

## **Notice of Annual General Meeting**

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**NOTICE IS HEREBY GIVEN** that the thirty second Annual General Meeting of Shareholders of Austpac Resources N.L. will be held at the **Royal Exchange, 1 Gresham Street, Sydney**, on **Thursday, 26<sup>th</sup> November 2015 at 4pm.**

### **BUSINESS**

- 1. Financial Statements, Report of the Directors, Remuneration Report and Report of the Auditors**  
To receive and consider the Statements of Comprehensive Income, Statement of Changes in Equity, Statements of Financial Position, Statements of Cash Flows, Report of the Directors, Remuneration Report and Report of the Auditors for the year ended 30 June 2015.
- 2. Election of Directors**  
In accordance with Article 41, Mr Terry Cuthbertson retires and being eligible offers himself for re-election.  
**2.1** To resolve that Mr Cuthbertson be elected a Director.
- 3.** To transact any other business which may be brought before the meeting in accordance with the Articles of the Company.

### **BY ORDER OF THE BOARD**

N.J. Gaston  
Secretary  
20 October 2015

#### **ADDITIONAL**

#### **INFORMATION – VOTING EXCLUSIONS**

In accordance with the Corporations Act, any votes will be disregarded made by or on behalf of any person who is disclosed in the Remuneration Report (appearing in Resolution 1) as a member of the key management personnel including any Director or a closely related party of any key management personnel, in relation to the proposed Resolution 1.

However, a vote will not be disregarded if:

- It is cast by a person as proxy for a person who is permitted 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 permitted to vote, in accordance with a direction on the proxy form to vote as the proxy decides;

Definitions:

- (a) “Key management personnel” are people having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, and includes Directors.
- (b) “Closely related parties” includes certain family members and dependents of key management personnel and companies they control.

A shareholder entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote instead of the member. A proxy need not be a member of the Company. Where two proxies are appointed, each proxy must be appointed to represent a specific portion of the member's voting rights. Proxy forms must be received by the Company at the principal office at least 48 hours before the time for the holding of the meeting.

## PROXY FORM

\*I/We  
of .....  
being a member/s of Austpac Resources N.L. hereby appoint .....  
of .....  
or .....

or failing him, or if no person is named, the Chairman of the Meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of Members to be held on Thursday 26 November 2015 at 4pm and at any adjournment thereof. Should the member wish to direct the proxy how to vote, place a tick in the appropriate box against each item hereunder, otherwise the proxy may vote as he thinks fit or abstain from voting.

I/We instruct my/our proxy to vote in the following manner:

BUSINESS	FOR	AGAINST
1. Adoption of Reports and Accounts .....	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Directors		
2.1 To resolve that Mr Terry Cuthbertson be elected a Director.....	<input type="checkbox"/>	<input type="checkbox"/>

### Chairman's Voting Intentions

The Chairman's intention in relation to undirected proxies is to vote in accordance with the proposed resolutions.

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 1 as set out above and in the Notice of Meeting. **If you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chairman of the Meeting will not cast your votes on those resolutions.** If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the voting boxes above (for example if you wish to vote against a resolution) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Resolution 1).

The Chairman of the Meeting intends to vote all available proxies **in favour** of Resolution 1.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 1 (except where I/we have indicated a different voting intention above) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of these resolutions and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

Dated this ..... day of .....2015

Signature of Member.....

**Please note:** If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), you can direct the Chairman of the Meeting to vote for or against Resolution 1 (which includes the remuneration report) by marking the appropriate box opposite those resolutions. However, note that if the Chairman is your proxy and you do not mark any of the boxes opposite Resolution 1, you are directing the Chairman of the Meeting to vote in favour of the Resolution.