

MOUNT BURGESS MINING N.L.

A.C.N. 009 067 476

Level 4, 109 St Georges Terrace, Perth, Western Australia, 6000
PO Box Z5301, St Georges Terrace, Perth, Western Australia, 6831
Telephone: (61 8) 9322 6311 Email: mtb@mountburgess.com
Facsimile: (61 8) 9322 4607 Website: www.mountburgess.com

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Company will be held at Cliftons, Ground Floor, Parmelia House, 191 St. Georges Terrace, Perth, Western Australia at 3 p.m. on Friday 26 August 2005.

BUSINESS

SECTION A: GRANT OF OPTIONS PURSUANT TO COMPANY'S EMPLOYEE SHARE PLAN

For the purpose of Resolutions 1 to 6:

- an Explanatory Statement is attached to this notice; and
- the following terms have the following meanings:

“**Employee Share Option Plan**” means the Company’s Employee Share Option Plan adopted in September 2000 summarised in the Explanatory Statement and tabled at the meeting; and

“**Options**” means the Options described in the Employee Share Option Plan and summarised in paragraph 5(d) of the Explanatory Statement and in paragraph 2(b) of the Summary of the Plan set out at the end of the Explanatory Statement.

Resolution 1. Grant of Options to a Director

To consider and if thought fit pass the following resolution:

that the Directors be authorized to grant the following number of Options, from the Company’s Employee Share Option Plan, to the Director named below if that Director applies for the grant of the Options pursuant to the said Plan.

Nigel Raymond Forrester	500,000 Options
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(Any votes cast on the resolution by the Directors of the Company, and if ASX has expressed an opinion under listing rule 10.14.3 that approval is required for participation in the Employee Share Option Plan by anyone else, that person (or an associate of that person) shall be disregarded. 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, in accordance with a direction on the proxy form to vote as the proxy decides.)

Resolution 2. Grant of Options to a Director

To consider and if thought fit pass the following resolution:

that the Directors be authorized to grant the following number of Options, from the Company’s Employee Share Option Plan, to the Director named below if that Director applies for the grant of the Options pursuant to the said Plan.

Martin Lindsay Spence	500,000 Options
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Resolution 6. Grant of Options to Jan Forrester

To consider and if thought fit pass the following resolution:

That the Directors be authorized to grant the following number of Options, from the Company's Employee Share Option Plan, to the Eligible Employee named below if that employee applies for the grant of the Options pursuant to the said Plan.

Jan Forrester	500,000 Options
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(Any votes cast on the resolution by a Director of the Company, and if ASX has expressed an opinion under listing rule 10.14.3 that approval is required for participation in the Employee Share Option Plan by anyone else, that person (or an associate of that person) shall be disregarded. 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, in accordance with a direction on the proxy form to vote as the proxy decides.)

SECTION B: RATIFICATION OF SHARE PLACEMENTS PURSUANT TO LISTING RULE 7.1

Resolution 7. Ratify the Share Placement announced on 24 November 2004

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

that the placement as announced to the Australian Stock Exchange on 24 November 2004 of 4,240,000 ordinary shares, which rank pari passu with existing shares to:

Citicorp Nominees Ltd	1,604,000
Consors Capital Bank AG	896,000
Travelly Pty Limited	1,000,000
Lintop Pty Limited	370,000
Ioma Pty Limited	185,000

at an issue price of \$0.135 per share to raise the Company \$572,400 be ratified.

Funds from the placement to be applied to geophysical programmes and drilling on the Company's diamond and base metals projects in Namibia and Botswana and also to working capital.

(The Company will disregard any votes cast on the resolution by Citicorp Nominees Ltd, Consors Capital Bank AG, Travelly Pty Limited, Lintop Pty Limited, Ioma Pty Limited and their associates. However, the Company need not disregard a vote if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.)

Resolution 8. Ratify the Share Placement announced on 7 February 2005.

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

that the placement as announced to the Australian Stock Exchange on 7 February 2005 of 5,000,000 ordinary shares, which rank pari passu with existing shares, to:

Dadlon Pty Ltd	100,000
Swetja International Pty Ltd	200,000
JE and BJ Reeves	100,000
BF and EB Miers	100,000
R Keene	500,000
Cen Pty Ltd	250,000
H Strik	250,000
Jogib Investments	1,000,000
J P Morgan Noms. (Aust) Ltd	1,500,000
Running Water Limited	1,000,000

at an issue price of \$0.11 per share to raise the Company \$550,000 be ratified.

Funds from the placement to be applied to geophysical programmes and drilling on the Company's diamond and base metals projects in Namibia and Botswana and also to working capital.

(The Company will disregard any votes cast on the resolution by Dadlon Pty Ltd, Swetja International Pty Ltd, JE and BJ Reeves, BF and EB Miers, R Keene, Cen Pty Ltd, H Strik, Jogib Investments, J P Morgan Noms. (Aust) Ltd, Running Water Limited and their associates. However, the Company need not disregard a vote if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.)

Resolution 9. Ratify the Share Placement announced on 6 May 2005.

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

that the placement as announced to the Australian Stock Exchange on 6 May 2005 of 4,850,000 ordinary shares, which rank pari passu with existing shares, to:

Citicorp Nominees Pty Ltd	3,100,000
R Keene	600,000
Strata Drilling W A Pty Ltd	500,000
Shalimar Business S.A.	250,000
B M Coulson	250,000
J Gilmore	150,000

at an issue price of \$0.08 per share to raise the Company \$388,000 be ratified.

Funds from the placement to be applied to geophysical programmes and drilling on the Company's diamond and base metals projects in Namibia and Botswana and also to working capital.

(The Company will disregard any votes cast on the resolution by Citicorp Nominees Pty Ltd, R Keene, Strata Drilling W A Pty Ltd, Shalimar Business SA, B M Coulson, J Gilmore and their associates. However, the Company need not disregard a vote if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.)

Resolution 10. Ratify the Share Placement announced on 23 June 2005

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

that the placement as announced to the Australian Stock Exchange on 23 June 2005 of 7,150,000 ordinary shares, which rank pari passu with existing shares, to:

Elinora Pty Ltd	1,500,000
Nefco Nominees	1,220,000
Queensland M M Pty Ltd	1,430,000
Toltec Holdings Pty Ltd	1,000,000
Delbant Pty Ltd	1,000,000
Persal & Co Investments Pty Ltd	500,000
Jindabyne Pty Ltd	500,000

at an issue price of \$0.07 per share to raise the Company \$500,500 be ratified.

Funds from the placement to be applied to geophysical programmes and drilling on the Company's diamond and base metals projects in Namibia and Botswana and also to working capital.

(The Company will disregard any votes cast on the resolution by Elinora Pty Ltd, Nefco Nominees, Queensland M M Pty Ltd, Toltec Holdings Pty Ltd, Delbant Pty Ltd, Persal and Co Investments Pty Ltd, Jindabyne Pty Ltd and their associates. However, the Company need not disregard a vote if 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 Entitlement

The Board has determined that a shareholder's voting entitlement at the meeting will be taken to be the entitlement of that person shown in the register of members as at 5 p.m. on 24 August 2005.

Proxies

A Proxy Form accompanies this notice and to be effective must be received at the Company's Registered Office,

Level 4, 109 St. Georges Terrace,
Perth,
Western Australia

or faxed to the Company on 61 89322 4607 no later than 3 p.m. on Wednesday 24 August 2005.

By order of the Board of Directors
Dated this the 21st day of July 2005

Jan Forrester
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement is provided to the shareholders of Mount Burgess Mining N.L. pursuant to and in satisfaction of Sections 208, 218 and 219 of the Corporations Act and Sections 10.11, 10.12, 10.14 and 10.15 of the Listing Rules. This Explanatory Statement is intended to be read in conjunction with the Notice of Meeting.

By Resolutions 1, 2, 3, 4, 5 and 6 the Company is proposing to offer to grant Options under the Company's Employee Share Option Plan to Messrs Forrester, Spence, O'Regan, Stirling and Taylor, Directors and to Mrs Forrester the Company Secretary and who is also the wife of Mr Forrester, the Company's Chairman and Managing Director. By virtue of Listing Rule 10.11 and exception 4 of Listing Rule 10.12 the Company must not issue Options to Messrs Forrester, Spence, O'Regan, Stirling or Taylor, or Mrs Forrester without the approval of the Company's shareholders. By virtue of Listing Rule 10.14, the Notice of Meeting seeking the approval of the Company's shareholders must include the matters set out in Listing Rule 10.15.

RESOLUTIONS 1,2,3,4,5 and 6.

Grant of Options to Directors and to Mrs Jan Forrester

1. The object of the Employee Share Option Plan ("Plan") is to reward past services and contributions of Eligible Employees and also to assist in the recruitment, retention, incentive and motivation of Eligible Employees of the Company. A Summary of the Plan is set out at the end of this statement. Any shareholder may inspect the Plan at the Company's office during normal business hours.
2. "Eligible Employees" is defined in the Plan to mean:
 - (a) a full or part time employee from time to time of the Company including Directors employed by the Company; and
 - (b) any non-executive director from time to time of the Company.
3. Mr Forrester is Chairman and Managing Director of the Company, Mr Spence is an executive Director of the Company, Mr O'Regan, Mr Stirling and Mr Taylor are non-executive Directors of the Company and Mrs Jan Forrester is Company Secretary and the wife of Mr Nigel Forrester.
4. Each of Messrs Forrester, Spence, O'Regan, Stirling and Taylor and Mrs Forrester is an Eligible Employee. Mr Forrester is Chairman and Managing Director, Mr Spence is an executive Director and Messrs O'Regan, Stirling and Taylor are non-executive directors of the Company and by virtue of section 10.14 of the ASX Listing Rules approval by shareholders in meeting is required for the grant of Options to them. Mrs Forrester is a full time employee of the Company whose relationship with Mr Forrester, the Chairman and Managing Director of the Company, is such that the approval of the Company's shareholders to the grant of the Options set out in Resolution 6 should, in the opinion of the ASX, be obtained. Further under Section 208 of the Corporations Act the granting of Options to Messrs Forrester, Spence, O'Regan, Stirling and Taylor and Mrs Forrester may constitute the giving of a financial benefit to a related party of the Company and prior shareholder approval in the manner set out in Sections 217 to 227 of the Corporations Act is required.

The names of all persons referred to in Rule 10.14 entitled to participate in the Plan are:

Nigel Forrester
Martin Lindsay Spence
Jan Forrester
Ronald William O'Regan
Alfred Patrick Stirling
Godfrey Edward Taylor

5. To the extent that Resolutions 1, 2, 3, 4, 5 and 6 are passed the Options to be granted will be granted:
- (a) under the Plan;
 - (b) within one month of the passing of the Resolution;
 - (c) for no consideration;
 - (d) with an exercise price per Option equal to the greater of either:
 - (i) twenty five cents (25¢); or
 - (ii) eighty percent (80%) of the weighted average sale price of shares in the Company sold on the ASX during the five (5) business days prior to the date the Options are granted; and
 - (e) upon the terms and conditions the subject of Options set out in the Plan a summary of which terms and conditions are set out in paragraph 2(b) of the Summary of Plan attached to this Explanatory Statement.

6. The Options to be granted are in addition to each Director's/Officer's fees payable by the Company as follows:

Mr Forrester is paid an annual amount (including statutory superannuation) of \$183,500, as Chairman and Managing Director,

Mr Spence is paid an annual amount (including statutory superannuation) of \$150,000, as an executive Director,

Messrs O'Regan, Stirling and Taylor are each paid an annual amount of \$20,000 non-executive Director's Fees and

Mrs J Forrester's annual salary (including statutory superannuation) is \$68,000.

7. The following information is provided to shareholders in accordance with Section 219 of the Corporations Act and ASX Listing Rule 10.15 in relation to Resolutions 1,2,3,4,5 and 6.

(a) The related party to whom the proposed resolutions would permit the financial benefits to be given

The Options will be granted to the following persons whose relationship with the Company is set out in paragraphs 3 and 4 of this statement:

Nigel Forrester,
 Martin Lindsay Spence,
 Ronald William O'Regan,
 Alfred Patrick Stirling,
 Godfrey Edward Taylor
 Jan Forrester

(b) The nature of the financial benefit

The proposed financial benefit to be given is the grant from the Company's Plan of the following number of Options to each of the following persons:

Name of Grantee	Number of Options
Nigel Raymond Forrester	500,000
Martin Lindsay Spence	500,000
Ronald William O'Regan	500,000
Alfred Patrick Stirling	500,000
Godfrey Edward Taylor	500,000
Jan Forrester	500,000

The reasons why the above options are intended to be given are as follows:

The purpose of the Company's Employee Share Option Plan is to reward employees for their past services and contributions, assist in the recruitment and retention of employees and provide incentive and motivation for existing employees.

Further, as an Exploration Company, reliant upon having to raise capital to finance its exploration effort and finance its day to day working capital requirements, the Company is not always in a position to maintain competitive salary ranges within the industry in which it operates. In particular, as a Company with projects overseas, it has to call upon employees either to spend considerable time away from home or work within the overseas time frames. The Company believes that for this they should be rewarded.

The amount of options intended to be given are standardized at 500,000 per person to adequately cover the above reasons on an equitable person to person basis. The value of the options is set at 25 cents per option, considerably higher than the current trading price of the shares so that there is a built in incentive factor for employees and also because it standardizes the exercise price of all other employee options granted by the Company.

The terms and conditions of the Options are set out in the Plan and are summarised in paragraph 5(d) of this statement and in paragraph 2(b) of the Summary of the Plan.

(c) Directors' recommendation

The Directors of the Company, Mr Forrester, Mr Spence, Mr O'Regan, Mr Stirling and Mr Taylor felt it was inappropriate to make any recommendation about proposed Resolutions 1, 2, 3, 4, 5 and 6 since they all have a material interest in the outcomes of the resolutions and Mr Forrester may be perceived to have a material interest in the outcome of Resolution 6.

(d) Directors interest in the outcome of the proposed resolution.

If the proposed resolutions are passed Messrs Forrester (Chairman and Managing Director), Spence (executive Director) O'Regan, Stirling and Taylor (non-executive Directors), and Mrs Forrester, the wife of Chairman and Managing Director, Mr Nigel Forrester, will be invited to apply for the number of Options specified in the Resolutions in accordance with the Plan, and if they make application for the relevant number of Options, these Options will be granted.

(e) All other information that is reasonably required by members in order to decide whether or not it is in the Company's interests to pass the proposed resolution; and is known to the Company or to any of its directors.

As at 15 July 2005, the date of preparation of the Explanatory Statement, the Company's issued share capital stands at 164,040,000 shares.

If all of the Options proposed to be granted in accordance with Resolution 1 - 6 are exercised then the following would apply:

- the Company's issued shares would increase by 3,000,000
- existing shareholders' holdings would be diluted by 1.796%
- the Company would receive \$750,000 in cash on the basis that the exercise price would be 25 cents per option.

As at 15 July 2005, the date of preparation of the Explanatory Statement, the following unlisted share options, all exercisable at 25 cents per option and all issued pursuant to the Plan, exist.

1,750,000 options expiring 31 December 2005
850,000 options expiring 31 December 2006
100,000 options expiring 31 December 2007
2,200,000 options expiring 31 December 2009

As at the date of this Explanatory Statement, the imputed value of the Options proposed to be issued to Messrs Forrester, Spence, O'Regan, Stirling, Taylor and Mrs Jan Forrester arising from the application of the Black-Scholes option pricing model and using the following assumptions is \$0.032.

Underlying spot security price	\$0.083
Exercise price	\$0.25
Issue date	15 July 2005 – date of preparation of notice
Expiry date	31/12/10
Risk free rate	5.20%
Standard deviation of returns (annualised)	70.67%

An Option held by an employee will immediately lapse upon its expiry date, upon determination by the directors that the employee has acted fraudulently, dishonestly or in breach of the employee's obligations to the Company, the employee ceasing to be an employee and not exercising the Option within thirty days following that event unless a longer period is otherwise determined by the directors or the expiry of any time frame within which to exercise the option reasonably agreed by the directors in the event of death, retrenchment, redundancy, retirement, permanent illness or permanent physical or mental incapacity of an employee.

The rate of the Company's employee turnover from 2000 to 2005 was 28.74%.

The Company will not be subject to Fringe Benefits Tax in the event Resolutions 1 to 6 are approved and the relevant Options are granted.

The proposed grantees' current shareholdings/option holdings in the Company **including any associate** are listed below.

Fully Paid Ordinary Shares

Nigel Raymond Forrester	11,015,436
(excluding Jan Forrester's shares)	
Ronald William O'Regan	3,550,000
Alfred Patrick Stirling	8,390,694
Godfrey Edward Taylor	2,247,339
Jan Forrester	421,910
(excluding Nigel Forrester and other associate shares)	

Unlisted/Unquoted Employee Share Options

Nigel Raymond Forrester	500,000
(excluding Jan Forrester's options)	
Martin Lindsay Spence	500,000
Ronald William O'Regan	500,000
Alfred Patrick Stirling	500,000
Godfrey Edward Taylor	500,000
Jan Forrester	500,000
(excluding unlisted options belonging to Nigel Forrester)	

The closing price of ordinary fully paid shares in the Company on the five trading days prior to the preparation of this Notice is set out below.

Date	Closing Price
11 July 2005	7.1cents
12 July 2005	7.4cents
13 July 2005	8.5cents
14 July 2005	8.3cents
15 July 2005	8.3cents

From 15 July 2004 to 15 July 2005 the Company's shares have traded between a low of 7 cents and a high of 17.5 cents.

The maximum number of Options that can be granted to the persons set out in paragraph 7(a) of the Explanatory Statement is the number set out next to their respective names in paragraph 7(b) of this Statement if the Resolution relevant to that person is passed.

Approval by shareholders was granted in June 2004 to Mr Stirling being offered 500,000 Options and to Mrs Forrester being offered 250,000 Options under the Plan. Both Mr Stirling and Mrs Forrester applied for those Options which were granted to them and are exercisable at 25 cents per Option and have an expiry date of 31 December 2009.

Since the last approval in June 2004, no persons referred to in rule 10.14 of the Listing Rules have received Options under the Plan.

There are no loan conditions attached to the grant of the Options.

SUMMARY OF PLAN

- 1 On the 21st day of September 2000, the Company adopted the Mount Burgess Mining NL Employee Share Option Plan (“Plan”) to reward past services and contributions of Eligible Employees and also to assist in the recruitment, retention, incentive and motivation of Eligible Employees of the Company.

- 2 The main features of the Plan are:
 - (a) the directors are able, from time to time, to make offers in writing to Eligible Employees or nominees of Eligible Employees inviting them to apply for the grant of Options upon the terms and conditions outlined in the Plan;
 - (b) the material terms of the Options are:
 - (i) the Options will be issued at an issue price of \$0.00
 - (ii) each Option will entitle the holder to acquire one share in the capital of the Company at the Exercise Price;
 - (iii) the Options will expire at 5 pm on the 31st December of the year five years from the date of grant of the Options;
 - (iv) shares issued on the exercise of Options will rank pari passu with the then existing ordinary shares in the capital of the Company;
 - (v) the Exercise Price of an Option will be determined by the directors in their absolute discretion on or before the date that the directors invite Eligible Employees to apply for the Options but in no event will the Exercise Price be less than:
 - i. An exercise price approved by shareholders in meeting, or where the exercise price has not been approved by shareholders,
 - ii. 80% of the weighted average sale price of shares in the Company sold on the ASX during the five business day prior to the grant of the Option or such other period as determined by the directors;
 - (vi) the total number of Options that may be granted under the Plan will not exceed 5% of the granted capital of the Company;
 - (vii) the directors may from time to time, by resolution amend all or any provisions of the Plan but in so doing the directors must comply with any restrictions or procedural requirements under the Listing Rules for amending an Employee Incentive Scheme or for amending the terms of granted Options;
 - (viii) the Options will not be listed on the Australian Stock Exchange Limited for official quotation;
 - (ix) upon exercise of the Options the Company will make an application for quotation of the shares issued pursuant to the exercise of the Options to the Australian Stock Exchange Limited for official quotation;
 - (x) no Options will be granted until an application has been received by the Company from the relevant Eligible Employee in the form annexed to the Plan or in such other form as the directors from time to time prescribe;

- (xi) an Option held by an Eligible Employee will immediately lapse upon its expiry date, upon a determination by the directors that the Eligible Employee has acted fraudulently, dishonestly or in breach of the Eligible Employee's obligations to the Company, the Eligible Employee ceasing to be an Eligible Employee and not exercising the Option within thirty (30) days following that event unless a longer period is otherwise determined by the directors or the expiry of any timeframe within which to exercise the Option reasonably agreed by the directors in the event of death, retrenchment, redundancy, retirement, permanent illness or permanent physical or mental incapacity of an Eligible Employee;
 - (xii) there are no participating rights or entitlements inherent in the Options and holders will not participate in any new issue of capital offered to shareholders of the Company during the currency of the Options;
 - (xiii) in the event of any reorganisation of capital of the Company, the rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reorganisation of capital at the time of reorganisation
- (c) the Plan will be administered by the directors; and
 - (d) the Plan may at any time be terminated by resolution of the directors.

MOUNT BURGESS MINING N.L.

A.C.N. 009 067 476

PROXY FORM

Please return to:
Company Secretary,
C/o Advanced Share Registry Services,
P O Box 1156,
Nedlands, Western Australia 6009
or
110 Stirling Highway, Nedlands;
Western Australia, 6909

For the General Meeting of the Company to be held at Cliftons, Ground Floor, Parmelia House, 191 St. Georges Terrace, Perth, Western Australia at 3 p.m. on Friday 26 August 2005.

I/We _____

of _____

being a Member/Members of Mount Burgess Mining N.L. hereby appoint _____

or failing him/her, the Chairman of the Company as my/our proxy to attend and vote for me/us on my/our behalf at the General Meeting of the Company to be held on Friday 26 August 2005 at 3 p.m. at Cliftons, Ground Floor, Parmelia House, 191 St. Georges Terrace, Perth, Western Australia and at any adjournment thereof.

The Chairman intends to vote in favour of the resolutions with respect to all undirected proxies given to him.

If you **do not** wish to direct your proxy how to vote, please place a mark in the box

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

ITEM OF BUSINESS

Resolution Number	For	Against
1. Grant of Options to Director – Mr Forrester	<input type="checkbox"/>	<input type="checkbox"/>
2. Grant of Options to Director – Mr Spence	<input type="checkbox"/>	<input type="checkbox"/>
3. Grant of Options to Director – Mr O'Regan	<input type="checkbox"/>	<input type="checkbox"/>
4. Grant of Options to Director – Mr Stirling	<input type="checkbox"/>	<input type="checkbox"/>
5. Grant of Options to Director – Mr Taylor	<input type="checkbox"/>	<input type="checkbox"/>
6. Grant of Options to Mrs Jan Forrester	<input type="checkbox"/>	<input type="checkbox"/>
7. Ratification of Share Placement announced on 24 November 2004	<input type="checkbox"/>	<input type="checkbox"/>
8. Ratification of Share Placement announced on 7 February 2005	<input type="checkbox"/>	<input type="checkbox"/>
9. Ratification of Share Placement announced on 6 May 2005	<input type="checkbox"/>	<input type="checkbox"/>
10. Ratification of Share Placement announced on 23 June 2005	<input type="checkbox"/>	<input type="checkbox"/>

See over for signing instructions:

This form must be signed by the member (in the case of a body corporate in the manner authorised by Section 127 (1) or (2) of the Corporations Law) or by an attorney of the member, as follows:

Shareholder's Telephone Number : _____	Shareholder's Fax Number : _____
Signature Of Shareholder(s) (All joint holders must sign)	Companies Only - Executed in accordance with the Company's Constitution and the Corporations Law.
✕ _____ Signature Date	✕ _____ Sole Director and Sole Secretary Date
✕ _____ Signature Date	✕ _____ ✕ _____ Director Date Secretary Date
✕ _____ Signature Date	✕ _____ ✕ _____ Director Date Director Date
Note: If signed under Power of Attorney, a Certified Copy of the relevant Power of Attorney document must be exhibited to the Registry. The Attorney declares that he/she has had no notice of revocation of the Power of Attorney.	

NOTES

A Shareholder of a Company who is entitled to attend and cast a vote at a meeting of the Company's members may appoint a person as the Shareholder's proxy to attend and vote for the Shareholder at the meeting.

The appointment may specify the proportion or number of votes that the proxy may exercise.

Each Shareholder may appoint a proxy. If the Shareholder is entitled to cast 2 or more votes at the meeting, they may appoint 2 proxies. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.

An instrument appointing a proxy:

- (i) shall be in writing under the hand of the appointor or of his attorney, or, if the appointor is a corporation, either under seal or under the hand of a duly authorised officer or attorney;
- (ii) may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
- (iii) shall be deemed to confer authority to demand or join in demanding a poll;
- (iv) shall not be valid unless the original instrument and the power of attorney or other authority (if any) under which the instrument is signed (duly stamped where necessary) or a copy or facsimile which appears on its face to be an authentic copy of that proxy, power or authority, is or are deposited at or sent by facsimile transmission to the Registered Office, or deposited at or sent by facsimile transmission to such other place as is specified for that purpose in the notice convening the general meeting, no later than 48 hours prior to the time of the commencement of the general meeting in the place that the general meeting is being convened (or the resumption thereof if the general meeting is adjourned.)
