



MEDUSA MINING LIMITED

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ANNOUNCEMENT

4 October 2019

NOTICE OF ANNUAL GENERAL MEETING

(ASX: MML)

Medusa Mining Limited advises that its Annual General Meeting will be held on Thursday, 07 November 2019, commencing at 9.00 am (Perth time) at Quest South Perth Foreshore, 22 Harper Terrace, South Perth, Western Australia.

The Notice of Annual General Meeting and Explanatory Memorandum and Proxy Form will be dispatched to shareholders of the Company today.

For further information please contact:

Peter Alphonso, Company Secretary

+61 8 9474 1330



MEDUSA

MEDUSA MINING LIMITED

ACN 099 377 849

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

For the Annual General Meeting to be held on Thursday, 7 November 2019 at 9.00 am (Perth time) at Quest South Perth Foreshore, 22 Harper Terrace, South Perth, Western Australia.

This is an important document. Please read it carefully and in its entirety. If you do not understand it please consult with your professional advisers.

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

The Annual Report is available for viewing on www.medusamining.com.au

MEDUSA MINING LIMITED

ACN 099 377 849

NOTICE OF ANNUAL GENERAL MEETING

Medusa Mining Limited (the “**Company**”) gives notice that the Annual General Meeting of the Company will be held on Thursday, 7 November 2019 at 9.00 am (Perth time) at Quest South Perth Foreshore, 22 Harper Terrace, South Perth, Western Australia.

ITEMS OF BUSINESS

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

Terms and abbreviations used in this Notice (including in the Explanatory Memorandum and the Proxy Appointment Form) are defined in Schedule 1 to this Notice (or elsewhere in the body of this Notice).

1. ACCOUNTS AND REPORTS

To receive and consider the Financial Report of the Company, the Directors' Report and the Auditor's Report for the year ended 30 June 2019.

2. RESOLUTION 1 - RE-ELECTION OF DIRECTOR - MR ROY DANIEL

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

“That Mr Roy Daniel, who retires by rotation in accordance with the Company's Constitution, be re-elected as a Director of the Company.”

3. RESOLUTION 2 - ADOPTION OF THE REMUNERATION REPORT

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

“That, in accordance with section 250R(2) of the Corporations Act, the Remuneration Report, which forms part of the Directors' Report for the year ended 30 June 2019, be adopted.”

Short Explanation:

The Remuneration Report is in the Directors' Report section of the Company's 2019 Annual Report. At a listed Company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the vote. Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

4. RESOLUTION 3 - BOARD SPILL MEETING (contingent resolution)

Important Note:

The following Resolution will only be put to the Annual General Meeting if at least 25% of the votes cast on Resolution 2 (to adopt the Remuneration Report) are "Against" that Resolution. If less than 25% of the votes cast on Resolution 2 are against that Resolution, then there will be no second strike and Resolution 3 will not be put to the Annual General Meeting.

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

"That, as required by Division 9 of Part 2G.2 of the Corporations Act:

- (a) an extraordinary general meeting of the Company's members be held within 90 days of the date of this Annual General Meeting ("**Spill Meeting**");*
- (b) all of the Directors who were in office when the Board resolution to approve the Directors' Report for the year ended 30 June 2019 was passed and remain in office as Directors at the time of the Spill Meeting cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."*

Voting Prohibition Statement for Resolution 2 and (if considered) Resolution 3:

A vote on Resolution 2 or (if considered) Resolution 3 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, a person described above may cast a vote on Resolution 2 or (if considered) Resolution 3 as a proxy if the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above and either:

- (c) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (d) the person is the Chairperson of the meeting and the appointment of the Chairperson as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

By order of the Board



Peter Alphonso
Chief Financial Officer and Company Secretary
4 October 2019

EXPLANATORY MEMORANDUM

The Explanatory Memorandum has been prepared to provide Shareholders with information about the items of business to be considered at the Annual General Meeting to be held on Thursday, 7 November 2019 at 9.00 am (Perth time) at Quest South Perth Foreshore, 22 Harper Terrace, South Perth, Western Australia.

The Explanatory Memorandum is important and should be read carefully, in its entirety, by all Shareholders. The Explanatory Memorandum is part of the Notice.

1. RESOLUTION 1: RE-ELECTION OF DIRECTOR - MR ROY DANIEL

1.1 Overview

Resolution 1 seeks Shareholder approval for the re-election of Mr Roy Daniel, who is retiring as a Director pursuant to Rule 7.3(a) of the Constitution.

Rule 7.3(a) of the Constitution provides that, at every annual general meeting of the Company, one third of the Directors (other than the Managing Director) must retire from office. The Directors to retire at an annual general meeting are those who have been longest in office since their last appointment by Shareholders. If two or more Directors have held office for the same period of time since their last appointment, those Directors are to determine by the drawing of lots (unless they agree otherwise) which Director(s) will retire.

A retiring Director is eligible for re-election. Mr Daniel offers himself for re-election as a Director.

Mr Daniel was previously the Chief Financial Officer of Medusa (from December 2004 until his retirement from office in June 2013) and was also an executive Director from April 2007 until June 2011.

Mr Daniel is Chairperson of the Audit and Remuneration Committee and also serves as a member on both the Nomination and Safety Health and Environment Committees.

Mr Daniel has been associated with the resources and mining industry for over 38 years and has held various senior management and accounting positions at Corporate level with overseas and Australian companies. His association with the Company since its formative years has proven invaluable and his financial business acumen and corporate experience has complemented and strengthened the Board and its function.

The Board believes that Mr Daniel continues to make a strong and important contribution to the Board and to the Company, and that his re-appointment supports the proper and effective function of the Board.

1.2 Recommendation of the Directors

The Directors, other than Mr Daniel, recommend that Shareholders vote **in favour** of Resolution 1. Mr Daniel does not make a recommendation in relation to Resolution 1 because he has an interest in the outcome of the Resolution.

2. RESOLUTION 2: ADOPTION OF THE REMUNERATION REPORT

2.1 Overview

Section 300A of the Corporations Act requires the Directors to include in their report for a financial year, the Remuneration Report. Section 250R(2) of the Corporations Act requires that the Remuneration Report be put to Shareholders for adoption at this Annual General Meeting.

The Remuneration Report, which forms part of the Directors' Report for the year ended 30 June 2019, is set out on pages 62 to 74 of the Company's 2019 Annual Report. Shareholders can view the 2019 Annual Report on the Company's website: www.medusamining.com.au

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and other members of key management personnel;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's other key management personnel (for the year ended 30 June 2019).

There will be a reasonable opportunity for Shareholders to comment on and ask questions about the Remuneration Report at the Annual General Meeting.

Section 250R(3) of the Corporations Act provides that the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Under the "two strikes" rule, if a company's Remuneration Report receives an "Against" vote of 25% or more at two consecutive annual general meetings, and a resolution was not put to the vote at the first of those consecutive annual general meetings (under a prior application of the "two strikes" rule), then members of the company will have the opportunity to vote on a "spill resolution".

At last year's Annual General Meeting of the Company, 41% of the votes cast on the resolution to adopt the Remuneration Report were cast against the resolution. As this was higher than 25%, the Company received a "first strike".

As a result, if 25% or more of the votes cast on Resolution 2 (at this Annual General Meeting) are against adopting the Remuneration Report, the Company will receive a "second strike" and Resolution 3 will be put to the Annual General Meeting and considered by Shareholders, as required by section 250V of the Corporations Act ("**Spill Resolution**"). Alternatively, if fewer than 25% of the votes cast on Resolution 2 (at this Annual General Meeting) are against adopting the Remuneration Report, then there will be no "second strike" and the Spill Resolution will not be put to the Annual General Meeting.

See further commentary under Resolution 3 about the consequences of a "second strike".

2.2 No Directors' recommendation on Resolution 2

Because Resolution 2 deals with remuneration of key management personnel (including Directors), the Directors do not consider it appropriate to make a recommendation to Shareholders about how to vote on this Resolution.

3. RESOLUTION 3: BOARD SPILL MEETING (contingent resolution)

3.1 Overview

Resolution 3 is a contingent resolution and will only be put to the Annual General Meeting if at least 25% of the votes cast on Resolution 2 are cast against the adoption of the Remuneration Report. If less than 25% of votes cast are against the adoption of the Remuneration Report at the Annual General Meeting, then there will be no "second strike" and Resolution 3 will not be put to the Annual General Meeting.

If put, the Spill Resolution will be considered as an ordinary resolution.

If the Spill Resolution is put to the Annual General Meeting and passed, it will have the effect outlined below.

- (a) The Company will be required to hold a special general meeting of Shareholders within 90 days (this is known as the "**Spill Meeting**").
- (b) The following Directors will automatically cease to hold office at the end of the Spill Meeting, unless they are willing to stand for re-election **and** are re-elected at that meeting:
 - Mr Andrew Teo;
 - Mr Raul Villanueva; and
 - Mr Roy Daniel,("Relevant Directors").

Even if Mr Daniel is re-elected at this Annual General Meeting, he would still need to be re-elected at the Spill Meeting to remain in office.

The Directors listed above are those who held office when the Board resolution to approve the Directors' Report for the financial year ended 30 June 2019 was passed.

- (c) Resolutions to appoint individuals to the offices that will be vacated immediately before the end of the Spill Meeting will be put to the vote at the Spill Meeting. Shareholders will be able to put forward their own nominees for consideration and potential appointment at the Spill Meeting.

No voting exclusions will apply to any resolutions proposing the appointment of Directors at the Spill Meeting, and Shareholders can exercise their voting rights to support the re-election of the Relevant Directors. If the Spill Resolution is passed, each of the Relevant Directors intends to stand for re-election at the Spill Meeting and may vote their own Shares in support of their re-election.

The Corporations Act requires the Company to have a minimum of three Directors. If, following the Spill Meeting, the Company has fewer than three Directors, then the persons with the highest percentage of votes in favour of their election (or re-election, as the case may be) at the Spill Meeting are taken to be appointed, even if less than half the votes cast on the resolution were in favour of their appointment. If two or more persons have the same percentage of votes in favour of their appointment, the other Directors will choose one of those persons as the appointed Director.

In deciding how to vote on Resolution 3, the Board suggests that Shareholders take into account the following; bearing in mind that the impact of the Spill Resolution on the future composition of the Board, as well the potential detriment to the Company caused by the uncertainty arising from any such changes (in the composition of the Board), should be considered carefully.

- Substantial additional costs (including legal, printing, mail-out and share registry costs) would be incurred if the Company is required to call and hold a Spill Meeting;
- The Spill Meeting is likely to disrupt the Board's function and require the Company to divert resources (both financial and time-based) towards organising and responding to the Spill Meeting;
- Each of the Relevant Directors has previously been elected as a Director and received strong support from Shareholders;
- There will be uncertainty as to the composition of the Board until the Spill Meeting is held. Such uncertainty may create instability within the Company and may have a negative effect on the Company's share price, its dealings with stakeholders and its broader operation; and
- To address the concerns expressed by Shareholders in relation to remuneration issues, the Board, via its Remuneration Committee, appointed BDO Reward WA Pty LTD ("BDOR") as its external remuneration advisor to assist in establishing a 'fit for purpose' remuneration arrangement for executive and senior management personnel.

Following an examination of the Company's peer group to determine market remuneration practices, recommended changes are reflected in the Company's executive remuneration policy and performance management for FY2020 and are covered in the Annual Report, section (j) of the remuneration report.

3.2 Recommendation of the Directors

The Directors recommend that Shareholders vote **against** Resolution 3.

SCHEDULE 1

TERMS AND ABBREVIATIONS

Definition	Meaning
Annual General Meeting	The Annual General Meeting of the Company notified to Shareholders by this Notice
ASX Listing Rules	means the official listing rules of ASX Limited
Board	The Board of Directors of the Company
Chairperson	The Chairperson of the Annual General Meeting appointed in accordance with the Constitution
closely related party	<p>closely related party of a member of the key management personnel means:</p> <ul style="list-style-type: none"> • a spouse or child of the member; or • a child of the member's spouse; or • a dependant of the member or of the member's spouse; or • 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 Company; or • a company that the member controls; or • a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company or Medusa	Medusa Mining Limited (ACN 099 377 849)
Constitution	The Constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A Director of the Company
Explanatory Memorandum	The Explanatory Memorandum enclosed with and forming part of this Notice
key management personnel	Key management personnel have the same meaning as in the accounting standards. So the term broadly includes those persons involved in decision making with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any director of the Company.
Notice	This Notice of Meeting incorporating the Explanatory Memorandum and the Proxy Appointment Form
Proxy Appointment Form	The Proxy Appointment Form enclosed with and forming part of this Notice
Remuneration Report	Has the meaning given to it by the Corporations Act
Resolutions	The resolutions referred to in this Notice, and resolution means the applicable resolution referred to in this Notice or any of the resolutions referred to in this Notice (as the context requires)
Rule	A rule of the Constitution
Shareholder	The holder of a Share
Share	A fully paid ordinary share in the Company
\$ or A\$	A reference to "\$" or "A\$" is to Australian currency, unless otherwise indicated

NOTES

These Notes form part of the Notice of Annual General Meeting.

Right to vote

The Directors have determined that those persons who are the registered holders of Shares at 4.00pm (Perth time) on Tuesday, 5 November 2019 will be entitled to attend and vote at the Annual General Meeting (and their voting entitlement will be the entitlement set out in the register of Shareholders at that time). Share transfers registered after that time will be disregarded in determining voting entitlements.

Appointment of proxies

Each Shareholder entitled to vote at the Annual General Meeting may appoint a proxy to attend and vote at the Annual General Meeting.

A proxy need not be a Shareholder and can be an individual or a body corporate.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Annual General Meeting. 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.

A Shareholder 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.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of these provisions, as they will apply to this meeting. Broadly, the effect of the provisions is that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chairperson, who must vote the proxies as directed.

More detail on these provisions is provided below.

Proxy vote if appointment specifies way to vote

Section 250BB provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chairperson of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (ie as directed); and
- (d) if the proxy is not the Chairperson - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-Chairperson proxy to Chairperson in certain circumstances

Section 250BC provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the Chairperson of the meeting;
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the Chairperson of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Chairperson as proxy and intentions of Chairperson

The Chairperson of the Annual General Meeting, where appropriately authorised, intends to vote all available undirected proxies in favour of Resolutions 1 and 2. If Resolution 3 is put to the Annual General Meeting, the Chairperson intends to vote all available undirected proxies against Resolution 3.

If you appoint the Chairperson of the Annual General Meeting as your proxy but do not mark either "For", "Against" or "Abstain" on the Proxy Appointment Form for a Resolution, you will be expressly authorising the Chairperson to vote on that Resolution in accordance with the Chairperson's stated voting intention described above.

If you wish to appoint the Chairperson of the meeting as your proxy with a direction to vote, you can do so by marking the boxes for the relevant Resolution (ie by directing him to vote "For", "Against", or "Abstain") on the Proxy Appointment Form.

Other members of key management personnel as proxy

Any undirected proxies held by a Director (other than the Chairperson of the meeting), other members of key management personnel, or any of their closely related parties, will not be voted on Resolution 2 or (if considered) Resolution 3.

Lodgement of proxy documents

For an appointment of a proxy for the Annual General Meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointer's attorney - the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it,

must be received by the Company at least 48 hours before the meeting (that is, not later than 9.00 am (Perth time) on Tuesday, 5 November 2019).

The following addresses are specified for the purposes of receipt of proxies:

By mail: Computershare Investor Services Pty Ltd GPO Box 242, Melbourne, Victoria 3001	online: www.investorvote.com.au	By fax: 1800 783 447 (within Aust) +61 3 9473 2555 (outside Aust)
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Bodies corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

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.



MEDUSA

Medusa Mining Limited
ABN 60 099 377 849

MML

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (Perth time) Tuesday, 5 November 2019.**

Proxy Form

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

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

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

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 182957

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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

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I/We being a member/s of Medusa Mining 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 Medusa Mining Limited to be held at Quest South Perth Foreshore, 22 Harper Terrace, South Perth, Western Australia on Thursday, 7 November 2019 at 9:00am (Perth 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 Resolutions 2 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution with the exception of Resolution 3 where the Chairman of the Meeting intends to vote against.

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 Resolutions 2 and 3 by marking the appropriate box in step 2.

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
1 Re-election of Director - Mr Roy Daniel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Board Spill Meeting (contingent resolution)	<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 with the exception of Resolution 3 where the Chairman of the Meeting intends to vote against. 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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

MML

2 5 6 5 5 4 A



Computershare

