealth.

In respect to the proposed directors and the new shareholders who have requisitioned the meeting, the board have no knowledge of the proposed directors and their intentions and strategy for your Company.

The Requisitioning Shareholders, (the majority shareholder of which has only been on the register since January 2012), have stated that they own 5.3% of the issued share capital of the Company and wish to replace all three existing directors with their own representatives. In my experience, it is unusual for a shareholder with 5.3% of the voting rights to have all three nominee directors on the board (thereby controlling 100% of the board), without the board also containing an independent director or a director representing the other shareholders that hold 94.7% of the issued share capital of the Company.

I believe it will be prejudicial to the interests of shareholders to change the directors at this important time in the Company's development without understanding what that change will mean for the Company.

I therefore believe that it is in the best interests of all shareholders that the board composition of Beacon Minerals Limited remains the same.

I urge all shareholders to take the time to consider the merits of the resolutions proposed and to contact me on 08 9476 9200 or 0419 908 645 should they wish to discuss any of these matters.

Best regards



Darryl Harris

Managing Director

Beacon Minerals Limited.

Annexure B

STATEMENT FROM REQUISITIONING SHAREHOLDERS

14 February 2012

Lamerton Pty Ltd PO Box 423, Kalgoorlie, Western Australia, 6430, Australia
Geoda Pty Ltd, PO Box 1094, Kalgoorlie, Western Australia, 6433, Australia
Oceanic Capital Pty Ltd PO Box 1305, West Leederville, Western Australia, 6901, Australia

Dear Shareholder

On Friday, 27 January 2012, we requested the Company convene a general meeting to consider seven resolutions - that the three existing directors be removed, three new directors be appointed and a final resolution that if any person appointed as a Director of the Company between 1 January 2012 and the time of the meeting be removed as a director.

We write to you to explain why we believe it is in the best interests of the Company and its shareholders that these resolutions be passed and the current Board of Directors be removed;

1. The Board of Directors over successive years have significantly eroded shareholder value.
2. The Chairman and Managing Director of the Company attended four board meetings for the year ended 30 June 2011 and collectively paid themselves \$500,000 (2010: \$496,000 to attend board meetings). That equates to over \$125,000 per board meeting (2010: \$82,000 per board meeting).
3. If Mr McGarry, Mr Greenhill and Mr Michael are appointed to the Board they will reconsider all the facts relating to the sale of the Barlee Gold Project and immediately move to reduce the operating overheads. We wrote to the Company on 27 January 2012 requesting that they hold a meeting to determine the future composition of the board prior to the proposed general meeting to sell the Barlee Gold Project. This request, from a group of shareholders with in excess of 5% of the Company's issued capital was ignored. We note, based on the financial report of 30 June 2011, that the Directors held approximately 1% of the company's issued capital.
4. The results of the general meeting to sell the Barlee Gold Project will not have been determined prior to the issue of this notice to remove the Board of Directors. Whatever the outcome of the general meeting to sell the Barlee Gold Project, we do not believe that the current Board of Directors are acting in the best interests of shareholders with respect to maximising shareholder value; and,
5. The Chairman and Managing Director of the Company remunerate themselves without regard to the value of those services in an open market.

Below are short resumes of the proposed new directors who have significant operational and corporate expertise;

Graham McGarry CPA, CD, is an experienced and seasoned 'hands on' miner, with an impressive track record in turning early stage projects into viable and attractive investment propositions. Mr McGarry spent 8 years with Amalg Resources as MD, and was responsible for the development of the Eloise copper mine in Queensland from 'bare paddock' to an underground mine producing 500,000 tpa of copper/gold ore. Mr McGarry has developed numerous successful mining projects across Australia;

Geoff Greenhill AWASM, MAusIMM graduated from the Western Australian School of Mines obtaining an Associateship in Metallurgy in 1973. Mr Greenhill has held various senior metallurgical roles, and has designed and commissioned ore processing facilities across Australia. He is highly respected within the mining industry and has a strong track record in creating shareholder value.

Mr Greenhill and Mr McGarry have been business partners for 26 years, and have had substantial success in developing mining projects in WA, SA and the NT. Both are based in Kalgoorlie WA.

Marcus Michael BBus CA is Chartered Accountant with a diverse range of experience with public and private companies involved in mining, private equity, debt funding and corporate governance. He holds a Bachelor of Business from Curtin University in Western Australian and has been a member of the Institute of Chartered

Accountants in Australia since 1994. Mr Michael is an Executive Director of Argent Minerals Limited (ASX: ARD) and Non-Executive Director of St George Mining Limited (ASX:SGQ). Mr Michael is a Director of Marshall Michael Pty Ltd, Chartered Accountants, providing consulting services to a broad range of industries.

If you are a shareholder, small or large, and you agree that the Company's performance has been unacceptable, then collectively you can make a difference by supporting the appointment of Mr McGarry, Mr Greenhill and Mr Michael to the Board of the Company.

We urge you to support the resolutions to remove the current Board of Directors.

McGarry, Mr Greenhill and Mr Michael will collectively work to maximise the value of the assets of the Company for the benefit of all shareholders. Register your vote to enable change and support us in removing the current Board.

Yours faithfully,

**DIRECTOR
LAMERTON PTY LTD**

**DIRECTOR
GEODA PTY LTD**

**DIRECTOR
OCEANIC CAPITAL PTY LTD**

PROXY FORM

**APPOINTMENT OF PROXY
BEACON MINERALS LIMITED
ACN 119 611 559**

GENERAL MEETING

I/We

of

being a member of Beacon Minerals Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 10 am (WST) on 27 March 2012 at Celtic Club , 48 Ord Street, West Perth Western Australia and at any adjournment thereof.

If no directions are given, the Chair will vote in their discretion on the Resolutions.

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Appointment of Mr Graham McGarry as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Appointment of Mr Geoff Greenhill as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Appointment of Mr Marcus Michael as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Removal of Mr Paul Lloyd as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Removal of Mr Darryl Harris as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Removal of Mr Matthew Egan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Removal of other directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Member(s):

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

BEACON MINERALS LIMITED
ACN 119 611 559

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a 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 member's voting rights. If a member 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 member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Advanced Share registry using the reply paid envelope attached to this Notice of meeting; or
 - (b) facsimile to the Company on facsimile number **+61 8 9381 1122**,

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.