
SWICK MINING SERVICES LTD

ABN 20 112 917 905

NOTICE OF ANNUAL GENERAL MEETING

Time: 10.00 a.m.

Date: 11 November 2016

Place: Hyatt Regency Perth
99 Adelaide Terrace
Perth, Western Australia

IMPORTANT INFORMATION

Time and place of meeting

Notice is given that the annual general meeting of Shareholders of Swick Mining Services Ltd will be held at 10.00 a.m. (WST) on Friday, 11 November 2016 at:

Hyatt Regency Perth
99 Adelaide Terrace, Perth, Western Australia

The Explanatory Statement to this Notice of Meeting provides additional information on the matters to be considered at the Annual General Meeting. Terms and abbreviations used in this Notice of Meeting and the Explanatory Statement are defined in the Glossary.

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 Annual General Meeting are those who are registered Shareholders at 4:00 p.m. (WST) on 9 November 2016.

Voting in person

To vote in person, attend the Annual 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, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member 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.

Under Sections 250BB and 250BC of the Corporations Act:

- 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.

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; 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 the Company's members; 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;
 - 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.

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016, together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report, as contained in the Company's annual financial report for the financial year ended 30 June 2016."

The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **Voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the Voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ANDREW SIMPSON

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

"That, for the purposes of Rule 13.2 of the Constitution and for all other purposes, Andrew Simpson, being a Director of the Company, retires by rotation and being eligible, is re-elected as a Director."

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – IAN MCCUBBING

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

"That, for the purposes of Rule 13.2 of the Constitution and for all other purposes, Ian McCubbing, being a Director of the Company, retires by rotation and being eligible, is re-elected as a Director."

RESOLUTION 4 – APPOINTMENT OF AUDITOR

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

“That, subject to ASIC consenting to the resignation of Deloitte (the current auditor of the Company) pursuant to Section 327B of the Corporations Act and for all other purposes, Ernst & Young, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the Company’s auditor effective from the date of the meeting.”

RESOLUTION 5 – GRANT OF OPTIONS TO RELATED PARTY – KENT SWICK

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 10.14 and for all other purposes, approval is given for the Company to grant up to 6,452,114 Options to Kent Swick (or his nominee) under the Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in any employee incentive scheme in relation to the Company and any associates of those Directors. 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.

Voting Prohibition Statement A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of Key Management Personnel.

By order of the Board

Frank Campagna
Company Secretary

Perth, Western Australia
29 September 2016

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 which are the subject of the business of the Meeting.

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include consideration of the annual financial report of the Company for the financial year ended 30 June 2016, together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

Printed copies of the Company's annual financial report are not provided to Shareholders unless the Company is specifically requested to do so. The annual financial report is available on the Company's website at www.swickmining.com.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The Remuneration Report sets out remuneration arrangements for the directors and senior management of the Company. The Remuneration Report is included in the directors' report contained in the annual financial report of the Company for the financial year.

The chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

Voting consequences

A company is required to put to shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to the vote. If required, the Spill Resolution must be put to the vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting, those persons whose election or re-election as directors of the company is approved will be the directors of the company.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, a Spill Resolution is not relevant for this Annual General Meeting.

Proxy voting restrictions

Shareholders appointing a proxy for Resolution 1 should note the following:

- (a) If you appoint a member of Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy, you must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

- (b) If you appoint the Chair as your proxy (where he/she is also a member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member), you do not need to direct your proxy how to vote on this Resolution.
- (c) If you appoint any other person as your proxy you do not need to direct your proxy how to vote on this Resolution, and you do not need to mark any further acknowledgement on the Proxy Form.

The Chair intends to vote available undirected proxies in favour of Resolution 1.

RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS – ANDREW SIMPSON AND IAN McCUBBING

Rule 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or if their number is not a multiple of 3, then the number nearest one-third, shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under Rule 13.2 of the Constitution is eligible for re-election.

The Company currently has 5 Directors (including Kent Swick, Managing Director) and accordingly 2 must retire.

Andrew Simpson and Ian McCubbing, being the Directors longest in office since their last election, retire by rotation and seek re-election.

Mr Simpson was appointed as a Director in October 2006. Mr Simpson is a senior marketing executive with extensive global marketing experience in the resources and mining industry, including more than 30 years of international marketing and distribution of minerals and metals. He is currently the Managing Director of Resource & Technology Marketing Services Pty Ltd, a company providing specialist marketing and business assessment advisory services to the mineral resources and technology industries, both in Australia and internationally. Mr Simpson is Chairman of the Remuneration and Nomination Committee.

Mr McCubbing was appointed as a Director in August 2010. Mr McCubbing is a Chartered Accountant with more than 25 years experience, principally in the areas of corporate finance and mergers and acquisition. He spent more than 15 years working with ASX200 and other listed companies in senior finance roles, including positions as Finance Director and Chief Financial Officer in mining and industrial companies. Mr McCubbing is Chairman of the Audit and Corporate Governance Committee.

The Board (excluding Andrew Simpson and Ian McCubbing) recommends that shareholders vote in favour of the re-election of Mr Simpson and Mr McCubbing as Directors of the Company. The Chair intends to vote undirected proxies in favour of Resolutions 2 and 3.

RESOLUTION 4 – APPOINTMENT OF AUDITOR

A tender process was recently undertaken for the provision of audit services to the Company. Following the completion of the tender process, Ernst & Young were selected as the preferred provider of audit services to the Company. The existing auditors, Deloitte, have submitted their resignation as auditor to the Company and advised that they have applied to ASIC for consent to resign effective from the conclusion of the annual general meeting.

Resolution 4 seeks the approval of shareholders to the appointment of Ernst & Young as the new auditors of the Company. The Company has received the consent of Ernst & Young to act as auditors of the Company. The appointment would become effective from the date of the annual general meeting, subject to ASIC having given its consent to the resignation of the current auditors.

In accordance with Section 328B(1) of the Corporations Act, the directors have received a notice of nomination from a shareholder for the appointment of Ernst & Young as auditors of the Company. A copy of this notice of nomination is set out in Schedule 1.

The Board recommends the appointment of Ernst & Young as the Company's auditor, subject to ASIC consenting to the resignation of the Company's existing auditor and recommends that shareholders vote in favour of Resolution 4.

RESOLUTION 5 – GRANT OF OPTIONS TO RELATED PARTY – KENT SWICK

The Company provides a long term incentive component to the remuneration packages of senior executives through the issue of Options or performance rights.

The Company proposes to grant 6,452,114 Options to the Managing Director of the Company, Kent Swick (or his nominee), as part of his executive compensation arrangements. No long term incentive plan (**LTIP**) award was granted to Mr Swick for the financial year ended 30 June 2015 whilst the Company undertook a review of the structure and methodology for LTIP compensation for executives.

Therefore, 3,955,254 of the Options to be granted to Mr Swick relate to Mr Swick's LTIP entitlement for the financial year ended 30 June 2015 (**Tranche 1 Options**) and are based on a previous methodology whereby 20% of the sum of the total fixed remuneration and short term incentive entitlement of the executive is divided by the VWAP of the Company's shares over the preceding 12 months, at a three times multiple (to reflect the grant of Options with a cash exercise price which is at a premium to the market price of Shares as traded on ASX), to determine the number of Options to be issued.

The balance of 2,496,860 Options relate to Mr Swick's LTIP entitlement for the financial year ended 30 June 2016 (**Tranche 2 Options**) and is based on a revised methodology whereby 32% of the total fixed remuneration of the executive (exclusive of any short term incentive component of remuneration) is divided by the VWAP of the Company's shares in the 20 days preceding the date of award, at a three times multiple (to reflect the grant of Options with a cash exercise price which is at a premium to the market price of Shares as traded on ASX), to determine the number of Options to be issued.

The Options will vest on 30 June 2019 (being three years after the end of the LTIP measurement period) provided the holder is a director or employee of the Company or a group company at the vesting date. The expiry date of the Options is 30 June 2020.

Under the terms of the employment arrangements for Mr Swick, where Shareholder approval is not obtained for the issue of Securities under the LTIP, then the long term incentive component of Mr Swick's remuneration package is payable in cash.

The Company has established an employee share trust (**Swick Mining Services Ltd Employee Share Trust**). The trust will purchase Shares on-market and hold these to meet future obligations arising from the vesting and exercise of outstanding Options or performance rights. The trust structure will therefore minimise any Share dilution to the Company's shareholders.

Resolution 5 seeks the approval of Shareholders for the grant of Options to Kent Swick pursuant to the Plan in accordance with ASX Listing Rule 10.14. The disclosure requirements for shareholder approval under ASX Listing Rule 10.14 are set out below.

Corporations Act requirements – Chapter 2E

Mr Swick is the Managing Director of the Company and thereby a related party. Section 208 of the Corporations Act provides that a public company must not give a financial benefit to a related party of the company unless: (a) the company first obtains the approval of shareholders, in the way set out in the Corporations Act, or; (b) the giving of the benefit falls within an exception in the Corporations Act.

The proposed issue of Options to Mr Swick constitutes the giving of a financial benefit to a related party. The directors (other than Mr Swick) have determined that the proposed issue of Options constitutes reasonable remuneration given the circumstances of the Company and the position held by Mr Swick. Accordingly, the proposed issue of Options to Mr Swick falls within the "reasonable remuneration" exception set out in Section 211 of the Corporations Act so that member approval is not required for the purposes of Chapter 2E of the Corporations Act.

ASX Listing Rule 10.14

In addition, ASX Listing Rule 10.14 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity or any associate of the director.

In accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Options to Mr Swick:

- (a) the related party is Kent Swick who is a related party by virtue of being a Director;
- (b) the maximum number of Options to be issued to Mr Swick (or his nominee) is 6,452,114;
- (c) the Options will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the Options. The Options will be exercisable at a price of 143% of the 20 day VWAP of the Company's Shares up to and including the Meeting date;
- (d) the Company intends to grant the Options to Mr Swick immediately after the Meeting or no later than 12 months after the date of the Meeting, or such longer period of time as ASX allows;
- (e) no Options have been issued under the Plan since its adoption at the 2015 annual general meeting;
- (f) the terms of the Options to be issued to Mr Swick are set out in Schedule 2; and
- (g) the persons who are entitled to participate in the Plan are executive directors, employees and contractors as nominated from time to time.

Directors' recommendation

The directors (other than Mr Swick) recommend that shareholders vote in favour of Resolution 5. The Chair intends to vote available undirected proxies in favour of Resolution 5.

GLOSSARY

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

Board means the Board of Directors.

Closely Related Party of a member of Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- a company the member controls; or
- a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of "closely related party" in the Corporations Act.

Company means Swick Mining Services Ltd (ABN 20 112 917 905).

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.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

Option means an option to acquire a Share.

Plan means the employee incentive scheme titled "Employee Incentive Option Plan".

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the director's report section of the Company's annual financial report for the year ended 2016.

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

Securities means a Share or Option.

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

Shareholder means a holder of a Share.

VWAP means the volume weighted average price of a Share.

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

SCHEDULE 1 – NOMINATION OF AUDITOR BY SHAREHOLDER

Company Secretary
Swick Mining Services Ltd
64 Great Eastern Highway
South Guildford WA 6055

Dear Sir

Southern Silicon Pty Ltd, being a shareholder of Swick Mining Services Ltd, hereby nominates Ernst & Young in accordance with Section 328B(1) of the Corporations Act 2001 to fill the office of auditor of the Company.

Please distribute copies of this notice of nomination as required by Section 328B(3) of the Corporations Act 2001.



Andrew Simpson
Director

Dated: 29 September 2016

SCHEDULE 2 – TERMS OF UNLISTED OPTIONS

The terms and conditions of the unlisted Options are as follows:

The Options entitle the holder to subscribe for ordinary fully paid shares (**Shares**) in the capital of Swick Mining Services Limited (**Company**) on the terms and conditions outlined below:

- (a) Each Option entitles the holder to subscribe for one (1) Share in the Company at a subscription price per Share equal to 143% of the 20 day volume weighted average price of a Share up to and including the date of the 2016 annual general meeting.
- (b) The Options will vest on 30 June 2019 (being three years after the end of the LTIP measurement period) provided the holder is a director or employee of the Company or a group company at the vesting date.
- (c) The Options are exercisable at any time on or before 5.00 pm (Australian Western Standard Time) on 30 June 2020 (**Expiry Date**) by completing an option exercise form and delivering it to the Company's share registry together with payment for the number of Shares in respect of which the Options are exercised and the holding statement for those Options.
- (d) The Options may be exercisable in whole or in part. If the Options are exercised in part, each notice of exercise must be for not less than 1,000 Shares and thereafter in multiples of 1,000 Shares.
- (e) Options not exercised by the Expiry Date shall automatically lapse.
- (f) Application will not be made to ASX Limited (**ASX**) for official quotation of the Options. Shares issued upon exercise of the Options will rank equally in all respects with the Company's then existing Shares. The Company will apply to ASX for the Shares issued upon exercise of the Options to be admitted to quotation.
- (g) The Options are not transferable.
- (h) There are no participating rights or entitlements inherent in the Options to participate in any new issues of securities which may be made or offered by the Company to its shareholders from time to time prior to the Expiry Date unless and until the Options are exercised. The Company will ensure that during the exercise period of the Options the Company will notify holders of the record date for the purposes of determining entitlements to any such issue in accordance with the applicable timetable set out in the ASX Listing Rules.
- (i) In the event of a reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the option holder shall be reconstructed in accordance with the ASX Listing Rules.
- (j) There will be no change to the exercise price of an Option or the number of Shares over which an Option is exercisable in the event of the Company making a pro-rata issue of Shares or other securities to holders of ordinary shares in the Company (other than a bonus issue). If during the currency of the Options, there is a bonus issue of Shares (Bonus Issue) to the holders of Shares in the Company, the number of Shares for which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date of the Bonus Issue.

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SWICK MINING SERVICES LTD

ABN: 20 112 917 905

REGISTERED OFFICE:
64 GREAT EASTERN HIGHWAY
SOUTH GUILDFORD WA 6055

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«EFT_REFERENCE_NUMBER»

«Holder_name»

«Address_line_1»

«Address_line_2»

«Address_line_3»

«Address_line_4»

«Address_line_5»

«Company_code» «Sequence_number»

SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPLECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

SWK

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE
ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au
1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00 am WST on Friday, 11 November 2016 at Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia and at any adjournment of that meeting.

Chairperson authorised to exercise proxies on remuneration related matters: Where I/we have appointed the Chairperson of the meeting as my/our proxy (or the Chairperson becomes my/our proxy by default), I/we expressly authorise the Chairperson to exercise my/our proxy on Resolutions 1 and 5 in accordance with his/her intentions as set out in the notice of meeting and this form (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chairperson.

Important note: If the Chairperson is (or becomes) your proxy, you can direct the Chairperson to vote for or against or abstain from voting on Resolutions 1 and 5 by marking the appropriate box below.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director - Andrew Simpson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director - Ian McCubbing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Grant of Options to Related Party - Kent Swick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, 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.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Name:

()

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

Email registrar@securitytransfer.com.au

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.