

NOTICE OF ANNUAL GENERAL MEETING 2016

Notice is given that the Annual General Meeting of members of **LandMark White Limited** (Company or 'LandMark White') will be held at the office of LandMark White Limited, Level 15, 55 Clarence Street, Sydney at 2.00 pm (Sydney time) on Thursday 17th November 2016.

Ordinary Business

CHAIRMAN'S ADDRESS

FINANCIAL STATEMENTS AND REPORTS

'To receive and consider the Financial Report and the Reports of the Directors and the Auditor in respect of the year ended 30 June 2016.'

RESOLUTION 1 - REMUNERATION REPORT

To consider and, if thought fit, to pass the following in accordance with section 250R(2) of the *Corporations Act 2001*:

'That the section of the Report of the Directors for the financial year ending 30 June 2016 dealing with the remuneration of the Company's Directors, Company Secretary and senior executives ('remuneration report') be adopted.'

NB: This resolution shall be determined as if it were an ordinary resolution, but under section 250R(3) of the *Corporations Act*, the vote does not bind the Directors of the Company.

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the 'key management personnel' as defined in Section 9 of the *Corporations Act 2001* (KMP) whose remuneration is included in the Remuneration Report;
- by or on behalf of a closely related party as defined in Section 9 of the *Corporations Act 2001* (such as close family members and any controlled companies) of a member of the KMP whose remuneration is included in the Remuneration Report; or
- as a proxy of any of the above.

However, the Company will not disregard a vote cast on Resolution 1 if it is cast as a proxy for a person who is entitled to vote;

- in accordance with the directions (For, Against or Abstain) on the proxy appointment; or
- it is cast by the person chairing the meeting, and;
 - the proxy appointment does not direct how the proxy is to vote; and,
 - the appointment expressly authorises the chair to exercise the undirected proxy.

RESOLUTION 2 - ELECTION OF MR FRANK HARDIMAN

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

'That Mr Frank Hardiman who was appointed a director by the Board and who offers himself for election, be elected as a Director of the Company.'

RESOLUTION 3 - ELECTION OF MR CHRIS COONAN

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

'That Mr Chris Coonan who was appointed as CEO by the Board and who offers himself for election, be elected as a Director of the Company.'

RESOLUTION 4 - APPROVAL OF THE 10% PLACEMENT FACILITY

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in Explanatory Statement accompanying this Notice of Meeting."

VOTING EXCLUSION STATEMENT

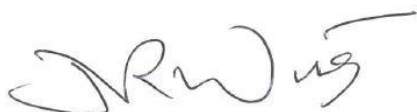
In accordance with the notice requirements of ASX Listing Rule 7.3A.7 for approval under ASX Listing Rule 7.1A, and ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 1 by:

- (a) a person who may participate in the issue;
- (b) 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; and
- (c) any Associate of that person(s).

However, the Company will not disregard a vote if:

- (d) 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
- (e) 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.

By Order of the Board



**John Wise
Company Secretary
16 October 2016**

Voting Instructions

Voting at the Meeting

1. If you are able to attend at the meeting, on a show of hands each Shareholder present may cast one vote. 'Shareholder present' includes a person present as a proxy, attorney or body corporate representative. However, if a Shareholder holds 2 or more appointments and these appointments direct the proxy to vote in different ways, then the proxy cannot vote on a show of hands.
2. On a poll, Shareholders have one vote for every fully paid Share held.
3. LandMark White has determined that for the purpose of voting at the meeting or adjourned meeting, Shares will be taken to be held by those persons recorded in the LandMark White register of Shareholders as at 7.00 pm (Sydney time) 15th November 2016.

Appointment of Proxy (Section 249L(d))

4. If you are a Shareholder and you are unable to attend and vote at the meeting, and wish to appoint a proxy, please complete and return the enclosed proxy form. A proxy need not be a Shareholder of LandMark White.
5. The proxy form must be completed and lodged at LandMark White's share registry at Link Market Services, Locked Bag A14, Sydney South, NSW, 1235 or faxed to 02 9287 0309 at least 48 hours before the meeting i.e. lodgement must occur no later than 2:00 pm (Sydney time) on 15th November 2016.
6. A Shareholder entitled to attend and cast more than 2 votes at the meeting is entitled to appoint no more than 2 proxies to attend and vote in their stead. Where more than one proxy is appointed, each proxy should be appointed to represent a specified proportion of the Shareholder's voting rights. Failure to apportion voting rights will result in each proxy being entitled to vote half of the Shareholder's votes.
7. The form must be signed personally by the Shareholder or their attorney. A corporation must sign under its common seal or under the hand of a duly authorised person or persons.
8. Where the form is signed by a duly authorised attorney, or body corporate representative, the power of attorney, or evidence of the appointment of the representative, if not previously exhibited to LandMark White, must be produced at LandMark White's share registry described in Item 5 prior to the time set out in Item 5.
9. If the proxy is signed under power of attorney, the signatory must also declare that they have had no notice of revocation of the power of attorney.

Explanatory Statement

Financial Statements and Reports

The *Corporations Act 2001* requires the Financial Report, Directors' Report and Auditor's Report to be laid before the Annual General Meeting. In addition LandMark White's constitution provides for such reports to be received and considered at the meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the *Corporations Act 2001* nor LandMark White's constitution requires shareholders to vote on such reports.

However shareholders will be given ample opportunity to ask questions or make comments about these reports and the management at the meeting. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's report. In addition to asking questions at the meeting, shareholders may address written questions to the Company's Auditor which are relevant to:

- the content of the Auditor's Report to be considered at the meeting; or
- the conduct of the audit of the annual financial report to be considered at the meeting.

Any written questions must be submitted to the Company Secretary before 5.00 pm (Sydney time) 11th November 2016 by email, fax or post. Address details are:

GPO Box 3359

Sydney, NSW 2001

Email address: john.wise@lmw.com.au

Fax Number: 02 8823 6399

Resolution 1 – Remuneration Report

Section 250R(2) of the *Corporations Act 2001* requires listed companies to put forward a resolution for adoption of the remuneration report at the company's AGM. The remuneration report is set out in the Directors' Report on pages 15 to 22 of the Annual Report.

The Board have had decided to maintain the remuneration levels of all its directors at 2015 levels for the 2016 Financial Year. Following resignation of the former Chairman on 1 December 2016 the remuneration of non-executive directors was effectively reduced.

A reasonable opportunity will be provided for discussion of the remuneration report at the meeting.

The vote on this resolution is advisory only and does not bind the Directors or the Company

Under changes to the Corporations Act with the introduction of Division 9 of Part 2G.2 (which came into effect on 1 July 2011), if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at both this and the 2017 Annual General Meetings, the Company will be required to put to shareholders at the Company's 2017 Annual General Meeting a resolution (**Spill Resolution**) proposing the calling of another general meeting (**Spill Meeting**) to consider the appointment of Directors of the Company.

If the Spill Resolution is put to the vote at the Company's 2017 Annual General Meeting, and more than 50% of Shareholders vote in favour of the Spill Resolution, the Company is required to convene the Spill Meeting within 90 days of the Company's 2017 Annual General Meeting. All of the Directors other than the Managing Director who were in office when the Company's 2017 Directors' Report was approved will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company. Please note that should such a spill resolution be passed it will result in additional costs to the Company and all shareholders including Key Management Personnel and associates are able to vote on re-election of Directors.

Resolution 2 – Election of Mr Frank Hardiman as Director

Under clause 16 of the constitution of LandMark White Limited, one third of the current Directors (excluding the Managing Director, any Director appointed under clause 13.2 and any Director who has vacated his/her office under clause 15.1) must retire by rotation at each annual general meeting. There are currently 3 non-executive Directors. Mr Frank Hardiman was appointed as a Director on 21 March 2016. As Mr Frank Hardiman has not previously submitted himself for election by the members he retires and being eligible submits himself for election. A summary of Mr Frank Hardiman's experience and qualifications appears below.

Recommendation

The Board of LandMark White, other than Mr Frank Hardiman, being subject to election, recommends that shareholders vote in favour of the resolution to re-elect Mr Frank Hardiman.

Mr Frank Hardiman – appointed 21 March 2016

Until his recent retirement, Frank served as Chief Financial Officer & Company secretary of LandMark White Limited since 28 February 2011. Prior to joining LandMark White, he was Chief Financial Officer and Company Secretary of publicly listed Konekt Limited for 2 years and prior to that Chief Financial Officer for 16 years of the publicly listed PPK Group Limited (formerly Plaspak Group Limited). Frank has a Bachelor of Business Degree with an accounting major from University of Technology Sydney, is a registered tax agent and a Fellow of CPA Australia. Frank brings a wealth of financial experience to the Board and maintenance of his knowledge of the company's finances.

Resolution 3 – Election of Mr Chris Coonan as Director

Mr Chris Coonan was appointed as CEO on 13 April 2016. Mr Chris Coonan now submits himself for election by the members as a Director. As Mr Chris Coonan will be the Managing Director under clause 17 of the Company's constitution his term will not be subject to retirement and re-election every 3 years. A summary of Mr Chris Coonan experience and qualifications appears below.

Recommendation

The Board of LandMark White, other than Mr Chris Coonan, being subject to election, recommends that shareholders vote in favour of the resolution to re-elect Mr Chris Coonan.

Mr Chris Coonan

Mr Chris Coonan has been employed by the company since 2003. He has been responsible for the significant growth in the very successful residential valuation business and prior to that was a commercial valuer. He was appointed CEO in April 2016. In his current role, Chris works with and is responsible to the board for the strategic direction of the company and is responsible for the effective implementation of strategic initiatives as well as the operations of the group for all shareholders. Chris is an Associate of the Australian Property Institute.

Resolution 4 - Approval of the 10% placement facility

General

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued capital, through placements over a 12 month period, after the Annual General Meeting (**10% Placement**). The 10% Placement is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

For the purposes of ASX Listing Rule 7.1A, an eligible entity 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 an eligible entity.

The Company is seeking to obtain Shareholder approval by way of a special resolution, to enable the Company to issue Equity Securities under the 10% Placement.

The exact number of Equity Securities to be issued under the 10% Placement will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and set out in detail in paragraph c), below.

Description of ASX Listing Rule 7.1A

a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement is subject to Shareholder approval by way of a special resolution at an annual general meeting and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

b) Equity Securities

Equity securities is defined in the ASX Listing Rules as shares, units, rights to shares or units or options, an option over an issued or unissued security, a convertible security, any securities that ASX decides to classify as an equity security, but does not include any securities ASX decides to classify as a debt security.

Any Equity Securities issued under the 10% Placement must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of the Notice of Annual General Meeting, the Company has one quoted class of Equity Securities on issue, being Shares.

c) Formula for calculating the 10% Placement

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, the number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of Shares on issue 12 months before the date of issue or agreement:

plus the number of fully paid Shares issued in the 12 months under an exception in ASX Listing Rule 7.2;

plus the number of partly paid Shares that became fully paid in the 12 months;

plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4; and

less the number of fully paid Shares cancelled in the 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Shares under ASX Listing Rules 7.1 or 7.4.

d) ASX Listing Rules 7.1 and 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

At the date of this Notice of Annual General Meeting, the Company has on issue 28,620,377 Shares and therefore, has capacity to issue:

- I. 4,293,057 Equity Securities under ASX Listing Rule 7.1; and
- II. 2,862,038 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated on the date of issue of Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (see paragraph c)).

e) Minimum issue price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must not be less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 trading days immediately before:

- I. the date on which the price at which the Equity Securities are to be issued is agreed; or
- II. if the Equity Securities are not issued within 5 trading days of the date in paragraph I, the date on which the Equity Securities are issued.

f) 10% Placement Period

Shareholder approval of the 10% Placement under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- I. the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; and
- II. the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of a main undertaking),

(10% Placement Period).

ASX Listing Rule 7.1A

The effect of Resolution 4 will be to allow the Company to issue Equity Securities in any existing quoted class, under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1. As at the date of the Notice of Annual General Meeting, the Company has one quoted class of Equity Securities on issue, being Shares.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement under ASX Listing Rule 7.1A:

a) ASX Listing Rule 7.3A.1: *Minimum price at which the equity securities may be issued*

The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 trading days immediately before:

- I. the date on which the price at which the Equity Securities are to be issued is agreed; or
- II. if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

b) ASX Listing Rule 7.3A.2: *Statement of the risk of economic and voting dilution of existing ordinary security holders*

If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- I. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- II. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

The table below sets out the potential dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares on issue, being variable "A" in the table, which is calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice of Annual General Meeting.

The table also shows:

- III. in addition to the current variable "A", two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at future Shareholders' meetings; and
- IV. two examples, one where the issue price of ordinary securities has decreased by 50% and the other where the issue price of ordinary securities has increased by 100%, as against the current market price.

		Dilution		
Variable "A" in ASX Listing Rule 7.1A.2 (subject to the assumptions below)		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
		\$0.30	\$0.59	\$1.18
Current Variable A 28,620,377 Shares	10% voting dilution	2,862,038 Shares	2,862,038 Shares	2,862,038 Shares
	Funds raised	\$858,611.31	\$1,688,602.24	\$3,377,204.49
50% increase in current Variable A 42,930,566 Shares	10% voting dilution	4,293,057 Shares	4,293,057 Shares	4,293,057 Shares
	Funds raised	\$1,287,916.98	\$2,532,903.39	\$5,065,806.79
100% increase in current Variable A 57,240,751 Shares	10% voting dilution	5,724,075 Shares	5,724,075 Shares	5,724,075 Shares
	Funds raised	\$1,717,222.62	\$3,377,204.49	\$6,754,408.97

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement, based on that Shareholder's holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- The assumed issue price is \$0.59, being the closing price of Shares on ASX on 4 October 2016.

c) ASX Listing Rule 7.3A.3: Date by which securities may be issued

The Company will only issue the Equity Securities during the 10% Placement Period.

The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking) during the 10% Placement Period.

d) ASX Listing Rule 7.3A.4: Purposes of the issue

The Company may seek to issue Equity Securities under the 10% Placement for the following purposes:

- I. non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- II. cash consideration. In such circumstances, the Company intends to use the funds raised towards the acquisition of new assets or investments (including expenses associated with such acquisition) and general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon the issue of any Equity Securities.

e) ASX Listing Rule 7.3A.5: Details of the allocation policy for issues under the approval

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- I. the methods of raising funds that are available to the Company, including but not limited to, a share placement, rights issue or other issue in which an existing Shareholder(s) can subscribe for Shares;
- II. the effect of the issue of the Equity Securities on the control of the Company;
- III. the financial situation and solvency of the Company; and
- IV. advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement have not been determined as at the date of this Notice of Annual General Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or Associates of a related party of the Company. For the avoidance of doubt, the allottees will not include related parties or Associates of a related party of the Company.

f) ASX Listing Rule 7.3A.6: Details of securities issued in the 12 months preceding the date of the 2016 Annual General Meeting.

The Company has previously obtained Shareholder approval under ASX Listing Rule 7.1A at the 2015 Annual General Meeting, The Company did not issue any securities under ASX Listing Rule 7.1A under the 2015 approval.

In the last 12 months the Company has issued the following securities:

Date of issue	Class of security	Number of securities	Recipient(s) of securities	Price	Discount to market	Reason
19 Nov 2015	Performance Rights	250,000	Members of the executive leadership team (rights lapsed on 24 Mar 2016)	\$0.00	\$0.55	Grant of performance rights under the LMW Group Performance Rights & Options Plan
7 Apr 2016	Ordinary Shares	80,420	Existing shareholders electing to participate in dividend reinvestment plan	\$0.5221	No discount	Dividend reinvestment plan
31 Aug 2016	Ordinary Shares	500,000	Members of the executive leadership team	\$0.00	\$0.74	Vesting of performance rights issued under the LMW Group Performance Rights & Options Plan

Date of issue	Class of security	Number of securities	Recipient(s) of securities	Price	Discount to market	Reason
4 Oct 2016	Ordinary Shares	201,176	Existing shareholders electing to participate in dividend reinvestment plan	\$0.61331	No discount	Dividend reinvestment plan
5 Oct 2016	Ordinary Shares	250,000	Chris Nicholl (previous CEO and member of the executive leadership team)	\$0.46	\$0.14	Exercise of options issued under the LMW Group Performance Rights & Options Plan

Total ordinary shares issued in the period was 1,031,596 which equates to 3.73% of the issued share capital at the beginning of the 12 month period (being 27,588,781 ordinary shares).

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4. The Directors consider that the approval of the 10% Placement described above is beneficial for the Company as it provides the Company with the flexibility to issue up to the maximum number of securities permitted under ASX Listing Rule 7.1A in the next 12 months, without further Shareholder approval.



LandMark White Limited
ABN 50 102 320 329

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
LandMark White Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of LandMark White Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:00pm (Sydney time) on Thursday, 17 November 2016 at The office of LandMark White Limited, Level 15, 55 Clarence Street, Sydney (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Frank Hardiman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Chris Coonan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of the 10% placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* 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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

LMW PRX1601C



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two 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 telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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 your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm (Sydney time) on Tuesday, 15 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

LandMark White Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**