

# PEAK OIL & GAS LIMITED.

(ABN 79 131 843 868)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (**Meeting**) of the Members of Peak Oil & Gas Limited (**Company**) will be held at The Institute of Chartered Accountants in Australia on Level 3 of 600 Bourke Street, Melbourne, Victoria] on Thursday 26 November 2015 commencing at 10:00 am (AEDT).

### 1. Annual Financial Report

**To receive and consider the Consolidated Financial Statements of the Company for the year ended 30 June 2015 and the reports of the Directors and Auditor thereon**

(Refer to Note 1 of the Explanatory Notes)

### 2. Resolution 1: Adoption of the Remuneration Report for the year ended 30 June 2015

To consider and if thought fit, to pass the following as a non-binding and advisory resolution in accordance with section 250R of the Corporations Act:

*“To adopt the Remuneration Report as included in the Directors’ Report for the year ended 30 June 2015.”*

(Refer to Note 2 of the Explanatory Notes and note that the vote on this resolution is advisory only and does not bind the Company or its Directors)

### 3. Resolution 2: To consider the election of RL Clark as a Director of the Company

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

*“That Mrs Raewyn Louise Clark, who retires as a Director pursuant to the Constitution and, being eligible, offers herself for election and is hereby elected as a Director of the Company.”*

(Refer to Note 3 of the Explanatory Notes)

### 4. Resolution 3 To consider the election of AP Armitage as a Director of the Company

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

*“That Mr Andrew Peter Armitage, who retires as a Director pursuant to the Constitution and, being eligible, offers himself for election and is hereby elected as a Director of the Company.”*

(Refer to Note 3 of the Explanatory Notes)

### 5. Resolution 4: Appointment of auditor

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

*“That, subject to the consent of the Australian Securities & Investments Commission to the current auditor resigning, to appoint Grant Thornton Audit Pty Ltd having consented in writing and been duly nominated in accordance with Section 328B(1) of the Corporations Act 2001, as Auditor of the Company with effect from the later of the conclusion of the 2015 Annual General Meeting and the day on which ASIC gives its consent.”*

(Refer to Note 4 of the Explanatory Notes)

### 6. Resolution 5: Approval of a 10% Placement Capacity under Listing Rule 7.1A

To consider and if thought fit, to pass the following resolution as a special resolution:

*“That for the purposes of Listing Rule 7.1A and for all other purposes, the issue of up to 10% of the Company’s share capital, calculated in accordance with Listing Rule 7.1A and on the terms and conditions set out in the Explanatory Memorandum, is approved.”*

(Refer to Note 5 of the Explanatory Notes)

By order of the Board  
**PEAK OIL & GAS LIMITED**



**Rae Clark**  
Company Secretary  
15 October 2015

## Explanatory Notes to the Business of the Meeting

### Note 1: Annual Financial Report of the Company

The Consolidated Financial Statements and related reports for the last financial year are contained in the Company's 2015 Annual Report and will be laid before the Meeting. While no resolution is required, Members are encouraged to ask questions of the Directors and the Auditor and make comments on the Consolidated Financial Statements and reports.

The Auditor responsible for preparing the Auditor's Report for the year ended 30 June 2015, (or his representative) will attend the Meeting via teleconference. The Chairman will also allow a reasonable opportunity for Members to ask the Auditor questions about the:

- (a) conduct of the audit;
- (b) preparation and content of the Auditor's Report;
- (c) accounting policies adopted by the Company in relation to the preparation of the Consolidated Financial Statements; and
- (d) independence of the Auditor in relation to the conduct of the audit.

To assist the Directors and the Auditor in responding to questions, please submit your questions by mail to Peak Oil & Gas Limited, Level 21, 500 Collins Street, Melbourne 3000 or by fax to +61 (0)3 8610 4799 or by email to [info@peakoil-gas.com](mailto:info@peakoil-gas.com) so they are received by no later than 5:00pm (ADST) on Thursday, 19 November 2015, being five (5) business days prior to the Meeting.

As required under section 250PA of the Corporations Act, at the Meeting the Company will distribute a list setting out the questions directed to the Auditor that have been received in writing from Members, being questions the Auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the Consolidated Financial Statements for the year ended 30 June 2015. The Chairman will allow reasonable opportunity for the Auditor to respond to the questions set out in this list.

### Note 2: Resolution 1 - Remuneration Report

The Remuneration Report, which is included in the Directors' Report section of the Company's 2015 Annual Report, will be laid before the Meeting. While the resolution to adopt it is not binding on the Company or the Directors, Members are encouraged to ask questions and make comments on the Remuneration Report. You should also note that the following voting restrictions apply in relation to voting on the Remuneration Report.

#### Voting exclusion statement

A vote may not be cast (in any capacity) on Resolution 1 by or on behalf of any of the following persons:

- (a) a member of the *Key Management Personnel*, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of a member of the Key Management Personnel.

However, a person described in (a) or (b) may cast a vote on Resolution 1 if:

- (c) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and

- (d) the vote is not cast on behalf of a person described in (a) or (b).

The Directors unanimously recommend eligible Members vote in favour of adopting the Remuneration Report.

### Note 3: Resolutions 2 and 3 - Election of Directors

Resolution 2. The Company's Constitution requires that where a person is appointed as an additional director since the last Annual General Meeting that person must retire from office under Rule 8.1 (f) of the Constitution but is eligible for election. Mrs Clark retires in accordance with that Rule and is seeking election at the Meeting. The Directors, other than Mrs Clark, unanimously recommend all Members vote in favour of the election of Mrs Clark.

Resolution 3. The Company's Constitution requires that where a person is appointed as an additional director since the last Annual General Meeting that person must retire from office under Rule 8.1 (f) of the Constitution but is eligible for election. Mr Armitage retires in accordance with that Rule and is seeking election at the Meeting. The Directors, other than Mr Armitage, unanimously recommend all Members vote in favour of the election of Mr Armitage.

### Note 4: Resolution 4 – Appointment of Auditor

HLB Mann Judd (WA Partnership) has been the Company's auditor for a number of years. Given the relocation of the Company's office and management to Melbourne from Perth early in 2015, the directors believe it is beneficial for the Company to have a Melbourne-based auditor and recommend the appointment of Grant Thornton Audit Pty Ltd as auditor of the Company. Under the Corporations Act, members must approve the appointment of a new auditor.

HLB Mann Judd (WA Partnership) has indicated that it will submit its resignation as auditor to the Company and will apply to the Australian Securities & Investment Commission (ASIC) for consent to resign, effective from the later of the conclusion of the 2015 Annual General Meeting and the day on which ASIC gives it consent prior to the Annual General Meeting.

Grant Thornton Pty Ltd has agreed to provide its consent to this appointment, subject to ASIC consenting to the resignation of HLB Mann Judd (WA Partners) as auditor of the Company and the approval by members.

On the assumption that ASIC consents to Grant Thornton Pty Ltd's resignation as auditor, Ernest Geoffrey Albers, as a member of the Company, has nominated Grant Thornton Pty Ltd of 525 Collins Street Melbourne Victoria to act as the auditor of the Company. In accordance with section 328B(3) of the Corporations Act, a copy of the notice of nomination is included at the end of these explanatory notes.

The Directors recommend that Members vote in favour of this resolution.

### Note 5: Resolution 5 - Approval of 10% Placement Capacity under Listing Rule 7.1A

Under Resolution 5, the Company is seeking Members' approval of a Special Resolution to renew the Company's capacity to issue the maximum number of additional equity securities permitted under ASX Listing

Rule 7.1A. This Listing Rule (**LR**) permits the placement of new equity securities (calculated in accordance with LR 7.1A.2) of up to 10% of the number of fully paid ordinary shares (**Shares**) in the Company on issue 12 months before the issue date or the date of agreement to issue the additional equity securities (**10% Placement**). As Resolution 5 is a Special Resolution, it requires approval of 75% of the votes cast by Members present and eligible to vote at the Meeting. The 10% Placement may comprise any equity securities as defined by ASX Listing Rules.

As at the date of the Notice, the Company has not issued any equity securities under LR 7.1A.2 pursuant to the approval provided by Members at the 2013 Annual General Meeting.

#### **Eligibility criteria**

Under LR 7.1A an eligible entity may, subject to shareholder approval by way of special resolution, make such a 10% Placement in addition to the 15% new issue capacity available to ASX-listed entities under LR 7.1. An eligible entity for the purposes of LR 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is not included in the S&P/ASX 300 Index and has a market capitalisation of significantly less than \$300 million, so is an eligible entity.

#### **Placement capacity under Listing Rule 7.1A**

As at the date of this Notice, the Company had 680,253,247 ordinary shares on issue. Therefore, in addition to any equity securities it can issue under LR 7.1, if Resolution 5 is approved, the Company will have capacity to issue up to 68,025,324 equity securities under LR 7.1A, being up to 10% of the 680,253,247 fully paid ordinary shares presently on issue. However, the number of equity securities that may be issued under LR 7.1A may increase beyond 68,025,324, as the actual number of fully paid shares on issue may increase by the date of any issue that may be made should Resolution 5 be approved.

#### **Minimum issue price**

In accordance with LR 7.1A, equity securities issued under the 10% Placement can only be issued at a price that is equivalent to not less than 75% of the volume weighted average price (**VWAP**) of the Company's equity securities of the same class calculated over the 15 trading days on which trades in its Shares were recorded immediately before:

- the date on which the issue price of the equity securities is agreed; or
- the issue date (if the equity securities are not issued within five trading days of the date on which the issue price is agreed).

#### **Placement period**

Shareholder approval of the 10% Placement under LR 7.1A is valid from the date of the Meeting until the earlier to occur of:

- 12 months after the date of the Meeting; and
- the date of approval by Members of a transaction under LR 11.1.2 (a significant change to the

nature or scale of activities) or LR 11.2 (disposal of main undertaking), or such longer period if allowed by ASX. (The approval of Members to the 10% Placement under LR 7.1A will cease to be valid in the event that Members approve a transaction under LR 11.1.2 or 11.2.)

Shareholder approval under LR 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or it is included in the S&P/ASX 300 Index at some time during the placement period; provided the Company meets the criteria under LR 7.1A on the date of the Meeting.

#### **Dilution to existing shareholdings**

If Resolution 5 is approved by Members and the Company issues equity securities under the 10% Placement, there is a potential risk of economic and voting dilution to existing Shareholders as a result.

Further, as the market price of the equity securities may be significantly lower on the issue date of the 10% Placement than on the date of approval at the Meeting, and because equity securities may be issued at a price that is at a discount to the market price on the issue date, there is a risk that the 10% Placement may raise less funding than it would based on current market prices.

The economic dilution will reflect that existing Shareholders who do not participate in the 10% Placement will have their underlying economic interests in the Company's assets diluted pro rata to the dilution in their shareholdings.

Additionally, as the issue price of any equity securities issued under the 10% Placement capacity may be at a discount to the equivalent VWAP of the Company's Shares traded over the 15 trading days prior to their issue price being set or the equity securities being issued, a further economic effect of such a placement may be a reduction in the market price or value of their then existing equity holding in the capital of the Company. Whether such a reduction in market price or value occurs, and if so for how long it continues, will depend on factors not presently known, including the purpose for which the 10% Placement may be made. The converse outcomes may also occur.

It is not possible to set out further economic effects which may arise from the 10% Placement, as they are unknown in advance of such a placement being made.

#### **Details of all issues of equity securities by Peak during the 12 months preceding the date of the meeting as required by Listing Rule 7.3A6.**

No equity securities were issued by Peak during the 12 months preceding the date of the meeting.

#### **Table showing various hypothetical scenarios as required by Listing Rule 7.3A.2**

As required by LR 7.3A.2, the table below shows a number of hypothetical scenarios for the 10% Placement where Variable "A" in the formula in LR 7.1A.2 (representing the Company's share capital) has increased by either 50% or 100% and the share price has decreased by 50% or increased by 100% from the approximate share price as at the date of this Notice.

<b>DILUTION</b>				
<b>Variable "A" in LR 7.1A.2 is presently 680,253,247 fully paid shares</b>		<b>10% Placement Issue Price \$0.001 (being a 50% decrease from current Share Price)</b>	<b>10% Placement Issue Price \$0.002 (being the current Share Price)</b>	<b>10% Placement Issue Price \$0.004 (being a 100% increase in Issue Price above current Share Price)</b>
<b>Current Capital comprises 680,253,247 shares</b> <b>No increase in capital. Variable A remains 680,253,247 shares</b>	<b>Number of Shares</b>	68,025,324	68,025,324	68,025,324
	<b>Funds raised (excluding capital raising costs)<sup>1</sup></b>	\$68,025	\$136,050	\$272,101
<b>50% increase in capital to 1,020,379,871 shares by issue of 340,126,624 shares. Variable A increases to 1,020,379,871 shares</b>	<b>Number of Shares<sup>2</sup></b>	102,037,987	102,037,987	102,037,987
	<b>Funds raised<sup>1</sup></b>	\$102,038	\$204,076	\$408,152
<b>100% increase in capital<sup>2</sup> to 1,360,506,494 shares by issue of 680,253,247 fully paid shares. Variable A increases to 1,360,506,494 fully paid shares</b>	<b>Number of Shares<sup>3</sup></b>	136,050,649	136,050,649	136,050,649
	<b>Funds raised<sup>1</sup></b>	\$136,051	\$272,101	\$544,203

<sup>1</sup> Rounded to nearest whole dollar

<sup>2</sup> No of Shares rounded to nearest whole Share

The table has been prepared on the following hypothetical assumptions but the Company does not represent the assumptions will necessarily occur:

- the Company issues the maximum number of Shares available under the 10% Placement.
- any increase in Variable A (being the Company's issued share capital at the time of issue under the 10% Placement) is due solely to an issue of Shares which is an exception in LR 7.2; for example a pro-rata rights issue. However, a 15% placement under LR 7.1 does not increase Variable "A" for the purposes of calculating the placement capacity under LR 7.1A.
- the table shows only the effect of issues of shares under LR 7.1A, not under the 15% placement capacity available to ASX listed entities under LR 7.1.
- the table does not show the dilution that may be caused to any particular Shareholder by reason of placements of Shares under LR 7.1A, based on that Shareholder's holding at the date of the Meeting. For instance, Shareholders will have different outcomes depending on whether or not they participate in a pro-rata issue which has the effect of increasing Variable "A"; and
- the current price for shares is assumed to be \$0.002, being the price on 13 October 2015 immediately prior to lodgement of this Notice with ASX.

#### **Purpose of the 10% Placement**

The Company may seek to issue equity securities under the 10% Placement:

- at a cash issue price, in which case the Company would use the funds for existing projects, to fund new venture opportunities, as working capital generally or for other corporate purposes; or
- for a non-cash consideration, such as for the acquisition of new assets or investments, subject to any applicable ASX requirements.

In either case, the cash issue price or the value of the non-cash consideration must comply with the minimum issue price noted above.

The most probable purpose of a 10% Placement will be to fund ongoing working capital generally or, if the Company should make any acquisition(s), fund or partially fund such acquisition(s).

If equity securities under the 10% Placement are issued for a non-cash consideration then the Company will provide, and release to the market, a valuation of the non-cash consideration that demonstrates the issue price of the equity securities under the 10% Placement complies with the requirements of LR 7.1A. Such a valuation may be provided by an independent expert or by the Directors, provided in the latter case the Directors have appropriate expertise to value the relevant non-cash consideration and the report contains a similar level of analysis and is of a similar standard to an independent expert's report.

### **Allocation policy**

The allottees of any equity securities to be issued under the 10% Placement capacity have not yet been determined. However, the allottees of equity securities could consist of current shareholders or new investors (or both), none of whom will be related parties of the Company.

No priority of application will be accorded to existing shareholders and, unless the 10% Placement was made with disclosure, the allottees will be excluded offerees under section 708(8), 708(10) or 708(11) of the Corporations Act.

Subject to the above provisos, the Company will determine the allottees and the manner of their selection at the time of the issue of the 10% Placement, having regard for the following factors:

- the purpose of the issue of equity securities;
- alternative methods for raising funds available to the Company at that time including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- the effect of the issue of equity securities on the control of the Company;
- the circumstances of the Company including, but not limited to, the financial position and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisors (if applicable).

### **Voting exclusion for Resolution 5**

A vote may not be cast (in any capacity) on Resolution 5 by or on behalf of a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

The Company will not disregard a vote if it is cast 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.

At the date of the Notice the Company had not approached any Member or an identifiable class of Members to participate in the issue of equity securities. No Member's vote will therefore be excluded under the voting exclusion statements in the Notice.

Members should be aware that the Directors and their Associates may not participate in the placement of any equity securities pursuant to this resolution by virtue of the restrictions contained in LR 10.11 relating to placements of securities to related parties.

### **Recommendation**

As at the date of the Notice containing these Explanatory Notes, the Company has no plans to raise additional capital utilising the 10% Placement authority provided by Resolution 5. However, many eligible resource companies are, as a matter of corporate prudence, seeking to obtain this form of available shareholder approval to enable capital raisings to be made, if

appropriate, during the 12 months following the Meeting. Accordingly, Members' approval of Resolution 5 is considered prudent.

The Directors believe Resolution 5 will provide the Company with the flexibility to raise capital quickly if advantageous terms are available or if required for funding the Company and where doing so is in the best interests of the Company.

The Directors unanimously recommend that all Members vote in favour of Resolution 5.

### **Voting Generally**

- The Company has determined that, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cwth), the holders of shares of the Company who are on the Company's share register as at 11:30am (ADST) on 24 November 2015 will be taken for the purposes of the Meeting to be held by the persons who held them at that time. Accordingly, those persons will be entitled to attend and vote at the Meeting.
- A Member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Member's voting rights.
- A proxy duly appointed need not be a Member.
- A proxy form accompanies this Notice and, to be effective, the executed proxy form and any document necessary to show the validity of the proxy form must be lodged with the Company not less than 48 hours before the time appointed for the Meeting. Any proxy form lodged after that time will be treated as invalid.
- Directors and Officers of corporate shareholders should note that unless the corporate shareholder either:
  - (a) completes and lodges with the Company a valid form of appointment of proxy in accordance with the instructions on the enclosed proxy form; or
  - (b) completes and either lodges with the Company prior to the Meeting a form of appointment of personal representative in accordance with the provisions of Section 250D of the Corporations Act or causes such personal representative to attend the Meeting with such form of appointment; or
  - (c) has appointed an attorney,

and such proxy, personal representative or attorney attends the Meeting, then such corporate shareholder will be unable to exercise any votes at the Meeting.

- Proxy and corporate appointment of representative forms may be returned to the Company in the manner detailed at point 6 on the reverse of the proxy form.
- Corporate shareholders should comply with the execution requirements set out above and on the reverse of the proxy form and otherwise comply with the provisions of Section 127 of the Corporations Act, as detailed at point 7 on the reverse of the proxy form.
- Completion of a proxy form will not prevent individual Members from attending the Meeting in person if they wish. Where a Member completes and lodges a valid proxy form and attends the Meeting in person then the proxy's authority to speak and vote for that Member is suspended while the Member is present at the Meeting.
- Where a proxy form or form of appointment of personal representative is lodged and is executed under power of attorney the power of attorney must be lodged in like manner as a proxy.

**13 October 2015**

The Company Secretary  
Peak Oil & Gas Limited  
Level 21  
500 Collins Street  
Melbourne VIC 300

To the Company Secretary,

**Nomination of Auditor – Peak Oil & Gas Limited**

I, Ernest Geoffrey Albers, being a shareholder of Peak Oil & Gas Limited ('the Company'), hereby give written notice pursuant to Section 328B(1) of the Corporations Act of the nomination of Grant Thornton Audit Pty Ltd for appointment as Auditor of the Company at the next Annual General Meeting to be held on 26 November 2015, or at any adjournment of the meeting.

Signed



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Ernest Geoffrey Albers

# PROXY FORM PEAK OIL & GAS LIMITED (ABN 79 131 843 868)

Peak Oil & Gas Limited.  
 Level 21, 500 Collins Street  
 Melbourne Vic 3000  
 Fax: +61 3 8610 4799

I/We (name of Member) .....

of (address) .....

being a Member/Members of Peak Oil & Gas Limited (**Company**) HEREBY APPOINT

(name) ..... or, failing that person, then the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at The Institute of Chartered Accountants in Australia on Level 3 of 600 Bourke Street, Melbourne, Victoria on 26 November 2015 commencing at 10:00 am (ADST) and at any adjournment thereof.

**INSTRUCTIONS AS TO VOTING ON RESOLUTIONS** To indicate your instructions mark

If no directions are given my/our proxy may vote as he/she thinks fit or may abstain. Otherwise my/our proxy is to vote as follows:

**ORDINARY RESOLUTIONS**

**FOR                      AGAINST                      ABSTAIN**

Resolution 1: Adoption of Remuneration Report

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Resolution 2: Election of RL Clark as Director

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Resolution 3: Election of AP Armitage as Director

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Resolution 4: Appointment of Auditor

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**SPECIAL RESOLUTION**

Resolution 5: Approval of 10% placement Capacity

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**CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES**

Subject to the operation of the express voting exclusions contained in the Explanatory Notes to the Notice of Meeting, the Chair's intention is to vote an undirected proxy in favour of each resolution to be put to the Meeting, even if he has an interest in the outcome of the resolution/s. You should be aware that votes so cast by the Chair of the Meeting as your proxyholder will not be disregarded because of that interest.

If no direction is given above or if more than one box is marked in relation to a resolution, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of that resolution at the Meeting and any adjournment thereof.

**If you are appointing more than one proxy, you must complete the following statement**

My total voting right is \_\_\_\_\_ shares. This Proxy is appointed to represent \_\_\_\_\_ % of my voting right or if 2 proxies are appointed Proxy 1 represents \_\_\_\_\_ % and Proxy 2 represents \_\_\_\_\_ % of my total votes. If no direction is given above or if more than one box is marked in relation to a resolution, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of that resolution at the Meeting and any adjournment thereof.

**Signature(s)**

Date

Individual or  
Joint Shareholder 1

Director/ Sole Director with no  
Company Secretary

Joint Shareholder 2

Director/Company Secretary

Joint Shareholder 3

Sole Director & Sole Company  
Secretary

**INSTRUCTIONS FOR APPOINTMENT OF PROXY**

1. A Member entitled to attend and vote at a General Meeting of the Company is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Member's voting rights.
2. A duly appointed proxy need not be a Member.
3. This proxy form and any document necessary to show the validity of the form must be lodged with the Company not less than 48 hours before the time appointed for the meeting. Any proxy lodged after that time will be treated as invalid.
4. In the case of joint holders of shares in the Company, all holders must sign.
5. Directors and Officers of corporate shareholders should note that unless the corporate shareholder either:
  - (i) completes and lodges with the Company a valid form of appointment of proxy; or
  - (ii) completes and either lodges with the Company a form of appointment of or certificate of appointment of personal representative in accordance with the provisions of Section 250D of the Corporations Act (**Act**) or causes such personal representative to attend the meeting with such form of appointment or certificate; or
  - (iii) has appointed an attorney, and such proxy, personal representative or attorney attends the relevant meeting, then such corporate shareholder will be unable to exercise any votes at the relevant meeting.
6. Proxy and corporate representative appointment forms may be returned to the Company by delivery (by hand, mail, courier or facsimile) to the Company. at its Registered Office.

Corporate shareholders should comply with the provisions of Section 127 or Section 204A of the Act as applicable. Section 127 of the Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company; or
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary - that director. In this case the signatory must state this next to their signature.

Section 204A of the Act permits a proprietary company that does not have a company secretary to validly execute an instrument appointing a proxy if it is executed by the sole company director of that company and the person signing the proxy states that next to their signature.

For the Company to rely on the assumptions set out in sections 129(5) and (6) of the Act, a document must appear to have been executed in accordance with section 127(1) or (2) or section 204A of the Act. This effectively means the status of the person(s) signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) or section 204A as applicable. In all cases the person or persons signing the instrument of proxy will be deemed to have warranted and represented to the Company that the proxy is executed in accordance with sections 129(5) and (6) of the Act or section 204A of the Act as relevant.

Where a Member completes and lodges a valid proxy form and attends a meeting in person then the proxy's authority to speak and vote for that Member is suspended while the Member is present at that meeting.

Where a proxy form or form of appointment of or certificate of appointment of personal representative is lodged and is executed under power of attorney the power of attorney must be lodged in like manner as a proxy.