



REAL ESTATE
FINANCE
SETTLEMENT
INSURANCE

THE AGENCY GROUP AUSTRALIA LIMITED

ACN 118 913 232

NOTICE OF GENERAL MEETING

TIME: 10:00AM AWST
DATE: 1 March 2018
PLACE: 68 Milligan Street
PERTH WA 6000

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

Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary on +61 8 6380 2555.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the general meeting of the Shareholders to which this Notice of General Meeting relates will be held 10:00am WST on 1 March 2018 at 68 Milligan Street Perth WA 6000.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the general meeting are those who are registered Shareholders at 10:00am WST on 1 March 2018.

VOTING IN PERSON

To vote in person, attend the General Meeting at the time, date and place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of The Agency Group Australia Limited; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and

- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of The Agency Group Australia Limited members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

DEFINED TERMS

Capitalised terms in this Notice of General Meeting and Explanatory Statement are defined either in the “Glossary” Section or where the relevant term is first used.

ASX

A final copy of this Notice of General Meeting and Explanatory Statement has been lodged with ASX. ASX nor any of its officers takes any responsibility for the contents of this document.

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

1. RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES AND PLACEMENT OPTIONS

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

“ That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 96,000,000 Shares and 96,000,000 free-attaching Options on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 – ISSUE OF ADVISOR OPTIONS

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval be given for the issue of up to 20,000,000 Options to Patersons Securities Limited (and/or its nominees) with an exercise price of \$0.04 per Option and an expiry date of three years from the date of issue on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a 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 ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. RESOLUTION 3 - APPROVAL OF PLACEMENT SHARES AND PLACEMENT OPTIONS

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


“That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 54,000,000 Shares and 54,000,000 free-attaching Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a 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 ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides

Dated: 29 January 2018

By Order of the Board



Stuart Usher
COMPANY SECRETARY

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 which are the subject of the business of the Meeting.

1. RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES AND PLACEMENT OPTIONS

1.1 Background

On 14 December 2017, the Company lodged a Prospectus for the offer of 100,000,000 Shares at an issue price of \$0.02 per Share to raise \$2,000,000 (**Placement Shares**) (together with one free attaching Placement Option for every one Share subscribed for and issued, being 100,000,000 Placement Options) with the right to accept oversubscriptions of up to a further 50,000,000 Shares at an issue price of \$0.02 per Share to raise up to a further \$1,000,000 (together with one free attaching Placement Option for every one Share subscribed for and issued, being 50,000,000 Placement Options) (**Placement Offer**).

The Company successfully placed 96,000,000 Placement Shares and 96,000,000 Placement Options to institutional and sophisticated investors to raise \$1,920,000 (before costs) (**Placement**). Additional placement Shares and Placement Options are not able to be issued until Shareholder approval is received for the issue of these securities pursuant to Listing Rule 7.1 (refer to Resolution 3).

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the issue of 96,000,000 Shares and 96,000,000 Options Placement Options under the Placement.

1.2 Listing Rule 7.4

In accordance with Listing Rule 7.1, the Company must not, without obtaining Shareholder approval, subject to specified exceptions, issue or agree to issue more securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The effect of passing Resolution 1 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

Resolution 1 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

1.3 Technical information required by ASX Listing Rule 7.4

In accordance with Listing Rule 7.5, information is provided in relation to the Placement as follows:

- (a) 96,000,000 Placement Shares and 96,000,000 Placement Options were issued to institutional and sophisticated investors, none of which are related parties of the Company.
- (b) The Placement Shares were issued at an issue price of \$0.02 per Placement Share.
- (c) The Placement Options were issued for nil consideration, free-attaching to the Placement Shares.
- (d) The Placement Shares and Placement Options were issued on 28 December 2017.
- (e) The Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue and were issued on the same terms and conditions as the Company's existing Shares.
- (f) Funds raised from the Placement have been set-aside for general working capital purposes, East Coast expansion, acquisition of rent roll and acquisition of the wholly owned subsidiaries of ServTech Global Holdings Ltd. As at the date of this notice, \$200,000 has been spent on the East Coast expansion, \$60,000 for working capital purposes and \$140,000 being the costs of the placement offer.

- (g) The terms and conditions of the Placement Options are set out at Annexure A.
- (h) A voting exclusion statement is included in the Notice for Resolution 2.

1.4 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

2. RESOLUTION 2 – ISSUE OF ADVISOR OPTIONS

2.1 Background

On 16 November 2017, the Company entered into a mandate with Patersons Securities Limited. (**Patersons**) for Patersons to act as Lead Manager to the Placement Offer (**Lead Manager Mandate**). The key terms of the Lead Manager Mandate are set out in the Prospectus.

Pursuant to the Lead Manager Mandate, as part of the consideration for Patersons acting as Lead Manager to the Placement Offer, the Company agreed to issue up to 20,000,000 Adviser Options to Patersons.

A summary of Listing Rule 7.1 is set out in Section 1.1.

Resolution 2 seeks Shareholder approval for the grant of up to 20,000,000 Advisor Options to Patersons (and/or its nominees) as part consideration for acting as Lead Manager to the Placement Offer.

The effect of Resolution 2 will be to allow the Company to issue the Advisor Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

2.2 Technical information required by Listing Rule 7.1

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to Resolution 2:

(a) **Name of the persons**

Patersons Securities Limited and/or its nominees, including cornerstone investors and other brokers of the Placement Offer who fall within one of the exemptions contained in section 708 of the Corporations Act and are not related parties of the Company will be issued with the Advisor Options.

(b) **Maximum number of securities to be issued**

20,000,000 Advisor Options.

(c) **Date by which the entity will issue the securities**

It is anticipated that the Advisor Options will be issued within 7 days of the General Meeting. In any event, however, no Advisor Options will be issued later than three months after the General Meeting (other than to the extent permitted by any waiver or modification of the Listing Rules). It is intended that the issue of the Advisor Options will occur on the same date.

(d) **Issue price of the securities**

The Advisor Options will be issued for nil cash consideration as they will be issued as part consideration for Patersons acting as Lead Manager to the Placement Offer.

(e) **Terms of the securities**

The Advisor Options will each be exercisable at \$0.025 and have an expiry date of 3 years from the date of issue. The full terms of the Advisor Options are set out in Annexure B.

(f) **Intended use of the funds raised**

No funds will be raised from the issue of the 20,000,000 Advisor Options, which are being issued as part consideration for Patersons acting as Lead Manager to the Placement Offer.

2.3 Directors' recommendations

The Directors recommend that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – APPROVAL OF PLACEMENT SHARES AND PLACEMENT OPTIONS

3.1 General

Resolution 3 seeks Shareholder approval for the issue of up to **Error! Reference source not found.** Placement Shares and 54,000,000 Placement Options under the Prospectus dated 14 December 2017 at \$0.02 per Share to raise up to **\$Error! Reference source not found.** Refer to Section 1.1 for details of the Placement Offer pursuant to which the Placement Shares and Placement Options have been offered.

A summary of ASX Listing Rule 7.1 is set out in Section 1.1.

The effect of Resolution 3 will be to allow the Company to issue the Placement Shares and Placement Options pursuant to the Prospectus Offer, without using the Company's 15% annual placement capacity.

3.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the maximum number of Placement Shares to be issued is **Error! Reference source not found.**;
- (b) the maximum number of Placement Options to be issued is 54,000,000;
- (c) the Placement Shares and Placement Options will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of all the Placement Shares and Placement Options pursuant to will occur on the same date;
- (d) the Placement Shares will be issued at \$0.02 per Share;
- (e) the Placement Options were issued for nil consideration, free-attaching to the Placement Shares;
- (f) the terms and conditions of the Placement Options are set out at Annexure A;
- (g) None of the subscribers for the Placement Shares or Placement Options will be related parties of the Company;
- (h) the Placement Shares proposed to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (i) the Company intends to use the funds raised from the issue of the Placement Shares towards general working capital purposes, East Coast expansion, acquisition of rent roll and acquisition of the wholly owned subsidiaries of ServTech Global Holdings Ltd.

3.3 Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

4. ENQUIRIES

Shareholders are requested to contact Mr Stuart Usher on + 61 8 6380 2555 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

Advisor Option means an Option with the terms and conditions set out in Annexure B.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of The Agency Group Australia Limited.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means The Agency Group Australia Limited (ACN 118 913 232).

Constitution means The Agency Group Australia Limited constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of The Agency Group Australia Limited.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Lead Manager Mandate has the meaning in Section 2.1.

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

Option means an option to acquire a Share.

Optionholder means the holder of an Option.

Placement Offer has the meaning given in Section 1.1.

Placement Option has the meaning given in Section 1.1.

Placement Shares has the meaning given in Section 1.1.

Prospectus means the prospectus issued by the Company, dated 14 December 2017, and lodged with ASIC and released to ASX on that same date.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of General Meeting, 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 Agency Group Australia Limited.

Shareholder means a holder of a Share.

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

ANNEXURE A – TERMS AND CONDITIONS OF \$0.02 PLACEMENT OPTIONS

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.02 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on that date which is two (2) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on and from the date which is 30 days following completion of the Placement Offer until the Expiry Date (Exercise Period).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

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

(i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

ANNEXURE B – TERMS AND CONDITIONS OF \$0.025 ADVISOR OPTIONS

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.025 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on that date which is three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

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

(i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

PROXY FORM

THE AGENCY GROUP AUSTRALIA LTD
ACN 118 913 232

GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR:

the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 68 Milligan Street, Perth WA, on 1 March 2018 at 10:00am, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	RATIFICATION OF PLACEMENT SHARES AND PLACEMENT OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	ISSUE OF ADVISOR OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	APPROVAL OF PLACEMENT SHARES AND PLACEMENT OPTIONS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail
in relation to this Proxy Form:

YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to The Agency Group Australia, Suite 1, 437 Roberts Road, Subiaco WA 6008; or
 - (b) facsimile to the Company on facsimile number +61 8 9204 7956; orso that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.