



Resolute
Mining Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of the shareholders of Resolute Mining Limited (the "**Company**") will be held at 3.00 p.m. (WST) on Tuesday, 24 November 2015 at the Conference Room, Ground Floor, BGC Centre, 28 The Esplanade, Perth, Western Australia.

The Explanatory Memorandum to the Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

Terms and abbreviations used in the Notice and the Explanatory Memorandum are defined in Schedule 1.

BUSINESS

Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2015, which includes the Financial Report and Directors' Report in relation to that financial year and the Auditor's Report.

Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report is adopted on the terms and conditions in the Explanatory Memorandum."

Resolution 2 – Election of Mr John Paul Welborn as Director

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

"That Mr John Paul Welborn, having been recommended by the Board in accordance with Clause 3.5(b) of the Constitution and having consented to such nomination and being eligible, is hereby elected as a Director of the Company."

Resolution 3 – Election of Mr Peter Ross Sullivan as Director

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

"That in accordance with article 3.5 of the Constitution and for all other purposes, Mr Peter Ross Sullivan is elected as a Director on the terms and conditions in the Explanatory Memorandum."

Resolution 4 – Election of Mr Henry Thomas Stuart Price as Director

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

"That in accordance with article 3.5 of the Constitution and for all other purposes, Mr Henry Thomas Stuart Price is elected as a Director on the terms and conditions in the Explanatory Memorandum."

Resolution 5 – Issue of Performance Rights to Mr John Welborn

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

"That in accordance with Listing Rule 10.11, Chapter 2D of the Corporations Act and for all other purposes, Shareholders approve the issue of 1,515,000 Performance Rights to Mr John Welborn (and/or his nominee) under the Performance Rights Plan on the terms and conditions in the Explanatory Memorandum."

ENTITLEMENT TO VOTE AND VOTING EXCLUSIONS

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

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

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on Resolution 1, but expressly authorises the Chairman to exercise the proxy even if the Resolution 1 is connected with the remuneration of a member of the Key Management Personnel.

Resolute Mining's Remuneration Report is set out on pages 46 to 57 of the Annual Report.

Resolution 5 – Issue of Performance Rights to Mr John Welborn

The Company will disregard any votes cast on this Resolution by Mr Welborn and any of his associates.

The Company will not disregard a vote if:

- (a) it is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (a) 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

A vote may be cast by such person that is not otherwise excluded from voting if:

- (a) the person is appointed as a proxy which specifies how the proxy is to vote; or
- (a) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

PROXIES

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy forms must be received by the Company no later than 3:00 p.m. (WST) on Sunday 22 November 2015, being at least 48 hours before the meeting. The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

“SNAP-SHOT” TIME

The Company may specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the meeting.

The Directors have determined that all Shares on issue at 9am (WST) on Monday, 23 November 2015 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that Company’s representative. The authority may be sent to the Company and/or registry in advance of the meeting or handed in at the meeting when registering as a corporate representative.

BY ORDER OF THE BOARD

G. W. Fitzgerald
Company Secretary
Dated: 21 October 2015



Resolute
Mining Limited

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 3.00pm (WST) on Tuesday, 24 November 2015 at the Conference Room, Ground Floor, BGC Centre, 28 The Esplanade, Perth, Western Australia.

Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2015. A copy of the Annual Report can be obtained on the Company's website at www.rml.com.au or by contacting the Company on telephone number: +61 8 9261 6100.

Shareholders will be offered the following opportunities:

- (a) to discuss the Annual Report for the financial year ended 30 June 2015;
- (b) to ask questions or make comment on the management of the Company; and
- (c) to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

Resolution 1 – Adoption of Remuneration Report

The Board continues to focus on the Company's remuneration framework, reflecting on past feedback and the current strategic direction of the business to determine how remuneration can best support the future needs of the Company.

Remuneration framework

In 2012, a comprehensive remuneration framework review of the Company's remuneration practices was undertaken, and as part of this process, PricewaterhouseCoopers Australia was commissioned by the Board to design and implement a new remuneration framework in line with current market practices for the Company's size and stature.

As such, the components of total annual remuneration for senior executives include fixed remuneration (comprised of base salary, superannuation and non-monetary benefits), short-term

incentive (STI) and long-term incentive (LTI). The annual LTI grant serves to place a large portion of an executive's remuneration at risk and focuses on long-term Shareholder value generation.

Full details of the remuneration framework are provided in the Remuneration Report.

Fixed remuneration

The fixed remuneration levels of senior executives remain relatively conservative when compared to market peers. The fixed remuneration of Directors and Executives has not been increased for 3 years and fixed remuneration has once again been frozen going into FY16.

Short-term incentive

The target value of STI awards for senior executives is set at 50% of their fixed remuneration. The maximum value of STI awards for senior executives is capped at 65% of their fixed remuneration (ie. stretch target). There have been no changes to the STI plan over the past year.

The remuneration report for FY15 includes considerable detail on the Key Performance Indicators that are used to assess performance. STI's awarded in FY15 were marginally above the target level with a strong operational performance in FY15 relative to budget that delivered:

- § gold production above guidance levels;
- § costs per tonne milled at budget levels;
- § cashflow from operations at above budget levels; and
- § continued improvement in safety performance

Long-term incentive

The Company moved to a Performance Rights Plan in 2012 and this was overwhelmingly approved by shareholders at the 2012 AGM. Grants made under the Performance Rights Plan will vest subject to a relative Total Shareholder Return (TSR) hurdle and a gold Reserve and Resource growth hurdle. More detail on the Performance Rights Plan is disclosed in the Remuneration Report.

The Company, with the introduction of the Performance Rights Plan, has aligned remuneration practices with other companies in Resolute's peer group.

Non-binding resolution

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

A reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or make comments on, the remuneration report.

The Corporations Act provides that Shareholders will have the opportunity to remove the whole Board except the managing director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the last annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at next year's annual general meeting, this may result in the re-election of the Board.

Chairman's intentions

Resolution 1 is an ordinary resolution. The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Election of Mr John Paul Welborn as Director

In accordance with Listing Rule 14.4 and Article 3.3 of the Constitution, the Board may appoint a person to be a Director at any time except during a general meeting. Any Director so appointed:

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

Resolution 2 therefore provides that Mr John Paul Welborn automatically retires pursuant to article 3.3 of the Constitution and seeks re-election.

A brief resume of Mr Welborn together with details of any other directorships held by Mr Welborn, his length of service as a Director and a statement with regard to whether Mr Welborn is determined by the Board to be an independent director, are contained in the Annual Report or the Company's Corporate Governance Statements.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

The Board (excluding Mr Welborn) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

Resolution 3 – Election of Mr Peter Ross Sullivan as Director

In accordance with Listing Rule 14.4 and article 3.6, a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment, or 3 years, whichever is longer. Resolution 3 therefore provides that Mr Peter Ross Sullivan retires by rotation and seeks re-election.

A brief resume of Mr Sullivan together with details of any other directorships held by Mr Sullivan, his length of service as a Director and a statement with regard to whether Mr Sullivan is determined by the Board to be an independent director, are contained in the Annual Report or the Company's Corporate Governance Statements.

The Chairman intends to exercise all available proxies in favour of Resolution 3. The Board (excluding Mr Sullivan) recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

Resolution 4 – Re-election of Mr Henry Thomas Stuart Price as Director

Article 3.6 of the Constitution requires one third of all Directors, or if their number is not a multiple of three, then the number nearest one-third (rounded upwards in case of doubt) to retire at each annual general meeting.

Article 3.6 of the Constitution also provides that a Director who retires under this article is eligible for re-election.

Resolution 4 therefore provides that Mr Henry Thomas Stuart Price retires by rotation and seeks re-election.

A brief resume of Mr Price together with details of any other directorships held by Mr Price, his length of service as a Director and a statement with regard to whether Mr Price is determined by the Board to be an independent director, are contained in the Annual Report or the Company's Corporate Governance Statements.

The Chairman intends to exercise all available proxies in favour of Resolution 4.

The Board (excluding Mr Price) recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is an ordinary resolution.

Resolution 5 – Issue of Performance Rights to Mr John Welborn

Background

Resolution 5 seeks Shareholder approval for the issue of 1,515,000 Performance Rights to Mr John Welborn (and/or his nominee). The issue of Performance Rights is subject to the terms of the Performance Rights Plan approved by shareholders in 2012.

The LTI forms a key component of Mr Welborn's total remuneration. A significant portion of his total remuneration is placed at-risk to better align his interests with those of Shareholders, to encourage the production of long-term sustainable growth, and to assist with his retention.

Quantum

The quantum issued for the FY16 LTI grant has been determined with reference to current market practice. For FY16, the dollar value of the LTI grant to Mr Welborn is equivalent to 75% of his fixed remuneration which equals \$378,750.

Under the accounting standard AASB 2 Share based Payments, the Company will recognise an expense in the income statement based on the fair value of the Performance Rights over the period from the grant date to the vesting date. The total of the fair value of the Performance Rights on the grant date of 1 July 2015 subject to shareholder approval is \$378,750.

Allocation methodology

The number of Performance Rights granted has been calculated by reference to the LTI quantum (ie. \$378,750), which is divided by the fair value (FV) of one Performance Right (as determined by a valuation performed on the grant date of 1 July 2015 which quantified the FV as \$0.25) as follows:

$$\frac{\text{LTI quantum (\$)}}{\text{FV of one Performance Right}} = \text{Number of Performance Rights granted}$$

Performance period

Performance is tested over a period of 3 years to ensure that sustainable Shareholder growth has been created.

Notwithstanding that a particular tranche may have passed the relative total shareholder return (TSR) and/or reserve/resource growth hurdles, no Performance Rights will vest unless Mr Welborn remains employed with the Company for the full 3 year period. It is only if one or both of these hurdles are passed and the 3 year service condition is met that the Performance Rights can be exercised into Shares. If Mr Welborn ceases employment before the 3 year service condition is passed then he will forfeit his Performance Rights, unless otherwise determined by the Board.

Vesting conditions and performance hurdles

Performance Rights are allocated to participants, with vesting subject to meeting performance hurdles (measured over the performance period) and remaining employed with the Company.

Performance hurdle	Description	Weighting
Relative Total Shareholder Return (TSR)	<ul style="list-style-type: none">• TSR is calculated by taking into account the growth in a company's share price over the performance period (i.e. 3 years) as well as the dividends received during that period.• Resolute's TSR will be ranked against a peer group of companies (refer below for the current peer group). To measure performance and to determine the vesting outcome:<ul style="list-style-type: none">• TSR of the companies in the peer group is calculated;• A percentile analysis is done to determine the percentile performance of the group in terms of median to 75th percentile performance;• Resolute's TSR is calculated to determine what percentile in the peer group it relates to;• This percentile determines how many Performance Rights will vest.	75%
Reserves and Resources Growth	<ul style="list-style-type: none">• The Reserves and Resource Growth performance measures the change in Resolute's Reserves and Resource level at the end of the performance period as compared to the commencement of the performance period, net of mining depletion.• Resolute's overall change as at the end of the performance period will determine how many Performance Rights will vest.	25%
Service	<ul style="list-style-type: none">• Participants must remain employed with Resolute until the end of the performance period. The Performance Rights will not vest until both the Performance Hurdles and Service Condition are met.	

For the FY16 LTI grant, relative TSR performance will be assessed against the performance of a custom peer group of the following 16 ASX listed gold production companies of a similar size to Resolute as follows:

- Alacer Gold Corporation
- Evolution Mining Ltd
- Perseus Mining Ltd
- Regis Resources Ltd
- OceanaGold Corporation
- Teranga Gold Corporation
- Silver Lake Resources Ltd
- Beadell Resources Ltd

- Medusa Mining Ltd
- Kingsgate Consolidated Ltd
- Endeavour Mining Ltd
- St Barbara Ltd
- Northern Star Resources Ltd
- Ramelius Resources Ltd
- Saracen Mineral Holdings Ltd
- Troy Resources Ltd

The vesting schedule for the portion of the LTI linked to the relative TSR performance is as follows:

Relative TSR performance	Performance Vesting Outcomes
Less than 50 th percentile	0% vesting
At the 50 th percentile	50% vesting
Between 50 th and 75 th percentile	Between 50% and 100% vesting, calculated on a linear basis.
At or above 75 th percentile	100% vesting

Note that Performance Rights that satisfy the relative TSR performance hurdle will be performance-qualified only and will not vest and become exercisable until the third anniversary of the grant date.

The vesting schedule for the portion of the LTI linked to the reserves/resource growth performance is as follows:

Reserves and Resources Growth performance	Performance Vesting Outcomes
Reserves and Resources depleted	0% vesting
Reserves and Resources maintained	50% vesting
Reserves and Resources grown by up to 30%	Between 50% and 100% vesting, calculated on a linear basis.
Reserves and Resources grown by 30% or more	100% vesting

No Performance Rights will vest unless Resolute's Reserves and Resources are maintained or grown as at the end of the relevant performance period.

There will be no retesting of performance. Any Performance Rights that fail to become exercisable due to a failure to satisfy the vesting conditions and performance hurdles will lapse and be forfeited.

Chapter 2D of Corporations Act

In accordance with section 200B of the Corporations Act, the Company must not give a benefit in connection with a person's retirement from an office unless it obtains Shareholder approval.

The Performance Rights may, subject to the Board's discretion, vest upon termination of Mr Welborn's employment. The Board has formed the view should this occur, the affected Performance Rights may constitute a benefit in connection with Mr Welborn's retirement from office under section 200B.

Section 200B applies where the benefit is given to a person whose details were included in the Director's Report for the previous financial year. Mr Welborn's details were included in the 2015 Director's Report of the Company.

Chapter 2E of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Mr Welborn as a Director is a related party of the Company.

The Board (excluding Mr Welborn) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Performance Rights as the issue constitutes reasonable remuneration for the purposes of section 211 of the Corporations Act.

Listing Rule 10.11

In accordance with Listing Rule 10.11, the Company must not issue or agree to issue equity securities to a Director unless it first obtains Shareholder approval.

As Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required.

Specific information required by Listing Rule 10.13 is provided as follows:

- a) The Performance Rights will be granted to Mr Welborn (Chief Executive Officer) (and/or his nominee).
- b) Subject to Shareholder approval being obtained, the number of Performance Rights granted to Mr Welborn has been determined by the allocation methodology formula as outlined above, with 1,515,000 Performance Rights conditionally issued to Mr Welborn.
- c) The Performance Rights will be issued within 1 month of the date of the Meeting.
- d) No consideration is payable by Mr Welborn at the time of grant of the Performance Rights or upon the allocation of Shares to which Mr Welborn may become entitled to on the vesting of some or all of the Performance Rights. The grant of Performance Rights has performance hurdles attached to it as set out above.
- e) A voting exclusion statement for this resolution is included in the Notice.
- f) There will be no funds raised by the Company as a result of the issue of the Performance Rights to Mr Welborn or upon the allocation of Shares to which Mr Welborn may become entitled to on the vesting of some or all of the Performance Rights.

Chairman's intentions

Resolution 5 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 5.

If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 5, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Board recommendation

The Board (excluding Mr Welborn) recommends that Shareholders vote in favour of Resolution 5 to approve the grant of Performance Rights under the Performance Rights Plan to Mr Welborn.

Schedule 1 – Definitions

In the Notice (which includes the Explanatory Memorandum), words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

Annual Report means the Financial Report, Directors' Report and Auditor's Report in respect to the financial year ended 30 June 2015.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors of the Company.

Chairman means the person appointed to chair the Meeting convened by the Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Resolute Mining Limited ABN 39 097 088 689.

Constitution means the Constitution of the Company.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities.

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

Listing Rules means the listing rules of the ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Performance Right means an entitlement granted to a participant in the Performance Rights Plan to receive one Share subject to the satisfaction of applicable vesting conditions and/or performance hurdles.

Performance Rights Plan means the Resolute Mining Limited Performance Rights Plan as amended from time to time.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Notice.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.

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RESOLUTE MINING LIMITED

ACN: 097 088 689

REGISTERED OFFICE:
4th Floor BGC Centre
28 The Esplanade
PERTH WA 6000 AUSTRALIA

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«EFT_REFERENCE_NUMBER»

«HOLDER_NAME»
«ADDRESS_LINE_1»
«ADDRESS_LINE_2»
«ADDRESS_LINE_3»
«ADDRESS_LINE_4»
«ADDRESS_LINE_5»

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code: RSG

Holder Number: «HOLDER_NUMB

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au
1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE PRX

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote, hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 3:00pm WST on Tuesday 24 November 2015 at Conference Room, Ground Floor BGC Centre, 28 The Esplanade, Perth WA and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

- Adoption of Remuneration Report
- Election of Mr John Paul Welborn as Director
- Election of Mr Peter Ross Sullivan as Director
- Election of Mr Henry Thomas Stuart Price as Director
- Issue of Performance Rights to Mr John Welborn

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, 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.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 3:00pm WST on Sunday 22 November 2015.

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My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. 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 must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Registrars Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 535
Applecross WA 6953 AUSTRALIA

Street Address Alexandria House
Suite 1, 770 Canning Highway
Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

