

RED SKY ENERGY LIMITED

ACN 099 116 275

NOTICE OF 2014 ANNUAL GENERAL MEETING

Notice is given that the 2014 Annual General Meeting of Red Sky Energy Limited ("the Company" or "Red Sky") will be held at the office of RSM Bird Cameron Partners situated at Level 21, 55 Collins Street, Melbourne Vic 3000 at 11.00am (Melbourne, Victoria time) on 8 May 2014.

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

BUSINESS

2013 Annual Financial Statements

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2013 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 31 December 2013."

Voting Exclusion Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; and
- a Closely Related Party of such a member.

However, a person described above ("Restricted Voter") may vote on this Resolution if:

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

Voting Note:

If you appoint the person chairing the meeting (the Chair) as your proxy and you are not a Restricted Voter by marking the box on, and submitting, the Proxy Form you authorise the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration 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. If you have appointed the Chair as your proxy and you do not want your votes exercised in favour of Resolution 1, you should not mark the box on the Proxy Form or otherwise direct the Chair to vote "against" or to "abstain" from voting on Resolution 1. Please refer to the Proxy and Voting Instructions on Pages 3 & 4.

Resolution 2 – Re-Election of Director - Mr Guy Le Page

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

“THAT in accordance with article 5.1 of the Company’s Constitution and ASX Listing Rule 14.4, Mr Guy Le Page, having consented to act and being eligible for re-election, be re-elected as a Director of the Company.”

Resolution 3 – Appointment of Director – Mr Adrien Wing

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

“That Mr Adrien Wing, a director appointed to fill a casual vacancy on 7 March 2014 and being eligible for election, be elected as a Director of the Company.”

Resolution 4 – Approval of additional 10% share placement facility

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

“That for the purposes of Listing Rule 7.1A, and for all other purposes, 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, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of the Notice of 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

Adrien Wing
Company Secretary

Dated: 4 April 2014

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

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 registered office of the Company on (03) 9614 0550 not less than 11.00am (Melbourne, Victoria time) on 6 May 2014, being 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.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy. In that case, your shares will not be voted on Resolution 1 (Remuneration Report) unless you direct the Chair of the meeting as your proxy how to vote or otherwise mark the box on the proxy form authorising the Chair to vote your undirected proxy on Resolution 1 (refer below).

A proxy form is attached to this Notice.

How the Chairman will vote undirected proxies

Subject to the restrictions set out below or any other restriction at law, the Chair intends to vote undirected proxies in favour of all resolutions.

Proxies that are undirected on Resolution 1 (Remuneration Report)

If you appoint the Chair of the meeting as your proxy and you are not a Restricted Voter by marking the box on, and submitting, the proxy form you authorise 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.

Directors of the Company (other than the Chair, per the above) any other of the Company's key management personnel and any of their closely related parties will not be able to vote undirected proxies held by them on Resolution 1. Key management personnel of the Company comprise the Directors of the Company and those other persons actually having authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly. The Remuneration Report identified the key management personnel for the year ending 31 December 2013. Their closely related parties are defined in the Corporations Act and include specified family members, dependents and companies they control.

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 Chair) a natural person to act as its representative at any general meeting. Corporate representatives are requested to bring appropriate evidence of their appointment as representative to the Annual General Meeting. Attorneys are requested to bring original or a certified copy of the power of attorney pursuant to which they are appointed. Proof of identity will also be required for corporate representatives and attorneys.

Voting Entitlement

The Company has determined in accordance with the Corporations Act, that for the purpose of voting at the 2013 Annual General Meeting, shares will be taken to be held by those who hold them at 7:00pm (Melbourne, Victoria time) on 6 May 2014. On a poll, members have one vote for every fully paid ordinary share held.

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. Resolution 4 is a special resolution.

RED SKY ENERGY LIMITED
ACN 099 116 275
("the Company")

2014 ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("this Memorandum") accompanies and forms part of the Company's Notice of 2014 Annual General Meeting to be held at the office of RSM Bird Cameron Partners situated at Level 21, 55 Collins Street, Melbourne Vic 3000 at 11.00am (Melbourne, Victoria time) on 8 May 2014. The Notice of 2014 Annual General Meeting incorporates, and should be read together with, this Memorandum.

2013 Annual Financial Statements

The 2013 Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report, for the year ended 31 December 2013 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 2013 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 2013 Annual Financial Statements.

The Company's 2013 Annual Financial Statements are set out in the Company's 2013 Annual Report which can be obtained from the Company's website, www.redskyenergy.com.au or upon request to the Secretary at the Company's registered office, Level 17, 500 Collins Street, Melbourne, Victoria, 3000 (telephone (03) 9614 0600).

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 2014 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 Annual General Meeting's (AGM), 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. The vote on the Remuneration Report contained in the Company's 2012 Annual Financial Statements was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event that 25% or more of votes that are cast are against the adoption of the 2013 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2013 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more at the same resolution at the following AGM a spill resolution would be required.

Any undirected proxies held by Directors or other Key Management Personnel or any of their Closely Related Parties) will not be voted on this Resolution (save that the Chair may vote undirected proxies if specifically authorised to do so – refer to proxy voting instructions). 'Closely Related Parties' are

defined by the Corporations Act 2001, and include specified family members, dependants and companies they control.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Resolution by marking either "For", "Against" or "Abstain" on the proxy form for this Resolution.

Resolution 2 – Re-Election of Director - Mr Guy Le Page

Pursuant to article 5.1 of 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 AGM. The Company has three Directors, one of whom is the Managing Director. Accordingly, one Director is required to retire by rotation at the 2014 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 Guy Le Page retires by rotation and, being eligible, offers himself for re-election.

The non-candidate directors unanimously support the re-election of Mr Guy Le Page.

Resolution 3 – Appointment of Director - Mr Adrien Wing

In accordance with article 8.2 of the Company's Constitution a Director appointed to fill a casual vacancy will hold office until the next AGM of the Company when the Director may be re-elected by shareholders.

Mr Adrien Wing was appointed as a Director of the Company to fill a casual vacancy on 7 March 2014. Resolution 3 has been proposed to seek shareholder approval for Mr Wing's appointment.

Adrien Wing, B.Bus (Accounting), CPA has extensive company secretarial and corporate experience with small cap ASX listed companies and has been acting as Secretary of the Company since 3 February 2011.

The non-candidate directors unanimously support the re-election of Mr Adrien Wing.

Resolution 4 – Approval of additional 10% share placement facility

Under ASX Listing Rule 7.1A certain companies may seek shareholder approval by special resolution passed at an AGM to have the additional capacity to issue equity securities which do not exceed 10% of the existing ordinary share capital without further shareholder approval. Approval under this Resolution 4 is sought for the Company to issue ordinary shares under Listing Rule 7.1A.

If Resolution 4 is approved the Company may make an issue of ordinary shares under Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- the date which is 12 months after the date of the Annual General Meeting (i.e. 8 May 2015);
or
- the date on which shareholders approve a transaction under Listing Rule 11.1.2 or 11.2 (i.e. the approval sought under this Resolution 4 will cease to be valid if shareholders approve a transaction under Listing Rule 11.1.2 or 11.2).

At the date of this Memorandum, the Company is an 'eligible entity', and therefore able to seek approval under Listing Rule 7.1A, as it is not included in the S&P/ASX300 and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million). If at the time of the 2014 Annual General Meeting the Company is no longer an eligible entity this Resolution 4 will be withdrawn.

The maximum number of ordinary shares which may be issued in the capital of the Company under the approval sought by this Resolution 4 will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

(A x D) – E

where:

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

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4 (this does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval); and
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in 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 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 Listing Rule 7.1 or 7.4.

The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1. The effect of Resolution 4 will be to allow the Company to issue ordinary shares under Listing Rule 7.1A without subsequent shareholder approval and without using the Company's 15% placement capacity under Listing Rule 7.1.

Any equity securities issued under Listing Rule 7.1A.2 must be in the same class as an existing quoted class of equity securities of the Company. As at the date of this Memorandum, the Company has only one class of quoted equity securities, being its ordinary shares. As at the date of this Memorandum, the Company has capacity to issue:

- 252,137,472 equity securities under Listing Rule 7.1 (15% capacity); and
- subject to obtaining the shareholder approval being sought under Resolution 4, 168,091,648 ordinary shares under Listing Rule 7.1A (10% capacity).

The actual number of shares which may be issued under Listing Rule 7.1A (and Listing Rule 7.1) will be a function of the number of shares on issue at the time an issue is proposed, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and set out above.

The issue price of the ordinary shares issued under Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the ordinary shares the subject of this Resolution 4 will be issued is 75% of the volume weighted average market (closing) price ("VWAP") of the Company's ordinary shares over the 15 days on which trades in that class were recorded immediately before either:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 5 ASX trading days of the date in the paragraph above,

the date on which the securities are issued.

If Resolution 4 is approved, and the Company issues ordinary shares under Listing Rule 7.1A, the existing shareholders' voting power in the Company will be diluted. There is a risk that:

- the market price for the Company's ordinary shares may be significantly lower on the issue date than on the date of the approval of Resolution 4; and
- the ordinary shares issued under Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to market price for the Company's ordinary shares on the issue date,

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

The table set out below shows the dilution of existing shareholders on the basis of:

- The current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" in the formula shown above as at the date of this Memorandum.
- Two examples where the number of ordinary shares on issue ("A" in the formula set out above) has increased, by 50% (i.e. one and a half times the number of ordinary shares on issue in the Company) and 100% (i.e. a doubling of the number of ordinary shares on issue in the Company). The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require shareholder approval (for example, pro-rata entitlements issues) or as a result of future placements under Listing Rule 7.1 that are approved by shareholders.
- Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 3 April 2014.

			Dilution		
			50% decrease in issue price \$0.001	Issue Price \$0.002	50% increase in issue price \$0.003
Variable "A" Listing Rule 7.1A2	"A" is the current number of shares on issue 1,680,916,486 shares	10% voting dilution	168,091,649 shares	168,091,649 shares	168,091,649 shares
		Funds raised	\$168,092	\$336,183	\$504,275
	"A" is increased by 50% to 2,521,374,729 shares	10% voting dilution	252,137,473 shares	252,137,473 Shares	252,137,473 shares
		Funds raised	\$252,137	\$504,275	\$756,412
	"A" is increased by 100% to 3,361,832,972 shares.	10% voting dilution	336,183,297 shares	336,183,297 shares	336,183,297 shares
		Funds raised	\$336,183	\$672,367	\$1,008,549

Notes:

- (i) The table assumes that the Company issues the maximum number of ordinary shares available under Listing Rule 7.1A.

- (ii) *The table assumes that no options are exercised in ordinary shares before the date of the issue of ordinary shares under Listing Rule 7.1A.*
- (iii) *The table reflects the aggregate percentage voting dilution against the issued share capital at the time of issue. This is why the dilution is shown in each example as 10%.*
- (iv) *The table does not show an example of dilution that may be caused to a particular shareholder by reason of issues of ordinary shares under Listing Rule 7.1A based on that shareholder's holding at the date of this Memorandum.*
- (v) *The table shows the effect of an issue of ordinary shares under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.*
- (vi) *Any issue of ordinary shares is required to be made in accordance with the ASX Listing Rules. An issue made other than under the Company 15% capacity (Listing Rule 7.1) or the Company's additional 10% capacity (Listing Rule 7.1A) and not otherwise made under an exception in Listing Rule 7.2 (for example, a pro-rata rights issue) would require shareholder approval.*
- (vii) *The table above is prepared based on closing price of the Company's shares on ASX on 3 April 2014 of 0.002 cents).*

If this Resolution 4 is approved the Company will have the ability to issue up to 10% of its issued capital without further shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this Memorandum the Company has not formed an intention to offer any ordinary shares under Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under Listing Rule 7.1A will depend on the issue price of the ordinary shares which will be determined at the time of issue. In some circumstances the Company may issue ordinary shares under Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, contractors or vendors). In such circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

While the Company has not formed an intention to offer any ordinary shares under Listing Rule 7.1A, some of the purposes for which the Company may issue ordinary shares under Listing Rule 7.1A include (but are not limited to):

- Raising funds to be applied to the Company's working capital requirements, in particular [the funding requirements for the Company's existing Western Australian nickel project(s) or any for any other project or asset that may be acquired by the Company.
- Acquiring assets. In these circumstances the issue of the ordinary shares may be made in substitution for the Company making a cash payment for the assets (i.e. as non-cash consideration). If the Company elects to issue the ordinary shares for the purpose of acquiring assets then the Company will release to the market a valuation of the assets prior to issuing the shares.
- Paying contractors or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% placement capacity. The identity of the allottees of ordinary shares under Listing Rule 7.1A will be determined on a case by case basis at the time the Company decides to make an issue, having regard to a number of factors including:

- the purpose of the issue;
- the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company

(including but not limited to a rights issue or other issue in which existing security holders can participate);

- the potential effect of the issue of securities under Listing Rule 7.1A on the control of the Company;
- the circumstances of the Company, including but limited to the Company's financial situation and the likely future capital requirements; and
- advice from the Company's corporate or financial advisors (if applicable).

Offers made under Listing Rule 7.1A may be made to parties including professional and sophisticated investors, existing shareholders of the Company, clients of Australian Financial Service License holders and/or their nominees, or any other person to whom the Company is able to make an offer of ordinary shares.

The allottees under the 10% placement capacity have not been determined as at the date of finalisation of the Notice of General Meeting and may include existing shareholders or substantial shareholders and/or new shareholders, but the allottees cannot include any directors, related parties or associates of a related party of the Company without further specific shareholder approval.

The Company last obtained shareholder approval under Listing Rule 7.1A at the annual general meeting held on 24 May 2013 (**2013 AGM**). In accordance with Listing Rule 7.3A.6, the Company confirms that since the 2013 AGM, no securities have been issued.

This Resolution is a 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.

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.

A voting exclusion statement applies to this Resolution and is set out in the Notice of Meeting.

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**RED SKY ENERGY LIMITED
ACN 099 116 275
("the Company")**

PROXY FORM

APPOINT A PROXY

I/We _____

Of _____

being a member(s) of Red Sky Energy Limited

and entitled to _____ shares appoint:

Name of Proxy: _____

Address of Proxy: _____

or in his/her absence, the Chair of the meeting as my/our proxy to vote on my/our behalf at the 2014 Annual General Meeting of the Company to be held at the at the office of RSM Bird Cameron Partners situated at Level 21, 55 Collins Street, Melbourne Vic 3000 at 11.00am (Melbourne, Victoria time) on 8 May 2014 and at any adjournment 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 the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy, please place a mark in the box

By marking this box you acknowledge that the Chair may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.¹ The Chair intends voting undirected proxies in favour of the resolutions in which he is permitted to vote. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on that resolution.

¹ Note: If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item of business. The Chair of the meeting, Directors and other Key Management Personnel of the Company and their Closely Related Parties (see the Notice of General Meeting and overleaf) will not cast any votes in respect of Resolution 1 (Remuneration Report). The Chair may only cast votes that arise from any undirected proxy that the Chair holds in respect of Resolution 1 if the box above is marked.

VOTING DIRECTIONS FOR YOUR PROXY

To instruct your proxy how to vote, insert 'X' in the appropriate column against each resolution set out below. If you do not instruct your proxy how to vote on a 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 Director – Mr Guy Le Page	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Election of Director – Mr Adrien Wing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.	Approval of 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 style="text-align: right;">Name of company (print)</p> <p>in accordance with the Corporations Act</p> <p>_____</p> <p>(Signature) _____</p> <p style="text-align: right;">(Signature)</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) Level 17, 500 Collins Street, Melbourne, Victoria, 3000; or
- (b) by facsimile on 03 (9614 0550) by 11.00am (Melbourne, Victoria time) on 6 May 2014, being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.