



22 April 2022

Dear Shareholders,

COMPANY'S ANNUAL GENERAL MEETING

Focus Minerals Ltd (ACN 005 470 799) (ASX: FML) (**Focus or the Company**) advises that the Annual General Meeting of Shareholders (**Meeting**) will be held in person at RSM Australia Partners on Friday 27th May 2022 at 10.00am (**WST**).

With regards to the COVID-19 pandemic, the Company will adhere to all social distancing measures prescribed by government authorities at the Meeting, and Shareholders attending the Meeting will need to ensure they comply with the protocols. We are concerned for the safety and health of Shareholders, staff and advisers, so we will put in place certain measures including social distancing requirements.

The Company will not be sending hard copies of the Notice of General Meeting and Explanatory Memorandum. Instead, Shareholders can view and download the Notice of General Meeting and accompanying Explanatory Memorandum and Proxy Form on the Company's Website at <http://www.focusminerals.com.au/category/asx-announcements/> or from the Company's ASX Announcement Platform at www.asx.com.au (ASX: FML). This letter along with the proxy form will be sent to Shareholders either via physical mail or electronically via email depending on the Shareholders' elected communication preferences with the Share Registry – Computershare Investor Services.

In accordance with the requirements under the *Corporations Act 2001* (Cth), each Resolution will be decided by poll based on proxy votes and by votes from Shareholders in attendance at the Meeting. Shareholders are strongly encouraged to vote by lodging the proxy form attached to this letter, in accordance with the instructions set out in the proxy form, by no later than 10.00am WST on Wednesday, 25th May 2022 (being at least 48 hours prior to the start of the Meeting).

The release of this ASX announcement was authorised by the Board of Focus Minerals Ltd.

For further information please contact:

Nicholas Ong
Company Secretary
Focus Minerals Ltd
Phone: +61 8 9215 7888
Email: cosec@focusminerals.com.au

For media and investor enquiries please contact:

Peter Klinger
Cannings Purple
Phone: +61 411 251 540
Email: pklinger@canningspurple.com.au

FOCUS MINERALS LTD

ACN 005 470 799

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting will be held:

TIME: at 10:00 am (WST)

DATE: on Friday, 27th May 2022

PLACE: RSM Australia Partners, Level 32 Exchange Tower, 2 The Esplanade, Perth WA 6000

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 (+61 8) 9215 7888.

BUSINESS OF THE MEETING

ORDINARY BUSINESS

1 Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2021 together with the Directors' report and the Auditor's report.

2 Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, the following ordinary resolution:

“That, for the purposes 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 31 December 2021.”

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

Voting Exclusion Statement:

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

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

However, a person (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:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) 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 the Key Management Personnel.

3 Resolution 2 – Election of Mr Wanghong Yang

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

“That, Mr Wanghong Yang, who was appointed by the Board as an additional Director, retires in accordance with articles 10.3(b)(ii) and 10.7 of the Constitution, and being eligible, offers himself for re-election, be elected as a Director.”

4 Resolution 3 – Election of Mr Richard O'Shannassy

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

“That, Mr Richard O'Shannassy, who was appointed by the Board as an additional Director, retires in accordance with articles 10.3(b)(ii) and 10.7 of the Constitution, and being eligible, offers himself for re-election, be elected as a Director.”

5 Resolution 4 – Re-election of Mr Gerry Fahey

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

“That, Mr Gerry Fahey, who retires by rotation in accordance with article 10.3(a) of the Constitution, and being eligible, offers himself for re-election, be elected as a Director.”

By Order of the Board

Nicholas Ong

Company Secretary

22 April 2022

Explanatory Statement to the Notice of Annual General Meeting

This Notice of Annual General Meeting and the Explanatory Notes are important and you should read them in full. If you are in doubt as to how you should vote, you should seek advice from your professional adviser.

The Explanatory Notes to this Notice of Annual General Meeting provide additional information on matters to be considered at the Meeting. The Explanatory Statement and the proxy form constitute part of this Notice.

1 Explanatory Notes

All Focus shareholders should read the Explanatory Notes accompanying, and forming part of, this Notice of Annual General Meeting for more details on the resolutions to be voted on at the Annual General Meeting. The information provided is intended to assist shareholders in understanding the reasons for the resolutions and their effect if passed.

2 Entitlement to vote

The Board of Directors of Focus, being the convener of the Annual General Meeting, has determined that pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the shareholding of each shareholder for the purposes of ascertaining voting entitlements at the Annual General Meeting will be as it appears in Focus' share register as at 5:00pm WST on Wednesday, 25th May 2022. Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the Annual General Meeting.

3 Your vote is important

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

4 Voting by Poll

All Resolutions under this Notice will be determined by poll.

5 Voting in person

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

In light of the status of the evolving COVID-19 situation and the Commonwealth and State government restrictions on public gatherings in place at the date of this Notice of Meeting, the Directors strongly encourage all Shareholders to lodge a directed proxy form prior to the Meeting. The Chairman may adjourn the Meeting where the number of attendees may lead to the breach local public health laws and regulations or the Company may make alternative arrangements for holding the Meeting, in which case the Company will ensure that Shareholders are given as much notice as possible.

6 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Voting by proxy can be completed in one of the following ways:

- a) Online: At www.investorvote.com.au
- b) Mobile: Scan the QR Code on the enclosed Proxy Form and follow the prompts
- c) By mail: Complete and sign the enclosed Proxy Form and return the form to:
 - i. Computershare Investor Services Pty Limited
 - GPO Box 242, Melbourne VIC 3001 Australia
- d) By fax: Complete and sign the enclosed Proxy Form and fax the form to:
 - i. If you are in Australia, 1800 783 447
 - ii. If you are outside Australia, +61 3 9473 2555
- e) Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Proxy Forms must be received no later than 10.00am (WST) on Wednesday, 25th May 2022

7 Corporate representatives

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

An appointment of corporate representative form is available from the website of the Company's share registry (www.computershare.com.au).

8 Joint holders

In the case of joint holders of shares, if more than one of joint holders submits a vote, the vote of the first named of the joint holders in the register of members, whether submitted in person or by proxy or by attorney or in any other approved means, will be accepted to the exclusion of the votes of the other joint holder(s).

9 Written Questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at cosec@focusminerals.com.au by 5:00pm WST on Wednesday, 25th May 2022.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will endeavour to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

10. Results of the meeting

Voting results will be announced on the ASX as soon as practicable after the Meeting and will also be made available on the Company's website at <http://www.focusminerals.com.au/>.

Financial Statements and Reports

In accordance with the Corporations Act, the business of the Annual General Meeting will include the receipt and consideration of the Annual Report of Focus for the year ended 31 December 2021 together with the Directors' Report and the Auditor's Report. There is no requirement for shareholders to approve these reports (excluding the Remuneration Report).

In accordance with the Corporations Act, shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Annual Financial Report, the Directors' Report and the Auditor's Report of Focus and its controlled entities for the year ended 31 December 2021 and on the management of the company.

During the discussion, the auditor of Focus, RSM Australia Partners, will be present and answer questions that are relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report.

Shareholders may submit written questions for the auditor up to five business days before the date of the Annual General Meeting.

Shareholders wishing to do so may send their questions to the Company Secretary via email (to: cosec@focusminerals.com.au with "Question to the Auditor" as the subject line). The Company Secretary will pass on the questions to RSM Australia Partners.

The Annual Report is available on the Company's website and has been dispatched to Shareholders who have elected to receive a hard copy. A copy of the financial statements and the associated reports will also be tabled at the Meeting.

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 the 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 the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its 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 its 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 vote. If required, the Spill Resolution must be put to 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.

Previous voting results

At the Company's previous annual general meeting held in 2021 the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

The Chair of the Meeting intends to vote undirected proxies (subject to the instructions set out in the proxy form and any other applicable restrictions) in favour of Resolution 1.

Board recommendation

The vote on this resolution is advisory and does not bind the Company or its Directors. The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

Resolution 2 - Election of Mr Wanghong Yang

Introduction

ASX Listing Rule 14.4 and articles 10.3(b)(ii) and 10.7 of the Constitution provide that a Director appointed by Board as an additional Director or to fill a casual vacancy holds office until the next annual general meeting of the Company and is then eligible for re-election.

Mr Wanghong Yang

Mr Yang was appointed as Executive Chairman of the Board on 14 October 2021 and as CEO and Managing Director on 1 April 2022.

Mr Yang was an Executive Director and Interim CEO of Focus between 2013 and 2017. He was then appointed Vice President of the Business Development Unit of Shandong Gold Group Co., Ltd.

Prior to his role at Focus he worked at Shandong Gold International Mining Corporation as Financial Controller. He joined Shandong Gold Group in 2008 as the Group's Senior Manager of Capital Management before becoming the Deputy General Manager of Shandong Gold International Mining Corporation Limited.

Mr Yang has a Bachelor's degree in Accounting from Renmin University of China and a Master's degree in Applied Finance from Macquarie University.

Mr Yang is not a director of any other ASX listed companies.

Prior to Mr Yang's appointment to the Board, the Company undertook various checks that did not reveal any information of concern.

As Mr Yang is the current Executive Chairman (and hence employed in an executive capacity), the Board does not consider that Mr Yang to be an independent Director.

Board recommendation

Having received an acknowledgement from Mr Yang that he has sufficient time available to carry out the duties of a Director of the Company and the required mix of skills and experience required by the Board, the Board (other than Mr Yang who is the subject of Resolution 2) supports the election of Mr Yang and recommends that Shareholders vote in favour of Resolution 2.

Resolution 3 – Election of Mr Richard O'Shannassy

Introduction

ASX Listing Rule 14.4 and articles 10.3(b)(ii) and 10.7 of the Constitution provide that a Director appointed by Board as an additional Director or to fill a casual vacancy holds office until the next annual general meeting of the Company and is then eligible for re-election.

Mr Richard O'Shannassy

Qualifications: B. Juris, LLB (Hons), Law

Mr O'Shannassy was appointed to the Board of the Company on 19 November 2021. Mr O'Shannassy is a member of the Audit and Risk, Remuneration and Nominations Committee.

Mr O'Shannassy has more than 35 years of experience as a commercial lawyer. He served on mining industry committees over several years and is a member of Energy & Resources Law Association and the Law Society of Western Australia.

Mr O'Shannassy was general counsel and company secretary at Hardman Resources, a non-executive director of Avenira (formerly Minemakers) and Key Petroleum Limited.

Prior to Mr O'Shannassy's appointment to the Board, the Company undertook various checks that did not reveal any information of concern. Having assessed the factors relevant to determining director independence under Recommendation 2.3 of the ASX Corporate Governance Council Corporate Governance Principles and Recommendations, 4th edition (**ASX CGPRs**), the Board considers Mr O'Shannassy as an independent Director.

Board recommendation

Having received an acknowledgement from Mr O'Shannassy that he has sufficient time available to carry out the duties of a Director of the Company and the required mix of skills and experience required by the Board, the Board (other than Mr O'Shannassy who is the subject of Resolution 3) supports the election of Mr O'Shannassy and recommends that Shareholders vote in favour of Resolution 3.

Resolution 4 – Re-election of Mr Gerry Fahey

Introduction

ASX Listing Rule 14.4 and article 10.3(a) of the Constitution provide that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or last election or 3 years, whichever is the longer.

Mr Gerry Fahey

Qualifications: BSc (Hons) Geol, FAusIMM, MAIG, MAICD

Mr Fahey was appointed to the Board of the Company on 18 April 2011 and is a member of the Audit and Risk, Remuneration and Nominations Committee.

Mr Fahey is a geologist with over 40 years' experience. He was chief geologist for Delta Gold between 1992-2002 where he gained extensive resource, mine development and feasibility study experience on projects including Kanowna Belle and Sunrise in Australia and Ngezi Platinum in Zimbabwe.

Mr Fahey began his career as a mine geologist in the Irish base-metals industry on projects such as Tynagh, Avoca, and Tara Mines (Navan). On migrating to Australia in 1988, he gained further operational experience in Western Australia and the Northern Territory (Whim Creek and Dominion Mining), prior to joining Delta Gold. He formed FinOre Mining Consultants in 2005, which merged with CSA in 2006 and is currently Principal Mining Geologist with CSA Global specialising in mining geology, mine development and training.

Mr Fahey is a former member of the Joint Ore Reserve Committee (JORC) and a former Board Member (Federal Councillor) of the Australian Institute of Geoscientists (AIG).

Mr Fahey is a Non-Executive Director of Prospect Resources Limited.

Having assessed the factors relevant to determining director independence under Recommendation 2.3 of the ASX CGPRs, the Board considers Mr Fahey as an independent Director despite his tenure.

Board recommendation

Having received an acknowledgement from Mr Fahey that he has sufficient time available to carry out the duties of a Director of the Company, and the required mix of skills and experience required by the Board, the Board (other than Mr Fahey, who is the subject of Resolution 4) supports the re-election of Mr Fahey and recommends that Shareholders vote in favour of Resolution 4.

Glossary

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

ASIC means the Australian Securities & Investments Commission.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) 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;
- (e) a company the member controls; or
- (f) 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 Focus Minerals Ltd (ACN 005 470 799).

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

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 31 December 2021.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

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



FML

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Wednesday, 25 May 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Focus Minerals Limited hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Focus Minerals Limited to be held at RSM Australia Partners, Level 32 Exchange Tower, 2 The Esplanade, Perth, WA 6000 on Friday, 27 May 2022 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr Wanghong Yang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Richard O'Shannassy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Gerry Fahey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

F M L

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Computershare

