



Notice of Annual
General Meeting,
Explanatory Memorandum
and Voting Information

29 November 2016

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PURPOSE OF THIS DOCUMENT

This booklet contains the Notice of Annual General Meeting, Explanatory Memorandum and Voting Information for Jervois Mining Limited ABN 52 007 626 575.

Shareholders are advised to read all the documents carefully before deciding how to vote. For those Shareholders wishing to attend the meeting in person, the date, time and location of the meeting is set out below.

| Date | Time | Location |
|-----------------------------|--|---|
| Tuesday 29 November 2016 | 11:00 am Melbourne, Australia time (AEDT) | <u>The Buckingham International</u> , 1130 Nepean Highway, Highett, Victoria, 3190. |

Shareholders who are unable to attend the meeting in person may still vote by returning their completed proxy form to the Company's share registrar at the address set out below, at least 48 hours before the meeting commences.

| Proxy votes must be received before | Deadline for receiving proxy forms | Proxy votes must be returned to |
|-------------------------------------|--|---|
| Sunday, 27 November 2016 | 11.00 am Melbourne, Australia time (AEDT) | <u>Computershare Investor Services Pty Ltd</u> By mail, facsimile, in person or via the Internet. Refer to the Voting Instructions for full details. |

NOTICE OF ANNUAL GENERAL MEETING

Dear Shareholder,

Notice is hereby given that the Annual General Meeting of the shareholders of Jervois Mining Limited ABN 52 007 626 575 ("Jervois" or "the Company") will be held at The Buckingham International, 1130 Nepean Highway, Highett, Victoria, 3190 on **Tuesday 29 November 2016, commencing at 11:00 am Melbourne Australia time (AEDT).**

The Explanatory Memorandum that accompanies and forms part of this Notice provides details on the various matters to be considered at the meeting. A Voting Information section has also been included with this Notice of Meeting to assist shareholders.

AGENDA FOR THE ANNUAL GENERAL MEETING

BUSINESS OF THE MEETING

1. Chairman's address

The Chairman of the meeting will address the shareholders commenting on those significant events that affected the Company's operations during the financial year ended 30 June 2016 or may affect its operations in future financial years.

JERVOIS MINING LIMITED
AGENDA FOR THE ANNUAL GENERAL MEETING continued

2. The annual financial report for the financial year ended 30 June 2016

In accordance with section 317 of the Corporations Act 2001, the annual financial report, directors' report (including the Remuneration Report) and auditor's report for the financial year ended 30 June 2015 will be laid before the meeting.

3. Opportunity for shareholder questions and comments on the management of the Company

In accordance with section 250S of the Corporations Act 2001, shareholders as a whole present at the meeting will be given a reasonable opportunity to ask questions about or make comments on the management of the Company.

4. Opportunity for shareholder questions and comments on the Remuneration Report for the financial year ended 30 June 2016

In accordance with section 250SA of the Corporations Act 2001, shareholders as a whole present at the meeting will be given a reasonable opportunity to ask questions about or make comments on the Company's Remuneration Report for the financial year ended 30 June 2015.

5. Opportunity for shareholder questions to the Company's auditor

In accordance with section 250T of the Corporations Act 2001, shareholders as a whole present at the meeting will be given a reasonable opportunity to ask the Company's auditor or their representative questions relevant to:

- (i) the conduct of the audit for the financial year ended 30 June 2016; and
- (ii) the preparation and content of the auditor's report for the financial year ended 30 June 2016; and
- (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements for the financial year ended 30 June 2016; and
- (iv) the independence of the auditor in relation to the conduct of the audit.

Also in accordance with section 250T of the Corporations Act 2001, the Company's auditor or their representative will be given a reasonable opportunity to answer any written questions submitted to the auditor.

ORDINARY RESOLUTIONS TO BE PUT TO SHAREHOLDERS

1. Adoption of the Remuneration Report for the financial year ended 30 June 2016

To consider and if thought fit, pass the following resolution as a non-binding ordinary resolution.

"That for the purpose of section 250R(2) of the Corporations Act 2001, the Remuneration Report contained within the directors' report, which forms part of the Company's annual report for the financial year ended 30 June 2016, be adopted."

Refer to the Explanatory Memorandum which accompanies this Notice of Annual General Meeting for the voting exclusions which apply to this ordinary resolution.

2. Contingent Resolution 2 –Spill Motion

Resolution 2 will only be considered at the Annual General Meeting if at least 25% of the votes cast in respect of Resolution 1 are cast against that resolution. The explanatory Memorandum further explains the circumstances in which Resolution 2 will be put to the meeting.

If the condition (described above) is satisfied, to consider and, if thought fit, to pass the following

"That, as required by the Corporations Act:

- a) another meeting of the Company's members be held within 90 days of the date of the 2016 Annual General Meeting (the Spill Meeting);**
- b) all of the Directors in office when the Board resolution to make the Directors' report for the financial year ended 30 June 2016 was passed, excluding the Company's Managing Director, cease to hold office immediately before the end of the spill meeting; and**
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to the vote at the spill meeting"**

3. Re-election of Mr Roger Fairlam as a Director

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

"That Mr Roger Fairlam who retires by rotation as a director of the Company and being eligible for re-election, be re-elected as a director of the Company."

By order of the Board.



Roger Fairlam
Company Secretary.

18 October 2016.

JERVOIS MINING LIMITED

EXPLANATORY MEMORANDUM

This explanatory memorandum accompanies the Notice of Annual General Meeting of the Company to be held at The Buckingham International, 1130 Nepean Highway Highett, Victoria, 3190 on **Tuesday 29 November 2016, commencing at 11:00 am Melbourne Australia time (AEDT).**

A. THE ANNUAL FINANCIAL REPORT FOR THE FINANCIAL YEAR ENDED 30 JUNE 2016

As required by section 317 of the Corporations Act 2001, the Company's and consolidated entity's financial report for the financial year ended 30 June 2016, comprising the Statements of Comprehensive Income, Financial Position, Changes in Equity and Cash Flows together with the notes to those statements and the Reports of the Directors (including the Remuneration Report) and Auditor will be laid before the meeting.

Shareholders will be given the opportunity to consider and discuss these documents and to ask questions. However, apart from the Remuneration Report, no formal resolution will be put to the meeting to adopt these documents as there is no legal requirement for shareholders to approve them. This is the usual course of business for a General Meeting.

B. ORDINARY RESOLUTIONS TO BE PUT TO SHAREHOLDERS

1. Adoption of the Remuneration Report for the financial year ended 30 June 2016

The Company's Remuneration Report will be placed before the meeting and the shareholders may vote on whether or not to adopt it. The vote on this resolution is advisory only and does not bind the Directors of the Company. Shareholders will be given the opportunity to ask questions about, and comment on, the Remuneration Report.

Under the Corporations Act 2001 (section 250R(2)) requires the agenda for an annual general meeting to include a resolution for the adoption of the Remuneration Report. The vote on the resolution is advisory only and is not binding on the Directors of the Company.

Under the Corporations Act 2001, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, shareholders will be required to vote at the second of those AGMs on a resolution ("a spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

At the 2015 AGM 49% of votes that were cast were voted against the adoption of the remuneration report.

2. Contingent Resolution: Spill Motion

Resolution 2 will only be put to a vote if at least 25% of the votes on Resolution 1 (Remuneration Report) are cast against the adoption of the Remuneration Report. This would constitute a "second strike" for the Company and Resolution 2 will be put to the Annual General Meeting and voted on as required by section 250V of the Corporations Act 2001 (the Spill Motion).

If the Spill Motion is passed it will be necessary for the Company to convene a further general meeting within 90 days ("Spill Meeting") to consider the composition of the Board.

If a spill resolution is passed, section 250W provides (amongst other things) that:

- (a) the Company must hold the Spill Meeting within 90 days after the Spill Resolution was passed, but need not hold the Spill Meeting if, before the end of the 90 days, none of the Company's Directors described in section 250V(1)(b) (namely the Spill Directors) remain as directors of the Company; and
- (b) all of the Company's Directors described in section 250V(1)(b) cease to hold office immediately before the end of the Spill Meeting and the Directors appointed by the Spill Meeting commence to hold office at the end of that meeting.

Although key management personnel and their closely related parties are restricted from voting on Resolutions 1 and 2, they are not so restricted from voting at a spill meeting. That is the key management personnel and their closely related parties may not vote to cause the remuneration report to be passed nor may they vote against the holding of the Spill Meeting but they can vote to re-elect the "Spill Directors" at the Spill Meeting.

Voting Exclusion Statement

In accordance with section 250R(4) of the Corporations Act 2001, a vote on the resolution to adopt the Remuneration Report or the Spill Motion 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 of the Company or consolidated entity, details of whose remuneration are included in the Remuneration Report for the financial year ended 30 June 2016; and
- (b) a closely related party of such a member of the key management personnel.

However, a person described in paragraphs (a) and (b) above may cast a vote on the resolution if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a person described in paragraphs (a) and (b) above.

JERVOIS MINING LIMITED
EXPLANATORY MEMORANDUM continued

Further, in accordance with sections 250BD(1) of the Corporations Act 2001, a person described in paragraphs (a) and (b) above must not vote any open or undirected proxy votes on a resolution connected directly or indirectly with the remuneration of a member of the key management personnel of the Company or consolidated entity.

However, in accordance with section 250BD(2) of the Corporations Act 2001, the restriction on voting open or undirected proxy votes noted above does not apply if:

- (e) the person described in paragraphs (a) and (b) above is the chair of the meeting at which the resolution is voted on; and
- (f) the open or undirected proxy appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or consolidated entity.

Therefore, the Chairman or his closely related parties may not personally vote on Ordinary Resolution 1 (Adoption of Remuneration Report) or Ordinary Resolution 2 (The Spill Motion) due to the voting restriction noted above. However the Chairman is entitled, and intends, to vote any open or undirected proxy which appoints the Chairman as their proxy and which expressly authorises the Chairman to exercise the proxy as the Chairman decides, **in favour** of Ordinary Resolution 1, even though the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel, which includes the Chairman. Refer to the Voting Information section below for further information on open or undirected proxy votes.

2. Re-election of Mr Roger Fairlam as a Director

In accordance with clause 58 of the Company's constitution, at the close of each annual general meeting one-third of the Directors (other than the Managing Director, who is exempt under clause 75.7) or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors, must retire.

The Directors to retire by rotation at an annual general meeting are those Directors who have been longest in office since their last election.

Subject to clause 75.7, a Director must retire from office at the conclusion of the third annual general meeting after the Director was last elected or if the Director has held office for three years without re-election, whichever is longer, even if his or her retirement results in more than one-third of all Directors retiring from office.

B. ORDINARY RESOLUTIONS TO BE PUT TO SHAREHOLDERS

2. Re-election of Mr Roger Fairlam as a Director (continued)

A retiring Director remains in office until the end of the meeting and will be eligible for re-election at the meeting.

In accordance with these provisions, Mr Roger Fairlam must retire by rotation and, being eligible, offers himself for re-election.

Board Recommendation

The Company's Directors (other than Mr Roger Fairlam) recommend that shareholders vote **in favour** of this ordinary resolution.

VOTING INSTRUCTIONS

A. HOW TO EXERCISE YOUR RIGHT TO VOTE

(i) Entitlement to Vote – The Record Date for Determining Voting Entitlement

The Company's Directors have determined that the record date for the purposes of determining shareholder voting entitlements for the general meeting will be **7:00 pm (Melbourne, Australia time: AEDT) on Sunday 27th November 2014**. Those shareholders recorded on the Company's share register at that time will be entitled to attend and cast a vote at the Company's Annual General Meeting. Regulation 7.11.37 of the Corporations Regulations 2001 requires that the record date must not be more than forty eight (48) hours before the meeting.

(ii) How to Vote – Shareholders' Voting Options

Shareholders can vote at the Company's annual general meeting either by:

(a) Attending the Meeting in Person and Casting their Vote or Votes

Shareholders recorded on the Company's share register at the record date (refer to paragraph (i) above for details) may attend the Annual General Meeting and vote in person or, if they are a body corporate, by having an appointed representative attend and vote on its' behalf; or

(b) Appointing a Person as their Proxy to Attend and Vote on their behalf at the Meeting

Shareholders recorded on the Company's share register at the record date (refer to paragraph (i) above for details) may appoint a person (either an individual or a body corporate) as the shareholder's proxy to attend and vote for the shareholder at the Company's Annual General Meeting by completing the proxy form provided with these Voting Instructions.

JERVOIS MINING LIMITED

VOTING INSTRUCTIONS continued

Where a body corporate is appointed as a proxy, the body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the member's proxy in accordance with section 250D Corporations Act 2001.

Each shareholder may appoint a proxy. A proxy need not be a shareholder of the Company. The appointment may specify the proportion or number of votes that the proxy may exercise. If the shareholder is entitled to cast two (2) or more votes at the meeting, they may appoint two (2) proxies. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half the votes. Fractions of votes are disregarded when appointing or apportioning votes between proxies. If a returned proxy form does not specify who the shareholder's proxy is, then the Chairman of the meeting will be appointed as the shareholders proxy.

(iii) Rights of Proxies

A proxy appointed to attend and vote for a shareholder has the same rights as the shareholder. These rights include, the right to:

- (a) speak at the meeting; and
- (b) vote (but only to the extent allowed by the appointment); and
- (c) join in a demand for a poll.

In accordance with the Company's constitution, if a shareholder appoints one proxy, that proxy may vote on a show of hands. However, if a shareholder appoints two proxies, then neither proxy may vote on a show of hands. All proxies may make or join in the demand for a poll. A proxy's authority to speak and vote for a shareholder at a meeting is suspended while the shareholder is present at the meeting.

(iv) Proxy Forms

A personalised proxy form is attached to this Notice of Annual General Meeting and Explanatory Memorandum, together with a return address envelope. If a shareholder wishes to appoint a proxy or proxies, the signed proxy form must be returned to the Company's share registrar, **Computershare Investor Services Pty Ltd**, by any of the following means, in accordance with the instructions set out on the Proxy Form, so as **to be received by them no later than 11.00am (Melbourne, Australia time: AEDT) on Sunday 27th November 2015.**

| Method | Details |
|-------------------|---|
| In person: | Yarra Falls, 452 Johnson Street, Abbotsford, Victoria, 3067, Australia |
| By mail: | GPO Box 242, Melbourne, Victoria, 3001, Australia |
| By facsimile: | 1800 783 447 (within Australia), or +61 3 9473 2555 (outside Australia) |
| Via the internet: | For shares held directly: Logon to www.investorvote.com.au and follow the prompts For shares held by an intermediary: For intermediary online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions |

A. HOW TO EXERCISE YOUR RIGHT TO VOTE

(v) Questions

If shareholders have any questions in relation to the contents of the Notice of Annual General Meeting, Explanatory Memorandum or these Voting Instructions, or in relation to completing and returning their signed Proxy Form, they are advised to contact the Company's share registrar, **Computershare Investor Services Pty Ltd on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)** for assistance.

B. STATEMENT REGARDING OPEN OR UNDIRECTED PROXY VOTES

An open or undirected proxy vote is a proxy vote which does not instruct, or specify how a shareholder's proxy is to cast their votes. Based upon the ordinary resolutions being proposed in the accompanying Notice of General Meeting, and pursuant to ASX Listing Rule 14.2, the Proxy Form which accompanies these Voting Instructions is **not** required to contain certain disclosures regarding the voting intentions of the Chairman of the Meeting in relation to any open or undirected proxy votes which he or she controls.

However, for the avoidance of any doubt, please be advised that, for those shareholders who have appointed the Chairman of the Meeting as their proxy, it is the Chairman's intention to vote any open or undirected proxies **in favour** of the resolutions proposed in the Notice of General Meeting which accompanies these Voting Instructions, if authorised to do so. Except the Chairman would vote against the spill motion.

JERVOIS MINING LIMITED
VOTING INSTRUCTIONS continued

Shareholders who appoint the Chairman of the Meeting as their proxy are advised to read the Proxy Form carefully and note that Shareholders can direct the Chairman of the Meeting to vote for or against or to abstain from voting on a resolution, including **Ordinary Resolution 1** (Adoption of Remuneration Report), by marking the appropriate box opposite each resolution on the Proxy Form. However, if a Shareholder appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on the proposed resolutions set out in this Notice, then by default, the Proxy Form authorises the Chairman of the Meeting to exercise any of their open or undirected proxies as the Chairman sees fit on certain specified resolutions, including **Ordinary Resolution 1** (Adoption of Remuneration Report), even though the Chairman may have a direct or indirect interest in each of those resolutions.

The Chairman of the Company will be the Chairman of the Meeting unless he or she is prevented from being so by virtue of his or her interest in any of the proposed resolutions.

C. CORPORATE REPRESENTATIVES

In accordance with section 250D of the Corporations Act 2001, a body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of a company's shareholders or in the capacity of a shareholder's proxy. The appointment may be a standing one. The appointment may set out restrictions on the representative's powers. A body corporate may appoint more than one representative but only one representative may exercise the body's powers at any time. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

Any body corporate who is a shareholder of Jervois Mining Limited may therefore appoint (by certificate under common seal or other form of execution authorised by the laws of the corporation's place of incorporation, or in any other manner satisfactory to the Chairman of the meeting) a natural person to act as its representative at the meeting. A "Certificate of Appointment of Corporate Representative" certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, Printable Forms.

Unless otherwise specified in the appointment, a body corporate representative has all the powers that a body corporate has as a shareholder (including the power to vote on a show of hands).

JERVOIS MINING LIMITED
VOTING INSTRUCTIONS continued

D. NUMBER OF VOTES WHICH MAY BE CAST ON ANY RESOLUTION

In accordance with section 250E of the Corporations Act 2001 and clause 43.1 of the Company's constitution, subject to any rights or restrictions attached to any class of shares, at a meeting of shareholders of a company with a share capital:

- (a) on a show of hands, each shareholder has one vote; and
- (b) on a poll, each shareholder has one vote for each fully paid ordinary share they hold.

E. HOW VOTING IS CARRIED OUT

The following table sets out the requirements to pass both ordinary and special resolutions at a general meeting.

(i) Ordinary Resolutions

| | |
|--------------------|--|
| On a show of hands | An ordinary resolution put to the vote must be decided on a show of hands by simple majority, unless a poll is demanded. Before a vote is taken, the Chairman of the Meeting informs the meeting whether any proxy votes have been received and how the proxy votes are to be cast. On a show of hands, a declaration by the Chairman of the Meeting is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. |
| On a poll | A poll may be demanded by at least five (5) shareholders entitled to vote on the resolution (including proxies), shareholders with at least 5% of the votes that may be cast on the resolution on a poll or the Chairman of the Meeting. If a poll is demanded, at least 50% of the votes cast by shareholders entitled to vote on the resolution are needed to pass the resolution. |

(ii) Special Resolutions



Special resolutions require at least 75% of the votes cast by shareholders entitled to vote on the resolution to pass the resolution.


Jervois

MINING LIMITED

ABN 52 007 626 575

Lodge your vote:

  **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

JRV

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

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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

 **For your vote to be effective it must be received by 11:00am (AEDT) on Sunday 27 November 2016**

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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 Jervois Mining 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 Jervois Mining Limited to be held at The Buckingham International, 1130 Nepean Highway, Highett, Victoria 3190 on Tuesday 29 November 2016 at 11:00am (AEDT) 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 Resolutions 1 and 2 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 2 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution of business with the exception of Resolution 2 where the Chairman of the Meeting intends to vote against.

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 Resolutions 1 and 2 by marking the appropriate box in step 2 below.

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 the Remuneration Report for the financial year ended 30 June 2016 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Contingent Resolution 2—Spill Motion | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Re-election of Mr Roger Fairlam as a Director | <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 with the exception of Resolution 2 where the Chairman of the Meeting intends to vote against. 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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

J R V

2 1 6 2 8 5 A

Computershare