

CREST MINERALS LIMITED

ACN 150 015 446

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES

PROXY FORM

Date of Meeting

22 November 2012

Time of Meeting

10:00 am (Adelaide time)

Place of Meeting

Barker Wentworth
Level 11, 100 King William Street,
Adelaide, South Australia

CREST MINERALS LIMITED
ACN 150 015 446

NOTICE OF 2012 ANNUAL GENERAL MEETING

Notice is hereby given that the first Annual General Meeting of Shareholders of Crest Minerals Ltd ("Company") will be held at Barker Wentworth offices, Level 11, 100 King William Street, Adelaide, South Australia on Thursday 22 November 2012 at 10:00 am (Adelaide time).

Members should refer to the accompanying Explanatory Notes for further information concerning agenda items set out below.

Members are encouraged to exercise their right to fully participate in the meeting by asking questions on any matters of interest or concern with the Company's operations, irrespective of whether those matters are the subject of an agenda item.

ORDINARY BUSINESS

To receive and consider the Company's Financial Report including the Directors' Declaration for the year ended 30 June 2012 and the accompanying Directors' Report and Auditor's Report.

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

Resolution 1 - Adoption of Remuneration Report

"That the remuneration report that forms part of the Annual Report of the Company for the year ended 30 June 2012 be adopted."

Voting exclusion: In accordance with the Corporations Act, the Company will disregard any votes cast (in any capacity) on this Resolution by any member of the of the Key Management Personnel listed in the Remuneration Report and any of their closely related parties (such as close family members and any controlled companies) unless the vote is cast by a person as a proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form) or the person chairing the meeting as a proxy for a person who is entitled to vote and in accordance with an express authority to vote the undirected proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 - Re-election of Mr Andrew Kuzemko as a Director of the Company

"That Mr Andrew Kuzemko, having retired automatically as a Director in accordance with ASX Listing Rule 14.4 and clause 13.2 of the Constitution of the Company, being eligible, and having offered himself for re-election, is re-elected as a Director of the Company."

Resolution 3 - Appointment of Auditor

"That Grant Thornton Audit Pty Ltd, of Level 1, 67 Greenhill Road, Wayville South Australia having been duly nominated by a shareholder of the Company and having consented in writing to act, be appointed as auditor of the Company."

SPECIAL BUSINESS

Resolution 4 - Issue of Performance Based Employee Options to Stephen Jones

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment of 2,000,000 Employee Options to Mr Stephen Jones (or his nominee) subject to meeting Key Performance Indicators, on the terms described in the Notice of Meeting and Explanatory Notes, is approved."

Voting exclusion: In accordance with ASX Listing Rules, the Company will disregard any votes cast on this Resolution by Mr Jones and any of their associates (such as close family members and any controlled companies) unless 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 person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, in accordance with the Corporations Act, the Company will disregard any votes cast on this Resolution by any member of the Key Management Personnel and any of their closely related parties, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution unless the vote is cast by a person as a proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form) or the person chairing the meeting as a proxy for a person who is entitled to vote and in accordance with an express authority to vote the undirected proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 5 - Issue of Director Options to Angus Middleton

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment of 1,000,000 Director Options to Mr Angus Middleton (or his nominee), on the terms described in the Notice of Meeting and Explanatory Notes, is approved."

Voting exclusion: In accordance with ASX Listing Rules, the Company will disregard any votes cast on this Resolution by Mr Middleton and any of their associates (such as close family members and any controlled companies) unless 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 person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, in accordance with the Corporations Act, the Company will disregard any votes cast on this Resolution by any member of the Key Management Personnel and any of their closely related parties, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution unless the vote is cast by a person as a proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form) or the person chairing the meeting as a proxy for a person who is entitled to vote and in accordance with an express authority to vote the undirected proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

By order of the Board

Jaroslav (Jarek) Kopias
Company Secretary
Adelaide, 8 October 2012

RESOLUTION 1 – CHAIRMAN'S VOTING INTENTION

In completing the attached Proxy Form, Members must be aware that where the Chairman of the Meeting is appointed as their proxy in respect of Resolutions 1, 4 and 5, that the Chairman will exercise the member's proxy even though:

- Resolutions 1, 4 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- the Chairman of the meeting is a member of the Key Management Personnel, detail of whose remuneration is included in the Remuneration Report;

and you expressly authorise the Chairman of the Meeting to exercise the relevant shareholders' votes in accordance with the Chairman's stated voting intention set out in the Explanatory Notes even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (except where the member has indicated a different voting intention on the Proxy Form in respect of Resolutions 1, 4 and 5).

PROXIES AND CORPORATE REPRESENTATIVES

A member who is entitled to vote at this meeting may appoint a proxy who need not be a member of the Company. For the convenience of Members a proxy appointment form is enclosed. A member who is entitled to cast more than one vote may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In order to be valid the proxy form must be received by the Company at the address or facsimile number specified below, along with any power of attorney or certified copy of a power of attorney (if the proxy form is signed pursuant to a power of attorney), by no later than 48 hours before the Annual General Meeting (i.e., by no later than 10:00am Adelaide time on 20 November 2012):

Crest Minerals Limited
c/- Computershare Investor Services Pty Ltd
GPO Box 242
MELBOURNE, VIC 3001

or facsimile: +61 3 9473 2555 or 1800 783 447

For Intermediary Online subscribers only (custodians), cast the shareholder's vote online by visiting www.intermediaryonline.com.

A member who is a body corporate may appoint an individual as a representative to exercise all or any of the rights and privileges the body corporate may exercise at the Annual General Meeting pursuant to section 250D of the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the meeting.

DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE

For the purpose of the Corporations Act, the Company has determined that all Shares of the Company that are quoted Shares at 7.00pm Adelaide time on 20 November 2012 will be taken, for the purpose of the Annual General Meeting, to be held by the persons who held them at that time.

QUESTIONS AND COMMENTS BY MEMBERS

In accordance with the Corporations Act, the Chairman of the Annual General Meeting will allow a reasonable opportunity for Members at the meeting to ask questions about, or make comments on, the management of company.

Similarly, the Chairman will allow a reasonable opportunity for Members at the Meeting to ask questions of a representative of the Company's Auditor, Grant Thornton, relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

Pursuant to the Corporations Act, Members may submit written questions to the Company's Auditor relevant to the content of the Auditor's report or the conduct of the audit of the annual financial report. If a Member wishes to submit such a question, please submit it to the Company no later than 5.00pm Adelaide time on 15 November 2012.

The Chairman of the Annual General Meeting will allow a reasonable opportunity at the Annual General Meeting for a representative of the Company's Auditor to answer any written questions submitted in accordance with the above procedure. If the Company's Auditor has prepared written answers to written questions, the Chairman may allow these to be tabled at the meeting and such written answers will be available to Members as soon as practicable after the meeting.

ANNUAL GENERAL MEETING - EXPLANATORY NOTES

The Explanatory Notes accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting, and should be read in conjunction with this Notice of Annual General Meeting.

Introduction

These Explanatory Notes set out information in connection with the business to be considered at the second Annual General Meeting of Shareholders of Crest Minerals Ltd ("Company") which will be held at the offices of Barker Wentworth, Level 11, 100 King William Street, Adelaide, South Australia on Thursday 22 November 2012 at 10:00 am (ACDT).

These Explanatory Notes should be read in conjunction with the accompanying Notice of Meeting and is a brief explanation of Resolutions 1 to 5 and are all ordinary resolutions. They are all separate resolutions and in no way dependent on each other.

Terms defined in the Notice of Annual General Meeting have the same meaning in these Explanatory Notes.

Resolution 1: Remuneration Report

The Remuneration Report is set out in the Directors' Report within the 2012 Annual Report that is available on the Company's website at www.crestminerals.com.au/reports_annual.php. The Remuneration Report sets out the Company's remuneration arrangements for Directors, including the Managing Director, and the Company's Key Management Personnel.

Pursuant to section 250R (2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote at the Company's Annual General Meeting. The vote on the proposed resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Under changes to the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, then Members will be required to vote at the second of those AGMs on a resolution ("spill resolution") that another meeting be held within 90 days at which all of the Company's directors (except the Managing Director) must stand for re-election.

The Chairman of the Annual General Meeting will allow a reasonable opportunity for Members to ask questions about, or make comments on, the Remuneration Report.

The Directors believe that the Company's remuneration policies and structures are appropriate relative to the size of the Company and its business.

Board Recommendation: The Board, while noting that each Director has a personal interest in their own remuneration from the Company, recommends that Members vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

Proxy restrictions

If you elect to appoint a member of the Key Management Personnel or a Closely Related Party as a proxy, **then you must direct the proxy how they are to vote**. Undirected proxies granted to these persons will not be included in any vote on Resolution 1.

If you elect to appoint the Chairman of the Meeting as your proxy, you do not need to direct the Chairman how you wish him to exercise your vote on Resolution 1, however if you do not direct the Chairman how to vote, the proxy appointment expressly authorises the Chairman to exercise your proxy even though Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel.

If your proxy is not a member of the Key Management Personnel or a Closely Related Party, then you do not need to direct your proxy how to vote.

Resolution 2: Re-election of Mr Andrew Kuzemko as a Director of the Company

In accordance with ASX Listing Rule 14.4 and clause 13.2 of the Constitution, one third of the directors shall retire from office by rotation at each annual general meeting. A retiring director is eligible for re-election.

Accordingly Mr Andrew Kuzemko retires automatically as a director of the Company and being eligible, offers himself for re-election. A resume of Mr Kuzemko follows:

Mr Andrew Kuzemko, ACSI (Non-executive Director)

Mr Kuzemko began his career in finance whilst studying securities and investment management and working for a private equity firm in London. The firm specialised in the areas of capital raising, acquisitions, investment management and Private Investment in Public Equities (PIPEs). Mr Kuzemko has extensive IPO experience having worked on a range of successful floats in Australia.

He established and is a current director of R&K Investments Pty Ltd, a successful investment fund, which is well networked both domestically and internationally. The fund's main focus is in the resources sector. Mr Kuzemko is currently further developing his qualifications with the Australian Institute of Company Directors (AICD).

Board Recommendation: The Directors (other than Mr Kuzemko) recommend that Shareholders vote in favour of Resolution 2.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the re-election of Mr Kuzemko.

Resolution 3: Appointment of Auditor

Grant Thornton Audit Pty Ltd was appointed as auditor in accordance with section 327A(1) of the Corporations Act. That appointment will lapse in accordance with section 327A(2) of the Corporations Act at the Company's Annual General Meeting. Section 327B(1) requires the appointment of an auditor at the Company's Annual General Meeting.

Grant Thornton Audit Pty Ltd of Level 1, 67 Greenhill Road, Wayville South Australia has been duly nominated for appointment as the Company's auditor, as required by section 328B of the Corporations Act.

A copy of the nomination appears below. Grant Thornton Audit Pty Ltd has consented to the firm's appointment.

Board Recommendation: The Directors recommend that Shareholders vote in favour of the appointment of Grant Thornton Audit Pty Ltd as auditor.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the appointment of Grant Thornton Audit Pty Ltd as the Company's auditor.

4 October 2012

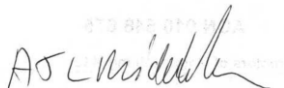
Mr Jarek Kopias
The Company Secretary
Crest Minerals Limited
Level 11, 100 King William Street
ADELAIDE SA 5000

Dear Sir,

CREST MINERALS LTD – NOMINATION OF AUDITOR

In accordance with section 328B(1) of the Corporations Act 2001, I Angus Middleton, being a shareholder of Crest Minerals Ltd ("Company"), hereby nominate Grant Thornton Audit Pty Ltd of Level 1, 67 Greenhill Road, Wayville South Australia as auditor of the Company.

Yours faithfully



Angus Middleton

Resolution 4: Issue of performance based Employee Options to Stephen Jones

Mr Stephen Jones is the Chief Executive Officer of the Company with responsibility for the management and oversight of the Company's mineral exploration and operational activities. Mr Jones' remuneration comprises a base salary and other cash benefits. In order to remunerate Mr Jones based on his qualifications and experience within the minerals exploration market and to include an incentive based component to his remuneration package, the Board has determined that he should be issued with 2,000,000 Employee Options for nil consideration per Employee Option, to be issued on the terms set out in **Table 1**. Should Mr Jones cease to be an employee of the Company, the Employee Options will expire within 3 months of his departure.

Upon approval at the Annual General Meeting (AGM), the 2,000,000 Employee Options will be issued to Mr Jones within 5 business days of the AGM, but will vest in tranches upon each performance hurdle being met. The funds raised from any future exercise of Employee Options will be used to fund working capital requirements of the Company.

There are two Key Performance Indicator (**KPI**) hurdles that trigger the vesting of the Employee Options and they are listed below. The KPIs relate to Mr Jones' performance during the period 1 July 2012 to 30 June 2016. Each KPI is independent of the other KPI's listed.

KPI	Maximum number of Director Options vested upon achieving KPI
1. Resource KPI (medium-long term)	1,500,000
2. Exploration KPI (medium-long term)	500,000
TOTAL	2,000,000

1. Resource KPI (medium-long term)

The vesting of Employee Options under this KPI is tied to defining a JORC (Joint Ore Reserve Committee) compliant resource of >250,000 ounces of gold with >0.5g/t cut-off grade.

2. Exploration KPI (medium-long term)

The vesting of Employee Options under this KPI is tied to making a drill intersection of 100 g.m (g/t x width (m)). For example, a drill intersection of 5 grams per tonne gold at a width of 20 metres.

Terms of Employee Options upon meeting KPI hurdles as explained above.

TABLE 1

Terms	KPI 1	KPI 2
	Resource	Exploration
Maximum number of Employee Options	1,500,000	500,000
Grant date ¹	22 Nov 2012	22 Nov 2012
Exercise price	150% of the VWAP of the 30 trading days prior to grant date	150% of the VWAP of the 30 trading days prior to grant date
Vesting date	Meeting KPI	Meeting KPI
Expiry date ²	22 November 2016	22 November 2016

¹ Within 5 business days of receipt of Shareholder approval.

² Employee Options will expire within 3 months of Mr Jones ceasing employment with the Company if earlier than expiry date.

Board Recommendation: The Directors recommend that Shareholders vote in favour of the resolution approving the issue of 2,000,000 Employee Options to Stephen Jones.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the resolution approving the issue of 2,000,000 Employee Options to Stephen Jones.

Resolution 5: Issue of Director Options to Angus Middleton

Mr Angus Middleton is the managing Director of the Company with responsibility for the overall management and oversight of the Company's operations activities. Mr Middleton's remuneration comprises a base salary and other cash benefits. In order to remunerate Mr Middleton based on his qualifications and experience within the minerals exploration market, the Board has determined that he should be issued with 1,000,000 Director Options for nil consideration per Director Option, to be issued on the terms set out in **Table 2**. Should Mr Middleton cease to be an employee of the Company, the Director Options will expire within 3 months of his departure.

Mr Middleton currently does not hold any unlisted Options in the Company.

Upon approval at the Annual General Meeting (AGM), the 1,000,000 Director Options will be issued to Mr Middleton within 5 business days of the AGM and will vest immediately. The funds raised from any future exercise of Director Options will be used to fund working capital requirements of the Company.

Terms of Director Options as explained above.

TABLE 2

Terms	
Number of Director Options	1,000,000
Grant date ¹	22 November 2012
Exercise price	150% of the VWAP of the 30 trading days prior to grant date
Vesting date	22 November 2012
Expiry date ²	22 November 2016

¹ Within 5 business days of receipt of Shareholder approval.

² Employee Options will expire within 3 months of Mr Middleton ceasing employment with the Company if earlier than expiry date.

Board Recommendation: The Directors recommend that Shareholders vote in favour of the resolution approving the issue of 1,000,000 Director Options to Angus Middleton.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the resolution approving the issue of 1,000,000 Director Options to Angus Middleton.

Glossary

In the Notice of Annual General Meeting and Explanatory Notes:

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of directors of Crest.

Closely Related Party means of a member of the Key Management Personnel means:

- a) a spouse or child of the member; or
- b) a child of the member's spouse; or
- c) a dependant of the member or of the member's spouse; or
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- e) a company the member controls; or
- f) a person prescribed by the Corporations Regulations 2001 (Cth).

Constitution means the constitution of the Company.

Crest or the Company means Crest Minerals Limited (ABN 20 150 015 446).

Corporations Act means the Corporations Act 2001 (Cth).

Corporations Regulations means the Corporations Regulations 2001 (Cth).

Director means a director of the Company.

Director Options means the unlisted options of the Company with an exercise price of 150% of the VWAP of the previous 30 trading days and an expiry date of 22 November 2016.

Employee Options means the unlisted options of the Company with an exercise price of 150% of the VWAP of the previous 30 trading days and an expiry date of 22 November 2016.

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director, whether executive or otherwise, of the Company) as disclosed in the Remuneration Report.

Listing Rules means the listing rules of ASX.

Meeting means the Annual General Meeting of Shareholders to be held at the offices of Barker Wentworth at Level 11, 100 King William Street, Adelaide, South Australia on Thursday 22 November 2012 at 10:00 am (Adelaide time).

Member or Shareholder means each person registered as a holder of a Share.

Notice means this Notice of Annual General Meeting.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Remuneration Report means the section of the directors' report of Crest that is included in the Annual Report.

Resolution means a resolution referred to in this Notice.

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

Spill Resolution means, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, then the Members will be required to vote at the second of those AGM's on a resolution ("Spill resolution") that another meeting be held within 90 days at which all of the directors (except the Managing Director) must stand for re-election.

VWAP means Volume Weighted Average Price of Crest Shares.



CREST
MINERALS LTD
ACN 150 015 446

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10:00 am (ACDT) 20 November 2012

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



Update your securityholding, 24 hours a day, 7 days a week:

<http://www.investorcentre.com>



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Crest Minerals Ltd hereby appoint

☐

the Chairman
of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Crest Minerals Ltd to be held at Barker Wentworth, Level 11, 100 King William Street, Adelaide, South Australia on 22 November 2012 at 10:00 am and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 4 & 5 (except where I/we have indicated a different voting intention below) even though Items 1, 4 & 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 4 & 5 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



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

ORDINARY BUSINESS

For Against Abstain

1 Adoption of Remuneration Report

☐☐☐

2 Re-election of Mr Andrew Kuzemko as a Director of the Company

☐☐☐

3 Appointment of Auditor

☐☐☐

SPECIAL BUSINESS

4 Issue of Performance Based Employee Options to Stephen Jones

☐☐☐

5 Issue of Director Options to Angus Middleton

☐☐☐

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /