

AURA ENERGY LIMITED ACN 115 927 681

NOTICE OF GENERAL MEETING

TIME: 10:00 am (WST)

DATE: 3 July 2013

PLACE: Level 4, 66 Kings Park Road

WEST PERTH WA 6005

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 6141 3570.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the general meeting of the Shareholders to which this Notice of General Meeting relates will be held at 10:00 am (WST) on 3 July 2013 at Level 4, 66 Kings Park Road, West Perth, Western Australia.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the general meeting are those who are registered Shareholders at 5:00 pm (WST) on 1 July 2013.

VOTING IN PERSON

To vote in person, attend the General 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 Aura Energy Limited; 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 Shareholder appoints 2
 proxies and the appointment does not specify the proportion or number of the Shareholder's votes,
 then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half
 of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes 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.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- 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; and
- if the proxy is the chair of the meeting at which the resolution is voted on the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of Aura Energy Limited Shareholders; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - o the proxy does not vote on the resolution,

the chair 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.

DEFINED TERMS

Capitalised terms in this Notice of General Meeting and Explanatory Statement are defined either in the "Glossary" Section or where the relevant term is first used.

ASX

A final copy of this Notice of General Meeting and Explanatory Statement has been lodged with ASX. ASX nor any of their respective officers takes any responsibility for the contents of this document.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Aura Energy Limited will be held at 10:00 am (WST) on 3 July 2013 at Level 4, 66 Kings Park Road, West Perth, Western Australia.

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 5:00 pm (WST) on 1 July 2013.

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

AGENDA

RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES

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 7.4 and for all other purposes, Shareholders ratify the issue of 9,090,909 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and 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.

RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO SHAW CORPORATE FINANCE 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 7.4 and for all other purposes, Shareholders ratify the issue of 3,000,000 Options to Shaw Corporate Finance Pty Limited (or its nominees) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and 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.

RESOLUTION 3 – RATIFICATION OF PLACEMENT SHARES

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 7.4 and for all other purposes, Shareholders ratify the issue of 10,498,750 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and 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.

RESOLUTION 4 - APPROVAL OF ISSUE OF SHARE PURCHASE PLAN SHORTFALL SHARES

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 7.1 and for all other purposes, approval is given for the Company to issue up to 30,000,000 Shares at an issue price of \$0.08 per Share pursuant to any shortfall under the Company Share Purchase Plan to the parties and in the manner set out in the Explanatory Statement accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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: 30 May 2013

BY ORDER OF THE BOARD AURA ENERGY LIMITED

JAY STEPHENSON
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at Level 4, 66 Kings Park Road, West Perth, Western Australia at 10:00 am (WST) on 3 July 2013.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution in the Notice of Meeting.

1. RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES

1.1 General

On 1 November 2012, the Company announced the issue of 9,090,909 Shares at an issue price of \$0.11 per Share to raise \$1,000,000 (**November Placement**). The November Placement was made to institutional and sophisticated investor clients of Shaw Corporate Finance Pty Limited, pursuant to Section 708A of the Corporations Act 2001.

None of the subscribers pursuant to the November Placement were related parties of the Company.

The funds raised from the November Placement were used to further the development of the Company's Swedish and Mauritanian projects.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (November Share Ratification).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

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

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. The Board believes that providing this flexibility is a prudent decision to make and is in the best interests of Shareholders and the Company as a whole.

1.2 Technical Information Required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the November Share Ratification:

- (a) 9,090,909 Shares were issued pursuant to the November Placement;
- (b) the issue price was \$0.11 per Share;
- (c) 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;
- (d) the Shares were issued to professional or sophisticated investors clients of Shaw Corporate Finance Pty Limited. None of these subscribers are related parties of the Company; and
- (e) the Company used the funds raised from the issue of the Shares for the development of its Swedish and Mauritanian projects and for working capital.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO SHAW CORPORATE FINANCE PTY LIMITED

2.1 General

On or about the 15 January 2013, the Company issued 3,000,000 Options to Shaw Corporate Finance Pty Limited in consideration for corporate promotion and marketing services provided to the Company. Each Option is exercisable at 20 cents on or before 31 May 2014.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Options (**Option Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 1.1 above.

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

2.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Option Ratification:

- (a) 3,000,000 Options were issued;
- (b) the Options were issued for nil consideration in full satisfaction of corporate promotion and marketing services to the value of approximately \$82,500 excluding GST provided by Shaw Corporate Finance Pty Limited;
- (c) the Options were issued on the terms and conditions set out in Schedule 1;
- (d) the Options were issued to Shaw Corporate Finance Pty Limited, who is not a related party of the Company; and
- (e) no funds were raised from this issue as the Options were issued in consideration for corporate promotion and marketing services provided by Shaw Corporate Finance Pty Limited.

3. RESOLUTION 3 – RATIFICATION OF PLACEMENT SHARES

3.1 General

On 22 May 2013, the Company announced the issue of 10,498,750 Shares at an issue price of \$0.08 per Share to raise \$839,900 (May Placement). The May Placement was made to institutional and sophisticated investor clients of Shaw Corporate Finance Pty Limited, pursuant to Section 708A of the Corporations Act 2001.

None of the subscribers pursuant to the May Placement were related parties of the Company.

The funds raised from the May Placement were used to further the development of the Company's Swedish and Mauritanian projects.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (May Share Ratification).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 1.1 above.

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

3.2 Technical Information Required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the May Share Ratification:

- (a) 10,498,750 Shares issued pursuant to the May Placement;
- (b) the issue price was \$0.08 per Share;
- (c) 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;
- (d) the Shares were issued to professional or sophisticated investors clients of Shaw Corporate Finance Pty Limited. None of these subscribers are related parties of the Company; and
- (e) the Company used the funds raised from the issue of the Shares for the development of its Swedish and Mauritanian projects and for working capital.

RESOLUTION 4 - APPROVAL OF ISSUE OF SHARE PURCHASE PLAN SHORTFALL SHARES

4.1 General

On 15 May 2013, the Company announced the invitation to Shareholders to participate in its Shareholder Share Purchase Plan (**SPP**). Under the terms of the SPP, up to 30,000,000 Shares at an issue price of \$0.08 will be issued to Shareholders to raise \$2,400,000.

Under the SPP, Shareholders will each be offered the opportunity to subscribe for a maximum of 187,500 Shares at \$0.08 per Share (\$15,000).

It is possible that applications from eligible Shareholders will amount to less than the maximum permitted. The Company wishes to retain the ability to offer any shortfall under the SPP to professional and sophisticated investors at the discretion of the Board.

Resolution 4 seeks Shareholder approval for the issue of any SPP shortfall Shares to professional and sophisticated investors as otherwise the issue of those Shares will reduce the 15% allowed to be issued by the Company under ASX Listing Rule 7.1 (Shortfall Placement).

A summary of ASX Listing Rule 7.1 is set out in Section 1.1 above.

The effect of Resolution 4 will be to allow the Directors to issue the Shares pursuant to any shortfall to the SPP during the period of 3 months after the General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

As the actual number of Shares which will be available to be issued to professional and sophisticated investors as a result of any shortfall under the SPP is not yet known, the Company is seeking approval for the maximum anticipated number of Shares which could be issued under any shortfall (which assumes that no Shareholders subscribe for Shares under the SPP).

The Board reserves the right to issue all, some or none of any shortfall under the SPP to professional and sophisticated investors in its absolute discretion.

3.2 Technical Information Required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Shortfall Placement:

- (a) the maximum number of Shares that may be issued is 30,000,000;
- (b) the issue price will be \$0.08 per Share;
- (c) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Shares will be issued to professional investors and sophisticated investors as determined by the Board in its absolute discretion (none of whom will be related parties of the Company); and
- (f) the Company will use the funds raised from the issue of any shortfall Shares for the development of its projects and for working capital.

RECOMMENDATION

The Board believes that the Resolutions to be proposed at the Company's General Meeting are in the best interests of the Company and (except where otherwise stated) unanimously recommend that Shareholders vote in favour of each Resolution.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Days 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 General Meeting.

Company means Aura Energy Limited (ACN 115 927 681).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

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

General Meeting means the meeting convened by the Notice of Meeting.

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

Option means an option to acquire a Share with the terms and conditions set out in Schedule 1.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice of Meeting.

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

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

Shareholder means a holder of a Share.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share.
- (b) The Options will expire at 5.00pm (WST) on 1 December 2014 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Option will be \$0.20 (Exercise Price).
- (d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;

(Exercise Notice).

- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are transferable.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will apply for quotation of the Options on ASX.
- (k) The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (I) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (m) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (n) 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.

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APPOINTMENT OF PROXY AURA ENERGY LIMITED ACN 115 927 681

		GENERAL MEETIN	IG			
I/We						
of						
appoint	being a Shareholder of A hereby	ura Energy Limited entitled	to attend	and vote a	nt the Gener	ral Meeting,
•	Name of proxy					
<u>OR</u>	the Chair as my/o	ur proxy				
with the fo	llowing directions, or, if no	o person is named, the Chain directions have been given held at 10:00 am (WST), on in ljournment thereof.	, and subje	ct to the re	levant laws a	as the proxy
The Chair in	ntends to vote undirected p	roxies in favour of all Resolu	utions in wh	nich the Cha	ir is entitled	to vote.
Voting on B	usiness of the General Med	eting		FOR	AGAINST	ABSTAIN
Resolution 1	– Ratification of Placement Sh	ares				
Resolution 2	– Ratification of Prior Issue of	Options to Shaw Corporate Fina	nce Pty Limit	ted 🗌		
Resolution 3	 Ratification of Placement Share 	ares				
Resolution 4	– Approval of Issue of Share Pu	urchase Plan Shortfall Shares				
	tion on a show of hands or	oox for a particular Resolution on a poll and your votes w	-			
If two proxi	es are being appointed, the	proportion of voting rights t	his proxy re	presents is		%
Signature o	f Shareholder(s):			Date:		
Individual o	or Shareholder 1	Shareholder 2	-	Sharehol	der 3	
Sole Directo	or/Company Secretary	Director	-	Director	Company Se	ecretary
Contact Na	me:	Conta	ct Ph (dayt	ime)·		

AURA ENERGY LIMITED ACN 115 927 681

Instructions for Completing 'Appointment of Proxy' Form

- 1. (Appointing a Proxy): A Shareholder entitled to attend and cast a vote at a General 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 of the Company.
- 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. 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 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. 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 General Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the General Meeting.
- 5. (Return of Proxy Form): To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to: Aura Energy Limited, PO Box 52, West Perth, Western Australia 6872;
 - (b) facsimile to the Company on +61 8 6141 3599, or
 - (c) email to info@auraenergy.com.au.

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.