Hamilton James & Bruce Group Limited

ABN 90 091 302 975

HAMILTON JAMES & BRUCE

All Registry communications to:
C/- ASX Perpetual Registrars Limited
Level 8, 580 George Street, Sydney, NSW, 2000
Locked Bag A14, Sydney South, NSW, 1235
Telephone: (02) 8280 7111
Facsimile: (02) 9287 0309
ASX Code: HJB
Email: registrars@asxperpetual.com.au
Website: www.asxperpetual.com.au

APPOINTMENT OF PROXY

If you propose to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.

Remember, you can also lodge your vote on-line at www.asxperpetual.com.au

X99999999999

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I/We being a member(s) of Hamilton James & Bruce Group Limited and entitled to attend and vote hereby appoint

A the **Chairman of the Meeting (mark box)** ☐ **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person /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 instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 11.00am on Friday, 19 November 2004 and at any adjournment of that meeting. Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received in the Registrar's office no later than 48 hours before the meeting.

IMPORTANT: FOR ITEMS 3, 4, 5, 6, 7, 8, 9, 10 and 11 BELOW

If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on Items 3, 4, 5, 6, 7, 8, 9, 10 and 11 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he or she has an interest in the outcome of that Item and that votes cast by him or her, other than as proxyholder, 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 Items 3, 4, 5, 6, 7, 8, 9, 10 and 11 and your votes will not be counted in computing the required majority if a poll is called on these Items. The Chairman of the Meeting intends to vote undirected proxies in favour of Items 3, 4, 5, 6, 7, 8, 9, 10 and 11.

Should you desire to direct your proxy how to vote on any resolution please insert X in the appropriate box below.

		For	Against	Abstain*
2(i)	Re-election of Director, Mr Nicholas Burton Taylor	☐	☐	☐
2(ii)	Re-election of Director, Ms Anna Buduls	☐	☐	☐
3	Approval of Employee Performance Rights Plan	☐	☐	☐
4	Approve grant of Performance Rights to Mr John Colvin, MD	☐	☐	☐
5	Approve Staff and Directors Employee Share Acquisition Plan	☐	☐	☐
6	Approve Issue or Acquisition of Shares under the Staff and Directors Employee Share Acquisition Plan to Mr John Colvin	☐	☐	☐
7	Approve Issue or Acquisition of Shares under the Staff and Directors Employee Share Acquisition Plan to Ms Anna Buduls	☐	☐	☐
8	Approve Issue or Acquisition of Shares under the Staff and Directors Employee Share Acquisition Plan to Ms Deborah Wilson	☐	☐	☐
9	Approve Issue or Acquisition of Shares under the Staff and Directors Employee Share Acquisition Plan to Mr Nicholas Burton Taylor AM	☐	☐	☐
10	Approve Issue or Acquisition of Shares under the Staff and Directors Employee Share Acquisition Plan to Mr Peter Storey	☐	☐	☐
11	Approve Grant of Shares to Mr John Colvin under the HJ&B Group Employee Share Plan	☐	☐	☐

* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

B SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)	Joint Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

Please see over for signing instructions

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How to complete this Proxy Form

1 Your Name and Address

This is your name and address as it appears on the Company 's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your shares using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person or body corporate in Section A. 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. If you appoint a body corporate as your proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act 2001 (Cth), and provide satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

3 Votes on Items of Business

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each resolution. All your shares 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 without indicating a percentage or number applicable to each box, your vote on that resolution will be invalid.

4 Appointment of a Second Proxy

A shareholder entitled to cast two or more votes may appoint up to two persons or body corporates as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry or you may copy this form.

To appoint a second proxy you must:

(a) on each of the first proxy form and the second proxy form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together.

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, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the 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 the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy

This proxy form (and any Power of Attorney under which it is signed) must be received at the address given below by 11.00am on Wednesday, 17 November 2004, being not later than 48 hours before the commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the reply paid envelope or:

- by posting, delivery or facsimile to Hamilton James & Bruce Group Limited's share registry as follows:

  Hamilton James & Bruce Group Limited
  C/- ASX Perpetual Registrars Limited
  Locked Bag A14
  Sydney South NSW 1235
  Facsimile: (02) 9287 0309

- lodged online at ASX Perpetual Registrars' website (www.asxperpetual.com.au) in accordance with the instructions given there (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website). You will need your Holder Identification Number (HIN) or Securityholder Reference Number (SRN), which can be found on the reverse of this form in the top right hand corner.

- delivering to Level 8, 580 George Street, Sydney NSW 2000

Privacy

ASX Perpetual Registrars Limited advises that Chapter 2C of the *Corporations Act* 2001 requires information about you as a security holder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your security holding and if some or all of the information is not collected then it might not be possible to administer your security holding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.asxperpetual.com.au).