

16 April 2020

Dear Shareholder,

In light of the current Covid-19 situation and the mandated guidelines and restrictions on travel and public meetings including stay at home directions and the limitations on public gatherings of more than 2 people, your Directors have decided that special arrangements will need to apply to the Company's 2019 Annual General Meeting. Accordingly, your Directors have decided to hold the Annual General Meeting entirely online.

Details of the manner of such online participation by Shareholders will be made available via the ASX's website at asx.com.au (ASX Code: KPC) or the Company's website at kazakhpotash.com at least 48 hours prior to the scheduled time of the Meeting.

Accordingly, on behalf of your Directors, I am pleased to invite you to attend the virtual 2019 Annual General Meeting of Kazakhstan Potash Corporation Limited ACN 143 441 285 (**KPC** or **Company**) to be held at 11.00 am (Melbourne time) on Monday 18 May 2020.

Please find enclosed a Notice of Meeting, Explanatory Statement and Proxy Form for the Annual General Meeting. The Notice of Meeting (including the Explanatory Statement) sets out the items of business for the Annual General Meeting. Please take the time to carefully read those documents in their entirety.

To help you understand what the Notice of Meeting contains, below is a brief outline of the items of business that are proposed for the Annual General Meeting:

1. Consideration of the 2018 Annual Report of the Company.
2. Adoption of Remuneration Report.
3. Election of Mr Junheng Li as a Director.
4. Election of Mr Hao Chen as a Director.
5. Election of Mr Yuanzhi Jiang as a Director.
6. Election of Mr Kaihua Ge as a Director.
7. Election of Mr Andrew Chan as a Director.
8. Re-election of Mr Terence Wong as a Director.
9. Approval of issue of Convertible Notes.

While the 2019 Annual General Meeting of KPC has unfortunately been delayed, primarily due to the Company being unable to finalise its 2018 Annual Report within the time limits imposed by ASX and Corporations Act, your Directors intend holding the 2020 Annual General Meeting of KPC by the end of July 2020, subject to being able to complete the 2019 audit in a timely manner. ASIC has recently announced that due to Covid-19, companies will have a 2 month extension to hold its annual general meeting and that ASIC will take no action in relation to companies that take advantage of such an extension. It is also anticipated that the suspension of the Company's shares from trading on ASX will be lifted before then.

Kazakhstan Potash Corporation Limited | ACN: 143 441 285

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If you would like to vote on the items of business set out in the enclosed Notice of Meeting (and briefly outlined above), you should appoint a proxy, preferably the Chair of the Meeting, to vote on your behalf at the Annual General Meeting. Voting otherwise than by proxy will effectively not be permitted at the virtual Annual General Meeting. If appointing a proxy, the enclosed Proxy Form should be completed and returned to the Company (see the Notice of Annual General Meeting or the Proxy Form for further details) as soon as possible and, in any event, by no later than 11.00 am (Melbourne time) on Saturday, 16 May 2020. The Board encourages all Shareholders to appoint a proxy and to direct their proxy how to vote on each item of business including if the Chair is appointed your proxy.

If you have any queries in relation to the Annual General Meeting, please contact the company secretary, Mr Andrew Chan on +61 (0) 3 9221 6373.

Yours sincerely,



Madam Freada Cheung
Chair and Managing Director
Kazakhstan Potash Corporation Limited

Kazakhstan Potash Corporation Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that a virtual 2019 Annual General Meeting of the Shareholders of Kazakhstan Potash Corporation Limited ACN 143 441 285 will be held online on Monday, 18 May 2020 at 11.00 am. Details of the manner of participation by Shareholders will be made available to Shareholders online prior to the Meeting.

The accompanying Explanatory Statement has been prepared to provide Shareholders with an explanation of the items of business and the Resolutions to be proposed and considered at the Meeting.

The Explanatory Statement should be read in conjunction with this Notice of Meeting.

All documents should be carefully read in their entirety. If you are in any doubt about what to do, you should consult your legal, financial or other professional adviser.

AGENDA

Item 1: Financial and other Reports

To receive and consider the following reports of the Company for the financial year ended 31 December 2018:

- the Annual Financial Report;
- the Directors' Report; and
- the Auditor's Report.

There is no vote on this item of business.

Item 2: Adoption of Remuneration Report (Resolution 1)

To consider and, if thought fit, to pass the following resolution as an **advisory resolution** of the Company:

"That, for the purposes of section 250R (2) of the Corporations Act, the Remuneration Report for the Company for the financial year ended 31 December 2018 be adopted."

Under the Corporations Act, this Resolution is advisory only and does not bind your Directors or the Company. However, please refer to the Explanatory Statement for an explanation of the consequences of 25% or more eligible votes being cast against this advisory resolution.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's Key Management Personnel, details of whose remuneration are included in the Remuneration Report for the Company and their Closely Related Parties.

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However, under the Corporations Act, this voting exclusion does not apply to a vote cast on Resolution 1 by the Company's Key Management Personnel or their Closely Related Parties if:

- it is cast by a person as a proxy appointed in writing by a person entitled to vote that specifies how the proxy is to vote on Resolution 1; or
- it is cast by the person chairing the Meeting as an undirected proxy for a person entitled to vote which expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Item 3: Election of Mr Junheng Li as a Director (Resolution 2)

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

"That Mr Junheng Li, who retires in accordance with rule 3.3 of the Constitution of the Company, and being eligible, is elected as a Director of the Company."

Item 4: Election of Mr Hao Chen as a Director (Resolution 3)

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

"That Mr Hao Chen, who retires in accordance with rule 3.3 of the Constitution of the Company, and being eligible, is elected as a Director of the Company."

Item 5: Election of Mr Yuanzhi Jiang as a Director (Resolution 4)

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

"That Mr Yuanzhi Jiang, who retires in accordance with rule 3.3 of the Constitution of the Company, and being eligible, is elected as a Director of the Company."

Item 6: Election of Mr Ge Kaihua as a Director (Resolution 5)

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

"That Mr Ge Kaihua, who retires in accordance with rule 3.3 of the Constitution of the Company, and being eligible, is elected as a Director of the Company."

Item 7: Election of Mr Andrew Chan as a director (Resolution 6)

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

"That Mr Andrew Chan, who retires in accordance with rule 3.3 of the Constitution of the Company, and being eligible, is elected as a Director of the Company."

Item 8: Re-election of Mr Terence Wong as a Director (Resolution 7)

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

“That Mr Terence Wong, who retires by rotation in accordance with rule 3.6 of the Constitution of the Company, and being eligible for re-election, is re-elected as a Director of the Company.”

Item 9: Approval of issue of Convertible Notes and Shares to CWSI Group (Resolution 8)

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

“That under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 6.5 million convertible notes and 325 million Shares to CSWI Group Limited or its nominee as detailed in the Explanatory Statement accompanying this Notice of Meeting”.

Voting Exclusion Statement: In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 8 by or on behalf of CWSI Group and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares) or any of their associates.

However, under the ASX Listing Rules, this voting exclusion does not apply to a vote cast in favour of Resolution 8 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with the directions given to the proxy or attorney to vote on that Resolution in that way;
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with a direction given to the chair to vote on that Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Item 10: Approval of issue of Convertible Notes and Shares to Harvest Leader (Resolution 9)

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

“That under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 3.5 million convertible notes and 175 million Shares to

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Harvest Leader International Limited or its nominee as detailed in the Explanatory Statement accompanying this Notice of Meeting”.

Voting Exclusion Statement: In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 9 by or on behalf of Harvest Leader and any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares) or any of their associates.

However, under the ASX Listing Rules, this voting exclusion does not apply to a vote cast in favour of Resolution 9 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with the directions given to the proxy or attorney to vote on that Resolution in that way;
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with a direction given to the chair to vote on that Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Other Business

To consider any other business that may be lawfully brought forward.

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QUESTIONS AND COMMENTS BY SHAREHOLDERS

A reasonable opportunity will be given to Shareholders as a whole at the Annual General Meeting to ask questions about, or make comments on, the Company's Financial Report for the financial year ended 31 December 2018, the Directors' Report which includes the Remuneration Report and the management or performance of the Company and also to ask the Auditor or their representative questions relevant to the conduct of the audit, the preparation and content of their Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of its 2018 Financial Statements and the Auditor's independence in relation to the conduct of the audit.

Please note that technology limitations on Shareholder's participation at the Meeting may constrain a Shareholder's right to ask questions or make comments at the Meeting compared to that of a physical Meeting.

NOTES REGARDING PROXIES AND VOTING

Voting and determination of voting entitlement

For the purpose of Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined, for the purpose of voting entitlements at the Meeting, that Shares in KPC are taken to be held by those Shareholders registered at 7.00 pm on Saturday, 16 May 2020. Accordingly, only those persons will be entitled to attend virtually and vote at the Meeting.

On a show of hands, each Shareholder present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, will have one vote.

On a poll, every Shareholder present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, will have one vote for each Share held by the Shareholder.

Despite the above, all voting at the virtual Annual General Meeting will be conducted by means of a poll in respect of each Resolution.

Important Voting Information

The Company encourages all Shareholders to submit a proxy and to direct that proxy how to vote on the Resolutions. Voting otherwise than by proxy will not be permitted at the virtual Meeting

The Chair of the Annual General Meeting intends to vote all undirected proxies in favour of Resolution, subject to any applicable voting exclusion or restriction. However, the Chair of the Meeting is not permitted to vote an undirected proxy on Resolution 1 (Remuneration Report) unless the proxy expressly authorises the Chair to exercise the proxy in respect of such Resolution even if it is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

In respect of Resolution 1:

- if you intend to appoint a member of the KMP (such as one of the Directors other than the Chair) or a Closely Related Party as your proxy, please ensure that you direct them how to vote on that Resolution by marking the appropriate box for that Resolution; and
- if you intend to appoint the Chair as your proxy, you can direct the Chair how to vote by marking the appropriate box for that Resolution. Alternatively, in relation to the Chair only, you can choose not to mark a box and give the Chair your express authority to exercise an undirected proxy even if the Resolution concerned is connected directly or

indirectly with the remuneration of a member of the KMP (in which case, as outlined above, the Chair will vote in favour of Resolution 1, subject to any applicable voting exclusion or restriction).

If the Directors or another Key Management Personnel (other than the Chair) or a Closely Related Party is your proxy in respect of Resolution 1, and you fail to provide a voting direction, your vote will not be cast in respect of such Resolution.

Appointing a Proxy

A Shareholder entitled to attend and vote at the Meeting can appoint a proxy to attend and vote at the Meeting on their behalf. A proxy need not be a Shareholder.

Where a Shareholder is entitled to cast 2 or more votes, the Shareholder may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions).

A Proxy Form accompanies this Notice of Meeting. If you require a second proxy form, please contact the Company on +61 (0) 3 9221 6373. The Proxy Form contains important information and other instructions which you should read carefully.

Any instrument of proxy deposited or received by the Company in which the name of the appointee is not filled in will be deemed to be given in favour of the Chair of the meeting to which it relates.

Proxies given by corporate Shareholders must be executed in accordance with their constitutions or signed by a duly authorised officer or attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution of the Company to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit (subject to the exceptions set out above under "**Important Voting Information**" or other applicable voting exclusion or restriction).

For an appointment of a proxy to be effective, an instrument of appointment of a proxy (and any power of attorney or other authority under which it is signed or a certified copy of that power or authority) must be received by the Company, by hand delivery, email, post or facsimile using the details set out below, not less than 48 hours prior to the Meeting. That is, by 11.00 am on Saturday, 16 May 2020.

Address: The Company Secretary
Kazakhstan Potash Corporation Limited
Level 27, 101 Collins Street
Melbourne, Victoria, 3000

Facsimile: +61 (0)3 9221 6393

Email: andrewchan@kazakhpotash.com

Corporate Shareholders

Corporate Shareholders wishing to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this Meeting only or for all general meetings of KPC.

How undirected proxies held by the Chair of the Meeting will be voted

Subject to the Corporations Act and ASX Listing Rules and any applicable voting exclusion or restriction, the Chair of the Meeting intends to vote all undirected proxies in favour of each Resolution. However, KPC encourages all Shareholders who submit proxies including proxies in favour of the Chair to direct their proxy how to vote on the Resolution concerned.

Shareholders' attention is drawn to the "**Important Voting Information**" above relating to undirected proxies held by the Chair in relation to Resolution 1.

Shareholders should also note that any statement as to how the Chair of the Meeting intends to vote undirected proxies expresses the Chair's intention at the date of this Notice of Meeting and the Chair's intention may change subsequently. If there is a change to how the Chair intends to vote undirected notices at the Meeting, KPC will make an appropriate announcement to ASX stating that fact and explaining the reasons for the change.

In view of the current outbreak of coronavirus thereby limiting the ability of Shareholders to physically attend the Annual General Meeting in person, Shareholders are encouraged to appoint the Chair of the Meeting as their proxy and to direct the Chair as to how to vote on each Resolution.

As most Shareholders will not be able to physically attend the Meeting, they will nevertheless be given the opportunity to participate in the Meeting either online or by phone or both. Details of how Shareholders may participate will be made available prior to the Annual General Meeting.

GLOSSARY

A Glossary of terms used in this Notice of Meeting and Explanatory Statement is contained in the Explanatory Statement. Terms defined in the Glossary also apply to the accompanying Proxy Form, unless the context requires otherwise.



Mr Andrew Chan
Company Secretary
By order of the Board
Kazakhstan Potash Corporation Limited
16 April 2020

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared and is being provided to Shareholders of Kazakhstan Potash Corporation Limited (**KPC** or **Company**) in connection with the items of business to be considered at the virtual 2019 Annual General Meeting of Shareholders to be held online on Monday, 18 May 2020 at 11.00 am.

The purpose of this Explanatory Statement is to provide Shareholders with an explanation of the items of business and the Resolutions to be proposed and considered at the Meeting as set out in the Notice of Meeting. This Explanatory Statement forms part of the Notice of Meeting and should be read in conjunction with it.

Your Directors recommend that Shareholders carefully read this Explanatory Statement and the Notice of Meeting in full before making any decision in relation to the Resolutions.

If Shareholders are in any doubt about what to do, they should consult their legal, financial or other professional adviser.

If Shareholders wish to vote at the virtual Meeting they need to appoint a proxy.

Item 1: Financial and other Reports

The Company's 2018 Annual Report accompanies the Notice of Meeting and is also available online at the ASX's website at asx.com.au (ASX code: KPC).

Under Corporations Act, the business of the 2019 Annual General Meeting may include the consideration of the Annual Financial Report of the Company (which includes the Financial Statements and Directors' Declaration), the Directors' Report (which includes the Remuneration Report) and the Auditor's Report in respect of the financial year ended on 31 December 2018.

Except for the non-binding advisory resolution in respect of the Remuneration Report (refer to Resolution 1 below), neither the Corporations Act nor the Company's Constitution requires Shareholders to approve the Annual Financial Report, the Directors' Report or the Auditor's Report.

The Chair will take all reasonable steps to ensure that Shareholders are given a reasonable opportunity at the Annual General Meeting to ask questions about, or make comments on, these reports and also on the management or performance of the Company.

The Auditor or a representative of the Auditor is required to attend the Meeting and will be available (either by phone or online) to take Shareholders' questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of its 2018 Financial Statements and the Auditor's independence in relation to the conduct of the audit.

Item 2: Adoption of Remuneration Report (Resolution 1)

1. General

The Corporations Act requires listed companies such as KPC to put a Remuneration Report relating to director and executive remuneration for each financial year to a resolution of members at their annual general meeting. The Remuneration Report for the Company is available on pages 17 to 25 (inclusive) of the Company's 2018 Annual Report.

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Under section 250R (3) of the Corporations Act, the vote on the Remuneration Report is advisory only and does not bind your Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

If, at 2 consecutive annual general meetings of the Company, 25% or more of votes cast are against the adoption of the Remuneration Report, the Company will be required to put to Shareholders a resolution at the second annual general meeting proposing the calling of an extraordinary general meeting to consider the election of Directors of the Company (known as a “**spill resolution**”).

If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting (known as a “**spill meeting**”) within 90 days of the spill resolution. All of the Directors who were in office when the Remuneration Report (being, the report laid before the second annual general meeting) was approved by the Board (other than the Managing Director) will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting, those persons whose re-election as Directors is approved will remain directors of the Company.

The Company’s Remuneration Report for the year ended 31 December 2017 was adopted at the 2018 annual general meeting of the Company held on 17 May 2018 by more than 75% of the votes cast.

In compliance with section 300A of the Corporations Act, the Remuneration Report sets out the Company’s policy for determining the nature and amount (or value, as appropriate) of remuneration of the Directors and other key management personnel of the Company. The Board has a policy of generally ensuring that remuneration paid to Directors and management is, having regard to the particular circumstances of the Company, market-competitive and consistent with best practice while at the same time aligned to the achievement of strategic objectives and the creation of value for all Shareholders.

During this item of business, there will be opportunity for Shareholders as a whole at the Meeting to ask questions about, or make comments on, the Remuneration Report.

2. Resolution 1

Resolution 1 requires Shareholders to approve the Remuneration Report of the Company for the financial year ended 31 December 2018. The Remuneration Report forms part of the Directors’ Report for that financial year.

Resolution 1 is proposed as an advisory resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of that Resolution. However, please refer to paragraph 1 of item 2 above for an explanation of the consequences of 25% or more of eligible votes being cast against Resolution 1.

Shareholders’ attention is drawn to the voting exclusion statement in relation to Resolution 1 in the Notice of Meeting.

3. Board Recommendation

While the Directors approved the Remuneration Report, and noting that each Director has a personal interest in their own remuneration referred to in that Remuneration Report, the Board recommends that Shareholders vote in favour of Resolution 1.

Items 3, 4, 5, 6 and 7: Election of Directors (Resolutions 2, 3, 4, 5 and 6)

1. Background

Rule 3.3 of the Constitution provides that a Director who is appointed by the Board:

- (1) automatically retires at the next annual general meeting and is eligible for re-election by that general meeting; and
- (2) is not taken into account in deciding the rotation or retirement of Directors or the number of them to retire under rule 3.6 of the Constitution at that general meeting.

Mr Jheng Li, Mr Hao Chen, Mr Yuanzhi Jiang, Mr Ge Kaihua and Mr Andrew Chan have all been appointed Directors by the Board since the last annual general meeting of the Company held on 17 May 2018. Those Directors are required to retire at the 2019 Annual General Meeting of the Company in accordance with rule 3.3 of the Company's Constitution (outlined above). All those retiring Directors offer themselves for election at the Annual General meeting.

Shareholders should also note that under the ASX Listing Rules, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the listed entity.

2. Resolution 2 – Election of Mr Junheng Li

Mr Li was appointed by the Board as a Director on 14 January 2019.

Mr Li retires in accordance with rule 3.3 of the Constitution (outlined above) and, being eligible, offers himself for election at the Meeting.

Details of Mr Li's experience and expertise are contained on page 8 of the Company's 2018 Annual Report

3. Resolution 3 – Election of Mr Hao Chen

Mr Chen was appointed by the Board as a Director on 28 November 2019.

Mr Chen retires in accordance with rule 3.3 of the Constitution (outlined above) and, being eligible, offers himself for election at the Meeting.

Details of Mr Chen's experience and expertise are contained on page 9 of the Company's 2018 Annual Report

4. Resolution 4 – Election of Mr Yuanzhi Jiang

Mr Jiang was appointed by the Board as a Director on 12 November 2019.

Mr Jiang retires in accordance with rule 3.3 of the Constitution (outlined above) and, being eligible, offers himself for election at the Meeting.

Details of Mr Jiang's experience and expertise are contained on page 9 of the Company's 2018 Annual Report.

5. Resolution 5 – Election of Mr Kaihua Ge

Mr Ge was appointed by the Board as a Director on 3 December 2018.

Mr Ge retires in accordance with rule 3.3 of the Constitution (outlined above) and, being eligible, offers himself for election at the Meeting.

Details of Mr Ge's experience and expertise are contained on page 9 of the Company's 2018 Annual Report

6. Resolution 6 – Election of Mr Andrew Chan

Mr Chan was appointed by the Board as a Director (and Company Secretary) on 1 March 2020.

Mr Chan retires in accordance with rule 3.3 of the Constitution (outlined above) and, being eligible, offers himself for election at the Meeting.

Details of Mr Chan's experience and expertise are contained on page 10 of the Company's 2018 Annual Report

7. Board recommendation

The Board (with the exception of Mr Li as an abstention) recommends that Shareholders vote in favour of Resolution 2.

The Board (with the exception of Mr Chen as an abstention) recommends that Shareholders vote in favour of Resolution 3.

The Board (with the exception of Mr Jiang as an abstention) recommends that Shareholders vote in favour of Resolution 4.

The Board (with the exception of Mr Ge as an abstention) recommends that Shareholders vote in favour of Resolution 5.

The Board (with the exception of Mr Chan as an abstention) recommends that Shareholders vote in favour of Resolution 6.

Item 7: Re-election of Directors (Resolution 7)

1. Background

Rule 3.6 of the Constitution of the Company provides that at each annual general meeting of the Company one third of the Directors (excluding the Managing Director and any Director appointed by the Board under rule 3.3 (outlined above)) must retire from office and are eligible for re-election. In other words, the Managing Director and Directors appointed since the last annual general meeting of the Company are disregarded in determining those Directors who are required to retire by rotation under that rule 3.6.

Mr Terence Wong retires by rotation at the Annual General Meeting of the Company in accordance with rule 3.6 of the Constitution (outlined above).

2. Resolution 7 – Re-election of Mr Terence Wong

Mr Wong retires by rotation in accordance with rule 3.6 of the Constitution (outlined above) and, being eligible for re-election, offers himself for re-election at the Meeting.

Details of Mr Wong's experience and expertise are contained on page 8 of the Company's 2018 Annual Report

3. Board Recommendation

The Board (with the exception of Mr Wong as an abstention) recommends that Shareholders vote in favour of Resolution 7.

Item 8: Approval of Issue of Convertible Notes and Shares to CWSI Group (Resolution 8)

1. Background

KPC has entered into a binding term sheet (**CWSI term sheet**) with CWSI Group Limited (**CWSI Group**) which was formally approved by the Board on 29 February 2020 and announced to ASX on 20 March 2020.

Under the terms of the CWSI term sheet, CWSI agreed to subscribe for, or procure that its nominee subscribed for, and KPC agreed to issue, 6.5 million convertible notes having an aggregate face value of \$6,500,000 on the terms and conditions set out in CWSI term sheet.

The 6.5 million convertible notes are convertible at the option of the holder into 325 million Shares.

In addition, in consideration of CWSI Group entering into the CWSI term sheet and in lieu of interest payable under those convertible notes, KPC agreed to issue to CWSI Group (or its nominee) 325 million Shares.

While the CWSI term sheet is legally binding, KPC and CWSI Group agreed under the terms of that CWSI term sheet to negotiate more formal transaction documents based on the terms and conditions of the CWSI term sheet. If a more detailed agreement is not reached, then the CWSI term sheet will continue to govern the relationship between KPC and CWSI Group. KPC expects that more formal transaction documents will be agreed and executed by the parties.

2. About CWSI Group

CWSI Group is an international Asia venture company registered in Samoa.

It provides capital investment as well as hands-on development support, in order to accelerate the growth of its investments. Based in Hong Kong, CWSI focuses on investing in high growth venture companies. CWSI has rich Asia business experience and also provides consulting services for expansion to China and Asian countries.

3. ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed entity such as KPC can issue or agree to issue without the approval of its shareholders over any 12 months period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

An equity security, for the purposes of the ASX Listing Rules, includes a convertible note.

The proposed issue of 6.5 million convertible notes and 325 million Shares to CWSI Group or its nominee exceeds the 15% limit set out in ASX Listing Rule 7.1 (described above).

The proposed issue of convertible notes and Shares under Resolution 8 does not fall into any of the exceptions to ASX Listing Rule 7.1 (described above).

KPC therefore requires the approval of its Shareholders under ASX Listing Rule 7.1 (described above) in relation to the proposed issue of 6.5 million convertible notes and 325 million Shares.

Further, under the terms of the CWSI term sheet, the issue of the convertible notes is conditional upon (unless waived) the Company's shareholders in general meeting approving the issue of the convertible notes and Shares in accordance with the ASX Listing Rules and any other applicable law.

Accordingly, for the reasons set out above, KPC is asking Shareholders to approve the proposed issue of 6.5 million convertible notes and 325 million Shares to CWSI Group or its nominee under ASX Listing Rule 7.1.

If Resolution 8 is passed, KPC will be able to proceed with the proposed issue of 6.5 million convertible notes and 325 million Shares and utilise the funds raised in the manner described below. In addition, that issue will be excluded from the calculation of the number of equity securities that KPC can issue without the approval of its Shareholders under ASX Listing Rule 7.1 (described above).

Apart from Shareholder approval, there are no other conditions applicable to the proposed issue of Shares and convertible notes.

4. Key Terms and Conditions of CWSI Group convertible notes

The key terms of the convertible notes are as follows:

- Each convertible note will have a face value of \$1.00.
- Each convertible note is convertible into 50 Shares (i.e. a conversion price of 2 cents per Share).
- The holder of the convertible note may convert the convertible note at any time prior to the maturity of the convertible note. The Company has no right of conversion.
- The convertible notes mature on the 4th anniversary of their date of issue. On the date of maturity, the face value of all convertible notes which have not been converted must be repaid to the holder of those convertible notes.

- No interest is payable on the convertible notes. However, if the Company defaults in the payment of the face value of the convertible notes on the due date for payment, interest will accrue on the amount overdue at the rate of 9% per annum.
- The repayment of the face value of the convertible notes and any default interest will be secured by a general security interest over all the assets and other property of the Company. That security will rank equally with the equivalent security given to Harvest Leader as described below in relation to Resolution 9 but behind any security given to China – Asia Resources Fund to secure convertible notes held by it. China – Asia Resources Fund is an entity associated with the Chair and Managing Director of KPC.
- The convertible notes will not be quoted on ASX. Application will be made to ASX for quotation of Shares issued on conversion of the convertible notes.

The above is a summary of the key terms and conditions of the convertible notes proposed to be issued to CWSI Group or its nominee. Other terms and conditions will apply to those convertible notes which are usual in relation to the issue of convertible notes by a listed entity such as in relation to any default, insolvency or capital reorganisation and otherwise to ensure compliance with the ASX Listing Rules and Corporation Act (as applicable).

5. Resolution 8

Resolution 8 requests Shareholders to approve the proposed issue of 6.5 million convertible notes and 325 million Shares to CWSI Group or its nominee.

If all the convertible notes are converted, KPC will issue a further 325 million Shares.

KPC has currently approximately 1,619,000,000 Shares on issue.

If Resolution 8 is passed, CWSI Group or its nominee will have a substantial holding (as defined in the Corporations Act) of Shares in KPC.

Resolution 8 is proposed as an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of that Resolution.

Shareholders' attention is drawn to the voting exclusion statement set out in the Notice of Meeting.

6. Information required for Shareholder approval

In accordance with ASX Listing Rule 7.3, the following information is provided to Shareholders:

- KPC will issue the 6.5 million convertible notes and 325 million Shares to CWSI Group or an entity nominated by it. Such nominee will be an associate or otherwise related to CWSI Group.
- The total number of securities that will be issued with Shareholder approval under Resolution 8 is 6.5 million convertible notes and 325 million Shares. If those convertible notes are converted up to an additional 325 million Shares may be issued.
- A summary of the key terms and conditions of the convertible notes is set out in paragraph 4 above.

- The Company expects to issue the 6.5 million convertible notes and 325 million Shares within 14 days of the date of the Annual General Meeting and, in any event, no later than 3 months after the date of that Meeting or such longer period as ASX may allow.
- The 6.5 million convertible notes will be issued at a face value of \$1.00 per convertible note. No additional amount is payable for the issue of the 325 million Shares. CWSI Group has already advanced KPC the sum of \$6.5 million. The aggregate issue price of those 6.5 million convertible notes (namely, \$6.5 million) will be set off against the amount advanced to KPC.
- The funds made available by CWSI were used or will be used to settle liabilities on the Kazakhstan projects, make payments in relation to the Satimola transaction, discharge liabilities in connection with the general operations of the Company, fund the development work for the 3 Kazakhstan Projects and provide general working capital for KPC and its subsidiaries.

Except for the information set out above or elsewhere in this Explanatory Statement or the Notice of Meeting, the Board does not believe there is any other information applicable to the proposed issue of convertible notes and Shares that is material to the decision how to vote on Resolution 8.

7. What will happen if Resolution 8 is not approved

If Resolution 8 is not passed, the proposed issue of 6.5 million convertible notes and 325 million Shares will not proceed resulting in KPC having insufficient funds to repay the \$6.5 million advanced to it or to undertake all of the activities referred to above.

If Resolution 9 is not approved but Resolution 8 is approved (or vice-versa) or neither Resolution is approved the activities referred to above in relation to the intended use of funds will have to be scaled back accordingly and the Company will have to seek to raise additional capital in some other way.

The intended use of funds described above assumes that both Resolutions 8 and 9 are passed but those Resolutions are not interdependent.

8. Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 8.

Item 9: Approval of Issue of Convertible Notes and Shares to Harvest Leader (Resolution 9)

1. Background

KPC has entered into a binding term sheet (**Harvest Leader term sheet**) with Harvest Leader International Limited (**Harvest Leader**) which was formally approved by the Board on 29 February 2020 and announced to ASX on 20 March 2020.

Under the terms of the Harvest Leader term sheet, Harvest Leader agreed to subscribe for, or procure that its nominee subscribed for, and KPC agreed to issue, 3.5 million convertible notes having an aggregate face value of \$3.5 million on the terms and conditions set out in Harvest Leader term sheet.

In addition, in consideration of Harvest Leader entering into the Harvest Leader term sheet and in lieu of interest payable under those convertible notes, KPC agreed to issue to Harvest Leader (or its nominee) 175 million Shares.

While the Harvest Leader term sheet is legally binding, KPC and Harvest Leader agreed under the terms of that Harvest Leader term sheet to negotiate more formal transaction documents based on the terms and conditions of the Harvest Leader term sheet. If a more detailed agreement is not reached, then the Harvest Leader term sheet will continue to govern the relationship between KPC and Harvest Leader. KPC expects that more formal transaction documents will be agreed and executed by the parties.

2. About Harvest Leader

Harvest Leader is a company registered in the British Virgin Islands.

Harvest Leader is an investment fund based in Hong Kong that has its investments in, and focuses on, the fertilizer industry, most notable in the supply of mission critical fertilizer minerals for sustainable population growth. Its investments have included UK's potash flagship, Sirius Minerals.

3. ASX Listing Rule 7.1

As outlined above in relation to Resolution 8, broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed entity such as KPC can issue or agree to issue without the approval of its shareholders over any 12 months period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

An equity security, for the purposes of the ASX Listing Rules, includes a convertible note.

The proposed issue of 3.5 million convertible notes and 175 million Shares to Harvest Leader or its nominee exceeds the 15% limit set out in ASX Listing Rule 7.1 (described above).

The proposed issue of convertible notes and Shares under Resolution 9 does not fall into any of the exceptions to ASX Listing Rule 7.1 (described above).

KPC therefore requires the approval of its Shareholders under ASX Listing Rule 7.1 (described above) in relation to the proposed issue of 3.5 million convertible notes and 325 million Shares.

Further, under the terms of the Harvest Leader term sheet, the issue of the convertible notes and Shares is conditional upon (unless waived) the Company's shareholders in general meeting approving the issue of the convertible notes and Shares in accordance with the ASX Listing Rules and any other applicable law.

Accordingly, for the reasons set out above, KPC is asking Shareholders to approve the proposed issue of 3.5 million convertible notes and 175 million Shares to Harvest Leader or its nominee under ASX Listing Rule 7.1.

If Resolution 9 is passed, KPC will be able to proceed with the proposed issue of 3.5 million convertible notes and 175 million Shares and utilise the funds raised in the manner set out in relation to Resolution 8. In addition, as explained above in relation to Resolution 8, that issue will be excluded from the calculation of the number of equity securities that KPC can issue without the approval of its Shareholders under ASX Listing Rule 7.1 (described above).

Apart from Shareholder approval, there are no other conditions applicable to the proposed issue of Shares and convertible notes.

4. Key Terms and Conditions of Harvest Leader convertible notes

The key terms of the convertible notes are as follows (and are substantially the same as the terms of the convertible notes referred to in Resolution 8):

- Each convertible note will have a face value of \$1.00.
- Each convertible note is convertible into 50 Shares (i.e. a conversion price of 2 cents per Share).
- The holder of the convertible note may convert the convertible note at any time prior to the maturity of the convertible note. The Company has no right of conversion.
- The convertible notes mature on the 4th anniversary of their date of issue. On the date of maturity, the face value of all convertible notes which have not been converted must be repaid to the holder of those convertible notes.
- No interest is payable on the convertible notes. However, if the Company defaults in the payment of the face value of the convertible notes on the due date for payment, interest will accrue on the amount overdue at the rate of 9% per annum.
- The repayment of the face value of the convertible notes and any default interest will be secured by a general security interest over all the assets and other property of the Company. That security will rank equally with the equivalent security given to CWSI Group as described above in relation to Resolution 8 but behind any security given to China – Asia Resources Fund to secure any convertible notes held by it. China – Asia Resources Fund is an entity associated with the Chair and Managing Director of KPC.
- The convertible notes will not be quoted on ASX. Application will be made to ASX for quotation of Shares issued on conversion of the convertible notes.

The above is a summary of the key terms and conditions of the convertible notes proposed to be issued to Harvest Leader or its nominee. Other terms and conditions will apply to those convertible notes which are usual in relation to the issue of convertible notes by a listed entity such as in relation to any default, insolvency or capital reorganisation and otherwise to ensure compliance with the ASX Listing Rules and Corporation Act (as applicable).

5. Resolution 9

Resolution 9 requests Shareholders to approve the proposed issue of 3.5 million convertible notes and 175 million Shares to Harvest Leader or its nominee.

If all the convertible notes are converted, KPC will issue a further 325 million Shares.

KPC has currently approximately 1,619,000,000 Shares on issue.

If Resolution 9 is passed, Harvest Leader or its nominee will have a substantial holding (as defined in the Corporations Act) of Shares in KPC.

Resolution 9 is proposed as an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of that Resolution.

Shareholders' attention is drawn to the voting exclusion statement set out in the Notice of Meeting.

6. Information required for Shareholder approval

In accordance with ASX Listing Rule 7.3, the following information is provided to Shareholders:

- KPC will issue the 3.5 million convertible notes and 175 million Shares to Harvest Leader or an entity nominated by it. Such nominee will be an associate or otherwise related to Harvest Leader.
- The total number of securities that will be issued with Shareholder approval under Resolution 9 is 3.5 million convertible notes and 175 million Shares. If those convertible notes are converted up to an additional 175 million Shares may be issued.
- A summary of the key terms and conditions of the convertible notes is set out in paragraph 4 above.
- The Company expects to issue the 3.5 million convertible notes and 175 million Shares within 14 days of the date of the Annual General Meeting and, in any event, no later than 3 months after the date of that Meeting or such longer period as ASX may allow.
- The 3.5 million convertible notes will be issued at a face value of \$1.00 per convertible note. No additional amount is payable for the issue of the 175 million Shares. The aggregate issue price of those 3.5 million convertible notes (namely, \$3.5 million) is payable on or before the issue of those convertible notes or as otherwise agreed by the Board. If any part of the issue price of the convertible notes is advanced to KPC by Harvest Leader prior to the issue of the convertible notes, the amount so advanced will be set-off against the issue price otherwise payable for those convertible notes.
- The purpose of the proposed issue including the intended use of funds is the same purpose as explained above in relation to Resolution 8.

Except for the information set out above or elsewhere in this Explanatory Statement or the Notice of Meeting, the Board does not believe there is any other information applicable to the proposed issue of convertible notes and Shares that is material to the decision how to vote on Resolution 9.

7. What will happen if Resolution 9 is not approved

If Resolution 9 is not passed, the proposed issue of 3.5 million convertible notes and 175 million Shares will not proceed resulting in KPC having insufficient funds to repay any amount advanced to it by Harvest Leader (if Resolution 8 is not passed) or to undertake all of the activities referred to above.

If Resolution 8 is not approved but Resolution 9 is approved (or vice-versa) or neither Resolution is approved the activities referred to above in relation to the intended use of funds will have to be scaled back accordingly and the Company will have to seek to raise additional capital in some other way.

The intended use of funds described above assumes that both Resolutions 8 and 9 are passed but those Resolutions are not interdependent.

8. Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 9.

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GLOSSARY

In the Notice of Meeting, this Explanatory Statement and accompanying Proxy Form, the following terms have the following meanings, unless the context requires otherwise:

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

ASX Listing Rules or **Listing Rules** means the listing rules of ASX (as amended or waived from time to time).

Board means the board of directors of the Company.

Closely Related Party has the meaning given in section 9 of the Corporations Act and includes, in relation to a KMP, a spouse, dependent and certain other close family members, as well as companies controlled by a KMP.

Company or **KPC** means Kazakhstan Potash Corporation Limited ACN 143 441 285 (formerly Fortis Mining Limited).

Constitution means the constitution of the Company.

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

CWSI Group means CWSI Group Limited Company No. 72759, a company established in Samoa.

Director means a director of the Company.

Explanatory Statement means the explanatory statement which accompanies, and is incorporated as part of, the Notice of Meeting and includes any document annexed to it or incorporated by reference.

Harvest Leader means Harvest Leader International Limited BVI Company No. 2029050, a company established in the British Virgin Islands.

Key Management Personnel or **KMP** means each person having authority and responsibility for planning, directing and controlling the activities of the Company and its controlled entities, directly or indirectly, including any Director (whether executive or otherwise).

Meeting or **Annual General Meeting** means the 2019 Annual General Meeting of the Shareholders of the Company convened by way of the Notice of Meeting.

Notice of Meeting means the Notice of Annual General Meeting of the Shareholders of the Company dated 16 April 2020.

Proxy Form means the proxy form accompanying the Notice of Meeting and this Explanatory Statement.

Resolution means a resolution referred to in the Notice of Meeting.

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

Shareholder means a person or entity entered in the Company's register of members from time to time as the holder of Shares.

Words importing the singular include the plural and vice versa.

A reference to gender is a reference to all genders.

A reference to a person includes a reference to a body corporate and any other entity.

All references to time is to Melbourne time.

A reference to a nominee includes a transferee.

A reference to a document includes a reference to that document as amended or varied from time to time and includes its annexures and schedules.

A reference to "\$" or "dollar" is to Australian currency, unless the context otherwise requires.

The meaning of general words is not limited by specific examples introduced by "including", "for example", "such as" or similar expressions.

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Kazakhstan Potash Corporation Limited

PROXY FORM FOR 2019 ANNUAL GENERAL MEETING

I/We

of

am/are a member(s) of Kazakhstan Potash Corporation Limited ACN 143 441 285 and I/we appoint as my/our proxy:

of

or, if no person is named above or is absent, the Chair of the virtual Annual General Meeting of the Company, as my/our proxy to vote for me/us on my/our behalf at the virtual Annual General Meeting of the Company to be held online on Monday 18 May 2020 at 11.00 am and at any adjournment of that Meeting.

Important Notes: Shareholders who wish to vote at the Meeting should appoint a proxy and are encouraged to direct the proxy how to vote on each Resolution. The Chair of the Annual General Meeting intends to vote all undirected proxies in favour of all Resolutions, unless otherwise required by law.

Key Management Personnel: In relation to Resolution 1, if the Chair is your proxy or is appointed your proxy by default, unless you indicate otherwise by marking the appropriate box below, you will have expressly authorised the Chair to exercise your proxy in respect of that Resolution even if the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Other than in the circumstance contemplated above in respect of the Chair, Directors, other Key Management Personnel and their Closely Related Parties (see Notice of Meeting and Explanatory Statement) are not permitted to cast any votes in respect of Resolution 1 that arise from any undirected proxy that they hold. If the Directors or another Key Management Personnel (other than the Chair) or a Closely Related Party is your proxy, and you fail to provide a voting direction in respect of that Resolution, your vote will not be cast in respect of Resolution 1.

Note: If appointing a second proxy please state the number of Shares or the percentage of voting rights applicable to this Proxy Form.

Number of shares

OR

%

I/We direct my/our proxy to vote in respect of the Resolutions to be considered as indicated with an "X" below, and to vote or abstain in respect of any procedural resolution as my/our proxy thinks fit.

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		Board recommendation	For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Mr Junghen Li as a Director	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Hao Chen as a Director	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Mr Yuanzhi Jiang as a Director	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Mr Kaihua Ge as a Director	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Election of Mr Andrew Chan as a Director	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Re-election of Mr Terence Wong as a Director	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of issue to CWSI Group	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of issue to Harvest Leader	For	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no direction is given above, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of the Resolution to be considered by the Annual General Meeting and any adjournment of the Meeting (subject to the restrictions set out above or otherwise imposed by law).

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

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

This form should be signed by the Shareholder. If a joint holding, any of the joint Shareholders may sign. If signed by the Shareholder's attorney, the power of attorney must have been previously lodged with the Company or a certified copy attached to this Proxy Form. If executed by a company, the Proxy Form must be executed in accordance with the Company's constitution and the *Corporations Act*.

PROXY INSTRUCTIONS

Appointment of proxy

A member entitled to attend and vote at the Meeting can appoint a proxy to attend and vote at the Meeting on their behalf. A proxy need not be a Shareholder.

Where a member is entitled to cast 2 or more votes, the member may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions).

For an appointment of a proxy to be effective, an instrument of appointment of a proxy (and any power of attorney or other authority under which it is signed or a certified copy of that power or authority) must be received by the Company, by hand delivery, postage, facsimile or email using the details set out below, not less than 48 hours prior to the Meeting. That is, by 11.00 am on Saturday, 16 May 2020.

Address:	The Company Secretary Kazakhstan Potash Corporation Limited Level 27, 101 Collins Street Melbourne, Victoria, 3000
Facsimile:	+61 (0) 3 9221 6393
Email:	andrewchan@kazakhpotash.com

If you require a second Proxy Form, please contact the Company on +61 (0) 3 9221 6373

Signature(s)

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

- **Individual Holding:** The Shareholder must sign in the box.
- **Joint Holding:** If Shares are held in joint names, any of the joint Shareholders may sign in the box.
- **Attorney:** If you are signing this form as an Attorney, the Power of Attorney must have already been lodged with the Company or, alternatively, a certified copy of it must accompany this Proxy Form.
- **Companies:** Only duly authorised officer(s) can sign this form on behalf of a company. Please sign in the boxes provided which state the office held by the signatory, i.e. Director and Director, or Company Secretary and Director, or sole Director and sole Company Secretary