

# Green Rock Energy Limited

ACN 094 551 336

## NOTICE OF GENERAL MEETING

For a General Meeting to be held on Friday 18 June 2010  
at 11.00 am (Australian Western Standard Time) at The  
Celtic Club, 48 Ord Street, West Perth, Western Australia.

*This is an important document. Please read it carefully.*

*If you are unable to attend the General Meeting,  
complete the form of proxy enclosed and return it in accordance  
with the instructions set-out on that form.*

## **TIME AND PLACE OF MEETING AND HOW TO VOTE**

### **Venue**

**The General Meeting of the Shareholders of Green Rock Energy Limited will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Friday 18 June 2010 commencing at 11.00am (Australian Western Standard Time).**

### **How to Vote**

You may vote by attending the meeting in person or by attorney, by proxy, or in the case of corporate Shareholders, by appointing an authorised corporate representative to attend and vote.

### **Voting in Person (or by attorney)**

To vote in person, Shareholders, or their attorneys, must attend the meeting on the date and at the place set out above. The meeting will commence at 11.00am.

Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

### **Voting by a corporation**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of their appointment, including any authority under which it is signed.

### **Voting by Proxy**

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Meeting as soon as possible and either:

- send the proxy by facsimile to the Company on facsimile number (08) 9482 0499 (International: + 61 8 9482 0499); or
- deliver to Unit 6, 38 Colin Street, West Perth, Western Australia, 6005 Australia; or
- post to PO Box 1177, West Perth, Western Australia, 6872 Australia.

so that it is received no later than 11.00am(Australian Western Standard Time) on Wednesday 16 June 2010.

Proxies lodged after this time will be invalid.

Further details about voting by proxy can be found in the Notes section at the end of this Notice of Meeting and on the enclosed Proxy Form.

**YOUR PROXY FORM IS ENCLOSED**

# Green Rock Energy Limited

**ACN 094 551 336**

## NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Green Rock Energy Limited will be held in Meeting Room Level 1, The Celtic Club, 48 Ord Street, West Perth, Western Australia, commencing at 11.00am (Australian Western Standard Time) on Friday 18 June 2010.

### **AGENDA**

#### **ORDINARY BUSINESS**

**1. Resolution 1 – Re-election of Mr. Jeffrey Schneider as a Director**

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

*"That, Mr. Jeffrey Schneider, having been appointed as an additional Director of the Company on 1 May 2010, who retires in accordance with clause 13.4 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."*

**Short Explanation:** The Constitution requires that any Director appointed to fill a casual vacancy or as an addition to the existing Directors only holds office until the next general meeting following their appointment but is eligible for re-election. Mr. Jeffrey Schneider offers himself for re-election.

**2. Resolution 2 – Ratification of Allotment and Issue of Shares**

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

*"That for the purposes of Listing Rule 7.4 of the Listing Rules of the Australian Securities Exchange and for all other purposes, the Company approves and ratifies the allotment and issue on 16 April 2010 of 1,666,667 Shares at a deemed issue price of 3 cents per Share to IPS (Australasia) Pty Ltd as payment for drilling consultancy fees incurred by the Company and otherwise on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting."*

**Short Explanation:** Resolution 2 seeks Shareholders' approval to ratify the allotment and issue of 1,666,667 Shares at a deemed issue price of 3 cents per Share which was completed on 16 April 2010.

For the purposes of Resolution 2, the Company will disregard any votes cast on Resolution 2 by persons who participated in the issue and any associate of those persons. However, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### 3. Resolution 3 – Ratification of Allotment and Issue of Shares

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

*“That for the purposes of Listing Rule 7.4 of the Listing Rules of the Australian Securities Exchange and for all other purposes, the Company approves and ratifies the allotment and issue on 16 April 2010 of 11,983,333 Shares at an issue price of 3 cents per Share to raise \$359,500 to the parties, and otherwise on the terms, set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

**Short Explanation:** Resolution 3 seeks Shareholders' approval to ratify the allotment and issue of 11,983,333 Shares at 3 cents per Share which was completed on 16 April 2010.

For the purposes of Resolution 3, the Company will disregard any votes cast on Resolution 3 by persons who participated in the issue and any associate of those persons. However, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### 4. Resolution 4 – Approval of Issue of Shares to a Related Party – Mr. Adrian Larking

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

*“That, pursuant to and in accordance with Listing Rule 10.11 of the Listing Rules of the Australian Securities Exchange and for all other purposes, the Directors be and are hereby authorised to allot and issue to PKA Investments Pty Ltd as trustee for the Larks Superannuation Fund, an entity associated with Mr. Adrian Larking (a Director of the Company), a total of 1,666,667 Shares at an issue price of 3 cents per Share, and otherwise on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

**Short Explanation:** Resolution 4 seeks Shareholders' approval to allot and issue 1,666,667 Shares at 3 cents per Share to a related party of the Company as part of the Placement announced on 19 April 2010.

For the purposes of Resolution 4, the Company will disregard any votes cast on Resolution 4 by Mr. Larking, and any associate of Mr. Larking. However, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**5. Resolution 5 – Approval of Issue of Shares to a Related Party – Mr. Richard Beresford**

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

*“That, pursuant to and in accordance with Listing Rule 10.11 of the Listing Rules of the Australian Securities Exchange and for all other purposes, the Directors be and are hereby authorised to allot and issue to The Beresford Family Retirement Fund and Clearer Sky Pty Ltd, entities associated with Mr. Richard Beresford (a Director of the Company), a total of 1,666,667 Shares at an issue price of 3 cents per Share, and otherwise on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

**Short Explanation:** Resolution 5 seeks Shareholders' approval to allot and issue 1,666,667 Shares at 3 cents per Share to a related party of the Company as part of the Placement announced on 19 April 2010.

For the purposes of Resolution 5, the Company will disregard any votes cast on Resolution 5 by Mr. Beresford, and any associate of Mr. Beresford. However, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**6. Resolution 6 – Approval of Issue of Shares to a Related Party – Mr. Jeffrey Schneider**

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

*“That, pursuant to and in accordance with Listing Rule 10.11 of the Listing Rules of the Australian Securities Exchange and for all other purposes, the Directors be and are hereby authorised to allot and issue to Mr. Jeffrey Schneider (a Director of the Company), a total of 1,666,667 Shares at an issue price of 3 cents per Share, and otherwise on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

**Short Explanation:** Resolution 6 seeks Shareholders' approval to allot and issue 1,666,667 Shares at 3 cents per Share to a related party of the Company as part of the Placement announced on 16 April 2010.

For the purposes of Resolution 6, the Company will disregard any votes cast on Resolution 6 by Mr. Schneider, and any associate of Mr. Schneider. However, the Company will not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**7. General**

To transact any business which may lawfully be brought forward at the General Meeting.

**Dated the 19 May 2010 by order of the Board**

**Nigel Hodder  
Company Secretary**

**Notes:**

- 1 Votes at this General Meeting may be given personally or by proxy, attorney or corporate representative.
- 2 A Shareholder who is entitled to attend and vote at a general meeting of Shareholders is entitled to appoint not more than two proxies. Each proxy will have the right to attend the General Meeting, vote on a poll and to speak at the General Meeting. Where more than one proxy is appointed, each must be appointed to represent a specified proportion of the shareholders voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
- 3 A proxy may but need not be a Shareholder of the Company. A proxy can be either an individual or a body corporate.
- 4 If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they think fit. Should any resolution, other than those specified in this Notice of Meeting, be proposed at the meeting, a proxy may vote on that resolution as they think fit.
- 5 The instrument appointing the proxy must be in writing, executed by the appointor or their attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer or attorney duly authorised.
- 6 The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the meeting – proxies lodged after this time will be invalid. For the convenience of shareholders a Proxy Form is enclosed.
- 7 Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides, 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.
- 8 For the purposes of regulations 7.11.37 of the Corporations Regulations, the Company determines that members holding ordinary shares at 11.00am (Australian Western Standard Time) on Wednesday 16 June 2010 will be entitled to attend and vote at the General Meeting.
- 9 Please note defined terms used in this Notice of Meeting have the meanings set out in the Glossary of the Explanatory Memorandum accompanying this Notice of Meeting.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders of the Company with sufficient information to assess the merits of each resolution contained in the accompanying Notice of Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

### **1 RESOLUTION 1 – RE-ELECTION OF MR. JEFFREY SCHNEIDER AS A DIRECTOR**

Resolution 1 seeks approval for the re-election of Mr. Jeffrey Schneider as a Director with effect from the end of the General Meeting. The Constitution requires that any Director appointed to fill a casual vacancy or as an addition to the existing Directors only holds office until the next general meeting following their appointment. That person is eligible for re-election.

Mr. Schneider retires from office in accordance with this requirement and submits himself for re-election.

Mr. Schneider has over 35 years experience in the Australian energy industry including 24 years at Woodside culminating in the role of Director – Australian Gas.

He has been non-executive Chairman of Strike Energy Limited (ASX:STX) since its listing in June 2003 and a non-executive director of Comet Ridge Limited (ASX:COI) since August 2003. At Strike he was instrumental in the commercialisation of the Casino gas discovery in the Otway Basin. At Comet Ridge he took on the role of Executive Chairman during the global financial crisis culminating with a merger in April 2009 that has since seen a substantial increase in Comet Ridge's share price.

Mr. Schneider's energy market knowledge, his record in delivering commercial results and his experience in steering listed companies through turbulent capital markets are attributes directly relevant to Green Rock's focus on developing and commercializing its geothermal resources.

### **2. RESOLUTION 2 – RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES**

As announced on 19 April 2010, the Company made an issue of 1,666,667 Shares at a deemed issue price of 3 cents per Share to IPS (Australasia) Pty Ltd. The issue of the Shares was valued at \$50,000 and was made as payment for drilling consultancy fees incurred by the Company.

Resolution 2 seeks Shareholders' approval to ratify the allotment and issue of 1,666,667 Shares at a deemed issue price of 3 cents per Share to IPS (Australasia) Pty Ltd which was completed on 16 April 2010.

The announcement of 19 April 2010 mistakenly included this issue of Shares in the total number of Shares to be issued under the Placement. This was corrected in the announcement made by the Company on 18 May 2010.

***Listing Rule 7.4***

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such ratification is to restore the Company's maximum discretionary power to issue further shares up to 15% of the issued capital of the Company without requiring Shareholder approval.

The Company confirms that the issue did not breach Listing Rule 7.1. For Shareholders to subsequently approve an issue of Shares, the Company must provide the following information to comply with Listing Rule 7.5:

- a) the number of Shares allotted and issued was 1,666,667;
- b) the price at which the Shares were issued was 3 cents each;
- c) the Shares allotted and issued were fully paid ordinary shares which rank equally with all other Shares on issue;
- d) the allottee is IPS (Australasia) Pty Ltd, a sophisticated investor for the purposes of section 708 (8) of the Corporations Act. The allottee is not an associate or a related party of the Company; and
- e) no funds were raised from the placement. The issue was made as payment for drilling consultancy fees incurred by the Company.

**BACKGROUND TO RESOLUTIONS 3, 4, 5 & 6**

As announced on 19 April 2010, the Company made the Placement of 16,983,334 Shares at an issue price of 3 cents per Share to sophisticated and professional investors, as those terms are defined in sections 708(8) and (11) of the Corporations Act. The Placement of these Shares raised \$560,000.

Mr. Jeffrey Schneider and entities associated with two other Directors, Mr. Adrian Larking and Mr. Richard Beresford, participated in this Placement, however the allotment and issue of Shares to those entities, and Mr. Jeffrey Schneider, is subject to Shareholder approval pursuant to Resolutions 4, 5 and 6.

**3. RESOLUTION 3 – RATIFICATION OF ALLOTMENT AND ISSUE OF SHARES**

Resolution 3 seeks Shareholders' approval to ratify the allotment and issue of 11,983,333 Shares at 3 cents per Share which was completed on 16 April 2010.

***Listing Rule 7.4***

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15%

threshold set by Listing Rule 7.1. The effect of such ratification is to restore the Company's maximum discretionary power to issue further shares up to 15% of the issued capital of the Company without requiring Shareholder approval.

The Company confirms that the Placement did not breach Listing Rule 7.1. For Shareholders to subsequently approve an issue of Shares, the Company must provide the following information to comply with Listing Rule 7.5:

- a) the number of Shares allotted and issued was 11,983,333 (to raise \$359,500);
- b) the price at which the Shares were issued was 3 cents each;
- c) the Shares allotted and issued were fully paid ordinary shares which rank equally with all other Shares on issue;
- d) the allottees are sophisticated and professional investors as those terms are defined in sections 708(8) and (11) of the Corporations Act and are unrelated parties of the Company; and
- e) the funds raised will be used for working capital and to support the Company's ongoing exploration and development.

**4. RESOLUTIONS 4, 5 & 6 – APPROVAL OF ISSUE OF SHARES TO RELATED PARTIES – MR. ADRIAN LARKING, MR. RICHARD BERESFORD & MR. JEFFREY SCHNEIDER**

***Related Party Transactions – Listing Rules***

Listing Rule 10.11 requires shareholders' approval by ordinary resolution of any issue by a listed company of securities to a related party. Accordingly, Listing Rule 10.11 requires Shareholders to approve the allotment and issue of Shares to entities associated with Mr. Adrian Larking under Resolution 4 and to Mr. Richard Beresford under Resolution 5, and to Mr. Jeffrey Schneider under Resolution 6. The issue of these Shares will raise \$150,000.

The following information is provided to Shareholders for the purposes of Listing Rule 10.13:

- a) the Shares will be allotted and issued to:
  - i) PKA Investments Pty Ltd as trustee for the Larks Superannuation Fund, Mr. Adrian Larking's superannuation fund;
  - ii) The Beresford Family Retirement Fund and Clearer Sky Pty Ltd, a superannuation fund, and privately held company, of Mr. Richard Beresford, respectively; and
  - iii) Mr. Jeffrey Schneider;
- b) the maximum number of Shares to be issued to:
  - i) PKA Investments Pty Ltd as trustee for the Larks Superannuation Fund is 1,666,667 (to raise \$50,000);
  - ii) The Beresford Family Retirement Fund and Clearer Sky Pty Ltd is 1,666,667 (to raise \$50,000); and

- iii) Mr. Jeffrey Schneider is 1,666,667 (to raise \$50,000);
- c) the Shares will be allotted and issued to PKA Investments Pty Ltd as trustee for the Larks Superannuation Fund, The Beresford Family Retirement Fund, Clearer Sky Pty Ltd and Mr. Jeffrey Schneider on one date which will be not later than one month after the date of this General Meeting or on such other date as approved by ASX;
- d) PKA Investments Pty Ltd as trustee for the Larks Superannuation Fund is an entity associated with Mr. Adrian Larking who is a Director. The Beresford Family Retirement Fund and Clearer Sky Pty Ltd are entities associated with Mr. Richard Beresford who is a Director;
- e) the price at which the Shares will be issued to the entities associated with Mr. Adrian Larking and Mr. Richard Beresford, and to Mr. Jeffrey Schneider, is 3 cents each. The Shares to be allotted and issued will be fully paid ordinary shares which will rank equally with all other Shares on issue;
- f) the funds raised will be used for working capital and to support the Company's ongoing exploration and development.

If approval is given for the allotment and issue of Shares to entities associated with Mr. Adrian Larking and Mr. Richard Beresford, and to Mr. Jeffrey Schneider, under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

## GLOSSARY

In this Explanatory Memorandum and the Notice to the General Meeting, the following terms have the following meanings unless the context otherwise requires:

<b>ASX</b>	means ASX Limited ACN 008 624 691, and where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>Board</b>	means the board of Directors of the Company.
<b>Company</b>	means Green Rock Energy Limited ACN 094 551 336.
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Corporations Regulations</b>	means the <i>Corporations Regulations 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>General Meeting</b>	means the general meeting of Shareholders the subject of the Notice of Meeting.

<b>Listing Rules</b>	means the Listing Rules of ASX.
<b>Notice of Meeting</b>	means the Notice of Meeting accompanying this Explanatory Memorandum.
<b>Placement</b>	means the placement of 18,666,667 Shares to certain sophisticated and professional investors, as those terms are defined by sections 708(8) and (11) of the Corporations Act, by the Company at 3 cents per Share and announced on 19 April 2010.
<b>Proxy Form</b>	means the enclosed appointment of proxy form.
<b>Resolution</b>	means a resolution detailed in the Notice of Meeting to be considered by Shareholders.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a shareholder of the Company.

## PROXY FORM

**APPOINTMENT OF PROXY  
GREEN ROCK ENERGY LIMITED  
ACN 094 551 336**

### 2010 GENERAL MEETING

I/We .....  
of .....  
being a member/members of GREEN ROCK ENERGY LIMITED entitled to attend  
and vote at the 2010 General Meeting, hereby

appoint .....  
Name of Proxy 1
Name of Proxy 2

of .....  
Address of Proxy 1
Address of Proxy 2

or failing the person(s) so named or, if no person(s) is/are named, the Chair of the meeting or the Chair's nominee, to vote in accordance with the following directions or, if no directions have been given, at the General Meeting to be held in the **Meeting Room, Level 1 at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Friday 18 June 2010 at 11.00am** (Australian Western Standard Time) and at any adjournment thereof.

#### Voting on Business of the General Meeting

	For	Against	Abstain
Resolution 1 – Re-election of Mr. Jeffrey Schneider as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Ratification of Allotment and Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Ratification of Allotment and Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Approval of Issue of Shares to a Related Party – Mr. Adrian Larking	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Approval of Issue of Shares to a Related Party – Mr. Richard Beresford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Approval of Issue of Shares to a Related Party – Mr. Jeffrey Schneider	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you have appointed the Chair of this meeting as your proxy, or if you have not named any person as your proxy, and you do not wish to direct your proxy how to vote, please place a mark in the box.

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 and 6 and that votes cast by the Chair of the meeting for those resolutions other than as a proxy holder will be disregarded because of that interest.

The Chairperson intends to vote any undirected proxies in favour of all the Resolutions. YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE YOUR VOTES WILL NOT BE COUNTED IN CALCULATING THE REQUIRED MAJORITY IF A POLL IS CALLED ON A RESOLUTION.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a poll and that your shares are not to be counted in computing the required majority on a poll.

*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.  
My total voting right is \_\_\_\_\_ shares*

Signed this.....day of .....2010

By:

Individuals and joint holders                      Companies (affix common seal if appropriate)

Signature.....                      Director / Individual 1

Signature.....                      Director/ Company Secretary / Individual 2

Signature.....                      Sole Director and Sole Company Secretary

**Instructions for Completing 'Appointment of Proxy' Form**

- a. A shareholder of the Company who is entitled to attend and cast two or more votes at a general meeting of shareholders is entitled to appoint two proxies. When more than one proxy is appointed, such proxy must be allocated a proportion of the members voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
- b. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
- c. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - (i) directors of the company;
  - (ii) a director and a company secretary of the company; or
  - (iii) for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with section 127(1) or (2). This effectively means that the status of the persons 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) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

- d. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
- e. Where a Proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.