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POSEIDON NICKEL LIMITED

ABN 60 060 525 206

## NOTICE OF GENERAL MEETING

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<b>TIME:</b>	10.30am (WST)
<b>DAY:</b>	Wednesday
<b>DATE:</b>	25 June 2014
<b>PLACE:</b>	The Boardroom At the offices of NKH Knight Level 2, Spectrum 100 Railway Road SUBIACO WA 6008

This is an important document. If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.

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## **TIME AND PLACE OF MEETING AND HOW TO VOTE**

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### **VENUE**

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at

- 10.30am (WST) on Wednesday, 25 June 2014
- The Boardroom, at the offices of NKH Knight, Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008

### **YOUR VOTE IS IMPORTANT**

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

### **VOTING IN PERSON**

To vote in person, attend the General Meeting on the date and at the 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:

- post to NKH Knight Pty Ltd, PO Box 8281, Subiaco WA 6008;
- facsimile to NKH Knight Pty Ltd on facsimile number 08 9367 8812 (within Australia) and +61 8 9367 8812 (outside of Australia)

so that it is received not later than 10.30am (WST) on Monday, 23 June 2014.

**Proxy Forms received later than this time will be invalid.**

### **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 10.30am (WST) on Monday, 23 June 2014.

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## NOTICE OF GENERAL MEETING

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Notice is given that the General Meeting of Poseidon Nickel Limited will be held at 10.30am (WST) on Wednesday, 25 June 2014 at The Boardroom, at the offices of NKH Knight, Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008.

The Explanatory Memorandum to this Notice of Meeting forms part of the Notice and provides additional information on matters to be considered at the General Meeting.

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

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## AGENDA

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### ORDINARY Resolutions

#### 1. Ratification of the Previous Issue of 367,979 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, the prior issue of 367,979 fully paid Ordinary Shares issued in lieu of salary to the Group Technology Manager, Mr Michael Rodriguez (or his nominee or nominees), on 17 December 2013 be ratified”.*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Michael Rodriguez and any associates of Mr Rodriguez. However, the Company need not disregard a vote if it is cast by a 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.

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#### 2. Ratification of the Previous Issue of 434,419 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, the prior issue of 434,419 fully paid Ordinary Shares issued in lieu of salary to the Group Technology Manager, Mr Michael Rodriguez (or his nominee or nominees), on 20 January 2014 and 20 January 2014 be ratified”.*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Michael Rodriguez and any associates of Mr Rodriguez. However, the Company need not disregard a vote if it is cast by a 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.

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#### 3. Ratification of the Previous Issue of 48,928,586 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, the prior issue of 48,928,586 fully paid ordinary shares issued by way of private placement to professional and sophisticated investors on 27 February 2014 be ratified”.*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who participated in the issue and a person who has obtained a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a

vote if it is cast by a 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.

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#### **4. Ratification of the Previous Issue of 5,357,143 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, the prior issue of 5,357,143 fully paid ordinary shares issued by way of private placement to professional and sophisticated investors on 17 March 2014 be ratified”.*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who participated in the issue and a person who has obtained a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a 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.

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#### **5. Ratification of a Previous Issue of 5,676,838 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, the prior issue of 5,676,838 fully paid ordinary shares issue by way of a private placement to professional and sophisticated investors on 12 May 2014 be ratified”.*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who participated in the issue and a person who has obtained a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a 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.

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#### **6. Ratification of a Previous Issue of 857,142 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, the prior issue of 857,142 fully paid ordinary shares issued in lieu of broker fees due to Brazilliant Pty Ltd (or their nominee or nominees) on 27 February 2014 be ratified”.*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Brazilliant Pty Ltd and any associates of Brazilliant Pty Ltd. However, the Company need not disregard a vote if it is cast by a 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.

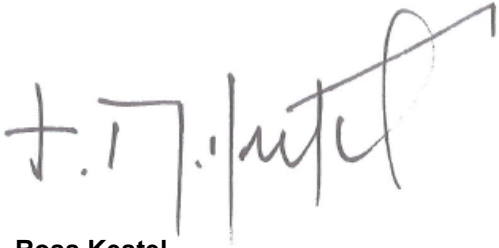
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#### **General Business**

To consider any other business that may be brought forward in accordance with the Constitution of the Company or Corporations Act.

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**By Order of the Board**

A handwritten signature in black ink, appearing to read "R. Kestel", written over a horizontal line.

**Ross Kestel**  
**Company Secretary**  
21 May 2014

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## **EXPLANATORY MEMORANDUM**

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This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the General Meeting of Poseidon Nickel Limited Shareholders to be held on Wednesday, 25 June 2014 at 10.30am (WST).

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company, which is material to a decision on how to vote on the six (6) Resolutions in the accompanying Notice of General Meeting.

This Explanatory Memorandum is provided to the Shareholders of Poseidon Nickel Limited pursuant to and in satisfaction of Sections 7.4 and 7.5 of the ASX Listing Rules. The Explanatory Memorandum is intended to be read in conjunction with this Notice of General Meeting.

By Resolution 1 to 6 the Company is seeking Shareholder ratification of previous issues of Shares under Listing Rule 7.1 and 7.4.

Accordingly if Shareholders approve Resolutions 1 to 6, the issue of the Shares will not be included in the 15% calculation of the Company's annual placement capacity going forward pursuant to ASX Listing Rule 7.1.

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## **RESOLUTION 1 AND 2 – RATIFICATION OF A PREVIOUS ISSUE OF 802,398 SHARES**

During December 2013 and January 2014 pending capital raising, the Company proposed to Mr Michael Rodriguez, the Group Technology Manager to reduce the cash cost to the Company of his monthly salary and to issue securities in its place. The Board believed at the time that this was both responsible and appropriate given the difficult market conditions in the junior mining sector.

Resolution 1 and 2 seeks Shareholder approval for the issue of these Shares pursuant to ASX Listing Rule 7.4.

ASX Listing Rule 7.1 imposes a limit on the number of securities (shares or options to subscribe for shares) which a company can issue without shareholder approval. In general terms the limit is that a company may not, without shareholder approval issue in any 12 month period, more than 15% of the Company's issued share capital.

Shareholder approval can be obtained either before or after the securities are issued.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in 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.

Under Resolution 1 and 2, the Company seeks approval from Shareholders for and ratification of previous issues of Shares to Mr Rodriguez and as set out below and further confirms that the issue did not breach the Company's 15% placement capacity at that time.

### **Information required to be disclosed by ASX Listing Rule 7.5**

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders so that they can assess the merits of the Resolutions:

- a) 367,979 fully paid Ordinary Shares were issued at 8.5 cents per Share;
- b) 434,419 fully paid Ordinary Shares were issued at 7.2 cents per Share;
- c) The issue prices represent the 15 day VWAP up to and including the 15<sup>th</sup> day of December and January respectively. It is Company policy to use the VWAP as the basis for Share issues to staff; whether they be Directors, Senior Managers or employees.

- d) Shares issued were all fully paid ordinary shares in the capital of the Company and issued on the same terms and conditions as the Company's existing;
- e) The 802,398 Shares were issued to Mr Michael Rodriguez or his nominee/(s), the Company's Group Technology Manager in lieu of his monthly salary;
- f) The Shares were issued on the 17 December 2013 and 20 January 2014;
- g) No funds were raised from this issue of Shares as they were in payment of December 2013 and January 2014 salary and were issued in order to preserve cash resources;
- h) Mr Michael Rodriguez is not a related entity of Poseidon Nickel Limited; and
- i) At the time of issue, the 367,979 Shares comprised approximately 0.09% of the Company's Share Capital and the 434,409 Shares comprised approximately 0.11% of the Company's Share Capital

The Board considers that the approval of the issue of the Shares to Mr Michael Rodriguez described above is beneficial for the Company as it provides the flexibility to issue up to the maximum number of shares permitted under ASX Listing Rule 7.1 in the next 12 months (without further shareholder approval), should it be required.

Furthermore the decision to issue Shares for wages resulted in the preservation of cash resources by the Company.

If Resolution 1 and 2 are not passed, the Shares the subject of Resolution 1 and 2 will be counted towards the 15% limit under ASX Listing Rule 7.1 for a period of 12 months from the date of issue.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1 and 2 and the Directors themselves will be voting in favour of Resolution 1 and 2.

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### **RESOLUTION 3, 4 AND 5 RATIFICATION OF A PREVIOUS ISSUE OF 59,962,567 SHARES**

Resolution 3, 4 and 5 seeks ratification by Shareholders of the private placements of a total of 59,962,567 Shares completed on 27 February, 17 March and 12 May 2014 (**the Past Placements**) for the purposes of ASX Listing Rule 7.4.

ASX Listing Rule 7.1 imposes a limit on the number of securities (shares or options to subscribe for shares) which a company can issue without shareholder approval. In general terms the limit is that a company may not, without shareholder approval issue in any 12 month period, more than 15% of the Company's issued share capital.

Shareholder approval can be obtained either before or after the securities are issued.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in 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.

The issue of the 59,962,567 Shares to professional and sophisticated investors the subject of Resolutions 3 to 5 came within the Company's 15% placement limit under ASX Listing Rule 7.1 and at the time of issue, Shareholder approval was not required to be sought in relation to the issues.

The purpose of seeking Shareholder approval and ratification of the issue of the 59,962,567 Shares in relation to Resolutions 3 to 5 is to effectively reinstate the maximum limit under the ASX Listing Rules on the number of Shares that the Company may issue in any twelve (12) month period without Shareholder approval.

### Information required to be disclosed by ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders so that they can assess the merits of the Resolutions:

Resolution	Number of Shares Issued	Date of Issue	Issue Price	Funds Raised (before issue costs)	Procured by
3	48,928,586	27 February 2014	7 cents	3,425,001	Petra Capital Limited 28,748,215 Shares  Brazilliant Pty Ltd 20,180,372 Shares
4	5,357,143	17 March 2014	7 cents	375,000	Brazilliant Pty Ltd
5	5,676,838	12 May 2014	8 cents	454,147	Patersons Securities Limited
	<b>59,962,567</b>			<b>\$4,254,148</b>	

- a) The number of Past Placements Shares issued was a total of 59,962,567;
- b) 54,285,729 of the Past Placement Shares were issued at 7 cents per Past Placement Share and the remaining 5,676,838 Past Placements Shares were issued at 8 cents per Past Placement Share;
- c) The Past Placements Shares were issued as fully paid Shares, ranking equally with all existing Shares on issue;
- d) The allottees under the Past Placements were professional and sophisticated investors procured by Petra Capital Limited (28,748,215 Shares), Brazilliant Pty Ltd (20,180,372 and 5,357,143 Shares) and Patersons Securities Limited (5,676,838 Shares);
- e) The allottees under the Past Placement were not related parties of the Company;
- f) A total of \$4,041,440 (net of issue costs) was raised by the issue of the Past Placement Shares. Funds raised from the Past Placements have provided additional working capital to undertake essential activities prior to potential production start-up and has also afforded the opportunity for the re-commencement of the de-watering program at the Windarra site; and
- g) At the time of issue, the 48,928,586 Placement Shares comprised approximately 10.6% of the Company's Share Capital, the 5,357,143 Placement Shares comprised approximately 1.1% of the Company's Share Capital and the 5,676,838 Placement Shares comprised approximately 1.1% of the Company's Share Capital

The Board considers that the approval of the issue of the Shares as described above is beneficial for the Company as it provides the flexibility to issue up to the maximum number of shares permitted under ASX Listing Rule 7.1 in the next 12 months (without further shareholder approval), should it be required.

If Resolution 3 to 5 are not passed, the Shares the subject of Resolution 3 to 5 will be counted towards the 15% limit under ASX Listing Rule 7.1 for a period of 12 months from the date of issue.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 3 to 5 and the Directors themselves will be voting in favour of Resolution 3 to 5.



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## **RESOLUTION 6 RATIFICATION OF A PREVIOUS ISSUE OF 857,142 SHARES**

Resolution 6 seeks Shareholder ratification of the issue of 857,142 fully paid Ordinary Shares to Brazilliant Pty Ltd, a Perth base broking firm or their nominee or nominees.

In recognition of Brazilliant Pty Ltd professional broking services and negotiation skills involved in securing the issue of 25,537,515 Past Placement Shares through their network of contacts; the subject of Resolution 3 and 4, the Company entered into a fee arrangement with Brazilliant Pty Ltd under which they are entitled to a placement fee to be issued in fully paid Shares.

The passing of Resolution 6 is dependent upon Shareholders approving Resolution 3 and 4.

ASX Listing Rule 7.1 imposes a limit on the number of securities (shares or options to subscribe for shares) which a company can issue without shareholder approval. In general terms the limit is that a company may not, without shareholder approval issue in any 12 month period, more than 15% of the Company's issued share capital.

Shareholder approval can be obtained either before or after the securities are issued.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in 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.

Under Resolution 6, the Company seeks approval from Shareholders for and ratification of previous issues of Shares to Brazilliant Pty Ltd as set out below and further confirms that the issue did not breach the Company's 15% placement capacity at that time.

### **Information required to be disclosed by ASX Listing Rule 7.5**

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders so that they can assess the merits of the Resolutions:

- a) 857,142 fully paid Ordinary Shares were issued at 6.67 cents which equated to a broker fee of \$57,142;
- b) Shares issued were all fully paid ordinary shares in the capital of the Company and issued on the same terms and conditions as the Company's existing;
- c) The 857,142 Shares were issued to Brazilliant Pty Ltd or their nominee or nominees, a Perth based broking firm;
- d) The Shares were issued on the 27 February 2014;
- e) no funds will be raised from the issue as the Shares are being issued to Brazilliant Pty Ltd in consideration for professional broking services and negotiation skills in securing the placement funds under the Past Placements;
- f) Brazilliant Pty Ltd is not a related entity of Poseidon Nickel Limited; and
- g) At the time of issue, the 857,142 Shares comprised approximately 0.2% of the Company's Share Capital

The Board considers that the approval of the issue of the Shares to Brazilliant Pty Ltd described above is beneficial for the Company as it provides the flexibility to issue up to the maximum number of shares permitted under ASX Listing Rule 7.1 in the next 12 months (without further shareholder approval), should it be required.

Furthermore the decision to issue Shares for broking services resulted in the preservation of cash resources by the Company.

If Resolution 6 is not passed, the Shares the subject of Resolution 6 will be counted towards the 15% limit under ASX Listing Rule 7.1 for a period of 12 months from the date of issue.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of Resolution 6 and the Directors themselves will be voting in favour of Resolution 6.

## GLOSSARY

**\$** means Australian dollars

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

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited or the Australian Securities Exchange, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Company** means Poseidon Nickel Limited (ACN 060 525 206).

**Constitution** means the Company's constitution.

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

**Director** means Executive Director, Managing Director and Non-Executive Directors

**Executives** means all those senior employees who have been invited to participate in the Company's management of day to day administrative and operational matters

**Explanatory Memorandum** means the Explanatory Memorandum accompanying the Notice of Meeting.

**Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting including the Explanatory Memorandum.

**Past Placements** means the issue of 48,928,586, 5,357,143 and 5,676,838 fully paid Ordinary Shares on 27 February 2014, 17 March 2014 and 12 May 2014 by way of private placement.

**Resolutions** 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.

**VWAP** means Volume Weighted Average Price and measures the average price weighted by volume.

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



**PROXY FORM  
POSEIDON NICKEL LIMITED  
ACN 060 525 206**

**GENERAL MEETING PROXY FORM**

**Member Details**

Name: .....

Address: .....

Contact Telephone No: .....

I/We being a Member/s of Poseidon Nickel Limited and entitled to attend and vote hereby appoint

Chairman of the Meeting    **OR**   

Or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and 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, as the proxy sees fit) at the General Meeting of Poseidon Nickel Limited to be held at The Boardroom, at the office of NKH Knight, Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008 on Wednesday, 25 June 2014 at 10.30am (WST) and at any adjournment of that meeting.

If the Chair of the General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of **Resolutions 1 to 6** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 to 6 and that votes cast by the Chair of the General Meeting for Resolutions 1 to 6 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolutions 1 to 6 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 6.

If no directions are given, the Chair will vote in favour of all the Resolutions in which the Chair is entitled to vote undirected proxies.

		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>Ordinary Resolutions</b>				
Resolution 1.	Ratification of a Previous Issue of 367,979 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Ratification of a Previous Issue of 434,419 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Ratification of a Previous Issue of 48,928,586 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.	Ratification of a Previous Issue of 5,357,143 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5.	Ratification of a Previous Issue of 5,676,838 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6.	Ratification of Previous Issue of 857,142 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*If you mark the Abstain box for Resolutions 1 to 6, you are directing your proxy not to vote on your behalf 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 you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this Form.

If two (2) proxies are being appointed, the proportion of voting rights this voting represents is

**PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be valid**

Individual or Member 1 <input style="width: 100%; height: 20px;" type="text"/> Sole Director and Sole Company Secretary	Member 2 <input style="width: 100%; height: 20px;" type="text"/> Director	Member 3 <input style="width: 100%; height: 20px;" type="text"/> Director/Company Secretary
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# Voting

## Voting entitlements

In accordance with the Corporations Act, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the meeting will be the entitlement of that person set out in the Company's share register as at 10.30am (WST) on Monday, 23 June 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting exclusions apply to all six (6) of the Resolutions contained in the Notice of Meeting.

## Voting in person

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the attached proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the meeting to facilitate this registration process.

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the Certificate is enclosed with this Notice of Meeting.

## Voting by proxy

Shareholders should complete the proxy form if they do not wish to attend the meeting and wish to appoint a proxy to attend and vote on their behalf. If you intend to attend the meeting, you do not need to complete the proxy form. However, please bring the proxy form with you to the meeting to assist with your registration.

You may still attend the meeting even if you have appointed a proxy. However, your proxy's authority is suspended in relation to any resolutions on which you choose to vote personally.

## Appointing a second proxy

You may appoint up to 2 persons to act as your proxy to attend and vote on your behalf. If you wish to do this you must use a separate proxy form in respect of each proxy and indicate the percentage of your voting rights or the number of shares that each proxy is appointed in respect of each proxy form. You should photocopy the enclosed proxy form or request an additional proxy form to be sent to you.

## Directing your proxy how to vote

If you wish to direct your proxy how to vote on any or all of the resolutions, place a mark "X" in the "For", "Against" or "Abstain" box. If you do not direct your proxy how to vote, your proxy may vote as he, she or it sees fit. If you mark the abstain box, you are directing your proxy not to vote on your behalf in respect of that resolution and your votes will not be included on a show of hands or on a poll.

If you appoint the Chairman of the meeting as your proxy, but do not give directions on how to vote on a particular resolution, the Chairman will vote in favour of that resolution even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

## Signing instructions

Individuals	The individual, who is the shareholder, or his or her attorney, must sign the form.
Joint holding	Each person who is a joint shareholder, or their attorneys, must sign the form.
Companies	The company that is the shareholder must sign the form in accordance with section 127 of the Corporations Act either by a director jointly with either another director or a company secretary, or where the company has a sole director who is also the sole company secretary (or there is no company secretary), by that director.
Power of attorney	Any shareholder signing under a power of attorney must attach a certified photocopy of the power of attorney document to this form.

## Lodging your proxy form

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than 10.30am (WST) on Monday, 23 June 2014. Any proxy form received after that time will not be valid for the scheduled meeting.

In person      NKH Pty Ltd  
                    Level 2, Spectrum  
                    100 Railway Road  
                    SUBIACO WA 6008

By mail         NKH Pty Ltd  
                    PO Box 8281  
                    SUBIACO WA 6008

By fax          +61 8 9367 8812

## Lodging your corporate representative form

To be valid, your corporate representative form (and any power of attorney under which it is signed) must be received no later than 10.30am (WST) on Monday, 23 June 2014 at any one of the above addresses.



