

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

THE MATTERS RAISED IN THIS DOCUMENT WILL AFFECT YOUR SHAREHOLDING IN THE COMPANY. YOU ARE ADVISED TO READ THIS DOCUMENT IN ITS ENTIRETY BEFORE THE GENERAL MEETING REFERRED TO BELOW IS CONVENED.

IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER.

**Hillgrove Resources Limited**

**ABN 73 004 297 116**

**Notice of Extraordinary General Meeting**

**and**

**Related Documentation**

A NOTICE OF GENERAL MEETING TO BE HELD  
AT 2.30 PM ON 24 April 2008  
IS INCLUDED WITH THIS INFORMATION MEMORANDUM.

TO BE VALID, ALL PROXY FORMS FOR USE AT THIS MEETING  
MUST BE COMPLETED AND RETURNED TO THE COMPANY  
NO LATER THAN 2.30 PM (AEST) ON 22 April 2008

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### PART A: ABOUT THESE DOCUMENTS

Shareholders in Hillgrove Resources Limited ABN 73 004 297 116 (the “**Company**”) are requested to consider each of the Resolutions set out in the Notice as well as the contents of all other Documents accompanying the Notice.

You can vote by:

- attending and voting at the Meeting; or
- appointing someone as your proxy to attend and vote at the Meeting on your behalf, by completing and returning the Proxy Form to the Company in the manner set out on the Proxy Form (see **Part F** of these Documents). The Company must receive your duly completed Proxy Form by no later than 2.30 pm (AEST) on 22 April, 2008.

A glossary of the key terms used throughout this document is contained in **Part E** of this Document.

**Please read the whole of this Document carefully, determine how you wish to vote and then cast your vote accordingly, either in person or by proxy.**

PART B: LETTER FROM THE COMPANY SECRETARY

**HILLGROVE**  
**RESOURCES**

25 March 2008

Dear Shareholder,

The Directors believe that it is always prudent and in the best interests of Shareholders for the Company to be able to respond promptly and adequately to any need or proposal that may involve or require the issue of further securities by the Company, without having to make such action contingent on prior Shareholder approval.

The Directors unanimously recommend that you vote **in favour** of all the Resolutions.

***Your vote is important and we encourage you to either attend the Meeting in person or complete the Proxy Form accompanying the Notice and return it in accordance with the directions provided.***

Yours sincerely



**Russell Middleton**  
Company Secretary

## PART C: NOTICE OF GENERAL MEETING

**NOTICE** is hereby given that a general meeting of members of Hillgrove Resources Limited ABN 73 004 297 116 (the "**Company**") will be held at the offices of the Company, Level 41 Australia Square, 264 - 278 George Street, Sydney, NSW on Thursday 24 April, 2008 at 2.30 pm (Sydney time).

**Definitions:** Unless expressly provided otherwise, each capitalised term used in this Notice has the same meaning as is ascribed to it in **Part E** of the Documents.

### BUSINESS

1. **The First Resolution – Issue of Shares to Kelaray**

**To be passed as an Ordinary Resolution**

Pursuant to the provisions of Listing Rule 7.1, the proposed issue and allotment of 10,000,000 Shares to Kelaray Pty Limited, in lieu of the payment of \$2,500,000 in cash, for the transfer of the Sale Interest to the Company, be approved.

("First Resolution").

2. **The Second Resolution – Issue of 6,000,000 Shares to Sempra**

**To be passed as an Ordinary Resolution**

Pursuant to the provisions of Listing Rule 7.1, the proposed issue and allotment of 6,000,000 Shares to Sempra Metals & Concentrates LLC at \$0.25 per Share, be approved.

("Second Resolution").

3. **The Third Resolution – Ratification of Issue of 619,244 Shares to Sempra**

**To be passed as an Ordinary Resolution**

Pursuant to the provisions of Listing Rule 7.4, the issue and allotment of 619,244 Shares to Sempra Metals & Concentrates LLC at \$0.2859 per Share, in lieu of payment of interest on the Convertible Notes, be approved.

("Third Resolution").

4. **The Fourth Resolution – Ratification of Issue of 222,843 Shares to Sempra**

**To be passed as an Ordinary Resolution**

Pursuant to the provisions of Listing Rule 7.4, the issue and allotment of 222,843 Shares to Sempra Metals & Concentrates LLC at \$0.3961 per Share, in lieu of payment of interest on the Convertible Notes, be approved.

("Fourth Resolution").

5. **The Fifth Resolution – Ratification of Issue of 2,059,087 Shares to Integrated Landfill Pty Limited**

**To be passed as an Ordinary Resolution**

Pursuant to the provisions of Listing Rule 7.4, the issue and allotment of 2,059,087 Shares to Integrated Landfill Pty Limited at \$0.502 per Share, in lieu of the payment of \$1,033,611.67 cash, for the transfer of the unencumbered title in the Land to the Company, be approved.

("Fifth Resolution").

By order of the Board



**Russell Middleton**  
Company Secretary

## PART D: NOTICE REQUIREMENTS FOR RESOLUTIONS

### Background to applicable Listing Rules and provisions of the Corporations Act

- **Listing Rule 7.1**

Listing Rule 7.1 known as the "15% rule", limits the capacity of a company to issue securities without the approval of its shareholders. In broad terms, that Listing Rule provides that a company may not, in a twelve month period, issue securities equal to more than 15% of the total number of ordinary securities on issue at the beginning of the twelve month period unless the issue is approved by shareholders or otherwise it comes within one of the exceptions to Listing Rule 7.1.

- **Listing Rule 7.4**

A company in general meeting can ratify, by passage of an ordinary resolution, a previous issue of securities that was within the above 15% limit so that the previous issue can be treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1.

Listing Rule 7.4 allows Shareholders to validate an issue of securities made without prior approval under Listing Rule 7.1 as if it had been made with that approval for the purposes of Listing Rule 7.1, but only if:

- (a) the issue did not breach the 15% limit under Listing Rule 7.1 when made; and
- (b) the holders of ordinary securities subsequently approve it.

### 1. **The First Resolution – Issue of Shares to Kelaray**

The Company is proposing to issue and allot 10,000,000 Shares to Kelaray (**Kelaray Shares**), in lieu of the payment of \$2,500,000 in cash, as consideration for Kelaray agreeing to transfer all of its right, title and interest to its 10% interest in the South Australian Exploration Licence EL 3277 (**Tenement**) to the Company and agreeing to terminate the farm-in joint venture agreement entered into by the parties on 28 November 2003 in respect of the Tenement.

In accordance with the disclosure requirements of Listing Rule 7.3:

- (a) The maximum number of Shares to be issued to Kelaray pursuant to the First Resolution is 10,000,000.
- (b) The Kelaray Shares will be issued for no cash consideration.
- (c) The allottee of the Kelaray Shares will be Kelaray.
- (d) The shares will be issued within 3 months of the resolution.
- (e) The terms of the Kelaray Shares are:

- i. Voting**

Subject to the Constitution and any rights or restrictions attached to the class of Shares, at a general meeting every Shareholder present in person or by proxy, attorney or representative has one vote on a show of hands and on a poll has one vote for each Share held. The number of votes to which a holder of partly paid Shares is entitled on a poll is equivalent to the proportion that the amount paid on the Share is of the issue price of the Share (ignoring amounts paid in advance).

- ii. Polls**

A poll on a resolution at a meeting of Shareholders may be demanded by at least 5 Shareholders present and entitled to vote on that resolution, one or more Shareholders present and who are together entitled to at least 5% of the votes that may be cast on that resolution on a poll or the chairperson of that meeting.

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**iii. Dividends and Reserves**

The profits of the Company which the Directors from time to time determine to distribute by way of dividend are divisible amongst the Shareholders in proportion to the amounts paid up on the Shares held by them. The Directors may determine that dividends be paid on Shares of one class but not another class and at different rates for different classes of Shares.

**iv. Share Plans**

The Directors may establish a dividend selection plan, dividend reinvestment plan and bonus share plan on any terms and, subject to the Listing Rules, the Directors may implement, amend, suspend or terminate such plans.

**v. Issue of further Shares**

The Directors may (subject to the Constitution, Listing Rules, Corporations Act and ASTC Operating Rules) allot or otherwise issue further Shares in the capital of the Company on such terms and conditions as they see fit.

**vi. Transfer of Shares**

A shareholder may transfer Shares by a proper ASTC transfer, an instrument of transfer in compliance with the Constitution or any other method permitted under the Corporations Act, the Listing Rules and the ASTC Operating Rules and that transfer must be in writing in any usual form or in any other form approved by the Directors that is otherwise permitted by law. The Directors may refuse to register a transfer where the Corporations Act, the Listing Rules or the ASTC Operating Rules permits the Company to do so. The Company must refuse to register a transfer where the Corporations Act, the Listing Rules or the ASTC Operating Rules or a law about stamp duty requires the Company to do so.

A Shareholder must give to the Company the information which the Company is required by the Listing Rules to disclose to ASX in respect of any arrangement entered into by the Shareholder which restricts the transfer or disposal of its Shares.

**vii. General meetings and notices**

General meetings may be convened in the manner provided for in the Corporations Act. The Company must give at least 28 days notice, or a shorter period if allowed under the Corporations Act, of a meeting of Shareholders. Notice must be given to ASX, each Shareholder, each Director, each Alternate Director and any auditor of the Company. Each Shareholder is entitled to attend any meetings of Shareholders.

**viii. Quorum**

A quorum for a meeting of Shareholders is two Shareholders entitled to vote at that meeting. A quorum for a meeting of Shareholders must be present at the commencement of the meeting.

**ix. Calls**

Subject to the Corporations Act, the Listing Rules and the ASTC Operating Rules and the terms of the issue of a Share, the Company may at any time make calls on the Shareholders for all or any part of the amount unpaid on a partly paid share. Shareholders must pay to the Company the amount of each call made on the Shareholder on the date and in the manner specified in the notice of the call.

**x. Winding Up**

Subject to any rights or restrictions attaching to any class or classes of Shares, Shareholders will be entitled on a winding up to participate in any surplus assets of the Company in proportion to the Shares held by them less any amounts which remain unpaid on their shares at the time of distribution. A Shareholder need not accept any property, including shares or other securities, carrying a liability.

(f) There will be no cash funds raised from the issue of the Kelaray Shares.

(g) All of the Kelaray Shares will be allotted progressively.

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- (h) In accordance with Listing Rule 7.3.8, the Company will disregard any votes cast on the First Resolution by:
- Kelaray;
  - any other person who might obtain a benefit from the passage of the First Resolution, except a benefit solely in the capacity as a holder of ordinary Shares; and
  - any Associate of either of the foregoing.

However, the Company will not disregard a vote if:

- it 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
- it is cast by 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.

## 2. The Second Resolution – Issue of 6,000,000 Shares to Sempra

The Company proposes to issue 6,000,000 Shares to Sempra at a price of \$0.25 per Share (“**Sempra Shares**”). These funds will provide working capital and be applied to continue the preliminary works of the Kanmantoo Project near Adelaide, South Australia. This will provide the company with sufficient cash up until additional funding expected to be raised specifically for the Kanmantoo Project, by May 2008.

In accordance with the disclosure requirements of Listing Rule 7.3:

- (a) The maximum number of Shares is to be issued to Sempra pursuant to the Second Resolution is 6,000,000.
- (b) The Sempra Shares will be issued at a price of \$0.25 per Share.
- (c) The shares will be issued within 3 months of the resolution.
- (d) The allottee of the Sempra Shares will be Sempra.
- (e) The terms of the Sempra Shares will be the same as referred to in paragraph 1(e) of Part D.
- (f) The funds raised from the issue of the Sempra Shares will be used for working capital and preliminary works on the Kanmantoo Project.
- (g) The allotment will occur progressively.
- (h) In accordance with Listing Rule 7.3.8, the Company will disregard any votes cast on the Second Resolution by:
  - Sempra;
  - any other person who might obtain a benefit from the passage of the Second Resolution, except a benefit solely in the capacity as a holder of ordinary Shares; and
  - any Associate of either of the foregoing.

However, the Company will not disregard a vote if:

- it 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
- it is cast by 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.

### 3. The Third Resolution – Ratification of Issue of 619,244 Shares to Sempra

Sempra held 6,000,000 Convertible Notes that entitled it to, inter alia, receive interest at the rate of 8.9% per annum. On or about 7 May, 2007, Sempra agreed to receive payment of \$177,042.00 of interest which the Company then owed to Sempra by way of the issue of Shares at a price of \$0.2859 per Share, in lieu of cash. Accordingly, 619,244 Shares were issued and allotted by the Company to Sempra (“First Interest Shares”), in lieu of the payment of \$177,042.00 in cash, in discharge of the Company’s obligation to pay the abovementioned interest accrued but not paid on the Convertible Notes for the period between 29 October, 2006 and 29 April, 2007.

All of those Convertible Notes were converted on 12 November, 2007 into 4,000,000 Shares.

In accordance with the disclosure requirements of Listing Rule 7.5:

- (a) 619,244 First Interest Shares were issued for no cash consideration.
- (b) The price of which each First Interest Share was issued was \$0.2859.
- (c) The terms of the First Interest Shares are the same as referred to in paragraph 1(e) of Part D.
- (d) The allottee of the First Interest Shares was Sempra.
- (e) No cash funds raised from the issue of the First Interest Shares.
- (f) In accordance with Listing Rule 7.5.6, the Company will disregard any votes cast on the Third Resolution by:
  - Sempra; and
  - any Associate of Sempra.

However, the Company will not disregard a vote if:

- it 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
- it is cast by 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.

### 4. The Fourth Resolution – Ratification of Issue of 222,843 Shares to Sempra

On or about 10 July, 2007, Sempra agreed to receive payment of \$88,268.49 worth of interest which the Company then owed to Sempra by way of the issue of Shares at a price of \$0.3961 per Share, in lieu of cash. Accordingly, 222,843 Shares were issued and allotted by the Company to Sempra (“Second Interest Shares”), in lieu of the payment of \$88,268.49 in cash, in discharge of the Company’s obligation to pay the abovementioned interest accrued but not paid on the Convertible Notes for the period between 10 January, 2007 and 10 July, 2007.

All of those Convertible Notes were converted on 12 November, 2007 into 2,000,000 Shares.

In accordance with the disclosure requirements of Listing Rule 7.5:

- (a) 228,843 Second Interest Shares were issued for no cash consideration.
- (b) The price of which each Second Interest Share was issued was \$0.3961.
- (c) The terms of the Second Interest Shares are the same as referred to in paragraph 1(e) of Part D.
- (d) The allottee of the Second Interest Shares was Sempra.
- (e) No cash funds raised from the issue of the Second Interest Shares.



- (f) In accordance with Listing Rule 7.5.6, the Company will disregard any votes cast on the Fourth Resolution by:
- Sempra; and
  - any Associate of Sempra.

However, the Company will not disregard a vote if:

- it 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
- it is cast by 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.

## 5. The Fifth Resolution – Ratification of Issue of 2,059,087 Shares to Integrated Landfill Pty Limited

The Company has issued 2,059,087 Shares (**Integrated Shares**) to Integrated, in lieu of the payment of \$1,033,611.67 in cash, in consideration for Integrated agreeing to transfer all of its right, title and interest in the Land to the Company.

In accordance with the disclosure requirements of Listing Rule 7.5:

- (a) 2,059,087 Integrated Shares were issued for no cash consideration.
- (b) The price which each Integrated Share was issued was \$0.5019.
- (c) The terms of the Integrated Shares are the same as referred to in paragraph 1(e) of Part D.
- (d) The allottee of the Integrated Shares was Integrated.
- (e) No cash funds raised from the issue of the Integrated Shares.
- (f) In accordance with Listing Rule 7.5.6, the Company will disregard any votes cast on the Fifth Resolution by:
  - Integrated; and
  - any Associate of Integrated.

However, the Company will not disregard a vote if:

- it 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
- it is cast by 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.

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## PART E: GLOSSARY OF TERMS

### Defined Terms

**AEST** means Australian Eastern Standard Time.

**Associate** has the meaning ascribed to that term in Section 12(2) of the Corporations Act.

**ASX** means the ASX Limited ACN 008 624 691.

**Board** means the board of Directors.

**Company** means Hillgrove Resources Limited ABN 73 004 297 116.

**Constitution** means the constitution of the Company, as varied or amended from time to time.

**Convertible Notes** means convertible notes issued by the Company that entitle the Company to pay to the holders thereof interest accruing on those notes by the issue of Shares lieu of payment of cash.

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

**Director** means a member of the board of directors of the Company.

**Documents** means each of the Notice, Proxy Form and all other documents, that each constitute part of this booklet and that accompany each other when sent to each Shareholder.

**First Interest Shares** has the meaning given to that term in Part D, Section 4.

**Integrated** means Integrated Landfill Pty Limited ACN 091 544 179.

**Integrated Shares** has the meaning given to that term in Part D, Section 6.

**Kelaray** means Kelaray Pty Limited ACN 073 975 694.

**Land** means land transferred to the Company by Integrated.

**Listing Rules** means the rules and procedures issued and enforced by the ASX, as amended from time to time, including all guidance notes and appendices thereto.

**Macquarie** means Macquarie Bank Limited ACN 008 583 542.

**Macquarie Shares** has the meaning given to that term in Part D, Section 2.

**Meeting** means the general meeting being convened by the Directors and pursuant to the Notice.

**Notice** means the Notice of General Meeting of the Shareholders that accompanies and forms part of these Documents.

**Proxy Form** means the proxy form more particularly set out in Part F, and that forms part of these Documents.

**Resolution** means any one of the resolutions set out in the Notice.

**Sale Interest** means all of the right, title and interest of Kelaray in the Tenement.

**Second Interest Shares** has the meaning given to that term in Part D, Section 5.

**Sempra** means Sempra Metals & Concentrates LLC.

**Sempra Shares** has the meaning given to that term in Part D, Section 3.

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

**Shareholder** means the holder of a Share.

**Tenement** means the South Australian Exploration Licence EL 3277.

## **Interpretation**

In these Documents, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) headings are included for convenience only and do not affect interpretation;
- (f) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) the terms "included", "including" and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) a reference to a statute or statutory provision includes but is not limited to:
  - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
  - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
  - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (j) reference to "\$", "A\$", "Australian Dollars" or "dollars" is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia;
- (k) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.

**PROXY FORM**

**Hillgrove Resources Limited**  
ABN 73 004 297 116

<b>Member</b>	_____
	<i>(Full name of member - please print)</i>
	_____
	<i>(Address)</i>
<b>Appoints</b>	_____
	<i>(Proxy name or office held by Proxy - please print)</i>

or failing that person, or if no person is named, the Chair of the Meeting to vote as directed below, or if no directions are given, as the Proxy or Chair thinks fit (with discretion as to any business not referred to below) at the General Meeting of the Company to be held at 2.30 pm on 24 April 2008, and at any adjournment of that meeting.

**IMPORTANT FOR MOTIONS BELOW**

If the Chair of the Meeting is to be your proxy and you have not directed your proxy to vote on any of the motions below, please place a mark in the adjacent box.

By marking this box you acknowledge the Chair of the Meeting may exercise your proxy even if he or she has an interest in the outcome of a motion and votes cast by him or her, other than as a proxy holder, would be disregarded because of that interest.

If you do not mark this box, and have not directed your proxy how to vote, the Chair of the Meeting will not cast your votes on any motion and they will not be counted in computing the required majority if a poll is called on a motion.

The Chair of the Meeting intends to vote undirected proxies in favour of each motion.

<b>Motions of Business:</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. <b>First Resolution as an Ordinary Resolution -</b> Issue and allotment of 10,000,000 Shares to Kelaray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. <b>Second Resolution as an Ordinary Resolution -</b> Issue and allotment of 6,000,000 Sempra Shares to Sempra	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. <b>Third Resolution as an Ordinary Resolution -</b> Issue and allotment of 619,244 First Interest Shares to Sempra	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. <b>Fourth Resolution as an Ordinary Resolution -</b> Issue and allotment of 222,843 Second Interest Shares to Sempra	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. <b>Fifth Resolution as an Ordinary Resolution -</b> Issue and allotment of 2,059,087 Integrated Shares to Integrated	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**APPOINTMENT OF A SECOND PROXY**

If appointing a second proxy, state the number or percentage of votes applicable to the proxy appointed by this form.

**Date**

**Signature by Individual or Attorney**

**Execution by Company with Sole Director**

\_\_\_\_\_  
*Signature of Member or Attorney*

\_\_\_\_\_  
*Sole Director and Sole Secretary*

**Execution by Company**

\_\_\_\_\_  
*Director*

\_\_\_\_\_  
*Director / Secretary*

*Note: Please see over as to completion and lodgement of this Proxy Form.*

## PART F: PROXIES AND PROXY FORMS

- (a) **Right to appoint:** Each member entitled to vote at the meeting has the right to appoint a proxy to attend and vote for the member at the meeting. To appoint a proxy, use the Proxy Form sent out with this Notice.
- (b) A proxy or attorney is not entitled to vote while the member appointing them is present at the meeting.
- (c) **Who may be a proxy:** A member can appoint anyone to be their proxy. A proxy need not be a member of the Company. The proxy appointed can be described in the Proxy Form by an office held eg "Chair of the Meeting".
- (d) **Two proxies:** A member who is entitled to 2 or more votes at the meeting, may appoint 2 proxies. Where 2 proxies are appointed:
- (iv) a separate Proxy Form should be used to appoint each proxy; and
  - (v) the Proxy Form may specify the proportion, or the number, of votes that each proxy may exercise, and if it does not do so each proxy may exercise half of the votes.
- (e) **Signature(s) of individuals:** In the case of members who are individuals, the Proxy Form must be signed if the shares are held:
- (i) by one person, by that member; or
  - (ii) in joint names, by any one of them.
- (f) **Signatures on behalf of companies:** In the case of members which are companies, the Proxy Form must be signed:
- (i) if it has a sole director who is also sole secretary, by that director (and stating that fact next to or under the signature on the Proxy Form); or
  - (ii) in the case of any other company, by 2 directors or by a director and secretary.
- The use of the common seal of the company on the Proxy Form is optional.
- (g) **Lodgement place and deadline:** Proxy forms must be received by the Company with the original or a certified copy of the authority under which the Proxy Form is signed (if the Proxy Form is signed by an attorney or other representative):
- at the offices of the Company, Level 41, Australia Square, 264-268 George Street, Sydney NSW; or
  - by facsimile on 02 8221 0407.
- by no later than **2.30 pm (AEST) on 22 April 2008.**

## CORPORATE REPRESENTATIVES

A body corporate may appoint an individual to act as its representative to exercise any of the powers the body may exercise at meetings of a company's members. Unless otherwise stated, the corporate representative may exercise all of the powers the appointing body can exercise. The certificate evidencing the appointment of a corporate representative (or a photocopy or facsimile of it) must be received by the Company at Level 41 Australia Square, 264-268 George Street, Sydney NSW or by facsimile on 02 8221 0407, by no later than 2.30 pm (Sydney time) on 22 April 2008.

## MEMBERS WHO ARE ENTITLED TO VOTE

The Directors have determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the registrar of members as at 5:00pm (AEST) on 17 April 2008.