

Golden Deeps Limited

ACN 054 570 777

Notice of Annual General Meeting

Explanatory Statement

and

Proxy Form

**11:30 am (WST) on Friday 30 November 2012
Celtic Club, 48 Ord Street, West Perth, Western Australia**

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GOLDEN DEEPS LIMITED

ACN 054 570 777

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Members of Golden Deeps Limited (**GED** or the **Company**) will be held on Friday, 30 November 2012 commencing at 11:30am (WST) at the Celtic Club, 48 Ord Street, West Perth, Western Australia.

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting describes in more detail the matters to be considered. Terms used in this Notice of Annual General Meeting have the meaning given to them in the "Definitions" section contained in the Explanatory Statement.

AGENDA

BUSINESS OF THE MEETING

A. Accounts and reports

To receive and consider the Financial Statements and the Reports of the Directors and the Auditors for the year ended 30 June 2012.

B. Resolution 1 – Adoption of the Remuneration Report

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

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2012 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors of the Company.

Voting prohibition statement

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

- a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of such a member, (collectively referred to as a **Prohibited Voter**).

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- it is not cast on behalf of a Prohibited Voter.

Further, a Prohibited Voter who is appointed as a proxy will not vote on resolution 1 unless:

- the appointment specifies the way the proxy is to vote on resolution 1; or
- the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of resolution 1.

Shareholders may also choose to direct the Chair to vote against resolution 1 or to abstain from voting.

C. Resolution 2 - Re-election of a Director

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

"That David Zukerman, who retires by rotation in accordance with the Company's Constitution, be re-elected a Director of the Company."

D. Resolution 3 – Election of Director

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

"That Michael Scivolo, who was appointed in July 2012 to fill a casual vacancy, retires in accordance with the Company's Constitution, be elected a Director of the Company."

E. Resolution 4 - Approval for 10% placement facility under Listing Rule 7.1A

To consider, and if thought fit, to pass the following as a **special resolution**:

"That, for the purpose of Listing Rule 7.1A and all other purposes, the Company approves the allotment and issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

Voting Prohibition Statement

The Company will disregard any votes cast on Resolution 4 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed, and associates of those persons. However, the Company need not disregard a vote if the vote 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 the vote 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.

F. Resolution 5 – Appointment of Auditor

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

"That, subject to the Australian Securities and Investments Commission granting its consent to the resignation of the Company's current auditor, Grant Thornton (WA) Partnership, for the purposes of Section 327B of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company and the Directors be authorised to set its remuneration."

Voting Entitlements

For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by persons who are registered as holding Shares at 11.30 am (WST) on 28 November 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of General Meeting.

BY ORDER OF THE BOARD

Norman Grafton
Company Secretary

25 October 2012

Your annual report is available online, simply visit: www.goldendeeps.com

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of members of GOLDEN DEEPS LIMITED ACN 054 570 777 in connection with the business to be conducted at the Annual General Meeting of members to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia, on 30 November 2012 at 11:30 am (WST).

This Explanatory Statement forms part of, and should be read in conjunction with, the accompanying Notice of Annual General Meeting.

Shareholders should note that all the Directors approved the proposal to put the resolutions to shareholders as outlined in the Notice of Annual General Meeting and to prepare this Explanatory Statement.

FINANCIAL REPORTS

The Corporations Act requires the Company to lay before the Annual General Meeting its annual financial report and reports of the Directors and Auditor for the last financial year. The annual financial report of the Company for the year ended 30 June 2012 is available on its website at www.goldendeeps.com.

Shareholders are not required to vote on these reports. However, shareholders will be given a reasonable opportunity at the Meeting to comment on, or to ask questions about, the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Auditor questions relevant to the Auditor's report, the conduct of the audit, accounting policies adopted by the Company and the independence of the Auditor.

Written questions to the Company's Auditor about the content of the Auditor's report or the conduct of the audit may be submitted no later than 23 November 2012 to:

Golden Deeps Limited
PO Box 1618
West Perth WA 6872.

Facsimile: +618 9481 7835
Email: norman@kmm.com.au

Copies of the questions, if any, to the Company's Auditor will be available at the meeting.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Under Section 250R(2) of the Corporations Act, the Company must put to its shareholders at each annual general meeting a resolution adopting the report on remuneration of the Company's Directors, Secretary and senior managers.

The Remuneration Report of the Company for the financial year ended 30 June 2012 is included in the Directors' Report in the Company's 2012 Annual Report. It is also available on the Company's website at www.goldendeeps.com.

The Remuneration Report includes:

- An explanation of the Company's policy in relation to the nature and amount of remuneration paid to Directors, Secretary and senior executives of the Company;
- A discussion of the link between this policy and the Company's performance;
- Details of any element of the remuneration of Directors and executives of the Company which is dependent upon the satisfaction of a performance condition; and
- Details of the total remuneration of each Director (including a breakdown of components of that remuneration) and the senior executives of the Company who receive the highest remuneration.

The vote on this resolution is advisory only and does not bind the Company

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at the 2012 AGM, and then again at the 2013 Annual General Meeting the Company will be required to put a resolution to the 2013 AGM, to approve calling an extraordinary general meeting (**spill resolution**). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene a general meeting (**spill meeting**) within 90 days of the 2013 AGM.

All of the Directors who were in office when the 2013 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the spill meeting.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any share based compensation.

Voting

Note that a voting exclusion applies to resolution 1 in the terms set out in the Notice of Meeting. In particular, the directors and other Restricted Voters may not vote on this resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair will use any such proxies to vote in favour of the resolution.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this resolution.

RESOLUTION 2 – RE-ELECTION OF A DIRECTOR

Pursuant to the Company's Constitution, David Zukerman, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company.

Mr Zukerman has an accounting and finance background. He has held a number of public company directorships in Australia and Asia during the past twenty five years and during the past three years he has also served as a Director of Metals Australia Ltd and Sabre Resources Ltd.

RESOLUTION 3 –ELECTION OF A DIRECTOR

Pursuant to the Company's Constitution, Michael Scivolo, being a Director of the Company, who was appointed to fill a casual vacancy in July 2012 and, being eligible, offers himself for election as a Director of the Company.

Mr Scivolo has extensive experience in the fields of accounting and taxation in both corporate and non-corporate entities. He is also a Director of Blaze International Ltd, Prime Minerals Ltd, Power Resources Ltd, Sabre Resources Ltd and Victory West Metals Ltd.

RESOLUTION 4 – APPROVAL FOR 10% PLACEMENT FACILITY

4.1 Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital over a 12 month period after the annual general meeting at which a resolution for the purposes of Listing Rule 7.1A is passed by special resolution (**Additional 10% Placement Capacity**). The Additional 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An entity will be eligible to seek approval under Listing Rule 7.1A if: (a) the entity has a market capitalisation of \$300 million or less; and (b) the entity that is not included in the S&P/ASX 300 Index. The Company is an eligible entity for the purposes of Listing Rule 7.1A.

The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula set out in Listing Rule 7.1A.2.

The Company is putting Resolution 3 to Shareholders to seek approval to issue additional Equity Securities under the Additional 10% Placement Capacity. It is anticipated that funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards the Company's exploration activities, the acquisition of new assets (should suitable assets be found), administration costs and general working capital.

4.2 Listing Rule 7.1A

The effect of Resolution 4 will be to permit the Company to issue the Equity Securities under Listing Rule 7.1A during the Additional Placement Period (as defined below) without using the Company's 15% placement capacity under Listing Rule 7.1.

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice the Company has Shares and unlisted Options on issue.

Based on the number of Shares on issue at the date of this Notice, the Company will have 103,514,122 Shares on issue and therefore, subject to Shareholder approval being sought under Resolution 4, 10,351,412 Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Additional 10% Placement Capacity is a moving calculation and will be based the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities. The table below demonstrates various examples as to the number of Equity Securities that may be issued under the Additional 10% Placement Capacity.

Resolution 4 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

4.3 Specific information required by Listing Rule 7.3A

The following information in relation to the Shares to be issued is provided to Shareholders for the purposes of Listing Rule 7.3A:

- (a) the Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued: (1) at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities; or (2) as consideration (or part thereof) for the acquisition of a new asset, both of which may have an effect on the amount of funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity.

The table below shows the dilution of existing Shareholders of the issue of the **maximum** number of Equity Securities under the Additional 10% Placement Capacity using different variables for the number of ordinary securities for variable "A" (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that variable "A" is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.

The table shows:

- (i) examples of where variable "A" is at its current level, and where variable "A" has increased by 50% and by 100%;
- (ii) examples of where the issue price of ordinary securities is the current market price as at close of trade on 17 October 2012, being \$0.085, **(current market price)**, where the issue price is halved, and where it is doubled; and
- (iii) the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.

Variable 'A'	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.0425 Issue Price at half the current market price	\$0.085 Issue Price at current market price	\$0.170 Issue Price at double the current market price
Current Variable A 103,514,122 Shares	Shares issued	10,351,412	10,351,412	10,351,412
	Funds raised	\$439,935	\$879,870	\$1,759,740
	Dilution	10%	10%	10%
50% increase in current Variable A 155,271,183 Shares	Shares issued	15,527,118	15,527,118	15,527,118
	Funds raised	\$659,903	\$1,319,805	\$2,639,610
	Dilution	10%	10%	10%
100% increase in current variable A 207,028,244 Shares	Shares issued	20,702,824	20,702,824	20,702,824
	Funds raised	\$879,870	\$1,759,740	\$3,519,480
	Dilution	10%	10%	10%

Note: this table assumes:

- No Options are exercised before the date of the issue of the Equity Securities;
- The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted Options, for the purposes of the above table, it is assumed that those quoted Options are exercised into Shares for the purposes of calculating the voting dilution effect on existing Shareholders;
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting; and
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(c) Approval of the Additional 10% Placement Capacity will be valid from the date of the Annual General Meeting and will expire on the earlier of:

- the date that is 12 months after the date of the Annual General Meeting; and
- the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(Additional Placement Period).

(d) The Company may seek to issue the Equity Securities for the following purposes:

- cash consideration. If Equity Securities are issued for cash consideration, the Company intends to use the funds for the Company's exploration activities at the Company's projects in Namibia and Australia administration costs and general working capital; or
- non-cash consideration for the acquisition of the acquisition of new assets (should suitable assets be found). If Equity Securities are issued for non-cash consideration, the Company will comply with the minimum issue price limitation under Listing Rule 7.1A.3 in relation to such issue and will release the valuation of the non-cash consideration to the market.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.3 and 3.10.5A upon issue of any Equity Securities.

(e) The identity of the allottees will be determined on a case by case basis having regard to market conditions at the time of the proposed issue of Equity Securities, including consideration of matters including, but not limited to:

- the ability of the Company to raise funds at the time of the proposed issue of Equity Securities and whether the raising of any funds under such placement could be carried out by means of an entitlements offer, or a placement and an entitlements offer;
- the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issued of Equity Securities;

- (iii) the financial situation and solvency of the Company; and
- (iv) advice from its professional advisers, including corporate, financial and broking advisers (if applicable).

The allottees under the Additional 10% Placement Capacity have not been determined as at the date of this Notice but will not include related parties (or their associates) of the Company.

- (f) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.
- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not determined its allocation policy for the issue of Equity Securities under the Additional 10% Placement Capacity. The Company has not approached, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the Additional 10% Placement Capacity therefore no existing security holders votes would be excluded under the voting exclusion statement included in this Notice.

4.4 Directors' Recommendation

The Board recommends Shareholders vote in favour of this resolution.

RESOLUTION 5 – APPOINTMENT OF AUDITOR

The Company's auditor, Grant Thornton (WA) Partnership has acted as the company's auditor since November 2007.

Grant Thornton has recently combined from a state based federation of firms into a single national firm. Accordingly, they are transferring all of their audit appointments into a new single national audit entity (Grant Thornton Audit Pty Ltd) to replace their various state based audit entities. For public companies the appointment of a new audit entity requires a resolution of shareholders at the Annual General Meeting.

The Board has considered and agreed to this change and to this Resolution 6 being presented to the shareholders of the company for formal vote. To give effect to the change the current Grant Thornton audit entity has requested Australian Securities & Investments Commission's ("ASIC") consent to resign in favour of their new national Authorised Audit Company, Grant Thornton Audit Pty Ltd. The resolution is conditional upon ASIC's consent to the resignation of Grant Thornton (WA) Partnership and the Company anticipates that this consent will be forthcoming.

In accordance with Section 328B of the Corporations Act, notice in writing nominating Grant Thornton Audit Pty Ltd has been given to the Company by a shareholder. A copy of this notice is included in this Notice of Meeting at Annexure A to the Explanatory Statement. The appointment of Grant Thornton Audit Pty Ltd will be by vote of shareholders as an ordinary resolution.

Subject to approval by shareholders, the appointment of Grant Thornton Audit Pty Ltd will be effective for the 2013 financial year. Grant Thornton (WA) Partnership remained responsible for the audit for the 2012 financial year.

The directors recommend that the shareholders vote in favour of this resolution.

DEFINITIONS

Accounting Standards	has the meaning given to that term in the Corporations Act.
Additional 10% Placement Capacity	has the meaning set out on page 5.
Additional Placement Period	has the meaning set out on page 7.
ASX	means ASX Limited and where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the Board of Directors.
Closely Related Party	has the meaning given to that term in the Corporations Act.
Company	means Golden Deeps Limited ACN 054 570 777.
Corporations Act	means Corporations Act 2001 (Cth).
Director	means a director of the Company.
Equity Securities	has the meaning given to that term in the Listing Rules.
Explanatory Statement	means the explanatory statement accompanying the Notice.
Key Management Personnel	has the meaning given to that term in the Accounting Standards.
Listing Rules	means the official listing rules of ASX.
Notice	means the Notice of Annual General Meeting accompanying this Explanatory Statement.
Option	means an Option to acquire a Share.
Share	means a fully paid ordinary share in the issued capital of the Company.
Shareholder	means a holder of Shares.
Trading Day	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
WST	means Australian Western Standard Time.

ANNEXURE A
NOMINATION OF AUDITOR

8 October 2012

**The Company Secretary
Golden Deeps Limited
PO Box 1618
West Perth WA 6872**

Dear Sir,

NOMINATION OF AUDITOR

Following the resignation of Grant Thornton (WA) Partnership, and pursuant to Section 328B of the Corporations Act, I nominate Grant Thornton Audit Pty Ltd to be appointed as auditor of Golden Deeps Limited at the Company's 2012 Annual General Meeting.

I am a shareholder of the Company and request that a copy of this nomination be sent to all persons entitled to receive the Notice of Annual General Meeting, and also to Grant Thornton Audit Pty Ltd.

Yours faithfully,



.....
Olivia Marshall
Shareholder

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FORM OF PROXY
directions

Please mark ☒ to indicate your

The Secretary
Golden Deeps Limited
1st Floor, 8 Parliament Place
West Perth, WA, 6005
Facsimile: (08) 9481 7835

1. Annual General Meeting

I/We being a shareholder of Golden Deeps Limited hereby appoint

☐	the Chairman of the Meeting	OR		as my/our proxy
			Name of proxy	

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, as the proxy sees fit) at the Annual General Meeting of the Company to be held on Friday, 30 November 2012 at 11:30am (WST) and at any adjournment thereof.

The Chairman intends to vote in favour of each resolution.

2. Instructions As To Voting On The Resolutions

Important for Resolution 1 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

☐	By marking the box below, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 1 as set out in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chairman of the Meeting will not cast your votes on Resolution 1 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Resolution 1).
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The Chair of the Meeting intends to vote all available proxies in favour of all Resolutions

PLEASE NOTE: Should you desire to direct the proxy how to vote, then please tick the appropriate box below:

Resolutions

	FOR	AGAINST	ABSTAIN
1. Adoption of Remuneration Report	☐	☐	☐
2. Re-election of David Zukerman as a Director	☐	☐	☐
3. Election of Michael Scivolo as a Director	☐	☐	☐
4. Additional 10% placement facility - Rule 7.1A	☐	☐	☐
5. Appointment of auditor	☐	☐	☐

If no directions are given, the proxy may vote as he thinks fit or may abstain

3. Signature by Member

If the member is an individual or joint holder:

Usual Signature	Usual Signature
Dated this day of 2012.	

If the member is a Company:

Signed in accordance with the Constitution of the company in the presence of:

Director/Sole Director/Secretary	Director/Secretary
Dated this day of 2012	

GOLDEN DEEPS LIMITED

ACN 054 570 777

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy. A member that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company (1st Floor, 8 Parliament Place, West Perth, Western Australia, 6005) or sent by facsimile to that office on Fax: 08 94817835 to be received not less than 48 hours prior to the time of the meeting.
5. The proxy form must be signed personally by the member or his attorney duly authorised in writing. If the member is a company it must execute under its Common Seal or otherwise in accordance with its Constitution and s.127 of the Corporations Act, or its duly authorised attorney. In the case of joint members, the proxy must be signed by at least one of the joint members, personally or by a duly authorised attorney.
6. The Chairman intends to vote all undirected proxies in favour of the resolutions.
7. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolutions, the proxy must not vote on a show of hands; and
 - (c) if the proxy is Chairperson, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.