

**CONSOLIDATED ZINC LIMITED**  
**ACN 118 554 359**

**NOTICE OF GENERAL MEETING AND  
EXPLANATORY STATEMENT**

**General Meeting to be held at  
Consolidated Zinc Limited  
Level 1, 35 Havelock Street, West Perth, WA, 6005  
on 29 March 2016 commencing at 9.00am (WST).**

This Notice of General Meeting and Explanatory Statement should be read in its entirety.  
If Shareholders are in doubt as to how to vote, they should seek advice from their accountant,  
solicitor or other professional adviser without delay.

## NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Consolidated Zinc Limited (ACN 118 554 359) will be held at Level 1, 35 Havelock Street, West Perth, WA, 6005 on 29 March 2016 commencing at 9.00am (WST).

The Explanatory Statement that accompanies and forms part of this Notice of General Meeting describes in more detail the Resolutions to be considered.

### GENERAL BUSINESS

#### Resolution 1 – Ratification of Tranche 1 Placement

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 14,083,334 Shares (**Tranche 1 Placement Shares**) at an issue price of \$0.045 each and 7,041,668 Placement Options (**Tranche 1 Placement Options**) on the terms and conditions set out in the Explanatory Memorandum."*

#### Voting exclusion statement

The Company will disregard any votes cast on this Resolution by a person who participated in the Tranche 1 Placement and any of their associates.

However, the Company will not disregard a vote if:

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

#### Resolution 2 – Ratification of Tranche 2 Placement

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 16,444,444 Shares (**Tranche 2 Placement Shares**) at an issue price of \$0.045 each and 8,222,223 Placement Options (**Tranche 2 Placement Options**) on the terms and conditions set out in the Explanatory Memorandum."*

#### Voting exclusion statement

The Company will disregard any votes cast on this Resolution by a person who participated in the Tranche 2 Placement and any of their associates.

However, the Company will not disregard a vote if:

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

### **Resolution 3 – Issue of Shares in relation to convertible loan facility**

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

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,000,000 Shares (**Loan Facility Shares**) to the Copulos Group Companies (and/or their nominees) on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by the Copulos Group Companies and their nominees, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form;
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### **Explanatory Statement**

The accompanying Explanatory Statement forms part of this Notice of General Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this notice of General Meeting and the Explanatory Statement.

### **Proxies**

Please note that:

- (a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder’s proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder’s proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company’s representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering a body corporate representative.

## **Voting Entitlements**

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 4pm (WST) on 27 March 2016. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to vote at the General Meeting.

## **By Order of the Board of Directors**

.....  
**Mr Andrew Beigel**  
Company Secretary  
Consolidated Zinc Limited

24 February 2016

## Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice.

This Explanatory Statement should be read in conjunction with, and forms part of the Notice.

Capitalised terms in this Explanatory Statement are defined in the Glossary.

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### 1. RESOLUTION 1 – RATIFICATION OF TRANCHE 1 PLACEMENT

#### 1.1 General

On 22 December 2015, the Company announced a placement of 28,888,889 Shares together with 14,444,445 free attaching Placement Options (**Placement**). The Placement was completed in two tranches. As part of the Placement, on 31 December 2015 the Company issued 14,083,334 Shares at an issue price of \$0.045 each together with 7,041,668 free attaching Placement Options to sophisticated and professional investors to raise \$633,750 (before costs) (**Tranche 1 Placement**).

The funds raised from the issue of the Tranche 1 Placement Shares and Tranche 1 Placement Options (together the **Tranche 1 Placement Securities**) have been, or will be, used for the drilling and development of the Plomosas Zinc Project in Mexico.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, without the approval of shareholders, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The Tranche 1 Placement Securities were issued within the Company's Listing Rule 7.1 placement capacity without the need for Shareholder approval.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) the issue of those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

Resolution 1 seeks Shareholder approval for the ratification of the issue of the Tranche 1 Placement Securities pursuant to Listing Rule 7.4.

The effect of Shareholders passing Resolution 1 ratifying the issue of the Tranche 1 Placement Securities will be to restore the Company's ability to

issue equity securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months.

Resolution 1 is an ordinary resolution.

## 1.2 Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the prior issue of the Tranche 1 Placement Securities:

- (a) **Number of Securities:** 14,083,334 Shares were issued and 7,041,668 Options were granted by the Company pursuant to the Tranche 1 Placement.
- (b) **Issue price:** The Tranche 1 Placement Shares were issued at \$0.045 each and the Tranche 1 Placement Options were granted as free attaching Options on the basis of one Placement Option for each Share subscribed for.
- (c) **Holders:** The Tranche 1 Placement Securities were issued to sophisticated and professional investors, none of who are a related party of the Company.
- (d) **Terms of Securities:** The Tranche 1 Placement Shares are all fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's other existing Shares on issue. The Tranche 1 Placement Options are each exercisable at \$0.06 before 5.00pm (WST) on 31 December 2018 and otherwise have the terms and conditions in Schedule 1.
- (e) **Use of funds Raised:** The funds raised from the issue of the Tranche 1 Placement Securities have been, or will be, used for development of the Plomosas Zinc Project in Mexico.
- (f) **Voting Exclusion Statement:** the voting exclusion statement is set out below Resolution 1 in the Notice.

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

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## 2. RESOLUTION 2 – RATIFICATION OF TRANCHE 2 PLACEMENT

### 2.1 General

As part of the Placement, on 8 February 2016 the Company issued a further 16,444,444 Shares at an issue price of \$0.045 each together with 8,222,223 Placement Options to sophisticated and professional investors to raise \$740,000 (before costs) (**Tranche 2 Placement**).

The funds raised from the issue of the Tranche 2 Placement Shares and Tranche 2 Placement Options (together the **Tranche 2 Placement Securities**) will be used for the drilling and development of the Plomosas Zinc Project in Mexico.

The Tranche 2 Placement Securities were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 and the additional 10% annual limit approved by Shareholders under Listing Rule 7.1A at the Company's 2015 Annual General Meeting, without the need for Shareholder approval.

A summary of Listing Rule 7.1 is provided in Section 1.1.

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting at which the Shareholders approve the 10% placement facility. The 10% placement facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 (including the additional 10% capacity under Listing Rule 7.1A), providing that the previous issue did not breach Listing Rule 7.1, the issue of those securities will be deemed to have been with shareholder approval for the purpose of Listing Rule 7.1.

Resolution 2 seeks Shareholder approval for the ratification of the issue of the Tranche 2 Placement Securities pursuant to Listing Rule 7.4. Of these Tranche 2 Placement Securities, 13,750,705 Shares were issued pursuant to the additional 10% capacity under Listing Rule 7.1A and 2,693,739 Shares and 8,222,223 Placement Options were issued pursuant to the 15% capacity under Listing Rule 7.1.

The effect of Shareholders passing Resolution 2 will be to restore the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months and within the additional 10% placement capacity under Listing Rule 7.1A during the balance of the 12 months from the date of the Company's 2015 Annual General Meeting, without the requirement to obtain prior Shareholder approval.

Resolution 2 is an ordinary resolution.

## **2.1 Information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the prior issue of the Tranche 2 Placement Securities:

- (a) **Number of Securities:** 16,444,444 Shares were issued and 8,222,223 Options were granted by the Company pursuant to the Tranche 2 Placement.
- (b) **Issue price:** The Tranche 2 Placement Shares were issued at \$0.045 each and the Tranche 2 Placement Options were granted as free attaching Options on the basis of one Placement Option for each Share subscribed for.
- (c) **Holders:** The Tranche 2 Placement Securities were issued to sophisticated and professional investors, none of who are a related party of the Company.
- (d) **Terms of Securities:** The Tranche 2 Placement Shares are all fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's other existing Shares on issue. The Tranche

2 Placement Options are each exercisable at \$0.06 before 5.00pm (WST) on 31 December 2018 and otherwise have the terms and conditions in Schedule 1.

- (e) **Use of funds Raised:** The funds raised from the issue of the Tranche 2 Placement Securities will be used for development of the Plomosas Zinc Project in Mexico.
- (f) **Voting Exclusion Statement:** the voting exclusion statement is set forth below Resolution 1 in the Notice.

The Board unanimously recommends that Shareholders vote in favour of this Resolution.

### **3. Resolution 3 – Issue of Shares in relation to convertible loan facility**

#### **3.1 General**

On 31 December 2015 the Company issued 3,000,000 Shares to the Copulos Group of Companies in lieu of fees and interest in relation to the provision of a convertible loan facility. The issue of the Loan Facility Shares was approved by Shareholders pursuant to Listing Rule 10.11 at the Company's Annual General Meeting held on 25 November 2015.

The Company has since become aware that the Loan Facility Shares were issued outside the 1 month period required under Listing Rule 10.13 and as a result the Company has inadvertently breached Listing Rule 10.11. With ASX approval, the Company is seeking to remedy the breach by re-obtaining Shareholder approval for the issue of the Loan Facility Shares.

On 12 October 2015, the Company entered into a convertible loan facility with the Copulos Group Companies to fast track the drilling program at the Plomosas Project in northern Mexico.

The key terms to funding agreement are as follows:

- A\$1 Million facility with A\$500,000 available immediately;
- The facility has a maturity date of 12 months from establishment;
- Subject to Shareholder approval, the Company will pay a fixed fee of 3,000,000 Shares as both interest and facilitation fee for the facility to the Copulos Group Companies;
- Subject to Shareholder approval, the loan will convert to shares at the Company's next capital raising provided the conversion does not breach section 606 of the Corporation Act.

Resolution 3 seeks the approval of Shareholders of the issue of up to 3,000,000 Shares to the Copulos Group Companies (and/or their nominees) in lieu of fees and interest in relation to the provision of the convertible loan facility.

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that



approval should be obtained, unless an exception in Listing Rule 10.12 applies. Approval pursuant to Listing Rule 7.1 is not required in order to issue the Loan Facility Shares as approval is being obtained under Listing Rule 10.11.

Each of the Copulos Group Companies is a related party of the Company by virtue of being controlled by a Director of the Company, Mr Stephen Copulos.

### 3.2 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the issue of the Loan Facility Shares:

- (a) **Maximum Number of Shares:** the maximum number of Shares to be issued is 3,000,000 to be issued to the Copulos Group Companies (and/or their nominees) as follows:
  - (i) 750,000 Shares to Spacetime (and/or its nominee);
  - (ii) 750,000 Shares to City West Corp (and/or its nominee); and
  - (iii) 1,500,000 Shares to Eyeon Investments (and/or its nominee).
- (b) **Issue Date:** the Loan Facility Shares will be issued no later than one month after the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) **Issue Price:** the Loan Facility Shares are being issued in satisfaction of both the interest and the facilitation fee for the loan facility. Accordingly, no funds will be raised from the issue of the Loan Facility Shares;
- (d) **Holders:** the Loan Facility Shares will be issued to Spacetime, Citywest Corp and Eyeon Investments. Each of the Copulos Group Companies are related parties of the Company by virtue of being controlled by Director, Mr Stephen Copulos.
- (e) **Terms of Shares:** the Loan Facility Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (f) **Voting Exclusion Statement:** the voting exclusion statement is set forth below Resolution 3 in the Notice.

The Board unanimously recommends that Shareholders vote in favour of these Resolutions.

## Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

<b>ASX</b>	means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.
<b>Board</b>	means board of Directors.
<b>Business Day</b>	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.
<b>Chairman</b>	means the chair of the Meeting.
<b>Citywest Corp</b>	means Citywest Corp Pty Ltd ACN 081 721 413 ATF Copulos (Sunshine) Unit Trust.
<b>Company</b>	means Consolidated Zinc Limited (ACN 118 554 359).
<b>Constitution</b>	means the constitution of the Company.
<b>Copulos Group Companies</b>	means: <ul style="list-style-type: none"><li>(a) Spacetime;</li><li>(b) Citywest Corp; and</li><li>(c) Eyeon Investments.</li></ul>
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth).
<b>Director</b>	means a director of the Company.
<b>Explanatory Statement</b>	means the explanatory statement incorporated in this Notice.
<b>Eyeon Investments</b>	means Eyeon Investments Pty Ltd ACN 096 482 781 ATF Eyeon Investments Family Trust.
<b>Listing Rules</b>	means the official Listing Rules of the ASX.
<b>Loan Facility Shares</b>	has the meaning given in Resolution 3.
<b>Meeting</b>	means the meeting convened by the Notice.
<b>Notice or Notice of Meeting</b>	means the notice of general meeting incorporating this Explanatory Statement.
<b>Option</b>	means an option to acquire a Share in the Company.
<b>Optionholder</b>	means a holder of an Option.
<b>Placement</b>	has the meaning given in Section 1.1.
<b>Placement Option</b>	means an Option exercisable at \$ 0.06 before 5.00pm (WST) on 31 December 2018 and otherwise with the terms and conditions in Schedule 1.
<b>Proxy Form</b>	means the Proxy Form attached to this Notice.
<b>Resolution</b>	means a resolution contained in this Notice.

<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a shareholder of the Company.
<b>Spacetime</b>	means Spacetime Pty Ltd ACN 105 191 777 ATF Copulos Executive Super Fund No. 1.
<b>Tranche 1 Placement</b>	has the meaning given in Section 1.1.
<b>Tranche 2 Placement</b>	has the meaning given in Section 2.1.
<b>Tranche 1 Placement Options</b>	has the meaning given in Resolution 1.
<b>Tranche 2 Placement Options</b>	has the meaning given in Resolution 2.
<b>Tranche 1 Placement Securities</b>	has the meaning given in Section 1.1.
<b>Tranche 2 Placement Securities</b>	has the meaning given in Section 2.1.
<b>Tranche 1 Placement Shares</b>	has the meaning given in Resolution 1.
<b>Tranche 2 Placement Shares</b>	has the meaning given in Resolution 2.
<b>WST</b>	means Western Standard Time in Australia.

## Schedule 1 – Terms and Conditions of Placement Options

(Defined terms used in this Schedule 1 shall only be applied to this Schedule 1)

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

- (a) The amount payable upon exercise of each Option will be \$0.06 (“**Exercise Price**”).
- (b) Each Option will expire at 5.00pm (WST) on 31 December 2018 (“**Expiry Date**”). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The Options are exercisable at any time on or prior to the Expiry Date (“**Exercise Period**”).
- (d) The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (“**Notice of Exercise**”) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (e) A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (“**Exercise Date**”).
- (f) Within 15 Business Days after the later of the following:
  - (i) the Exercise Date; and
  - (ii) when excluded Information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded Information.
- (g) Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (h) If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- (i) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (j) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (k) An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (l) The Company intends to endeavour to have the Options listed on ASX however, it is not guaranteed that this will ultimately be the case.
- (m) The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

**Consolidated Zinc Limited**  
**ACN 118 554 359**  
**PROXY FORM**  
**Shareholder Details**

Name: .....

Address: .....

Contact Telephone No: .....

Contact Name (if different from above): .....

**Appointment of Proxy**

I/We being a shareholder/s of Consolidated Zinc Limited and entitled to attend and vote hereby appoint the following proxy/proxies to attend and act on my/our behalf and to vote in accordance with my/our following directions at the General Meeting of Consolidated Zinc Limited to be held at Level 1, 35 Havelock Street, West Perth, WA, 6005 on 29 March 2016 commencing at 9.00am (WST) and at any adjournment of that meeting.

The Chairman  
of the meeting

(mark with an 'X')

**IMPORTANT:**

If the Chairman of the meeting is your proxy, or if appointed your proxy by default and you do **not** wish to direct him/her how to vote on any of these resolutions, you must mark this box with an "X". By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy on those resolutions (for which you have not given a direction) even if he/she has an interest in the outcome of the resolution and that votes cast by him/her, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote on any of these resolutions, the Chairman of the meeting will not cast your votes on the resolutions (for which you have not given a direction) on a show of hands or on a poll. The Chairman of the meeting intends to vote undirected proxies in favour of each resolution.

**OR**

**If the person you are appointing as your proxy is someone other than the Chairman of the meeting:**

Write the name of that person in the box below.

 %

You must specify the % of your votes that you authorise your proxy to exercise if:

**If you hold 2 or more Shares in Consolidated Zinc Limited, you may appoint a second proxy:**

Write the name of your second proxy in the box below.

 %

- (a) you have only appointed 1 proxy and do not want him/her to exercise all of your votes; or
- (b) if you have appointed 2 proxies under this proxy form.

If you do not name a proxy or your named proxy fails to attend the meeting, the Chairman of the meeting will be appointed as your proxy to attend and act on your behalf and to vote in accordance with the following directions at the General Meeting of Consolidated Zinc Limited to be held at Level 1, 35 Havelock Street, West Perth, WA, 6005 on 29 March 2016 commencing at 9.00am (WST) and at any adjournment of that meeting.

**Voting directions to your proxy - Please mark only one of the boxes with an "X" for each resolution to indicate your directions.**

**General Business**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Resolution 1 Ratification of Tranche 1 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of Tranche 2 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Issue of Shares in relation to convertible loan facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**1 If you mark the "Abstain" box with an "x" for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll.**

**PLEASE SIGN HERE**  
implemented

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

**Individual or Shareholder 1**

**Sole Director and  
Sole Company Secretary**

**Shareholder 2**

**Director**

**Shareholder 3**

**Director/Company Secretary**

## How to complete this Proxy Form

### 1 Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

### 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

### 3 Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution 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 a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

### 4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy please write the name of that person.

To appoint a second proxy you must state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If the Proxy Form does not specify a percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

### 5 Signing Instructions

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

## **6 Lodgment of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting ie. no later than 9.00am (WST) on 27 March 2016. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's registered office at Level 1, 35 Havelock Street, West Perth, Western Australia, 6005 or sent by facsimile to the registered office on (08) 9320 7501.**

*This page has been left blank intentionally.*