



EQUATORIAL COAL

EQUATORIAL COAL LIMITED

ABN 50 009 188 694

NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at the Plaza Level, BGC Centre, 28 The Esplanade, Perth, Western Australia on 18 December 2009 at 9.30am (WST).

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9322 6322.

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EQUATORIAL COAL LIMITED

ABN 50 009 188 694

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Equatorial Coal Limited ("**Company**") will be held at the Plaza Level, BGC Centre, 28 The Esplanade, Perth, Western Australia on 18 December 2009 at 9.30am (WST) ("**Meeting**").

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 16 December 2009 at 5pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Section 11 of the Explanatory Memorandum.

AGENDA

1. Resolution 1 – Re-election of Director – Mr Ian Middlemas

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

"That Mr Ian Middlemas, who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

2. Resolution 2 – Re-election of Director – Mr Mark Pearce

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

"That Mr Mark Pearce, who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

3. Resolution 3 – Authority to Issue Shares

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

*"That, pursuant to and in accordance with Listing Rules 7.1 and for all other purposes, Shareholders approve and authorise the Directors to allot and issue 100,000,000 Shares each at an issue price of \$0.01 ("**Placement**") on the terms and conditions in the Explanatory Memorandum accompanying this Notice."*

Voting Exclusion

The Company will disregard any votes cast on this resolution by a person or their associate, who may participate in the Placement and might obtain a benefit, (except a benefit solely in their capacity as holder of ordinary securities), if the resolution is passed.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (ii) it is cast by the person chairing the General 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.

4. Resolution 4 – Authority to Issue Shares to Mr Ian Middlemas

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

"That, subject to Resolution 3 being passed, and pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders authorise and approve Mr Ian Middlemas and/or his nominees to participate in the proposed Placement the subject of Resolution 3, to the extent of up to 50,000,000 Shares each at an issue price of \$0.01."

Voting Exclusion

The Company will disregard any votes cast on this resolution by Mr Ian Middlemas or his associates.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (ii) it is cast by the person chairing the General 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.

5. Resolution 5 – Authority to Issue Shares to Mr Mark Pearce

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

"That, subject to Resolution 3 being passed, and pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders authorise and approve Mr Mark Pearce and/or his nominees to participate in the proposed Placement the subject of Resolution 3, to the extent of up to 7,500,000 Shares each at an issue price of \$0.01."

Voting Exclusion

The Company will disregard any votes cast on this resolution by Mr Mark Pearce or his associates.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (ii) it is cast by the person chairing the General 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.

6. Resolution 6 – Authority to Issue Shares to Mr Geoffrey Gander

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

"That, subject to Resolution 3 being passed, and pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders authorise and approve Mr Geoffrey Gander and/or his nominees to participate in the proposed Placement the subject of Resolution 3, to the extent of up to 1,000,000 Shares each at an issue price of \$0.01."

Voting Exclusion

The Company will disregard any votes cast on this resolution by Mr Geoffrey Gander or his associates.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (ii) it is cast by the person chairing the General 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.

7. Resolution 7 – Section 195 Approval

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

"That, for the purposes of section 195(4) of the Corporations Act and for all other purposes, Shareholders approve and authorise the Directors to complete the transactions as contemplated in this Notice."

Dated 16 November 2009

BY ORDER OF THE BOARD

A handwritten signature in cursive script, appearing to read 'M Pearce', written in black ink.

MARK PEARCE
Company Secretary

EQUATORIAL COAL LIMITED

A B N 5 0 0 0 9 1 8 8 6 9 4

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at the Plaza Level, BGC Centre, 28 The Esplanade, Perth, Western Australia on 18 December 2009 at 9.30am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

- Section 2: Action to be taken by Shareholders
- Section 3: Background to the Transaction
- Section 4: Resolution 1 – Re-election of Director – Mr Ian Middlemas
- Section 5: Resolution 2 – Re-election of Director – Mr Mark Pearce
- Section 6: Resolution 3 – Authority to Issue Shares
- Section 7: Resolution 4 – Authority to Issue Shares to Mr Ian Middlemas
- Section 8: Resolution 5 – Authority to Issue Shares to Mr Mark Pearce
- Section 9: Resolution 6 – Authority to Issue Shares to Mr Geoffrey Gander
- Section 10: Resolution 7 – Section 195 Approval
- Section 11: Definitions

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

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

3. Background to the Transaction

On 6 November 2009 the Company announced that it will raise additional working capital to enable the Company to pursue opportunities in the coal and other resource sectors and appoint new Board members. This Meeting has been called by the Board of Equatorial to seek the necessary approvals required as a result of that announcement.

3.1 Capital Raising

As announced on 6 November 2009, the Company will make a placement of 100,000,000 Shares each at an issue price of \$0.01 to raise \$1,000,000 before costs (“**Placement**”), subject to the necessary approvals.

Resolution 3 seeks Shareholder approval for the Placement.

3.2 Board and Management Changes

On 6 November 2009, the Company also announced a number of changes to the Board, with the appointment of Mr Ian Middlemas as Chairman of the Company and Mr Mark Pearce as a Director, both effective from 5 November 2009.

The appointments of Messrs Middlemas and Pearce will enhance the Company’s ability to attract and complete new business opportunities in the resources sector.

Arredo Pty Ltd, a entity related to Mr Ian Middlemas, has agreed to subscribe for 50,000,000 Shares in the Placement. Resolution 4 seeks Shareholder approval to issue up to 50,000,000 Shares to Mr Middlemas and/or his nominees.

Mr Mark Pearce and his nominees have agreed to subscribe for 7,500,000 Shares in the Placement. Resolution 5 seeks Shareholder approval to issue up to 7,500,000 Shares to Mr Pearce and/or his nominees.

Mr Geoffrey Gander and his nominees have agreed to subscribe for 1,000,000 Shares in the Placement. Resolution 6 seeks Shareholder approval to issue up to 1,000,000 Shares to Mr Gander and/or his nominees.

Mr Ian Middlemas is a Chartered Accountant and has been in commerce for over twenty years holding senior executive positions and directorships in a number of public companies. He was a Senior Group Executive with Normandy Group for approximately ten years. Mr Middlemas has considerable corporate, financial and management expertise and is a Member of the Financial Services Institute of Australasia.

Mr Mark Pearce is a Chartered Accountant and is currently a director of several listed companies that operate in the resources sector. He has had considerable experience in the formation and development of listed small cap resource companies and has worked for several large international Chartered Accounting firms. Mr Pearce is also a Fellow of the Institute of Chartered Secretaries and a Fellow of the Financial Services Institute of Australasia.

Mark Pearce also replaced Mr Scott Mison as Company Secretary effective from 5 November 2009. Mr Geoffrey Gander will remain as a Director, however Messrs Sol Majteles and Scott Mison have resigned as Directors effective from 5 November 2009.

3.3 Activities going forward

The Board and management will continue to focus on creating value from the Company's existing resource assets, as well as pursuing new opportunities in the resources sector.

The Company has identified a number of potential resource projects, and intends to identify other new resource projects over the coming months. As an ongoing process, these projects will then be assessed for their technical, legal and commercial suitability.

It should be noted that there can be no guarantee that any proposed acquisition of a resource project will be completed or will be successful. The acquisition of new business opportunities (whether completed or not) may also require the payment of monies (as a deposit or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence.

If any proposed acquisition is not completed, monies already advanced may not be recoverable. Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with mining and exploration activities remain.

4. Resolution 1 – Re-Election of Director – Mr Ian Middlemas

Resolution 1 deals with the re-election of Mr Ian Middlemas to the Board of the Company.

Details of Mr Middlemas' experience and qualifications are as follows:

Mr Ian Middlemas is a Chartered Accountant and has been in commerce for over twenty years holding senior executive positions and directorships in a number of public companies. He was a Senior Group Executive with Normandy Group for approximately ten years. Mr Middlemas has considerable corporate, financial and management expertise and is a Member of the Financial Services Institute of Australasia.

Mr Middlemas was appointed a Director of Equatorial on 5 November 2009.

5. Resolution 2 – Re-Election of Director – Mr Mark Pearce

Resolution 2 deals with the re-election of Mr Mark Pearce to the Board of the Company.

Details of Mr Pearce's experience and qualifications are as follows:

Mr Mark Pearce is a Chartered Accountant and is currently a director of several listed companies that operate in the resources sector. He has had considerable experience in the formation and development of listed small cap resource companies and has worked for several large international Chartered Accounting firms. Mr Pearce is also a Fellow of the Institute of Chartered Secretaries and a Fellow of the Financial Services Institute of Australasia.

Mr Pearce was appointed a Director of Equatorial on 5 November 2009.

6. Resolution 3 – Authority to Issue Shares

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue and allotment of up to 100,000,000 Shares each at an issue price of \$0.01 to raise \$1,000,000 before costs (“**Placement**”).

Further details of the Placement are outlined above in Section 3 – Background to the Transaction.

6.1 Listing Rule 7.1 – Shareholder approval of the Placement

Listing Rule 7.1 requires Shareholder approval for the proposed Placement. Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the Company’s securities then on issue.

Given the Placement under Resolution 3 will exceed this 15% threshold and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required in accordance with Listing Rule 7.3.

Resolution 3 is an ordinary resolution.

6.2 Specific Information Required by ASX Listing Rule 7.3

For the purposes of Shareholder approval of the Placement and the requirements of Listing Rule 7.3, information is provided as follows:

- (i) The maximum number of Shares the Company can issue under Resolution 3 is 100,000,000 Shares;
- (ii) The Company will issue and allot the Shares no later than 3 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow) and will be allotted progressively;
- (iii) The Shares will each be allotted at an issue price of \$0.01 each;
- (iv) The Shares to be issued are ordinary shares and rank equally with the Company’s existing listed Shares;
- (v) The Shares will be issued to Messrs Ian Middlemas, Mark Pearce and Geoffrey Gander and/or their nominees, clients of Hartley’s Limited and other professional and sophisticated investors;
- (vi) The Company may pay a maximum brokers fee of 5% (plus GST where applicable) of the amount subscribed (and accepted by the Company) pursuant to the Placement;
- (vii) A voting exclusion statement is included in the Notice; and

- (viii) Shareholder approval has been sought to raise \$1,000,000 from the Placement. Proceeds from the Placement will predominantly be used to fund business development activities and to provide general working capital.

7. Resolution 4 – Authority to Issue Shares to Mr Ian Middlemas

Mr Middlemas and/or his nominees propose to subscribe for up to 50,000,000 of the Shares to be issued under the Placement. The terms and conditions upon which Mr Middlemas will subscribe for Shares under the Placement will be the same terms and conditions under which others will subscribe for Shares under the Placement.

Further details of the Placement are outlined above in Section 3 – Background to the Transaction.

7.1 Reason for Resolution 4

Listing Rule 10.11 restricts the Company's ability to issue equity securities to a Director, unless approval is obtained from the Shareholders. The effect of passing Resolution 4 will be to allow the Directors to issue up to 50,000,000 of the Shares to be issued under the Placement during the month after the Meeting (or a longer period, if allowed by ASX) to Mr Middlemas and/or his nominees under the Placement, without breaching ASX Listing Rule 10.11.

Resolutions 3 and 4 are separate Resolutions, although Resolution 4 is dependent on Resolution 3 being passed.

7.2 Specific Information Required by ASX Listing Rule 10.13

For the purposes of ASX Listing Rule 10.13, information regarding Resolution 4 is provided as follows:

- (i) The Shares will be issued to Mr Ian Middlemas and/or his nominees;
- (ii) The maximum number of securities the Company can issue under Resolution 4 is 50,000,000 Shares;
- (iii) The Shares will be issued no later than one month after the Meeting (or such longer period of time as ASX may in its discretion allow);
- (iv) The Shares to be issued under Resolution 4 will be fully paid ordinary Shares in the capital of the Company;
- (v) The Shares issued will be issued at \$0.01 per Share and will raise \$500,000 if fully subscribed by Mr Middlemas and/or his nominees;
- (vi) A voting exclusion statement is included in the Notice; and
- (vii) Proceeds from the Placement will predominantly be used to fund business development activities and to provide general working capital.

8. Resolution 5 – Authority to Issue Shares to Mr Mark Pearce

Mr Pearce and/or his nominees propose to subscribe for up to 7,500,000 of the Shares to be issued under the Placement. The terms and conditions upon which Mr Pearce will subscribe for Shares under the Placement will be the same terms and conditions under which others will subscribe for Shares under the Placement.

Further details of the Placement are outlined above in Section 3 – Background to the Transaction.

8.1 Reason for Resolution 5

Listing Rule 10.11 restricts the Company's ability to issue equity securities to a Director, unless approval is obtained from the Shareholders. The effect of passing Resolution 5 will be to allow the Directors to issue up to 7,500,000 of the Shares to be issued under the Placement during the month after the Meeting (or a longer period, if allowed by ASX) to Mr Pearce and/or his nominees under the Placement, without breaching ASX Listing Rule 10.11.

Resolutions 3 and 5 are separate Resolutions, although Resolution 5 is dependent on Resolution 3 being passed.

8.2 Specific Information Required by ASX Listing Rule 10.13

For the purposes of ASX Listing Rule 10.13, information regarding Resolution 5 is provided as follows:

- (i) The Shares will be issued to Mr Mark Pearce and/or his nominees;
- (ii) The maximum number of securities the Company can issue under Resolution 5 is 7,500,000 Shares;
- (iii) The Shares will be issued no later than one month after the Meeting (or such longer period of time as ASX may in its discretion allow);
- (iv) The Shares to be issued under Resolution 5 will be fully paid ordinary Shares in the capital of the Company;
- (v) The Shares issued will be issued at \$0.01 per Share and will raise \$75,000 if fully subscribed by Mr Pearce and/or his nominees;
- (vi) A voting exclusion statement is included in the Notice; and
- (vii) Proceeds from the Placement will predominantly be used to fund business development activities and to provide general working capital.

9. Resolution 6 – Authority to Issue Shares to Mr Geoffrey Gander

Mr Gander and/or his nominees propose to subscribe for up to 1,000,000 of the Shares to be issued under the Placement. The terms and conditions upon which Mr Gander will subscribe for Shares under the Placement will be the same terms and conditions under which others will subscribe for Shares under the Placement.

Further details of the Placement are outlined above in Section 3 – Background to the Transaction.

9.1 Reason for Resolution 6

Listing Rule 10.11 restricts the Company's ability to issue equity securities to a Director, unless approval is obtained from the Shareholders. The effect of passing Resolution 6 will be to allow the Directors to issue up to 1,000,000 of the Shares to be issued under the Placement during the month after the Meeting (or a longer period, if allowed by ASX) to Mr Gander and/or his nominees under the Placement, without breaching ASX Listing Rule 10.11.

Resolutions 3 and 6 are separate Resolutions, although Resolution 6 is dependent on Resolution 3 being passed.

9.2 Specific Information Required by ASX Listing Rule 10.13

For the purposes of ASX Listing Rule 10.13, information regarding Resolution 6 is provided as follows:

- (i) The Shares will be issued to Mr Geoffrey Gander and/or his nominees;
- (ii) The maximum number of securities the Company can issue under Resolution 6 is 1,000,000 Shares;
- (iii) The Shares will be issued no later than one month after the Meeting (or such longer period of time as ASX may in its discretion allow);
- (iv) The Shares to be issued under Resolution 6 will be fully paid ordinary Shares in the capital of the Company;
- (v) The Shares issued will be issued at \$0.01 per Share and will raise \$10,000 if fully subscribed by Mr Gander and/or his nominees;
- (vi) A voting exclusion statement is included in the Notice; and
- (vii) Proceeds from the Placement will predominantly be used to fund business development activities and to provide general working capital.

10. Resolution 7 – Section 195 Approval

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

Some of the Directors may have a material personal interest in the outcome of Resolutions 3, 4, 5 and 6. In the absence of this Resolution 7, the Directors may not be able to form a quorum at directors meetings necessary to carry out the terms of Resolutions 3, 4, 5 and 6.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

11. In this Explanatory Memorandum and Notice

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited.

Board means the board of Directors.

Constitution means the Constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Equatorial and **Company** means Equatorial Coal Limited ACN 009 188 694.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Placement has the meaning in Resolution 3.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Notice.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

PROXY FORM

The Company Secretary
Equatorial Coal Limited

By delivery:
Level 9, 28 The Esplanade
PERTH WA 6000

By post:
PO Box Z5083
PERTH WA 6831

By facsimile:
+61 8 9322 6558

I/We ¹ _____

of _____

being a Shareholder/Shareholders of the Company and entitled to _____

votes in the Company, hereby appoint ² _____

or failing such appointment the chairman of the general meeting as my/our proxy to vote for me/us on my/our behalf at the general meeting of the Company to be held at the Plaza Level, BGC Centre, 28 The Esplanade, Perth on 18 December 2009 at 9.30am (WST) and at any adjournment thereof in the manner indicated below or, in the absence of indication, as he thinks fit. If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is * [] % of the Shareholder's votes*/ [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

Instructions as to Voting on Resolutions

☐ If the chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on the Resolutions 3 and 4 please tick this box. By marking this box you acknowledge that the chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 3 and 4 and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the chairman of the Meeting will not cast your votes on the Resolutions 3 and 4 and your votes will not be counted in computing the required majority if a poll is called on these Resolutions 3 and 4.

The chairman of the Meeting intends to vote undirected proxies in favour of the Resolutions.

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Re-election of Director – Mr Ian Middlemas	☐	☐	☐
Resolution 2	Re-election of Director – Mr Mark Pearce	☐	☐	☐
Resolution 3	Authority to Issue Shares	☐	☐	☐
Resolution 4	Authority to Issue Shares to Mr Ian Middlemas	☐	☐	☐
Resolution 5	Authority to Issue Shares to Mr Mark Pearce	☐	☐	☐
Resolution 6	Authority to Issue Shares to Mr Geoffrey Gander	☐	☐	☐
Resolution 7	Section 195 Approval	☐	☐	☐

Authorised signature/s

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

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹Insert name and address of Shareholder

² Insert name and address of proxy

*Omit if not applicable

Proxy Notes:

A Shareholder entitled to attend and vote at the general meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that general meeting. If the Shareholder is entitled to cast 2 or more votes at the general meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that general meeting, the representative of the body corporate to attend the general meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the general meeting the appropriate 'Certificate of Appointment of Representative' should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Perth office of the Company (Level 9, 28 The Esplanade, Perth, WA, 6000, or by post to PO Box Z5083, Perth, WA, 6831 or Facsimile (08) 9322 6558 if faxed from within Australia or +618 9322 6558 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (WST).