

# MOUNT BURGESS MINING N.L.

A.C.N. 009 067 476

Level 4, 109 St Georges Terrace, Perth, Western Australia, 6000  
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## NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Company will be held in the QV1 Conference Centre, Level 2 QV1 Building, 250 St. Georges Terrace, Perth, Western Australia at 4 p.m. on Thursday 7 December 2006.

### BUSINESS

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

For the purpose of Resolutions 1 and 2:

- 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 – Giles Rodney Dale

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.

Giles Rodney Dale	1,000,000 Options
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##### ***Voting Exclusion Statement***

*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, unless it is cast:*

- *By a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or*
- *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 2. Grant of Options to a Director – Allan Mulligan

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.

Allan Mulligan	1,000,000 Options
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##### ***Voting Exclusion Statement***

*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, unless it is cast:*

- *By a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or*

- *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).*

## **SECTION B: RATIFICATION OF SHARE PLACEMENT PURSUANT TO LISTING RULE 7.4**

### **Resolution 3. Ratification of Previous Securities Issue announced to ASX on 27 September 2006**

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

That, for all purposes, Shareholders approve and ratify the allotment and issue of 9,287,000 shares to the parties and for the purposes detailed in the Explanatory Statement.

#### ***Voting Exclusion Statement***

*For the purposes of Listing Rule 7.5, the Company will disregard any votes cast on Resolution 3 by any person who participated in the issue and any of their associates, unless it is cast:*

- *By a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or*
- *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).*

### **Explanatory Statement**

The accompanying Explanatory Statement forms part of this Notice of General Meeting and should be read in conjunction with it.

### **Proxies**

Please note that:

- a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company
- a Shareholder may appoint a body corporate or an individual as its proxy;
- a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion of 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.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, a certificate of appointment of corporate representative should be completed and lodged in the manner specified below.

### **Voting Entitlements**

In accordance with Regulation 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 4 p.m. WST on 5 December 2006. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlement to attend and vote at the Annual General Meeting.

### **Corporate Representative**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Annual General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

By Order of the Board of Directors



**Company Secretary**  
Mount Burgess Mining N.L.  
24 October 2006

## 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 and 2 the Company is proposing to offer to grant Options under the Company's Employee Share Option Plan to Messrs Dale and Mulligan, non-executive Directors. By virtue of Listing Rule 10.11 and Exception 4 of Listing Rule 10.12 the Company must not issue Options to Messrs Dale and Mulligan 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 and 2.

#### Grant of Options to Directors

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 Giles Rodney Dale and Mr Allan Mulligan are non-executive Directors of the Company.
4. Both Messrs Dale and Mulligan are Eligible Employees. Messrs Dale and Mulligan 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. Further under Section 208 of the Corporations Act the granting of Options to Messrs Dale and Mulligan 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  
Jan Forrester  
Ronald William O'Regan  
Alfred Patrick Stirling  
Godfrey Edward Taylor  
Giles Rodney Dale  
Allan Mulligan

5. To the extent that Resolutions 1 and 2 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 fees payable by the Company as follows:

Messrs Dale and Mulligan are each paid an annual amount of \$24,000 non-executive Director's Fees

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 and 4.

**(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:

Giles Rodney Dale  
Allan Mulligan

**(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:

<b>Name of Grantee</b>	<b>Number of Options</b>
Giles Rodney Dale	1,000,000
Allan Mulligan	1,000,000

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 to spend considerable time overseas away from home and when at home to work extended hours to fit 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 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**

Four of the Company's six directors, Mr Nigel Forrester, Mr Ronald O'Regan, Mr Godfrey Taylor and Mr Alfred Stirling wish to make recommendations on the proposed resolutions.

Messrs Forrester, O'Regan, Taylor and Stirling recommend that shareholders vote for Resolution 1 and 2 as it is Company Policy to reward past services and contributions of Eligible Employees and assist in the recruitment, retention, incentive and motivation of Eligible Employees of the Company.

The remaining directors of the Company, Messrs Dale and Mulligan feel it is inappropriate to make any recommendation about the proposed Resolutions 1 and 2 since they have a material interest in the outcomes of Resolutions 1, 2.

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

If the proposed resolutions are passed Messrs Dale and Mulligan (non-executive Directors), 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 23 October 2006, the date of preparation of the Notice of Meeting and Explanatory Statement, the Company's issued share capital stands at 205,722,000 shares.

If all of the Options proposed to be granted in accordance with Resolution 1 - 2 are exercised then the following would apply:

- the Company's issued shares would increase by 2,000,000
- existing shareholders' holdings would be diluted by 0.96%
- the Company would receive \$500,000 in cash on the basis that the exercise price would be 25 cents per option.

As at 23 October 2006, the date of preparation of the Notice of Meeting and Explanatory Statement, the following unlisted share options, all exercisable at 25 cents per option and all issued pursuant to the Plan, exist.

400,000 options expiring 31 December 2006
50,000 options expiring 31 December 2007
1,350,000 options expiring 31 December 2009
2,500,000 options expiring 31 December 2010
2,800,000 options expiring 31 December 2011

As at the date of this Explanatory Statement, the imputed value of the Options proposed to be issued to Messrs Dale and Mulligan arising from the application of the Black-Scholes option pricing model and using the following assumptions is \$0.0285.

Underlying spot security price	\$0.075
Exercise price	\$0.25
Dividend rate	nil
Issue date	23 October 2006– date of preparation of notice
Expiry date	31 December 2011
Risk free rate	5.89%
Standard deviation of returns (annualised)	70%

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 2006 was 29%.

The Company will not be subject to Fringe Benefits Tax in the event Resolutions 1 and 2 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**

Giles Rodney Dale	nil
Allan Mulligan	nil

### **Unlisted/Unquoted Employee Share Options**

Giles Rodney Dale	nil
Allan Mulligan	nil

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.

<b>Date</b>	<b>Closing Price</b>
16 October 2006	7.2 cents
17 October 2006	7.2 cents
18 October 2006	7.5 cents
19 October 2006	7.5 cents
20 October 2006	7.2 cents

From 23 October 2005 to 23 October 2006 the Company's shares have traded between a low of 5.5 cents and a high of 14.5 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 February 2006 to Mr Forrester, Mr O'Regan, Mr Taylor, being offered 500,000 Options under the Plan and Mrs Forrester being offered 250,000 options under the plan. Messrs Forrester, O'Regan and Taylor 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 2011.

Since the last approval in February 2006, 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.

### **RESOLUTION 3.**

#### **Ratification of Previous Securities Issues**

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

The number of fully paid ordinary shares on issue 12 months before the issue plus

The number of fully paid ordinary shares issued in that 12 months under an exception contained in Listing Rule 7.2 or with Shareholder approval.

Equity securities which are issued under an exception contained in Listing Rule 7.2 or with Shareholder approval do not reduce the number of shares that may be issued by the Company under Listing Rule 7.1

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

Listing Rule 7.4 states that an issue by a company of equity securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 when made and the company's members subsequently approve it.

Under Resolution 3 the Company seeks approval from Shareholders for, and ratification of, the previous issue of equity securities as set out below and pursuant to Listing Rule 7.5 the Company provides the following information.

<b>Resolution 3 - Ratification of Issue of Fully Paid Ordinary Shares announced to ASX on 27 September 2006</b>		
<b>Allottee</b>	<b>Issue Price</b>	<b>No. of Shares</b>
Oceanic Asset Management	6 cents	6,666,667
Newstead Holdings Limited	6 cents	1,666,667
Mulato Nominees Pty Ltd	6 cents	833,333
Salex Holdings Pty Ltd	6 cents	120,333

None of the allottees named above are related parties.

Shares issued from this placement rank parri passu with existing shares.

The Company is applying funds raised in the above placement towards working capital, metallurgical test work, surveying, geophysical surveys, geochemical sampling and drilling etc at both its Kihabe Base Metals Project in Botswana and the Tsumkwe Diamond and Base Metal Project in Namibia.

The Board believes that the ratification of this issue is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 3 as it allows the Company to ratify the above issue of Shares and retain the flexibility to issue the maximum number of equity securities permitted under Listing Rule 7.1 without shareholder approval.

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## **SUMMARY OF EMPLOYEE SHARE OPTION PLAN**

- 1 On the 21<sup>st</sup> 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 31<sup>st</sup> 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

## APPOINTMENT OF PROXY

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

I/We \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)

being a Shareholder/s of Mount Burgess Mining N.L. and entitled to attend and vote hereby appoint the following proxy/proxies to attend and act on my/our behalf and to vote in accordance with my/our directions at the General Meeting of Mount Burgess Mining N.L. to be held in the QV1 Conference Centre, Level 2, QV1 Building, 250 St Georges Terrace, Perth, Western Australia at 4 pm WST on Thursday 7 December 2006 and at any adjournment of that meeting.

The Chairman  
of the meeting

OR

**IMPORTANT:** for all resolutions :

If the Chairman of the meeting is your proxy, or if appointed your proxy by default and you do not wish to direct him/her how to vote on any of these resolutions, you must mark this box with an "X". By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy on those resolutions (for which you have not given a direction) even if he/she has an interest in the outcome of the resolution and that votes cast by him/her other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote on any of these resolutions, the Chairman of the meeting will not cast your votes on the resolutions (for which you have not given a direction) on a show of hands or on a poll. The Chairman of the meeting intends to vote undirected proxies in favour of each resolution

**If the person you are appointing as your proxy is someone other than the Chairman of the meeting:**

Write the name of that person in the box below.

You must specify the % of your votes that you authorise your proxy to exercise if:

**If you hold 2 or more Shares in Mount Burgess Mining N.L., you may appoint a second proxy:**

Write the name of your second proxy in the box below.

(a) you have only appointed 1 proxy and do not want him/her to exercise all your votes; or

(b) you have appointed 2 proxies under this proxy form.

If you do not name a proxy or your named proxy fails to attend the meeting, the Chairman of the meeting will be appointed as your proxy to attend and act on your behalf and to vote in accordance with the following directions at the General Meeting of Mount Burgess Mining N.L. to be held in the QV1 Conference centre, Level 2 QV1 Building, 250 St Georges Terrace, Perth, Western Australia at 4 p.m. WST on Thursday 7 December 2006 and at any adjournment of that meeting.

**Voting directions to your proxy** – Please mark only one of the boxes with an "X" for each resolution to indicate your directions.

### Resolution Number

	For	Against	Abstain *
1. Grant of Options to Giles Rodney Dale	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Grant of Options to Allan Mulligan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of Previous Securities Issue – 27 September 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the "Abstain" box with an 'x' for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll.

**PLEASE SIGN HERE:**

This section *must* be signed in accordance with the instructions overleaf.

Individual or Shareholder 1

Sole Director and  
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

## **Instructions**

### **1. Name and Address**

Please print your name and address as it appears on your holding statement and the Company's Share Register. If shares are jointly held, please ensure the name and address of each joint shareholder is indicated.

### **2. Appointment of Proxy**

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

### **3. Votes on Resolutions**

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

### **4. Appointment of a Second Proxy**

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy please write then name of that person.

To appoint a second proxy you must state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If the Proxy Form does not specify a percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

### **5. Signing Instructions**

You must sign this form as follows in the spaces provided:

Individual:	where the holding is in one name, the holder must sign
Joint Holding:	where the holding is in more than one name, all the shareholders should sign
Power of Attorney:	to sign under Power of Attorney, you must have already lodged this document with the Company's Share Registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission

### **6. Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be sent or delivered, or sent by facsimile to either the Company's Registered Office, Level 4, 109 St Georges Terrace, Perth, Western Australia, 6000 (Facsimile: ++ 61 8 9322 4607) or the offices of Advanced Share Registry Services, 110 Stirling Highway, Nedlands, Western Australia 6009. Please note that all Proxy Forms must be received at either of the above addresses not later than 48 hours before the commencement of the meeting. i.e. 4 p.m. on 5 December 2006 W.S.T. Any Proxy Form received after that time will not be valid for the scheduled meeting.