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NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at 9.30am (WST) on Friday, 26 November 2010, at the Forrest Centre, Level 29, 221 St Georges Terrace, Perth, Western Australia.

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

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 9322 1825

INDO MINES LIMITED

ABN 40 009 245 210

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of Shareholders of Indo Mines Limited (“the Company”) will be held at the Forrest Centre, Level 29, 221 St Georges Terrace, Perth, Western Australia on Friday 26 November 2010 at 9.30am (WST) (“Annual General Meeting”).

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

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered as Shareholders of the Company on 24 November 2010 at 5.00pm (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2010, which includes the financial report and directors' report in relation to that financial year and the auditor's report on the financial report.

2. Resolution 1 - Remuneration Report

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

"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

3. Resolution 2 - Re-election of Director – Mr Christopher Catlow

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

"That Mr Christopher Catlow who retires in accordance with Article 6.3(j) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

4. **Resolution 3 - Re-election of Director – Dr Derek Fisher**

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

"That Dr Derek Fisher who retires in accordance with Article 6.3(j) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

5. **Resolution 4 - Re-election of Director – Mr Paul Kopejtka**

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

"That Mr Paul Kopejtka who retires in accordance with Article 6.3(j) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

6. **Resolution 5 - Re-election of Director – Mr Darryl Harris**

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

"That Mr Darryl Harris who retires in accordance with Article 6.3(c) of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

7. **Resolution 6 – Authority to Issue Incentive Options to Mr Martin Hacon**

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of the following:

- (a) 1,666,667 Class A Incentive Options exercisable at \$0.30 each on or before 30 November 2011, vesting upon the Share Price of \$0.40;
- (b) 1,666,667 Class B Incentive Options exercisable at \$0.30 each on or before 31 December 2011, vesting upon the Share Price of \$0.50; and
- (c) 1,666,666 Class C Incentive Options exercisable at \$0.30 each on or before 30 June 2012, vesting upon the Share Price of \$0.60,

*(collectively referred to as "**Hacon Incentive Options**") to Mr Martin Hacon and/or his nominees on the terms and conditions in the Explanatory Memorandum and Schedule 2 accompanying this Notice."*

Voting Exclusion

The Company will disregard any votes cast on this Resolution 6 by Mr Hacon and/or his nominee and any of his associates. However, the Company need not disregard a vote if:

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

8. Resolution 7 – Ratification of Prior Placement

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

*“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 17,500,000 Shares each at an issue price of \$0.20 (**Prior Placement**) on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice*

Voting Exclusion

The Company will disregard any votes cast on this Resolution 7 by a person who participated in the Prior Placement. However, the Company will not disregard a vote if:

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

BY ORDER OF THE BOARD



SHANE CRANSWICK
Company Secretary

26 October 2010

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at the Forrest Centre, Level 29, 221 St Georges Terrace, Perth, Western Australia on 26 November 2010 at 9.30am (WST).

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

A Proxy Form accompanies the Notice.

2. Action to be taken by Shareholders

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

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

Shareholders are able to view the Company's current year Annual Report online at www.indomines.com.au and click on the direct link.

3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- a) Discuss the Annual Report for the financial year ended 30 June 2010 which can be accessed is online at www.indomines.com.au and click on the direct link;
- b) Ask questions or make comment on the management of the Company; and
- c) Ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- a) the preparation and content of the auditor's report;
- b) the conduct of the audit;
- c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Annual Report for the year ended 30 June 2010 contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors.

The Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report. However the Board will take the outcome of the vote into consideration when considering the remuneration policy.

The Chair of the Annual General Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

5. Resolution 2 – Re-election of Director – Mr Christopher Catlow

Article 6.2(b) of the Constitution gives the Directors authority to appoint other Directors.

Mr Catlow was appointed a Director on 25 May 2010

Article 6.3(j) of the Constitution states that any Director appointed in accordance with Article 6.2(b) must retire at the next annual general meeting and is eligible for re-election. Accordingly, Mr Catlow retires as a Director at this Meeting and being eligible seeks approval to be re-elected as a Director.

A summary of Mr Catlow's experience and qualifications is as follows:

Mr Catlow is a highly experienced executive in the international resources industry, having worked on the development and operations of sand mining, hard rock and oil and gas projects over a 25 year career. He played a central role in the formation of Iluka Resources Limited and most recently was a senior executive of the ASX-listed iron ore mining company Fortescue Metals Group Limited (ASX:FMG), since shortly after its formation in 2003. During his seven years at Fortescue, initially as its inaugural Chief Financial Officer and then as its Investment and Business Development Director, the company financed and brought into production its major iron ore mining, processing and port facility in Western Australia's Pilbara region which today produces over 100,000 tonnes of iron ore a day. The development established Fortescue as Australia's third largest iron ore producer behind Rio Tinto and BHP Billiton

Mr Catlow has a Bachelor of Science in Engineering from Durham University in the United Kingdom, and is a Fellow of the Institute of Chartered Accountants in Australia

6. Resolution 3 – Re-election of Director – Dr Derek Fisher

Article 6.2(b) of the Constitution gives the Directors authority to appoint other Directors.

Dr Fisher was appointed a Director on 25 May 2010

Article 6.3(j) of the Constitution states that any Director appointed in accordance with Article 6.2(b) must retire at the next annual general meeting and is eligible for re-election. Accordingly, Dr Fisher retires as a Director at this Meeting and being eligible seeks approval to be re-elected as a Director.

A summary of Dr Fisher's experience and qualifications is as follows:

Dr Fisher has more than 35 years of worldwide experience in the resource industry. He has been the principal in listing a number of companies, both in Australia and Canada, and has more than 20 years' experience as a manager of publicly listed companies. Dr Fisher began his career with the New South Wales Geological Survey in 1966 and, following graduation from the University of New England, Armidale, NSW, moved into the mineral exploration and mining industry. During the 1970s he undertook doctoral studies at the University of Toronto, Canada, gaining his PhD in 1979. Dr Fisher is an honorary life member of the Association of Mining and Exploration Companies (AMEC), having spent 13 years on the council of AMEC.

7. Resolution 4 - Re-election of Director – Mr Paul Kopejtka

Article 6.2(b) of the Constitution gives the Directors authority to appoint other Directors.

Mr Kopejtka was appointed a Director on 25 May 2010

Article 6.3(j) of the Constitution states that any Director appointed in accordance with Article 6.2(b) must retire at the next annual general meeting and is eligible for re-election. Accordingly, Mr Kopejtka retires as a Director at this Meeting and being eligible seeks approval to be re-elected as a Director.

A summary of Mr Kopejtka's experience and qualifications is as follows:

Mr Kopejtka is a founding director of Murchison Metals Limited (ASX: MMX). He holds a Bachelor of Engineering (Chemical) degree from Curtin University, specialising in the mineral resources sector. Mr Kopejtka has 22 years experience in the mining industry as an engineer and consultant in the areas of green and brown fields project evaluation and feasibility study management, plant design and engineering and commissioning. This experience extends to both the Australian and overseas mining industry. Throughout the 1990s he held tenure as a technical consultant with the Minproc and Bateman engineering groups before branching out in a similar capacity working with a number of major publicly listed companies.

8. Resolution 5 – Re-election of Director – Mr Darryl Harris

Article 6.3(c) of the Constitution requires that one third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number).

Article 6.3(f) provides that a Director who retires under Article 6.3(c) is eligible for re-election.

Pursuant to these Articles, Mr Harris will retire by rotation and seek re-election.

A summary of Mr Harris' experience and qualifications is as follows:

Darryl Harris is an engineering metallurgist with over 20 years experience in the design and commissioning of mineral processing plants, in particular diamonds. Mr Harris has had a long association with engineering companies including Nedpac and Signet Engineering and was involved in the development of various projects, including project co-ordinator for the An Feng-Kingstream Steel Project and other Australian ferrous projects.

Mr Harris was appointed a director of Indo Mines Limited on 16 June 1987.

9. Resolution 6 – Authority to Issue Incentive Options to Mr Martin Hacon

9.1 General

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 10.11 for the grant of the Hacon Incentive Options to Mr Martin Hacon (or his nominees) as the incentive component of his remuneration as Managing Director and Chief Executive Officer of the Company.

The proposed grant of Hacon Incentive Options was announced on 20 May 2010. Mr Hacon commenced his role as Managing Director and Chief Executive Officer of the Company on 2 August 2010.

The closing price of Indo Mines Shares on the ASX on the last trading day prior to the date of this announcement was \$0.31. The Incentive Options vest in three tranches when the Share price reaches \$0.40, \$0.50 and \$0.60 as determined by the VWAP of the Shares on ASX over a period of five (5) days on which sales in the Shares were recorded prior to the date of calculation.

The Company is small listed company, which is focused on the exploration and development of the mineral projects in Indonesia. The Company has limited funds, most of which are allocated to specific exploration and development activities. The Board has chosen to grant Incentive Options to Mr Hacon as a key component of his remuneration in order to retain his services and to provide incentive linked to the performance of the Company.

There are no performance criteria on the Incentive Options as given the speculative nature of the Company's activities and the small management team responsible for its running, it is considered the performance of Mr Hacon and the performance and value of the Company are closely related. As such, the Incentive Options granted will generally only be of benefit if Mr Hacon performs to the level whereby the value of the Company increases sufficiently to warrant exercising the Incentive Options.

9.2 Listing Rule 10.11

Listing Rule 10.11 requires Shareholder approval for the proposed grant of the Hacon Incentive Options.

Listing Rule 10.11 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company to a related party. As Mr Hacon is a related party of the Company and none of the exceptions contained in Listing Rule 10.12 apply, Shareholder approval is required in accordance with Listing Rule 10.11.

Shareholder approval is sought under Listing Rule 10.11 and as such approval under Listing Rule 7.1 is not required.

Resolution 6 is an ordinary resolution.

9.3 Specific information required by ASX Listing Rule 10.13

For the purposes of Shareholder approval of the issue of the Hacon Incentive Options and the requirements of Listing Rule 10.13, information is provided as follows:

- a) up to 5,000,000 Hacon Incentive Options will be granted to Mr Hacon;
- b) the Company will grant the Hacon Incentive Options no later than 1 month after the date of the Meeting (or such longer period of time as ASX may in its discretion allow);
- c) the Hacon Incentive Options will be granted for no consideration;
- d) the Hacon Incentive Options will be granted to Mr Hacon and/or his nominees as follows:

Class A Incentive Options	Class B Incentive Option	Class C Incentive Options
1,666,667	1,666,667	1,666,666

- e) the Hacon Incentive Options granted pursuant to Resolution 6 will have the following terms:

Incentive Option Class	Exercise Price	Vesting Condition*	Expiry Date
Class A	\$0.30	Share Price of A\$0.40	30 November 2011
Class B	\$0.30	Share Price of A\$0.50	31 December 2011
Class C	\$0.30	Share Price of A\$0.60	30 June 2012

"Share Price means the price of a Share calculated by the market price of the Shares as determined by the VWAP of the Shares on ASX over a period of five (5) days on which sales in the Shares were recorded prior to the date of calculation.

Refer to Schedule 2 for further terms and conditions of the Hacon Incentive Options;

- f) upon exercise of the Hacon Incentive Options, the Shares will be issued on a one for one basis on the same terms as the Company's existing Shares;
- g) there will be no funds raised from the grant of the Hacon Incentive Options as they are being granted as an incentive component of his remuneration; and
- h) a voting exclusion statement is included in the Notice.

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10. Resolution 7 – Ratification of Prior Placement

10.1 General

On 20 September 2010 the Company announced a placement of 17,500,000 Shares to sophisticated investors at \$0.20 each to raise \$3,500,000 before issue costs (**Prior Placement**).

Funds raised from the Prior Placement will be used to accelerate the feasibility study of the Jogjakarta Iron Project, and to provide general working capital.

10.2 Listing Rule 7.4

The Shares issued under the Prior Placement were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval. The effect of Shareholders passing Resolution 7 by ratifying the issue of the Shares will be to restore the Company's ability to issue further capital to the maximum 15% limit during the next 12 months.

Resolution 7 is an ordinary resolution.

10.3 Specific Information Required by ASX Listing Rule 7.5

For the purposes of Shareholder approval of the Placement and the requirements of Listing Rule 7.5, information is provided as follows:

- a) 17,500,000 Shares were issued on 20 September 2010;
- b) the Shares were issued at \$0.20 per Share;
- c) the Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing shares on issue;
- d) the Shares were allotted to institutional and sophisticated investors who were predominantly clients of StoneBridge Group;
- e) the proceeds from the issue of Shares will be used to accelerate the feasibility study of the Jogjakarta Iron Project, and to provide general working capital; and
- f) a voting exclusion statement is included in the Notice.

Schedule 1- Definitions

In this Explanatory Memorandum and Notice of Annual General Meeting:

"Annual Report" means the director's report, the financial report and auditor's report thereon, in respect of the financial year ended 30 June 2010.

"Annual General Meeting" has the meaning given in the introductory paragraph of the Notice.

"ASIC" means Australian Securities and Investments Commission.

"ASX" means the ASX Limited and where the context permits the Australian Securities Exchange operated by the ASX.

"Board" means Directors of the Company.

"Chair" means the person appointed to chair the annual general meeting of the Company convened by this Notice.

"Company" or **"Indo Mines"** means Indo Mines Limited ABN 40 009 245 210.

"Constitution" means the Constitution of the Company as at the date of the Annual General Meeting.

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

"Director" means a director of the Company.

"Explanatory Memorandum" means the explanatory memorandum to the Notice.

"Hacon Incentive Options" has the meaning given in Resolution 6.

"Listing Rules" means the listing rules of ASX.

"Notice" means this Notice of Annual General Meeting.

"Official List" means the official list of ASX.

"Placement Facility" has the meaning in section 12 of the Explanatory Memorandum.

"Prior Placement" has the meaning given in section 11 of the Explanatory Memorandum.

"Proxy Form" means the proxy form accompanying the Notice.

"Remuneration Report" means the remuneration report of the Company contained in the director's report.

"Resolution" means a resolution referred to in this Notice.

"Schedule" means a schedule to this Notice.

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

"Shareholder" means a shareholder of the Company.

"StoneBridge Group" means StoneBridge Securities Limited AFSL 238148.

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

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

Schedule 2 – Terms and Conditions of Hacon Incentive Options

1. Entitlement

Each Incentive Option (together the "Incentive Options") entitles the holder to subscribe for and be issued one fully paid ordinary share ("Share") in Indo Mines Limited ("Company") upon exercise of each Incentive Option.

2. Exercise Price, Vesting Condition and Expiry Date

The Exercise Price, vesting condition and other details of each Incentive Option is referred to in the below table.

Incentive Option Class	Exercise Price	Vesting Condition	Expiry Date
Class A	\$0.30	Share Price of A\$0.40	30 November 2011
Class B	\$0.30	Share Price of A\$0.50	31 December 2011
Class C	\$0.30	Share Price of A\$0.60	30 June 2012

For the purpose of this clause 2, "Share Price" shall mean the price of a Share calculated by the market price of the Shares as determined by the volume weighted average price of Shares on ASX over a period of five (5) days on which sales in the Shares were recorded prior to the date of calculation.

The Incentive Options will expire on that date which is the date referred to in the above table ("Expiry Date").

3. Exercise Period

The Incentive Options are exercisable at any time after the date of grant and the date the vesting condition is satisfied in clause 2 above and on or prior to 5.00pm WST on the Expiry Date.

4. Notice of Exercise

The Incentive Options may be exercised by notice in writing to the Company and payment of the Exercise Price for each Incentive Option being exercised. Any notice of exercise of an Incentive Option received by the Company will be deemed to be a notice of the exercise of that Incentive Option as at the date of receipt.

5. Shares issued on exercise

Shares issued on exercise of the Incentive Options rank equally with the then shares of the Company.

6. Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Incentive Options.

7. Timing of issue of Shares

After an Incentive Option is validly exercised, the Company must:

- (a) as soon as possible, issue and allot the Share; and

- (b) do all such acts matters and things to obtain the grant of quotation for the Share on ASX and ensure that the Share is freely tradeable without on-sale restrictions (including as may arise under section 707 of the Corporations Act) no later than 5 days from the date of exercise of the Incentive Option and receipt of cleared funds equal to the sum payable on the exercise of the Incentive Options.

8. Participation in new issues

There are no participation rights or entitlements inherent in the Incentive Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Incentive Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Incentive Options the opportunity to exercise their Incentive Options prior to the date for determining entitlements to participate in any such issue.

9. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Incentive Option will be increased by the number of Shares which the Incentive Optionholder would have received if the Incentive Optionholder had exercised the Incentive Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

10. Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Incentive Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

O = the old Exercise Price of the Incentive Option.

E = the number of underlying Shares into which one Incentive Option is exercisable.

P = average market price (as defined in the ASX Listing Rules) per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

11. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Incentive Optionholders will be varied to the extent necessary to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

12. Quotation of Incentive Options

No application for quotation of the Incentive Options will be made by the Company.

13. Incentive Options Not Transferable

The Incentive Options are not transferable.

14. Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Incentive Options with the appropriate remittance should be lodged at the Company's Registry.

INDO MINES LIMITED

ABN 40 009 245 210

PROXY FORM

The Company Secretary
Indo Mines Limited

By delivery:
Level 1, 15 Rheola Street
WEST PERTH WA 6005

By post:
PO Box 1081
WEST PERTH WA 6872

By facsimile:
+61 8 9322 1826

I/We ¹ _____

of _____

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

votes in the Company, hereby appoint ² _____

or failing such appointment the chairman of the Annual General Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 9.30am (WST) on 26 November 2010 at the Forrest Centre, Level 29, 221 St Georges Terrace Perth, Western Australia and at any adjournment thereof in the manner indicated below or, in the absence of indication, as he thinks fit. If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is * []% of the Shareholder's votes*/ [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

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

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Christopher Catlow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Dr Derek Fisher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director – Mr Paul Kopejtko	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-election of Director – Mr Darryl Harris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Authority to Issue Incentive Options to Mr Martin Hacon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Ratification of Prior Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹Insert name and address of Shareholder

² Insert name and address of proxy

*Omit if not applicable

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Proxy Notes:

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

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

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

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

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

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

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

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the office of the Company (Level 1, 15 Rheola Street, West Perth, WA, 6005, or by post to PO Box 1081, West Perth, WA, 6872 or Facsimile (08) 9322 1826 if faxed from within Australia or +618 9322 1826 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Annual General Meeting (WST).

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