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**EHR RESOURCES LIMITED**

**ACN 160 017 390**

**NOTICE OF GENERAL MEETING**

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**TIME:** 10:00am (WST)  
**DATE:** 12 June 2018  
**PLACE:** Mirador Corporate Pty Ltd  
1/1 Altona Street  
West Perth WA 6005

*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 contact the Company Secretary, Sarah Smith on (+61 8) 6559 1792.*

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## IMPORTANT INFORMATION

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### Time and place of Meeting

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The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (WST) on 12 June 2018 at:

Mirador Corporate Pty Ltd  
1/1 Altona Street  
West Perth WA 6005

### Your vote is important

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

### Voting in person

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

### Voting by proxy

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All Members who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a Member. Members holding two or more shares can appoint either one or two proxies. If two proxies are appointed, the appointing Member can specify what proportion of their votes they want each proxy to exercise.

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.

To be effective, a completed proxy form must be received by no later than **10.00am (WST) on 10 June 2018**, being not less than 48 hours prior to the commencement of the Meeting.

Where the proxy form is executed under power of attorney, the power of attorney must be lodged in the same way as the proxy form.

The Chairman of the Meeting intends to vote all undirected proxies in favour of each Resolution.

**Voting by corporate representative**

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A body corporate may appoint an individual as its representative to attend and vote at the meeting and exercise any other powers the body corporate can exercise at the meeting. The appointment may be a standing one. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

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## BUSINESS OF THE GENERAL MEETING

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Notice is given that a General Meeting of Shareholders will be held at 10:00am (WST) on 12 June 2018 at Mirador Corporate, 1/1 Altona Street, West Perth WA 6005.

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.

The Directors have 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 at 10:00am (WST) on 10 June 2018.

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

### AGENDA

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#### 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1

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

*“That, for the purposes of ASX Listing Rules 7.4, 7.1 and for all other purposes, Shareholders ratify the prior issue of 8,944,413 Shares pursuant to the Placement announced on 11 April 2018 on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue under this Resolution and any associates of that (or those persons). However, 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, or, if 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.

#### 2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A

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

*“That, for the purposes of ASX Listing Rules 7.4, 7.1A and for all other purposes, Shareholders ratify the prior issue of 10,555,587 Shares pursuant to the Placement announced on 11 April 2018 on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue under this Resolution and any associates of that (or those persons). However, 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, or, if 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.

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3. **RESOLUTION 3 – PARTICIPATION IN PLACEMENT BY DIRECTOR MR STEPHEN DENNIS**

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 166,667 Shares to Mr Stephen Dennis (or his nominee) under the Placement on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Stephen Dennis or his associates. However, 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, or, if 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.

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4. **RESOLUTION 4 – PARTICIPATION IN PLACEMENT BY DIRECTOR MR JEREMY KING**

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 166,666 Shares to Mr Jeremy King (or his nominee) under the Placement on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Jeremy King or his associates. However, 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, or, if 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.

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5. **RESOLUTION 5 – PARTICIPATION IN PLACEMENT BY DIRECTOR MR DAVID BRADLEY**

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 166,667 Shares to Mr David Bradley (or his nominee) under the Placement on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr David Bradley or his associates. However, 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, or, if 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.

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6. **RESOLUTION 6 – PARTICIPATION IN PLACEMENT BY DIRECTOR MR MICHAEL O'KEEFFE**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,111,111 Shares to Mr Michael O'Keeffe (or his nominee) under the Placement on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Michael O'Keeffe or his associates. However, 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, or, if 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.

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**DATED: 08 MAY 2018**

**BY ORDER OF THE BOARD**



**SARAH SMITH  
COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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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 10:00am (WST) on 29 May 2018.

This 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.

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### 7. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULES 7.1 AND 7.1A

#### 7.1 General

On 11 April 2018, the Company announced a placement of 21,111,111 Shares to sophisticated and professional investors to raise approximately \$1.9 million before costs (**Placement**).

The Company issued 8,944,413 Shares without Shareholder approval under its 15 % placement capacity under ASX Listing Rule 7.1 and 10,555,587 Shares under its additional 10% placement capacity under ASX Listing Rule 7.1A.

Subject to the receipt of Shareholder approval under Resolutions 3 to 6, the remainder of the Placement (being a total of 1,611,111 Shares) is to be issued to the Directors of the Company.

#### 7.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, without prior approval of shareholders, issue securities if the securities will of themselves or when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period, unless such an issue of securities falls within one of the exceptions set out in Listing Rule 7.2.

#### 7.3 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue a further 10% the number of securities on issue at the commencement of that 12 month period, in addition to those securities issued under the Eligible Entity's 15% annual placement capacity.

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

- (a) is not included in the A&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.

The Company is an Eligible Entity as it is not included in the A&P/ASX 300 Index and has a market capitalisation of below \$300,000,000.

The Company received approval under its Listing Rule 7.1A at its annual general meeting in November 2017.

#### 7.4 ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made under ASX Listing Rule 7.1 or 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1 or 7.1A as applicable.

By ratifying the Placement, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and up to the 10% annual placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

#### 7.5 Technical information required by ASX Listing Rule 7.5

##### Resolution 1

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (i) 8,944,413 Shares were issued pursuant to ASX Listing Rule 7.1;
- (ii) the issue price of the Shares was \$0.09 per Share;
- (iii) the Shares are fully paid ordinary shares that will rank equally in all respects with the Company's existing shares on issue;
- (iv) the Shares were issued to professional and sophisticated investors, none of whom are related parties of the Company;
- (v) the funds raised from the Placement are to be used to meet the Company's expenditure commitments in relation to its Stage 2 Farm-in arrangements with Eoro Resources Limited at the Victoria Gold Property in Peru, to strengthen the Company's balance sheet and for working capital; and
- (vi) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 1.

##### Resolution 2

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (vii) 10,555,587 Shares were issued pursuant to ASX Listing Rule 7.1A;
- (viii) the issue price of the Shares was \$0.09 per Share;
- (ix) the Shares are fully paid ordinary shares that will rank equally in all respects with the Company's existing shares on issue;
- (x) the Shares were issued to professional and sophisticated investors, none of whom are related parties of the Company;
- (xi) the funds raised from the Placement are to be used to meet the Company's expenditure commitments in relation to its Stage 2 Farm-in arrangements with Eoro Resources Limited at the Victoria Gold Property

in Peru, to strengthen the Company's balance sheet and for working capital; and

- (xii) a voting exclusion statement has been included in the Notice of Meeting for the purposes of Resolution 1

The Directors recommend that Shareholders vote in favour of Resolutions 1 and 2.

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## **8. RESOLUTIONS 3 AND 6 - PARTICIPATION IN PLACEMENT BY DIRECTOR**

### **8.1 General**

Resolutions 3 to 6 relate to the proposed participation by the Directors of the Company (or their nominees) in the Placement on the same terms and conditions as the Placement made to the unrelated parties the subject of Resolutions 1 and 2.

### **8.2 Chapter 2E of the Corporations Act**

Under Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "related party" unless one of the exceptions to Section 208 applies or Shareholders have in general meeting approved the giving of that financial benefit to the related party.

A "financial benefit" is defined in the Corporations Act in broad terms and includes a public company issuing securities. For the purposes of this meeting, a "related party" includes a director of the Company. Accordingly, the proposed issue of shares to the Directors involves the provision of a financial benefit to a related party of the Company.

Section 210 of the Corporations Act provides that an entity does not need to obtain Shareholder approval to give a financial benefit to a related party if the giving of the financial benefit would be reasonable in the circumstances if the related party and the entity are dealing at arm's length terms (or terms less favourable than arm's length).

Given that the Directors will be subscribing for shares under the Placement on the same terms as all other placement investors, the Board has determined that the proposed issue is on an arm's length terms pursuant to the exception in Section 210 of the Corporations Act and as such Shareholder approval for the purposes of Chapter 2E of the Corporations Act is not being sought.

### **8.3 ASX Listing Rule 10.11**

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the Company (which includes a Director).

A Related Party includes a director, an entity controlled by a director and spouses, parents and children of a director.

If Shareholder approval is obtained under Listing Rule 10.11, further approval is not required under Listing Rule 7.1 (see Listing Rule 7.2, Exception 14) accordingly the issue of Shares to the Directors (or their nominees) will not be included when calculating the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

#### 8.4 Technical Information required under ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 3 to 6:

- (i) the related parties to whom securities are to be issued under this Resolution are Mr Stephen Dennis, Mr Jeremy King, Mr David Bradley and Mr Michael O'Keeffe (or each of their nominees) each of whom are Directors of the Company;
- (ii) the Shares to be issued to each of the Directors (or their respective nominees as follows:
  - (A) Mr Stephen Dennis – 166,667 Shares;
  - (B) Mr Jeremy King – 166,666 Shares;
  - (C) Mr David Bradley – 166,667 Shares;
  - (D) Mr Michael O'Keeffe – 1,111,111 Shares;
- (iii) the Shares will be issued no later than 1 month after the date of the Meeting; (or such later date permitted by any ASX waiver or modification of the Listing Rules);
- (iv) the issue price will be \$0.09 per Share, being the same as all other Shares issued under the Placement;
- (v) the Shares are fully paid ordinary shares that will rank equally in all respects with the Company's existing shares on issue;
- (vi) the funds raised from the Placement are to be used to meet the Company's expenditure commitments in relation to its Stage 2 Farm-in arrangements with Eoro Resources Limited at the Victoria Gold Property in Peru, to strengthen the Company's balance sheet and for working capital; and
- (vii) voting exclusion statements have been included in the Notice of Meeting for the purposes of Resolutions 3 to 6.

#### 8.5 Additional Information

Set out below is a table showing the effect on the shareholdings of Mr Stephen Dennis, Mr Jeremy King, Mr David Bradley and Mr Michael O'Keeffe if Resolutions 3 to 6 are passed by Shareholders

Director	Shares currently held	Current % interest	Shares to be issued under the Placement	Total Shareholding if Resolutions 3 to 6 are passed	% interest if Resolutions 3 to 6 are passed
Mr Stephen Dennis	4,302,456	3.40%	166,667	4,469,123	3.57%

Mr Jeremy King	2,746,456	2.17%	166,666	2,913,122	2.33%
Mr David Bradley	1,546,611	1.22%	166,667	1,713,278	1.37%
Mr Michael O'Keeffe	12,922,816	10.20%	1,111,111	14,033,927	11.22%

The above table assumes that no options in the Company are exercised.

Each Director recommends that Shareholders vote in favour of those Resolutions 3 to 6 that they do not have a personal interest in.

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## 9. ENQUIRIES

Shareholders are requested to contact Company Secretary, Sarah Smith on (+61 8) 6559 1792 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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\$ means Australian dollars.

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

**ASX** means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

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

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

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Company** of EHR means EHR Resources Limited (ACN 160 017 390).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the A&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.

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

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

**Placement** has the meaning given to that term in section 7.1 of the Explanatory Statement.

**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.



EHR Resources Limited | ACN 160 017 390

# GM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

## Vote by Proxy: EHX

Your proxy voting instruction must be received by **10.00am (WST) on Sunday, 10 June 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.



- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.

### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register.

If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal:

<https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided. **By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

#### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

**CONTACT**

**Return your completed form:**



**BY MAIL**

Automic Registry Services  
PO Box 2226  
Strawberry Hills NSW 2012



**IN PERSON**

Automic Registry Services  
Level 3, 50 Holt Street,  
Surry Hills NSW 2010

**Contact us – All enquiries to Automic:**



**WEBCHAT**

<https://automic.com.au/>



**EMAIL**

hello@automic.com.au



**PHONE**

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

**STEP 1: Please appoint a Proxy**

**Complete and return this form as instructed only if you do not vote online**

I/We being a Shareholder entitled to attend and vote at the General Meeting of EHR Resources Limited, to be held at **10.00am (WST) on Tuesday, 12 June 2018 at Mirador Corporate Pty Ltd, 1/1 Altona Street, West Perth WA 6005** hereby:

**Appoint the Chairman of the Meeting (Chair)** OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

**STEP 2: Your Voting Direction**

**Resolutions**

1. Ratification of prior Issue of Shares under Listing Rule 7.1
2. Ratification of prior Issue of Shares Under Listing Rule 7.1a
3. Participation in Placement by Director Mr Stephen Dennis
4. Participation in Placement by Director Mr Jeremy King
5. Participation on Placement by Director Mr David Bradley
6. Participation in Placement by Director Mr Michael O'keeffe

**For          Against          Abstain**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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 be counted in computing the required majority on a poll.*

**STEP 3: Sign**

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Individual or Securityholder 1

Securityholder 2

Securityholder 3




Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date \_\_\_\_/\_\_\_\_/\_\_\_\_

Email Address \_\_\_\_\_

**By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).**