

Notice of Annual General Meeting and explanatory memorandum

Midway Limited

ACN 005 616 044

Date: Wednesday 25 October 2017

Time: 11:00 am (Melbourne time)

Place: KPMG Australia,
Level 36, 727 Collins Street
Melbourne, Victoria, 3000

NOTICE OF 2017 ANNUAL GENERAL MEETING

NOTICE is given that the 2017 Annual General Meeting of Midway Limited ACN 005 616 044 (the Company) will be held at KPMG Australia, Level 36, 727 Collins Street, Melbourne, Victoria, 3000 on Wednesday 25 October 2017 at 11.00 am (Melbourne time).

BUSINESS

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

1. FINANCIAL AND RELATED REPORTS

Agenda Item 1	Financial And Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2017.

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING VOTE)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2017 Annual Report and is available from the Company's website (www.midwaylimited.com.au). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT the Remuneration Report for the financial year ended 30 June 2017 included in the Directors' Report of the Annual Report as required under section 300A of the Corporations Act, be adopted by the Company."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution: <ul style="list-style-type: none">• by or on behalf of a member of the KMP named in the remuneration report for the year ended 30 June 2017, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast;• as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:<ul style="list-style-type: none">○ in accordance with their directions of how to vote as set out in the proxy appointment; or○ by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form.

3. RE-ELECTION OF DIRECTORS

Resolution 2	Re-election of Mr Anthony Charles Bennett as Director
Description	Mr Anthony Bennett retires as a Director of the Company in accordance with clause 7.1 (g) of the Constitution of the Company and, being eligible under clause 7.1 (i), offers himself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Mr Anthony Bennett, having retired from his office as a Director of the Company in accordance with clause 7.1 (g) of the Constitution and, being eligible under clause 7.1(i), having offered himself for re-election, be re-elected as a Director of the Company."</i>

Resolution 3	Re-election of Mr Thomas Bodley Keene as Director
Description	Mr Thomas Keene retires as a Director of the Company in accordance with clause 7.1 (g) of the Constitution of the Company and, being eligible under clause 7.1 (i), offers himself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Mr Thomas Keene, having retired from his office as a Director of the Company in accordance with clause 7.1 (g) of the Constitution and, being eligible under clause 7.1(i), having offered himself for re-election, be re-elected as a Director of the Company."</i>

4. APPROVAL OF PROVISION OF FINANCIAL ASSISTANCE TO THE COMPANY

Resolution 4	Approval of financial assistance to the Company
Description	The Company seeks shareholder approval for the provision of Financial Assistance to Midway Limited and its subsidiaries by the Acquired Companies in connection with the acquisition by Midway Limited of all of the shares in the capital of the Acquired Companies.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as an special resolution : <i>"THAT, for the purposes of sections 260A and 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, shareholder approval is given for the financial assistance to be provided, from time to time, by the Acquired Companies in connection with the PMP Acquisition*.</i> <i>* As that term is defined in the Explanatory Notes to the Notice of Meeting."</i>

Dated 26 September 2017

By order of the Board of Midway Limited



Sophie Karzis
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, KPMG Australia, in relation to the conduct of the external audit for the year ended 30 June 2017, or the content of its audit report. Please send your questions to:

The Company Secretary, **Midway Limited**
Level 1, 61 Spring Street, Melbourne VIC 3000
T. 03 9286 7500
F. 03 9662 1472
E. sk@ccounsel.com.au

Written questions must be received by no later than **5.00 pm (Melbourne time) on Wednesday, 18 October 2017**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the Meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a

(notarially) certified copy of that power of authority by **11:00 am (Melbourne time) on Monday 23 October 2017**:

- online by going to investorvote.com.au or by scanning the QR code, found on the enclosed proxy form with your mobile device
- by post at GPO Box 242, Melbourne, Victoria 3001; or
- by personal delivery at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067; or
- by facsimile: Australia – 1800 783 447, overseas - +61 3 9473 2555; or
- Custodian voting - For Intermediary Online subscribers only (custodians) please visit **www.intermediaryonline.com** to submit your voting intentions.

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at **7.00 pm (Melbourne time) on Monday 23 October 2017** will be taken to be held by the persons who held them at that time for the purposes of the annual general Meeting (including determining voting entitlements at the Meeting).

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the Chair of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2017 ANNUAL GENERAL MEETING

1. FINANCIAL AND RELATED REPORTS

Item	Financial and Related Reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2017 to be laid before the Company's 2017 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of Midway and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2017 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2017 Annual Report is available from the Company's website (www.midwaylimited.com.au).</p> <p>The Chair of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor KPMG Australia questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2017, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of KPMG Australia in relation to the conduct of the audit.</p>

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (Non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2017 Annual Report and is available from the Company's website (www.midwaylimited.com.au).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Managing Director and the Chief Executive Officer. <p>The vote on this resolution is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>

Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

3. RE-ELECTION OF DIRECTORS

Resolutions 2 & 3	Re-election of Anthony Charles Bennett and Thomas Bodley Keene as Directors
Explanation	<p>Clause 7.1(g) of the Constitution requires one third of the Directors (rounded up to the nearest whole number), other than the Managing Director, to retire at each annual general meeting of the Company. Clause 7.1(g) further provides that the Director/s to retire under clause 7.1(g) are those who have held office as Director for the longest period of time since their last election to office, or in the event that two or more Directors have held office for the same period of time, those Directors determined by lot or by agreement amongst the Directors.</p> <p>Anthony Bennett and Thomas Keene will retire from their office as directors of the Company at the Company's Annual General Meeting in accordance with the Constitution. Being eligible to do so under clause 7.1 (i) of the Constitution, each of them retire at the 2017 Annual General Meeting and offer themselves for re-election as Directors.</p>
About Mr Anthony Bennett	<p>Mr Anthony Bennett holds a Diploma in Civil Engineering and a Graduate Diploma in Industrial Management. He has extensive background in production management, particularly in the manufacture of high volume/ low margin products for use in civil engineering construction.</p> <p>Mr Bennett is a Non-Executive Director of the Company and is considered to be an independent Director.</p> <p>He has a relevant interest in 2,795,356 fully paid ordinary shares in the Company.</p>
About Mr Thomas Keene	<p>Mr Thomas Keene holds a Bachelor of Economics and is a Fellow of the Australian Institute of Company Directors. He has a strong commercial and agribusiness background, having held the position of Managing Director of GrainCorp Ltd between 1993 and 2008. In 2007, Mr Keene was awarded the NAB Agribusiness Leader of the Year. He was appointed a Director of Midway Limited in 2008. He is the former Chairman of Allied Mills Ltd and Grain Trade Australia and also a former Director of Cotton Seed Distributors Ltd. He is currently a Director of AACo Ltd. Mr Keene is Chairman of the Audit and Risk Management Committee and is a member of the Remuneration and Nomination Committee and the Occupational Health & Safety and Management Systems Committee.</p> <p>Mr Keene is a Non-Executive Director of the Company, and is considered to be an independent Director.</p> <p>He has a relevant interest in 224,378 fully paid ordinary shares in the Company.</p>

Board Recommendation	The Board, with Mr Anthony Bennett and Mr Thomas Keene abstaining on Resolutions 2 and 3 respectively, recommends that shareholders vote in favour of Resolutions 2 and 3.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of these items of business.

5. APPROVAL OF PROVISION OF FINANCIAL ASSISTANCE TO THE COMPANY

Resolution 4	Approval of financial assistance by Plantation Management Partners Pty Ltd
Explanation	<p>Background</p> <p>Midway Limited has in place a multi-option facility agreement ('Facility Agreement') with National Australia Bank Limited ABN 12 004 044 937 ('Lender').</p> <p>Specifically, the borrowers and guarantors under the Facility Agreement are the Company and certain subsidiaries of the Company, Midway Plantations Pty Ltd and Midway Properties Pty Ltd ('Initial Midway Group').</p> <p>Midway has entered into a share sale and purchase agreement pursuant to which it has agreed, subject to the satisfaction of certain conditions, to undertake the PMP Acquisition. It is anticipated that the PMP Acquisition will complete prior to the date of the meeting and that the purchase will at least in part be funded by debt provided under the auspices of the Facility Agreement.</p> <p>The Facility Agreement permits Midway to undertake the PMP Acquisition provided that, relevantly, on or after completion of the PMP Acquisition:</p> <ul style="list-style-type: none"> (a) Plantation Management Partners Pty Ltd ('PMP') and its subsidiary, Resource Management Partners Pty Ltd ('RMP'), become guarantors under the Facility Agreement; and (b) RMP grants to the Lender a general security agreement over its assets and undertaking so as to secure the performance by the Company and all other obligors of their obligations under or in respect of the Facility Agreement, <p>(altogether 'Additional Security').</p> <p>Restrictions on companies giving financial assistance</p> <p>Section 260A(1) of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company if the assistance is approved by shareholders under section 260B of the Corporations Act.</p> <p>A company may be regarded as giving financial assistance if it gives something needed in order that a transaction be carried out or something in the nature of aid or help. Common examples of financial assistance include issuing a debenture, giving security over the company's assets, and giving a guarantee or indemnity in respect of another person's liability. The giving of the Additional Security by PMP and RMP would constitute financial assistance to the Company.</p>

Approval by the shareholders of PMP and RMP to the financial assistance will be provided. However, under section 260B(2) of the Corporations Act, if immediately after the acquisition, the company will be a subsidiary of another corporation which is listed in Australia ('**Listed Australian Holding Company**'), the financial assistance must be approved by a special resolution of the Listed Australian Holding Company. Because the Company will at the relevant time be a Listed Australian Holding Company of PMP and RMP, shareholders of the Company are also required to approve the giving of financial assistance.

Reasons for giving financial assistance

The reason for the giving of financial assistance described above is to enable the Company to comply with certain of its obligations under the Facility Agreement. If such obligations are not complied with, the funding provided under the Facility Agreement may be required to be repaid.

Effect of financial assistance

As the Initial Midway Group entities are already liable for the amounts payable under the Facility Agreement, the giving of financial assistance described in these Explanatory Notes by each of PMP and RMP is unlikely to have any adverse effect on the Initial Midway Group.

The substantial effect of the financial assistance on PMP and RMP is that each of them will have guaranteed all amounts payable under the Facility Agreement and RMP will grant a general security over its assets to secure payment of those amounts.

The Directors of the Company do not believe that the Company, any of the other Initial Midway Group or PMP or RMP are likely to default in their obligations under the Facility Agreement or related finance documents.

Advantages of the proposed resolution

The advantage to the Company of the proposed resolution is that the PMP and RMP will allow the Initial Midway Group to comply with its obligations under the Facility Agreement. Consequences of breaching the Facility Agreement are potentially harsh; amongst other things, if no alternative security, pricing and/or other arrangements are negotiated with the Lender, then the Lender may require all amounts outstanding to be repaid.

The principal advantage of the proposed resolution to PMP and RMP is that the Company will be able to maintain its ownership of them. The Directors of the Company believe that this is in the interests of the PMP and RMP because they will each:

- have greater access to funding as a result of ownership by the Company;
- benefit from synergies and greater growth potential through that ownership by the Company; and
- be able to retain existing management expertise and will have access to new management expertise provided by the Company and its affiliates.

	<p>The Directors of the Company believe that approving the financial assistance described above is in the interests of the Company.</p> <p>Disadvantages of the proposed resolution</p> <p>As the Initial Midway Group is already liable for the amounts due under the Facility Agreement, the Directors of the Company do not believe there are any disadvantages to the Company of the proposed resolution.</p> <p>The disadvantage of the proposed resolution for PMP and RMP is that they will become liable for the amounts under the Facility Agreement. As such, and although the Directors consider this unlikely, if the Initial Midway Group was to default under the Facility Agreement, the Lender may then make a demand under the Additional Securities requiring immediate repayment of the amounts due under the Facility Agreement.</p> <p>Passing the Financial Assistance Resolution</p> <p>The resolution proposed is proposed as a special resolution and will be passed if 75% of the votes cast by shareholders are in favour of the resolution.</p> <p>Prior notice to Australian Securities & Investments Commission</p> <p>As required by section 260B(5) of the Act, copies of the Notice including these Explanatory Notes, as sent to the shareholders, were lodged with the Australian Securities & Investments Commission prior to their dispatch to shareholders.</p> <p>Disclosure</p> <p>The Directors consider that these Explanatory Notes contain all the information known to the Company that would be material to shareholders in deciding how to vote on the proposed resolution other than information which it would be unreasonable to require the Company to include because it has been previously disclosed to the shareholders of the Company.</p>
Board Recommendation	The Directors unanimously recommend that the shareholders vote in favour of Resolution 4 to approve the giving of financial assistance.]
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this item of business.


DEFINITIONS


Acquired Companies	means Plantation Management Partners Pty Ltd ACN 138 414 687 and its wholly owned subsidiary Resource Management Partners Pty Ltd ACN 142 741 142.
Board	means the Company's board of directors.
Company or Midway	means Midway Limited ACN 005 616 044.
Constitution	means the constitution of Midway Limited.

Corporations Act	means <i>Corporations Act 2001</i> (C'th).
Director	means a director of the Board of Midway Limited.
Closely Related Party (of a member of KMP of an entity)	has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
PMP Acquisition	Means the purchase by the Company of all of the issued share capital of Plantation Management Partners Pty Ltd.

-ENDS-

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 189777

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 11:00 am (Melbourne time) on Monday 23 October 2017**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Midway Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Midway Limited to be held at KPMG Australia, Level 36, 727 Collins Street, Melbourne, Victoria, 3000 on Wednesday 25 October 2017 at 11:00 am (Melbourne time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Anthony Charles Bennett as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Thomas Bodley Keene as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of financial assistance to the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____