
MANALTO LIMITED

ACN 098 640 352

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)
DATE: Wednesday, 4 July 2018
PLACE: Central Park Theatrette
152-158 St Georges Terrace
PERTH WA 6000

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on 2 July 2018.

BUSINESS OF THE MEETING

AGENDA

1. **RESOLUTION 1 – ISSUE OF SHARES TO SUBURBAN HOLDINGS PTY LTD ON CONVERSION OF CONVERTIBLE NOTES**

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 150,000,000 Shares to Suburban Holdings Pty Ltd on conversion of convertible notes on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Excluded Parties or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. **RESOLUTION 2 – ISSUE OF PLACEMENT SHARES AND OPTIONS TO AUSTRALIAN SHARE NOMINEES PTY LTD**

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 100,000,000 Shares and 66,666,667 Options to Australian Share Nominees Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Excluded Parties or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. **RESOLUTION 3 – ISSUE OF PLACEMENT SHARES AND OPTIONS TO CODE NOMINEES PTY LTD <28698 A/C>**

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 200,000,000 Shares and 133,333,333 Options to Code Nominees Pty Ltd <28698 A/C> on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Excluded Parties or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. RESOLUTION 4 – ISSUE OF PLACEMENT SHARES AND OPTIONS TO ANGLO MENDA PTY LTD

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 100,000,000 Shares and 66,666,667 Options to Anglo Menda Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Excluded Parties or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 5 – ISSUE OF PLACEMENT SHARES AND OPTIONS TO HORATIO STREET PTY LTD

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 50,000,000 Shares and 33,333,333 Options to Horatio Street Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Excluded Parties or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. RESOLUTION 6 – ISSUE OF ADVISER SHARES AND OPTIONS TO AUSTRALIAN SHARE NOMINEES PTY LIMITED

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 70,000,000 Shares and 70,000,000 Options to Australian Share Nominees Pty Limited on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Excluded Parties or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. RESOLUTION 7 – ISSUE OF ADVISER SHARES AND OPTIONS TO ANGLO MENDA PTY LTD

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 100,000,000 Shares and 100,000,000 Options to Anglo Menda Pty Ltd on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Excluded Parties or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. RESOLUTION 8 – ISSUE OF ADVISER SHARES AND OPTIONS TO HORATIO STREET PTY LTD

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 30,000,000 Shares and 30,000,000 Options to Horatio Street Pty Ltd on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Excluded Parties or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 29 May 2018
By order of the Board

ELIZABETH HUNT
COMPANY SECRETARY

Voting in person

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

Voting by proxy

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

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and

- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9481 0389.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS

1.1 Overview

On 21 December 2017, the Company obtained Shareholder approval for the purposes of ASX Listing Rule 7.1, to;

- (a) issue up to 550,000,000 Shares on conversion of 550,000 convertible notes with an aggregate principal outstanding of \$550,000 at a conversion price of \$0.001 per Share (**Conversion**);
- (b) issue up to 3,000,000,000 Shares at an issue price of \$0.001 per Share and 2,000,000,000 Options for no further consideration on the basis of 2 Options for every 3 Shares subscribed for and issued to participants in a placement to be undertaken by the Company (**Placement**); and
- (c) issue up to 200,000,000 Shares and 200,000,000 Options to advisers to the Company as consideration for services provided (**Adviser Offer**).

On 21 March 2018, the Company issued:

- (a) 150,000,000 Shares to Suburban Holdings Pty Ltd on conversion of convertible notes as part of the Conversion;
- (b) a total of 450,000,000 Shares and 300,000,000 Options to Australian Share Nominees Pty Ltd, Code Nominees Pty Ltd <28698 A/C>, Anglo Menda Pty Ltd and Horatio Street Pty Ltd as part of the Placement; and
- (c) a total of 200,000,000 Shares and 200,000,000 Options to Australian Share Nominees Pty Ltd, Anglo Menda Pty Ltd and Horatio Street Pty Ltd as part of the Adviser Offer.

1.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires, unless an exception in ASX Listing Rule 10.12 applies, 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.

Under ASX Listing Rule 10.11.2, ASX has a discretion to treat a person whose relationship with an entity or a related party is, in ASX's opinion, such that approval should be obtained for an issue of securities to the person.

As announced to ASX by the Company on 12 April 2018, subsequent to the Shareholder approval obtained on 21 December 2017 and the issue of securities on 21 March 2018, ASX informed the Company that, in ASX's opinion, the relationships:

- (a) between the Company on the one hand and Adam Blumenthal, Darrin Blumenthal, Alvin Blumenthal and the entities they control (including

EverBlu Capital Pty Ltd, Code Nominees Pty Ltd <28698 A/C>, Anglo Menda Pty Ltd, Australian Share Nominees Pty Ltd, Horatio Street Pty Ltd and Suburban Holdings Pty Ltd); and

- (b) between the Directors (who are related parties of the Company) on the one hand and the parties as per 1.2(a) on the other,

are such that any issue of equity securities by the Company to the parties as per 1.2(a) ought to be approved by Shareholders.

Accordingly, ASX has determined that any issue of equity securities by the Company to the parties as per 1.2(a) on and from 15 September 2017 requires Shareholder approval under and in accordance with Listing Rule 10.11 and that this approval is required before the Company's securities will be reinstated to quotation on ASX.

1.3 Consequence if Shareholder approval for the Resolutions is not obtained

In the event Shareholder approval for the Resolutions is not obtained then the Company will need to seek separate Shareholder approval for the buy-back and cancellation of the Shares and Options the subject of the Resolutions.

2. RESOLUTION 1 – ISSUE OF SHARES ON CONVERSION OF CONVERTIBLE NOTES

2.1 General

On 21 December 2017, the Company sought and obtained Shareholder approval for the Conversion.

On 21 March 2018, the Company issued 500,000,000 Shares on conversion of 500,000 convertible notes, including an issue of 150,000,000 Shares to Suburban Holdings Pty Ltd.

Resolution 1 seeks Shareholder approval for the issue of Shares to Suburban Holdings Pty Ltd on conversion of convertible notes.

2.2 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 1:

- (a) the Shares were issued to Suburban Holdings Pty Ltd;
- (b) a total of 150,000,000 Shares were issued;
- (c) the Shares were issued on 21 March 2018;
- (d) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the issue price was \$0.001 per Share, being the same as Shares issued under the Placement which occurred at the same time; and
- (f) no funds were raised through the issue as it occurred in satisfaction of the principal outstanding on convertible notes issued by the Company.

3. RESOLUTIONS 2 TO 5 – ISSUE OF PLACEMENT SHARES AND PLACEMENT OPTIONS

3.1 General

On 21 December 2017, the Company sought and obtained Shareholder approval for the Placement.

On 21 March 2018, the Company issued 2,570,000,000 Shares and 1,713,333,334 Options to participants in the Placement.

Australian Share Nominees Pty Ltd, Code Nominees Pty Ltd <28698 A/C>, Anglo Menda Pty Ltd and Horatio Street Pty Ltd (**Participants**) participated in the Placement as set out in the table below.

Name	Placement Shares	Placement Options	Percentage of Placement
Australian Share Nominees Pty Ltd	100,000,000	66,666,667	3.89%
Code Nominees Pty Ltd <28698 A/C>	200,000,000	133,333,333	7.78%
Anglo Menda Pty Ltd	100,000,000	66,666,667	3.89%
Horatio Street Pty Ltd	50,000,000	33,333,333	1.95%
Total	450,000,000	300,000,000	17.51%

Resolutions 2 to 5 seek Shareholder approval for the issue of a total of 450,000,000 Shares and 300,000,000 Options to the Participants (**Participation**).

3.2 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares and Options were issued to Australian Share Nominees Pty Ltd, Code Nominees Pty Ltd <28698 A/C>, Anglo Menda Pty Ltd and Horatio Street Pty Ltd;
- (b) a total of 450,000,000 Shares and 300,000,000 Options were issued;
- (c) the Securities were issued on 21 March 2018;
- (d) the issue price was \$0.001 per Share, being the same as all other Shares issued under the Placement;
- (e) the Options were issued for nil consideration;
- (f) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the Options were issued on the terms set out in Schedule 1; and
- (h) the funds raised from the Placement are being used to further develop the Company, provide support and growth opportunities to the US based sales and customer support team, settle creditors and allow for general working capital.

4. RESOLUTIONS 6 TO 8 – ISSUE OF SHARES AND OPTIONS TO ADVISERS

4.1 General

On 21 December 2017, the Company sought and obtained Shareholder approval for the Adviser Offer.

On 21 March 2018, the Company issued 200,000,000 Shares and 200,000,000 Options (**Adviser Securities**) pursuant to the Adviser Offer to Australian Share Nominees Pty Ltd, Anglo Menda Pty Ltd and Horatio Street Pty Ltd (the **Advisers**) as set out in the table below.

Name	Adviser Shares	Adviser Options
Australian Share Nominees Pty Ltd	70,000,000	70,000,000
Anglo Menda Pty Ltd	100,000,000	100,000,000
Horatio Street Pty Ltd	30,000,000	30,000,000
Total	200,000,000	200,000,000

Resolutions 6 to 8 seeks Shareholder approval for the issue of the Adviser Securities.

4.2 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the Adviser Securities:

- (a) the Adviser Securities were issued to the Advisers;
- (b) a total of 200,000,000 Shares and 200,000,000 Options were issued;
- (c) the Adviser Securities were issued on 21 March 2018;
- (d) the Shares were issued at a deemed issue price of \$0.001 per Share;
- (e) the Options were issued for nil consideration;
- (f) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the Options were issued on the terms set out in Schedule 1; and
- (h) no funds were raised from the issue as the issue occurred in consideration for services provided to the Company.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Blumenthal Parties means Adam Blumenthal, Darrin Blumenthal, Alvin Blumenthal, EverBlu Capital Pty Ltd, Anglo Menda Pty Ltd, Australian Share Nominees Pty Ltd, Suburban Holdings Pty Ltd, Code Nominees Pty Ltd <28698 A/C> and Horatio Street Pty Ltd.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Company means Manalto Limited (ACN 098 640 352).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Excluded Parties means each of:

- (a) the Blumenthal Parties;
- (b) Asenna Wealth Solutions Pty Ltd and Assad Tannous;
- (c) Chifley Portfolios Pty Ltd <David Hannon Retirement A/C>, R A H (STC) Pty Limited, Fairborn Holdings Pty Ltd, Chifley Portfolios Pty Ltd <David Hannon A/C>, Chifley Portfolios Pty Limited <David Hannon Ret Fund A/C>, Elinora Investments Pty Ltd, David Hannon and Nick Hannon;
- (d) CWS Group (Aust) Pty Ltd and Scott Plowman; and
- (e) Yalina Investments Pty Ltd, Tidelian Pty Ltd and Ben Weber.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.004 (0.4 cents) (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00pm (WST) on 21 March 2021 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

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.

(f) **Exercise Date**

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**).

(g) **Timing of issue of Shares on exercise**

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,

but in any case, no later than 20 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the

Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under Schedule 1(g) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

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.

(j) **Reconstruction of capital**

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 ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

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.

(l) **Change in exercise price**

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.

(m) **ASX Quotation**

The Company intends to apply for quotation of the Options on ASX.

(n) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

PROXY FORM

MANALTO LIMITED
ACN 098 640 352

GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:00am (WST) on 4 July 2018 at Central Park Theatre, 152-158 St Georges Terrace, Perth, Western Australia, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Issue of Shares to Suburban Holdings Pty Ltd on conversion of convertible notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Placement Shares and Options to Australian Share Nominees Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Placement Shares and Options to Code Nominees Pty Ltd <28698 A/C>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Placement Shares and Options to Anglo Menda Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Placement Shares and Options to Horatio Street Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Adviser Shares and Options to Australian Share Nominees Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Adviser Shares and Options to Anglo Menda Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Issue of Adviser Shares and Options to Horatio Street Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail
in relation to this Proxy Form:

YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Computershare Limited, GPO Box 242, Melbourne VIC 3001; or
 - (b) facsimile to the Company on facsimile number +61 8 9473 2555 (outside Australia or 1800 783 447 (within Australia)); or

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.