



NOTICE OF 2012 ANNUAL GENERAL MEETING

Including Explanatory Memorandum and Proxy Form

To be held on:

Thursday, 29 November 2012

To be held at:

10:00am

Australian Eastern Daylight Saving Time (AEDST)

Registration commencing 15 minutes earlier (9.45am)

Location:

The CFO Solution
Suite 1, 1233 High Street
Armadale, Victoria
Australia. 3143

This is an important document. It should be read in its entirety.
If you are in doubt as to the course you should follow, consult your financial or other professional adviser.

MINING PROJECTS GROUP LIMITED

[ACN 006 189 331]

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2012 Annual General Meeting of Mining Projects Group Limited ("the Company" or "MPJ") will be held at The CFO Solution, Suite 1, 1233 High Street, Armadale, Victoria 3143 on Thursday 29 November 2012 at 10.00am (Melbourne, Victoria time).

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting. The details of the resolution contained in the Explanatory Memorandum should be read together with, and form part of, this Notice of Annual General Meeting.

BUSINESS

ANNUAL FINANCIAL STATEMENTS

To receive and consider the Annual Financial Statements of the Company for the financial year ended 30 June 2012 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

RESOLUTION 1 – REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"THAT the Company approves the adoption of the Remuneration Report for the year ended 30 June 2012."

Voting Note:

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report, or any of that person's closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to a "Restricted Voter"). However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1;
- it is not cast on behalf of a Restricted Voter.

Please refer to the Proxy and Voting Instructions on Page 3.

RESOLUTION 2 – RE-ELECTION OF MR BRYAN JOHN FROST AS A DIRECTOR

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

"THAT in accordance with the Company's Constitution and ASX Listing Rule 14.4, Mr Bryan John Frost, having consented to act and being eligible for re-election, be re-elected as a director of the Company."

RESOLUTION 3 – ELECTION OF MR PHILLIP ALLEN HAINS AS A DIRECTOR

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

"THAT Mr Phillip Allen Hains, a Director appointed to fill a casual vacancy and being eligible for election, be elected as a Director of the Company."

RESOLUTION 4 – APPROVAL OF 10% SHARE PLACEMENT FACILITY (Special Resolution)

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

“THAT for the purposes of Listing Rule 7.1A shareholders approve the Company having the additional capacity to issue fully paid ordinary shares in the capital of the Company up to a maximum number permitted under ASX Listing Rule 7.1A at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company's listed ordinary shares calculated over the last fifteen (15) days on which trades of the Company's ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting.”

Voting Note:

If as at the time of the Annual General Meeting, the Company:

- is included in the S&P/ASX 300 Index; and/or
- has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of greater than AU\$300 million,

then this Resolution will be withdrawn.

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by:

- persons who may participate in the proposed issue and persons who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; or
- an associate of those persons.

However, the Company need not disregard a vote on this Resolution if:

- it is cast by a person as 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.

By the order of the Board;



Mr Phillip Hains
Company Secretary

Dated: Monday 22nd October 2012.

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice of General Meeting.

PROXY AND VOTING INSTRUCTIONS**Proxy Instructions**

A member who is entitled to vote at a meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; and
- (b) one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at the registered office of the Company or sent by facsimile transmission to the Company's registered office on (03) 9822 7735 not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

Directing your proxy for Resolution 1 (Remuneration Report)

If you appoint the person chairing the meeting as you proxy and you are not a Restricted Voter by marking the box on, and submitting, the Proxy Form you authorise the person chairing the meeting (the Chair) to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's key management personnel, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1.

If you have appointed the Chair as your proxy he or she can only cast your votes on Resolution 1 if you expressly authorise him or her to do so by marking the box on the proxy form or if you direct the Chair how to vote by marking either 'for', 'against' or 'abstain' for that item of business

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7.00pm on Tuesday 27 November 2012 (Melbourne, Victoria time) are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

Special Resolution

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

MINING PROJECTS GROUP LIMITED

[ACN 006 189 331]
("the Company")

This Explanatory Memorandum ("this Memorandum") accompanies and forms part of the Company's Notice of 2012 Annual General Meeting to be held at The CFO Solution, Suite 1, 1233 High Street, Armadale, Victoria 3143 on Thursday 29 November 2012 at 10.00am (Melbourne, Victoria time). The Notice of 2012 Annual General Meeting incorporates, and should be read together with, this Memorandum.

BUSINESS**ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2012**

The Annual Financial Statements of the Company, together with the the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report, for the year ended 30 June 2012 will be laid before the meeting. There is no requirement for shareholders to approve the Annual Financial Statements. However, shareholders will have the opportunity to ask questions about or make comments on the Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend to answer questions about the audit of the Company's Annual Financial Statements.

The Company's Annual Financial Statements for the year ended 30 June 2012 are set out in the Company's Annual Report which can be obtained from the Company's website, www.miningprojectsgroup.com.au or upon request to the Secretary at the Company's registered office located at Suite 2, 1233 High Street, Armadale, Victoria, 3143 (telephone (03) 9824 5254).

RESOLUTION 1 – REMUNERATION REPORT

The Company is required, pursuant to the Corporations Act 2001, to propose a non-binding resolution regarding the Remuneration Report, which forms part of the Directors' Report in the Annual Financial Statements. The Remuneration Report sets out the Company's remuneration arrangements for directors.

Shareholders attending the 2012 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report. In addition, shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director and CEO) must be put up for re-election.

If you appoint the Chair of the meeting as your proxy (or if he may be appointed by default) and do not either (a) direct him how to vote on this Resolution or (b) provide your express consent to the Chair voting your undirected proxy on this Resolution, he will not vote your proxy on those items of business. Accordingly, if you appoint the Chair of the meeting as your proxy (or if he may be appointed by default) and you want your shares to be voted on that item of business, you should either (a) direct him how to vote on this Resolution or (b) tick the box on the proxy form to confirm your consent to the Chair voting your undirected proxy on this Resolution.

Other directors of the Company, any other of its key management personnel or any of their closely related parties will not be able to vote undirected proxies held by them on this Resolution. Key management personnel of the Company comprise the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.

The Remuneration Report identifies key management personnel for the year ending 30 June 2012. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

RESOLUTION 2 – RE-ELECTION OF MR BRYAN JOHN FROST, EXECUTIVE CHAIRMAN AS A DIRECTOR

Pursuant to the Constitution of the Company, one-third of the Directors or, if their number is not a multiple of three, the number nearest to one-third, except the Managing Director, are required to retire by rotation at each Annual General Meeting. Accordingly, one director is required to retire by rotation at the 2012 Annual General Meeting.

Additionally, under ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment, or three years whichever is longer. A director who retires in accordance with these provisions is eligible for re-election.

Accordingly, Mr Frost retires by rotation and, being eligible, offers himself for re-election.

Mr Frost was first appointed to the Board of the Company in 1991.

Mr Frost was a partner of a Melbourne based stockbroking firm until 1973, where he specialised in advising international investors, banks, and investment funds on Australian arbitrage and investments. Mr Frost has over 30 years' experience and he has been involved in a number of public companies as an executive director and major shareholder and possesses extensive experience in financial engineering and management.

The Directors, excluding Mr Frost, unanimously recommend Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – ELECTION OF MR PHILLIP ALLEN HAINS AS A DIRECTOR

Resolution 3 is a resolution for the election of Mr Phillip Hains as an Executive Director of the Company. Mr Hains was appointed as a Director of the Company to fill a casual vacancy on 25 January 2012.

In accordance with the Company's Constitution, any Director appointed to fill a casual vacancy must retire from office, and will be eligible for re-election, at the next General Meeting following their appointment, but that Director will not be taken into account when determining the number of Directors who are to retire by rotation at each Annual General Meeting.

Mr Hains is a Chartered Accountant and specialist in the public company environment. He has served the needs of a number of public company boards of directors and related committees. He has over 20 years' experience in providing accounting, administration, compliance and general management services. He holds a Masters of Business Administration from RMIT and a Public Practice Certificate from the Institute of Chartered Accountants. Mr Hains is a member of the Company's Audit, Risk and Compliance Committee.

Mr Hains, being eligible, offers himself for election.

The Directors, excluding Mr Hains, unanimously recommend Shareholders vote in favour of Resolution 3.

RESOLUTION 4 – APPROVAL OF 10% SHARE PLACEMENT FACILITY**1. General**

The ASX has recently introduced new fund raising rules to provide more flexibility for smaller companies to raise additional capital in an easier and potentially less costly manner. ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities (as that term is defined in the ASX Listing Rules) up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 2(c) below). The Company may use funds raised from any 10% Placement Facility for funding of specific projects and/or general working capital. It may also use the 10% Placement Facility for non-cash consideration purposes such as joint venture, licensing or collaboration agreements or the acquisition of new products (although the Company presently has no proposal to do so).

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

2. Description of ASX Listing Rule 7.1A**(a) Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

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

The Company, as at the date of the Notice, has on issue two classes of Equity Securities, Shares and unlisted options.

(c) Formula for calculating 10% Placement Facility

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, a 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 the issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) 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;

(D) less the number of fully paid shares cancelled in the 12 months.

Note: that A is has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

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 the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 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.

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

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP 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) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility 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; or
- (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 main undertaking),

3. ASX Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolution 3 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).

4. Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) Any Equity Securities issued will be issued at an issue price of not less than 75% of the VWAP 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) If Resolution 3 is approved by the Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised). 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,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities 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 a future Shareholders' meeting; and
- (ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.0045 cents 50% decrease in Deemed Price	\$0.009 Deemed Price	\$0.018 100% Increase in Deemed Price
Current Variable A 242,616,846 Shares	10% Voting Dilution	24,261,685 Shares	24,261,685 Shares	24,261,685 Shares
	Funds raised	\$109,178	\$218,355	\$436,710
50% increase in current Variable A 363,925,269 Shares	10% Voting Dilution	36,392,527 Shares	36,392,527 Shares	36,392,527 Shares
	Funds raised	\$163,766	\$327,533	\$655,065
100% increase in current Variable A 485,233,692 Shares	10% Voting Dilution	48,522,369 Shares	48,522,369 Shares	48,522,369 Shares
	Funds raised	\$218,351	\$436,701	\$873,403

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting;

- (ii) No unlisted options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A. The Company has 6,620,000 unlisted options on issue at the date of this Notice of Meeting;
 - (iii) The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting;
 - (iv) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";
 - (v) The price of ordinary securities is deemed for the purposes of the table above to be \$0.009 cents, being the closing price of the Company's listed securities on ASX on 11 October 2012 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at;
 - (vi) The table does not demonstrate the effect of listed or unlisted options being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 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 activities or ASX Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration including for joint venture, licensing or collaboration agreements or the acquisition of new products (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards advancing specific Company projects and/or general working capital.

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

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to 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, rights issue or other issue in which existing security holders can participate;
- (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 Facility have not been determined as at the date of this Notice of 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.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- (e) The Company has not previously obtained Shareholder approval under ASX Listing Rule 7.1A.
- (f) A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Memorandum relates. At the date of that Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Directors unanimously recommend Shareholders vote in favour of Special Resolution 4.

<<Shareholder Name 1>>
<<Shareholder Name 2>>
<<Shareholder Address 1>>
<<Shareholder Address 2>>
<<Shareholder Address 3>>
<<Shareholder Address 4>>

MINING PROJECTS GROUP LIMITED
[ACN 006 189 331]
("the Company")

YOUR VOTE IS IMPORTANT.

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10:00 AM ON 27 NOVEMBER 2012

PROXY FORM

I/We _____
of _____

being a member(s) of Mining Projects Group Limited

and entitled to: _____ shares hereby appoint:

The Chairman of the meeting OR

Name of Proxy: _____

Address of Proxy: _____

or in the absence of the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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, and to the extent permitted by law, as the proxy sees fit) on my/our behalf at the 2012 Annual General Meeting of the Company to be held at The CFO Solution, Suite 1, 1233 High Street, Armadale Victoria, 3143 on Thursday 29 November 2012 at 10:00am (Melbourne, Victorian, daylight saving time) and at any adjournment or postponement of that meeting.

If two proxies are appointed, complete the following sentence:

This proxy is authorised to exercise votes/ % of my/our total voting rights.

If you do not wish to direct your proxy how to vote, please place a mark in the box:

Chairman authorised to exercise undirected proxies on remuneration related resolutions:

Where I/we have appointed the Chairman of the meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to vote in accordance with the Chairman's voting intentions on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel (which includes the Chairman) and acknowledge that the Chairman may exercise my/our proxy.

If the Chairman of the meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box below.

All other resolutions:

If you appoint the Chairman of the meeting as your proxy (or if he maybe appointed by default) and do not direct him how to vote, he will vote your proxy in favour of that item of business. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman intends to cast your votes in favour of the resolution.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item of business.

PLEASE SIGN AND RETURN PAGES 1 AND 2

Proxy Instructions

To instruct your proxy how to vote, insert 'X' in the appropriate column against the resolution set out below. If you do not instruct your proxy how to vote on the resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I/We direct my/our proxy to vote as indicated below:		For	Against	Abstain
Resolution 1	Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Bryan John Frost	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Phillip Allen Hains as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Share Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<p>If a Person:</p> <p>_____</p> <p>(Signature)</p> <p>_____</p> <p>Name (print)</p> <p>Date: ____/____/____</p>	<p>If a Company:</p> <p>EXECUTED by:</p> <p>_____</p> <p>Name of company (print)</p> <p>in accordance with the Corporations Act:</p> <p>_____</p> <p>(Signature)</p> <p>_____</p> <p>(Name Signatory - Print)</p> <p>Date: ____/____/____</p>
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This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at:

- (a) Suite 1, 1233 High Street, Armadale, Victoria, 3143; or
- (b) by facsimile on (03) 9822 7735 by Tuesday 27 November 2012 at 10.00am (Melbourne, Victoria time), being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.

CONTACT DETAILS:

Phone: _____

Email: _____

PLEASE SIGN AND RETURN PAGES 1 AND 2