
BIRIMIAN LIMITED

ACN 113 931 105

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.00am (WST)
DATE: 22 March 2017
PLACE: Hay/Rokeby Room
BDO (WA) Pty Ltd
38 Station Street
Subiaco WA 6008

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (WST) on 20 March 2017.

PURPOSE OF THE MEETING

On 25 January 2017, the Company received a notice to call a general meeting to consider various resolutions relating to the removal of certain directors of the Company and the election of new directors of the Company (**Requisition Notice**).

The Requisition Notice was issued under section 249D of the *Corporations Act 2001* (Cth) (**Corporations Act**) by Mr Curtis Abbott, Mr Michael Bond, Mr Alexander Mlaco, Mr Peter Yoon Pin Loh <PJ Loh & Sons P/L Super A/C>, Mr Andrew Taylor, Mr Andrew Christie, Mr John Anderson, Mr Andrea Ballati, Mr Bruce Abbott and Mr Bruce Abbott and Mr Curtis Stanley Abbott <TOBA S/F A/C> (**Requisitioning Shareholders**). The Requisition Notice was dated 25 January 2017.

The Company notes that, as at the date of this Notice of Meeting, the Requisitioning Shareholders have not lodged a notice of substantial holding with the ASX.

Resolutions 1 - 4 are for the removal of Winton Willesee and Hugh Bresser as directors of the Company and for the appointment of Michael Langford and James McKay as directors of the Company.

The Directors recommend Shareholders vote AGAINST Resolutions 1-4.

The Notice of Meeting and Explanatory Statement are important documents and should be read in their entirety. The resolutions to be considered at the Meeting are important and have significant implications for the future of your Company and investment.

If you are unable to attend the Meeting, you are encouraged to complete and return the enclosed Proxy Form by 11.00am (WST) on 20 March 2017.

Statement of Directors proposed to be removed

Section 203D(4) of the Corporations Act provides that a director who is the subject of a proposed resolution for their removal from office is entitled to submit a statement for circulation to shareholders.

The Directors proposed to be removed refer readers to the letter from the Managing Director on page 4.

Statement of Requisitioning Shareholders

Section 249P of the Corporations Act permits the shareholders who have requisitioned the meeting to submit a statement for circulation to members regarding the resolutions and any other matter that may be properly considered at the meeting.

The Requisitioning Shareholders have provided the Company with a statement under section 249P (**Requisitioning Shareholders' Statement**). This statement is included in Schedule 3 to the Explanatory Statement.

Please note, the Company is not responsible for the content of the Requisitioning Shareholders' Statement.

Biographies of Directors proposed to be removed and Nominee Directors

Biographies of directors Winton Willesee and Hugh Bresser and the persons nominated by the Requisitioning Shareholders for election as directors of the Company, being Michael Langford and James McKay, are set out in Schedule 1 and Schedule 2 to the Explanatory Statement.

Please note, the Company is not responsible for the content of the Requisitioning Shareholders' Nominees Biographies.

Board recommendation

The Directors recommend Shareholders vote AGAINST Resolutions 1-4.

Undirected proxies

Please note, the Chairman of the Meeting intends to vote all undirected proxies AGAINST Resolutions 1-4.

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LETTER FROM MANAGING DIRECTOR

Date: 14 February 2017

REQUISITION OF EXTRAORDINARY GENERAL MEETING

Dear Shareholder,

As announced on 30th January 2017, Birimian Limited ("Birimian" or "Company", ASX:BGS) received a notice from a group of shareholders ("Requisitioning Members") that held at the time over 5% of votes in Birimian to requisition an extraordinary general meeting (EGM) under section 249D of the Corporations Act.

Details of the EGM are outlined in the following Notice of Meeting. We encourage you to read and consider this document carefully, and vote – in person or by proxy – at the EGM, as the items of business requisitioned by the Requisitioning Members have the potential to significantly impact all Birimian shareholders.

As the sole director not directly impacted by the Requisitioning Members' proposed resolutions, I am writing to provide you with important information in respect of the forthcoming EGM.

I, and the other Board members, recommend that you vote AGAINST all proposed resolutions

The Requisitioning Members are asking shareholders to remove two of the three existing directors, being non-executive chairman Mr Winton Willesee and non-executive director Mr Hugh Bresser, and to elect in their place, two directors nominated by the Requisitioning Members, namely Mr Michael Langford and Mr James McKay ("Requisitioning Members' Nominees").

Having given due consideration to the proposed resolutions requisitioned by the Requisitioning Members, your Board recommends that you **vote AGAINST all resolutions**.

In the past 12 months the current BGS Board has:

1. Acquired the world class Bougouni Lithium Project ("Project") in Mali.
2. Delivered a Maiden JORC Resource of 15Mt at 1.48% Li2O positioning the Project as among the highest grade lithium projects in the world today.
3. Advanced our valuable gold assets towards likely near term cash flow.
4. Increased the Company's market capitalisation by ~\$50 million.
5. Delivered share price growth of over 500%.
6. Completed a Scoping Study and commenced the Pre- Feasibility Study (PFS) at our Project.
7. Secured two memorandums of understanding with multibillion dollar Chinese groups with potential strategic downstream significance to BGS' commercialisation strategy.
8. Attracted a \$107m cash offer for the Project, subsequently terminated by BGS due to failure by the counterparty to meet strict conditions precedent.
9. Progressed recruitment for best-in-class mine developers and operators as we progress to production.

THE CURRENT BOARD HAS A CLEAR PLAN FOR COMMERCIALISATION

The existing Board has outlined – and is executing - a realistic plan for the rapid commercialisation of the Bougouni Project:

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1. We are on schedule to complete the second phase drilling and metallurgical test work later this quarter.
 2. These results will be utilised to finalise an upgraded Resource Estimate to be announced in the March 2017 quarter.
 3. This will provide key inputs for completion of the PFS in the June 2017 quarter.
 4. Based on the PFS results, the Company will advance the project Feasibility Study and Mine Permitting process.
 5. With a robust PFS and upgraded Resource Estimate the Company is well equipped to finalise ongoing discussions around offtake agreements and project financing.
 6. Subject to granting of the Mining Permit, commence project construction and commissioning activities.
 7. We anticipate maiden Production to occur in mid-2018.

We (the BGS Board) are all significant shareholders ourselves, and are well aligned with the interests of shareholders and highly motivated to increase shareholder value. We are proud to have delivered on our key development milestones to date.

THE BGS BOARD IS CURRENTLY EXECUTING A STRATEGIC TRANSITION TO PRODUCTION

The Board is executing its strategy to rapid commercialisation of the Project as planned. This strategy includes restructuring the current Board and management to include requisite skillsets as the project transitions from explorer to developer, to producer. A recruitment programme is underway, managed by a leading industry recruiter, to assemble a team with experience in building and operating a mine in West Africa. This is standard practice and should occur in a planned and orderly manner.

It is our belief that the Requisitioning Members' Nominees do not have the requisite experience to develop or operate mineral resource projects in West Africa. Furthermore, to be effective, the Requisitioning Members' Nominees would likely look to pursue a similar strategy to that already underway by the current Board.

As a shareholder, it is important to understand that the single largest risk to your Company's ongoing success is mismanaging the relationships we have already established with our host country in Africa. At this pivotal time in our Company's development it is vitally important to ensure that hard won respect and credibility is not lost. These relationships have been cultivated over an extended period of time and can only be maintained by continuity of management and Board, with an orderly transition to the future leadership of the Company.

I believe your current Board is best suited to continue acting in the best interests of all Birimian shareholders and will, in respect to our own shareholdings, be voting AGAINST the resolutions proposed by the Requisitioning Members.

I, and the other Board members, recommend that you vote AGAINST all proposed resolutions

Voting information:

The EGM will be held at 11.00am WST on 22 March 2017 at Hay/Rokeby Room, BDO (WA) Pty Ltd, 38 Station Street, Subiaco WA 6008. Further information is set out in the attached Notice of Meeting.

I appreciate that the majority of our shareholders recognise and value the hard work and efforts of our dedicated team in Mali, and look forward to continuing to work with a Board that has the breadth and depth of understanding required to achieve timely success in the complex and dynamic African operating environment.

In conclusion, I believe our Company has never been in better shape, with a world class lithium asset, near term producing gold asset, and strong cash balance to execute a simple and well defined growth strategy for the benefit of all shareholders.

The Company exists for the interests of its shareholders, and so we urge our shareholders to vote at the EGM, either in person or by proxy in accordance with the instructions set out in this Notice.

We look forward to continuing to diligently advance Birimian.

Yours sincerely,



Kevin Joyce
Managing Director

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BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – ELECTION OF MICHAEL LANGFORD AS A DIRECTOR

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

“That, Mr Michael Langford, having consented to act, be elected a Director of the Company.”

2. RESOLUTION 2 – ELECTION OF JAMES MCKAY AS A DIRECTOR

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

“That, Mr James McKay, having consented to act, be elected a Director of the Company.”

3. RESOLUTION 3 – REMOVAL OF WINTON WILLESEE AS A DIRECTOR

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

“That, in accordance with section 203D of the Corporations Act 2001 (Cth), Mr Winton Willesee be removed as a Director of the Company.”

4. RESOLUTION 4 – REMOVAL OF HUGH BRESSER AS A DIRECTOR

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

“That, in accordance with section 203D of the Corporations Act 2001 (Cth), Mr Hugh Bresser be removed as a Director of the Company.”

Dated: 14 February 2017

By order of the Board pursuant to requisitions under section 249D of the *Corporations Act 2001* (Cth).



Kevin Joyce
Managing Director
BIRIMIAN LIMITED

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 11.00am (WST) on 20 March 2017. Any proxy form received after that time will not be valid for the scheduled meeting.

Online at www.investorvote.com.au

By mail: Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia

By fax: 1800 783 447 (within Australia)

+61 3 9473 2555 (outside Australia)

By mobile: Scan the QR Code on your proxy form and follow the prompts

Custodian: For Intermediary Online subscribers only (custodians) please visit

Voting: www.intermediaryonline.com to submit your voting intentions

PLEASE NOTE, THE CHAIRMAN OF THE MEETING INTENDS TO VOTE ALL UNDIRECTED PROXIES AGAINST RESOLUTIONS 1-4.

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms in this Explanatory Statement are defined in the Glossary. If you have any questions regarding the Explanatory Statement or the Notice, please contact the Company Secretary, your stockbroker or other professional adviser.

1. RESOLUTIONS 1 AND 2 – ELECTION OF DIRECTORS

The Company's Constitution provides that the Company may elect a person as a director by resolution passed in general meeting.

Subject to the passing of the Resolutions in favour of the appointment of the proposed directors (being Michael Langford and James McKay), those appointments will take effect immediately.

Section 249P of the Corporations Act permits the shareholders who have requisitioned the meeting to submit a statement for circulation to shareholders regarding the resolutions and any other matter that may be properly considered at the meeting.

The Requisitioning Shareholders have provided the Company with the Requisitioning Shareholders' Statement, as set out in Schedule 3 to the Explanatory Statement. The Company is not responsible for the content of the Requisitioning Shareholders' Statement.

The Directors recommend Shareholders vote AGAINST Resolutions 1 and 2.

2. RESOLUTIONS 3 AND 4 – REMOVAL OF DIRECTORS

Under section 203D of the Corporations Act, a company may by resolution remove a director from office.

The Company Constitution provides that the Company may remove any director from office by resolution passed in general meeting.

The Requisitioning Shareholders have given notice of their intentions to move Resolutions 3 and 4 for the removal of existing directors Winton Willesee and Hugh Bresser.

If Resolutions 3 and 4 are successful, the existing Directors (being Winton Willesee and Hugh Bresser) will be removed from their office as Directors of the Company.

The Directors recommend Shareholders vote AGAINST Resolutions 3 and 4.

GLOSSARY

\$ means Australian dollars.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company means Birimian Limited (ACN 113 931 105).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Requisitioning Shareholders' Statement means that statement set out in Schedule 3.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – DIRECTOR BIOGRAPHIES

Winton Willesee

Winton has over 15 years' experience in the corporate sector including as a director on the Boards of a number of ASX-listed companies focussed in Africa. He has served as non-executive Chairman of Birimian Limited since 2013, helping the company transition from a pure gold explorer to a diversified lithium-gold developer in Mali.

He previously served on the Board and as Company Secretary of Base Resources as that company acquired, financed, commissioned and commenced production at its Kwale mineral sands operations in Kenya. He has worked for ASX-listed companies with assets in other African nations including Liberia, Botswana and South Africa, and is experienced in the complexities and challenges present with commissioning operations within the African continent.

Winton has considerable experience across a broad range of industries across several jurisdictions, having been involved with many successful ventures from early stage through to large capital development projects. He is a Fellow of the Financial Services Institute of Australasia, a member of the Australian Institute of Company Directors, a Member of CPA Australia and a Chartered Secretary.

Hugh Bresser

Mr. Bresser has more than 20 years experience working in the resources industry. He holds an honours degree in Economic and Metalliferous Geology from James Cook University and an MBA from the Mt Eliza Business School, Melbourne.

Mr. Bresser spent more than ten years working with BHP Billiton, generating and evaluating exploration projects in a variety of commodities within Australia, Asia, Southern Africa and South America. He has held senior positions within BHP Billiton's Global Exploration Division, including three years in Exploration Global Strategy, Business Planning and Risk Management.

Mr. Bresser was also employed by BHP Billiton Iron Ore Group in a senior role, working on supply chain optimisation and new capital implementation. Mr. Bresser has previously held technical positions with Pancontinental Mining Ltd, Renison Goldfields Consolidated and Goldfields Ltd.

SCHEDULE 2 – NOMINEE DIRECTOR BIOGRAPHIES

Michael Langford

Michael has over 15-years' experience in financial markets and the corporate sector having previously managed the investment funds for a Chinese Billionaire and has been extensively involved in creating and managing companies in the natural resources space on a global basis. He has worked / reviewed commodity projects at numerous countries globally.

Michael's recent career includes CEO / Founder of a successful International Oil and Gas Company, CIO for a number of high net wealth family funds and Private Equity groups responsible for several international M&A transactions. Was a sought after CNBC global commodity expert, frequently being a guest host for USA & Europe market open with an audience of over 60 million people and numerous online articles and publications.

Michael holds a CPA (American Express Prize - first in Asia Pacific Strategy segment) and a Diploma of Finance from the Australian Financial Markets Association and has degrees in Economics and Commerce from the University of Queensland. Recent transactions include BGS / Tongdow MOU, BGS / First Battery MOU, SDIC (China 2nd Largest Asset Manager)/ Confidential, Temerace Capital (Asset Fund Manager to China Battery Sector) / Confidential. Mr Langford is well known to the Chinese commodity sector and has relationships that are critical to furthering value in BGS's lithium assets.

James McKay

James McKay has more than 25 years' experience in the establishment and development of a number of large and successful businesses. He has built a reputation of closing successful deals and delivering value to stakeholders.

Mr McKay is the former chairman of successful Coal Seam Gas explorer Sunshine Gas Limited, having overseen that company's growth to join the ranks of Australia's Top 150 with a market capitalisation over \$1 billion prior to its merger with Queensland Gas Company.

He is the Chairman and co-founder of Walcot Capital, a private venture business specialising in developing resource projects in Africa. Walcot Capital has purchased and is currently working on the restart of the East Rand Proprietary Mine (ERPM) and its extensions. Walcot has also invested in a number of other projects across the gold and energy sectors.

He is also a shareholder and director of a funeral services group and the past president of the Australasian Cemeteries and Crematoria Association, the industry association for the cemetery and crematorium industry in Australia, New Zealand and the South Pacific.

Mr McKay is currently non-executive Chairman of ASX listed resource company, Comet Ridge Limited.

James brings to any board a strong commercial background and sound finance, business management and legal experience. He has strong board skills developed over different industries and board compositions. He holds both degrees in Commerce and Law from the University of Queensland.

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MEMBERS STATEMENT PURSUANT TO SECTION 249P OF THE CORPORATIONS ACT 2001 (CTH) DATED
31st JANUARY 2017

Dear fellow shareholders,

The Requisitioning Members (RM's), representing a collective group of more than 5% of the share registry of Birimian Limited, "BGS" or "the Company", reach out to all shareholders, with a very compelling, immediately implementable action plan. If executed as proposed, this plan should instil confidence in shareholders that the Company will develop into a world-class lithium producer, maximising the potential value of the Company.

The RM's recognise and appreciate that the Board of BGS identified and secured a prospective asset (Bougouni) and have in a short timeframe, generated an offer that may have resulted in a meaningful return to the Company.

However, the RM's believe that Bougouni is currently worth a substantial amount higher than the A\$107.5 million negotiated by the current Board. Furthermore, the current drilling program will likely result in an upgraded resource estimate that will demonstrate that the project is worth significantly more than the amount negotiated with Mingrui. In addition, to achieve a higher return, BGS should proceed with mining the deposit, as opposed to an asset sale, which could materially reduce the return on investment to shareholders.

To maximise shareholder return, the RM's strongly believe that the resolutions put forward, must be approved exactly as proposed, largely due to the following:

1. DISSATISFACTION WITH DIRECTORS ACTIONS

The actions of the Board, particularly during the period between the previous AGM and present day have eroded the RM's confidence in the current Board. On the 21st November 2016, the Company advised that it was "*involved in early stage negotiations with a third party relating to a potential acquisition or interest in the Company's Bougouni Lithium Project*". Two months later, the Board agreed with Shandong Mingrui Group (Mingrui), the terms of the deal to be presented to shareholders on conditions which appeared to suggest the Board believed fair/reasonable before the LOI progressed to binding.

The RM's believe the transaction and/or lack of detail in the announcement raises several concerns that appear unusual or perhaps strategically weak including:

- a. The Board proceeding with an offer of A\$107.5 million without confirming if an independent valuation had supported the offer;
- b. A professional approach to the transaction appears to not have been followed. For example, it appears no financial advisor/consultant had been appointed to:
 - i. Seek / solicit better offers;
 - ii. Provide a view of fairness of valuation & transaction terms; and
 - iii. Conduct thorough due diligence on Mingrui, a party connected to several other open offers.
- c. Key dimensions of the transaction appear to have been overlooked:
 - i. Corporate Structure for asset sale;
 - ii. Approval from Mali Government for Tax implications / Asset Transfer.
 - iii. No certainty as to what funds shareholders would receive.
- d. Timetable of key events and what is required for the transaction from an ASX perspective;
- e. No information provided regarding how funds are to be used should the asset sale be completed.

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2. IMPROVED DIRECTORSHIP QUALITY

The RM's strongly believe that the current Board, whilst suitable to acquire exploration tenements and operate efficiently at a small scale, does not feature the required skills to develop a mineral resource into a producing mine. It is the view of the RM's that new directors, with appropriate skills and expertise are required to replace some of the existing directors to enable the company to **progress** the development of Bougouni.

The RM's propose the nomination of Messrs Langford and McKay for the roles of directors of Birimian. The RM's believe they are more suitable for directorship than those proposed for removal as they both bring a wealth of experience and skills that the current Board lacks, including but not limited to:

- a. Demonstrated experience initiating transformative company growth by managing highly effective project development from the exploration and evaluation stage, through to permitting, financing, construction and production;
- b. Many years of experience performing integral roles within world-class resource projects valued in the AUD billions across both Africa and China;
- c. Proven track records of delivering on their ambitious objectives within proposed timelines;
- d. Extensive contacts and networks within the mining and resources industry, capital markets and lithium end-markets;
- e. Mr. Langford is willing to work without being paid a salary, but instead performance-based options.

3. ASSURANCE OF FUTURE DIRECTION


The RM's strongly believe that the resolutions put forward to shareholders, if approved as proposed, will provide a superior framework, which should enable the Company to:

- a. Develop and maintain relationships with existing and future partners, with parties that will ultimately form the backbone of the Company's development via binding off-take agreements, strategic partnerships and financing;
- b. Provide vision and direction, that should result in increased confidence from current and new shareholders;
- c. Accelerate the development of the Bougouni project which should increase its share market valuation as the project is de-risked and the Company moves toward generating cash flow;
- d. Increase transparency with shareholders via increased frequency and clarity of Company updates;
- e. Best endeavour to establish relationships and financing agreements with the most reputable partners available as quickly as possible;
- f. Reduce the risk of potential logistical challenges by furthering existing relationships with global logistics market leaders;
- g. Attract further high calibre appointments to the Board;
- h. Remain proficient in the areas required for the Board to conduct its current responsibilities and duties, whilst continuing to minimise corporate burn rate.

CONCLUSION

Management is arguably the most important aspect of a company to consider when conducting due diligence on a potential investment. Coupling an outstanding management team comprised of Mr Joyce, Mr Langford and Mr McKay with the world-class resource contained within the Bougouni Project, will enable the company to reach its full potential, maximising the return on investment for all shareholders. In order to transform this vision into a reality, it is with utmost consideration that the RM's urge you to vote **FOR** each resolution **EXACTLY** as proposed.

END OF MEMBERS STATEMENT

Lodge your vote: **Online:**
www.investorvote.com.au **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 AustraliaAlternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com**For all enquiries call:**
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000**Proxy Form****XX****Vote online**

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:**Control Number: 189267****SRN/HIN:**

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

 **For your vote to be effective it must be received by 11:00am (WST) Monday, 20 March 2017****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 or abstain as they choose (to the extent permitted by law). 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 for Postal Forms****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 help tab, "Printable 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.**GO ONLINE TO VOTE,
or turn over to complete the form** →

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 Birimian Limited 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 General Meeting of Birimian Limited to be held at the Hay/Rokeby Room, BDO (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia on Wednesday, 22 March 2017 at 11:00am (WST) and at any adjournment or postponement of that meeting.

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.

		For	Against	Abstain
Resolution 1	Election of Michael Langford as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of James Mckay as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Removal of Winton Willesee as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Removal of Hugh Bresser as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

THE CHAIRMAN OF THE MEETING INTENDS TO VOTE UNDIRECTED PROXIES AGAINST EACH ITEM OF BUSINESS.

In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / /