

Annual General Meeting

Broken Hill, NSW, 24 November 2009

The Perilya Limited Annual General Meeting will be held at The Entertainment Centre, 31 Sulphide Street (Cnr Sulphide and Blende Streets), Broken Hill NSW 2880 on Tuesday, 24 November 2009, commencing at 10.00 am (Broken Hill time), with registration from 9.30 am.

The following documents relate to the Annual General Meeting:

- Notice of Meeting for the Annual General Meeting, including explanatory memorandum;
- Notice of how to access a copy of the Company's electronic Annual Report for the year ending 30 June 2009; and
- Proxy Form and return envelope.

If you are attending the AGM in Broken Hill and have not lodged a Proxy Form, please bring the Proxy Form with you to assist with registration.

If you are not attending the AGM in Broken Hill, you can lodge a completed Proxy Form by returning it in the enclosed envelope or alternatively by facsimile.

Please be aware that the Proxy Form needs to be received by the Perilya Share Registrar by no later than 10.00 am (Broken Hill time) on Sunday 22 November 2009. Further details on lodging your Proxy Form can be found on the reverse side of the Proxy Form.

NOTICE OF HOW TO ACCESS A COPY OF THE COMPANY'S ELECTRONIC ANNUAL REPORT FOR THE YEAR ENDING 30 JUNE 2009.

Perilya has adopted regulations that enable the Company to no longer distribute a hard copy annual report, unless a shareholder elects to continue to receive a hard copy.

In accordance with the Corporations Act, Perilya advises that a copy of the Company's Annual Report for the year ended 30 June 2009, is available on the Perilya website, www.perilya.com.au/investor-information/company-reports. When you access the Company's Annual Report on-line, you can view it, search for specific information and print a copy of the Annual Report.

Please note that if you have elected to continue to receive a hard copy of the Company's Annual Report, it will be mailed to you no later than 21 days before the Annual General Meeting.

However, if you did not elect to continue to receive a hard copy of the Company's Annual Report and now (or some time in the future) wish to receive a hard copy of the Company's Annual Report, then please contact the Perilya Share Registrar on +61 8 9323 2000. They will be pleased to mail you a copy.

Notice of Annual General Meeting

The Annual General Meeting of Perilya Limited (“**Perilya**” or “**the Company**”) will be held at The Entertainment Centre, 31 Sulphide Street (Cnr Sulphide and Blende Streets), Broken Hill, New South Wales 2880 on Tuesday, 24 November 2009 at 10.00 am (Broken Hill time).

Terms used in this Notice and explanatory memorandum are defined in the glossary to this document.

The explanatory memorandum which accompanies and forms part of this Notice describes the matters to be considered at the Annual General Meeting.

Agenda

Annual Financial Statements

To receive and consider the Annual Financial Statements, the Directors’ Report and the Audit Report of Perilya for the financial year ended 30 June 2009.

Ordinary Business

1. *Adoption of the Remuneration Report (non-binding resolution)*

To adopt the Remuneration Report for Perilya (which is contained in the Directors’ Report) for the financial year ended 30 June 2009.

2. *Re-election of Mr Peter Harley*

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

“To elect Mr Peter Harley as a Director of the Company, who retires by rotation in accordance with the Company’s constitution and, being eligible, offers himself for re-election.”

3. *Approval of Employee Share Option Plan*

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

*“That for the purposes of ASX Listing Rule 7.2 Exception 9(b) and for all other purposes, the issue of options under the terms of the Perilya Limited Employee Share Option Plan (**ESOP**) and the terms of the ESOP, as detailed in the explanatory memorandum accompanying this notice of annual general meeting, are approved.”*

Voting Exclusion Statement

As required by ASX Listing Rule 7.2, Exception 9(b) the Company will disregard any votes cast by or on behalf of a Director of the Company and an associate of a Director of the Company (except a Director who is ineligible to participate in the Perilya Limited Employee Share Option Plan or any associate of such a Director).

The Company, however, need not disregard a vote if:

- a) 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
- b) it is cast by the chairperson of 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.

Notes

These notes form part of the Notice of Annual General Meeting.

Voting Entitlements

The Directors have determined that, for the purpose of voting at the Meeting, members eligible to vote at the Meeting are those persons who are the registered holders of shares at 10.00 am (Broken Hill time) on 22 November 2009.

How to Vote

You may vote by attending the Meeting in person, by proxy, or by an authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. Members are asked to arrive at the venue 30 minutes prior to the time designated for the Meeting, if possible, so that the Company may check their shareholding against the Company's share register and note attendances.

Voting by Proxy

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. A proxy can be an individual or a body corporate. A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise.

To vote by proxy, the Proxy Form (together with the original of any power of attorney or other authority, if any, or certified copy of that power of attorney or other authority under which the proxy is signed) must be received at the Share Registrar of Perilya no later than 10.00 am (Broken Hill time) on Sunday 22 November 2009 (Proxy Forms received after that time will be invalid). Proxy Forms must be received before that time via any of the following methods:

By Post:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne, Victoria 3001

By Facsimile: (within Australia) 1800 783 447

By Facsimile: (outside Australia) +61 3 9473 2555

Corporate Representatives

A body corporate may elect to appoint an individual to act as its representative in accordance with Section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's Share Registrar, Computershare Investor Services, before the Meeting or at the registration desk on the day of the Meeting. Certificates of appointment of corporate representatives are available at www.computershare.com or on request by contacting Computershare Investor Services on telephone number +61 1300 557 010.

Enquiries

Shareholders are invited to contact the Company Secretary on +618 6330 1000 if they have any queries in respect of the matters set out in these documents.

By order of the Board



Paul Marinko
Company Secretary

Dated 21 October 2009

The Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Explanatory Memorandum

This explanatory memorandum and all attachments are important documents. They should be read carefully. If you have any questions regarding the matters set out in this explanatory memorandum or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

General information

This explanatory memorandum has been prepared for the shareholders of the Company in connection with the Annual General Meeting (“AGM”) of the Company to be held on 24 November 2009.

The purpose of this explanatory memorandum is to provide shareholders with information that the Board believes to be material to shareholders in deciding whether or not to approve the resolutions detailed in the Notice.

Financial Statements

The Corporations Act requires the Annual Financial Statements, the Directors’ Report, and the Auditor’s Report (“**Annual Financial Statements**”) to be received and considered at the Meeting. The Annual Financial Statements for the year ended 30 June 2009 are included in the Company’s 2009 Annual Report, a copy of which can be accessed on-line at www.perilya.com.au. Alternatively, a hard copy will be made available on request.

No vote will be taken on the Annual Financial Statements. However, Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Statements and reports.

The Company’s auditor, Ernst & Young, will be present at the Meeting and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor’s Report, the Company’s accounting policies, and the independence of the auditor.

Resolution 1 - Approval of the Remuneration Report

The Concise Annual Report for the year ended 30 June 2009 contains a Remuneration Report which:

- sets out the remuneration policy for Perilya;
- discusses the relationship between the remuneration policy and the Company’s performance; and
- details the remuneration arrangements for the Chief Executive Officer, senior executives and Non-Executive Directors.

The Remuneration Report is contained within the Director’s Reports in the Company’s Concise Annual Report and in the annual report section of the website at www.perilya.com.au.

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company. The Chairman of the Meeting will allow reasonable opportunity for shareholders to ask questions about, or comment on, the Remuneration Report at the Meeting.

Whilst there is no legal requirement to abstain from voting, the Company expects Directors, and the specified executives whose remuneration details are disclosed in the report, not to vote on this item.

Resolution 2 - Re-election of Peter Harley

Mr Peter Harley retires by rotation in accordance with the Company’s Constitution and offers himself for re-election as a Director of the Company.

Mr Harley has more than 30 years of commercial experience and has held senior roles in a range of diverse industries. Since 1996, Mr Harley has been a senior consultant and a non executive director to a number of organisations, providing strategic advice on areas including business planning, strategic marketing, acquisitions and investments.

Mr Harley serves as Chairman of the Audit and Risk Management Committee and as a member of the Remuneration and Nomination Committee and Contracts Committee.

Qualifications: B.Com, A.S.A, FAICD

Age: 59

Independent: Yes

Mr Harley was appointed as a Non-Executive Director of on 19 November 2003.

The Board endorses the re-election of Mr Harley as a Director.

Resolution 3 - Approval of Employee Share Option Plan

At the Annual General Meeting held on 29 November 2006, shareholders approved the issue of Options under the Perilya Limited Employee Share Option Plan (“**ESOP**”) in accordance with Listing Rule 7.2 Exception 9.

Resolution 3 seeks to renew that approval for a further period of three years commencing on the date of the Annual General Meeting.

The ESOP is an important part of the Company’s remuneration strategy for its senior employees, aligning their interests with those of shareholders by linking their rewards to the long term success of the Company and its financial performance.

Non-Executive Directors are not eligible to participate in the ESOP.

Requirement for Shareholder approval

The Board is seeking shareholder approval for the ESOP in accordance with the ASX Corporate Governance Council’s Best Practice Recommendations.

In addition, approval is also sought under ASX Listing Rule 7.2 Exception 9(b) which will exempt the issue of Options under the ESOP from the 15% annual limit on the issue of new securities without prior shareholder approval for a period of three years from the date of the passing of Resolution 3. In the absence of such approval, the issue can still occur but is counted as part of the 15% limit which would otherwise apply during a 12 month period.

Key Features of the Proposed Employee Share Option Plan (ESOP)

Under the terms of the ESOP the Board has discretion to determine the exercise price, the expiry date and vesting conditions of the Options. With respect to the options issued under the ESOP since the last approval on 29 November 2006, the Board adopted a practice of granting Options, which had an exercise price set at a premium of no less than 20% above the five day weighted average Share price at which Perilya's shares were traded on the Australian Stock Exchange, at the time of the offer to the employee or approved by the Remuneration and Nomination Committee.

Options were also generally granted on the basis that they vest in three tranches, with the first tranche exercisable after 24 months, the second tranche after 36 months and the third tranche after 48 months.

Notwithstanding the above, the Board retains full discretion to determine the exercise price, the expiry date and vesting conditions of the Options with each issue of options under the ESOP using whatever practice or policy it may determine from time to time in accordance with the rules of the ESOP.

Options which have not vested are forfeited if the executive leaves the employment of Perilya.

The Options carry no dividend or voting rights.

ASX Listing Rule 7.2

In accordance with Listing Rule 7.2 Exception 9, the following information is provided to members:

- a) details of Options issued under the ESOP since the last approval on 29 November 2006 are:

Number	Exercise Price	Grant Date	Expiry Date
2,550,000	\$0.50	25.11.2008	30.09.2010
2,550,000	\$0.60	25.11.2008	30.09.2011
2,550,000	\$0.75	25.11.2008	30.09.2012

- b) a summary of the terms of the ESOP are set out in Annexure A to this Notice of Annual General Meeting. A copy of the ESOP rules is available from the Company's registered office.

The number of Options to be offered under the ESOP will be decided by the Board from time to time. However, the total number of Options on issue immediately following an issue of Options must not exceed 7.5% of the then issued Share capital of the Company on a fully diluted basis. Based on the current Share capital of the Company, the maximum number of Options which can be on issue, under the ESOP is 29,591,598 Options. As at the date of this Notice there are 8,650,000 Options on issue under the terms of the ESOP representing 2.19% of the diluted Share capital of the Company.

Directors' Recommendation and Open Proxies

As the Board considers that the ESOP remains an appropriate mechanism to assist in the recruitment, reward, retention and motivation of senior executives and other key personnel of the Perilya group, the Board recommends that members vote in favour of the resolution 3. The Chairman intends to vote open proxies in favour of the resolution 3.

GLOSSARY

Annual General Meeting or AGM or Meeting	means the Annual General Meeting of Shareholders of the Company to be held at 31 Sulphide Street (Cnr Sulphide and Blende Streets) , Broken Hill, New South Wales, on Tuesday, 24 November 2009 at 10.00 am (Broken Hill time), or any adjournment thereof.
ASX	means ASX Limited (ABN 98 008 624 691), or as the context requires, the financial market operated by it.
ASX Listing Rules or Listing Rules	means the Listing Rules of ASX.
Company or Perilya	means Perilya Limited (ABN 85 009 193 695).
Constitution	means the Company's constitution.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Notice	means the notice of Meeting accompanying this explanatory memorandum.
Option	means an option to acquire a Share.
Share	means a fully paid ordinary Share in the capital of the Company.

Annexure A

Summary of Perilya Limited Employee Share Option Plan

Administration

The Directors will administer the ESOP as a Board, or through a Committee of the Board. From time to time, employees of the Company may be invited to apply for options to subscribe for fully paid ordinary shares in the Company ("**Options**"), in the absolute discretion of the Committee or the Board.

Eligibility

Options may be offered under the ESOP to all full or part time employees of the Company or any Associated Company. For the purposes of the ESOP, an Associated Company is any related body corporate of the Company (as that term is defined in the Corporations Act), any company which has 20% or more of the voting power in the Company, or any company in which the Company has 20% or more of the voting power.

Participation

Eligible employees are invited by the Company to apply by completing and returning an application form to the Company or its representatives, and become participants when the Company accepts their application ("**Participants**").

Number of Options and Limits

The number of Options to be offered under the ESOP will be decided by the Directors from time to time.

The total number of the Shares the subject of Options on issue immediately following an issue of Options must not exceed 7.5% of the then issued share capital of the Company on a fully diluted basis (notwithstanding that those shares may for any reason subsequently represent more than 7.5% of that capital).

Option Terms

- a) Options can be issued for no consideration and are transferable with the written consent of the Board.
- b) The Options are exercisable on the terms and price determined by the Directors and only during the exercise period specified in the invitation, by notice in writing to the Company. The exercise notice must be accompanied by the Option certificate and payment of the full amount of the exercise price.
- c) Not more than 10 business days after the exercise of an Option becomes effective, the Company must allot and issue to the Participant the Shares the subject of the Option.
- d) All Shares issued on the exercise of the Options are subject to the constitution of the Company and rank equally in every way with the Company's then issued fully paid Shares. The Company must apply to ASX for, and will use its best endeavours to obtain, quotation for the Shares to be issued to the Participant on exercise of the Option.

- e) Any Options shall lapse, unless otherwise determined by the Board, if:
 - i) any Participant ceases to be an employee for any reason prior to the date on which the Options become exercisable (the **Vesting Date**);
 - ii) any Participant ceases to be an employee for any reason after the Vesting Date and before the last date on which the Options are exercisable, in which case any Options shall lapse on the day which is 30 business days after the day on which the Participant ceases to be an employee;
 - iii) the Committee or the Board becomes aware of circumstances which, in their reasonable opinion indicate that the Participant has acted fraudulently, dishonestly or in a manner which is in breach of his or her obligations to the Company or any Associated Company and the Committee or the Board (in its absolute discretion) determines that the Options shall lapse; or
 - iv) the Company commences to be wound up.
- f) Where a Participant ceases to be an employee whilst any Options are exercisable, the Committee or the Board may in its absolute discretion (on any conditions it thinks fit) decide that the options do not lapse as outlined in paragraph (e)(ii) above, but lapse instead at the time and on the conditions specified in the notice to the Participant. In making a decision under this clause, the Committee may consider any relevant matter (for example, whether the Participant ceased to be an employee by reason of retirement, ill health, accident or redundancy).
- g) If a takeover bid is made to acquire some or all of the Shares, or the Court sanctions a compromise or arrangement under part 5.1 of the Corporations Act in connection with a scheme for the reconstruction of the Company or its amalgamation with any other body corporate which results in one person becoming, directly or indirectly, legally or beneficially entitled to 30% or more of the Shares, the Board may give written notice to Participants and all Options become immediately exercisable and if not exercised, will lapse within 30 business days of the date of such notice.

Adjustments

The following adjustments may be made in respect of unexercised Options:

- a) If the Company makes a pro rata offer of Shares, the Company must give any Participant at least nine (9) business days' notice before the record date for determining entitlements to receive that offer to enable any Participant to exercise the Options and receive that offer in respect of the Shares allotted on exercise of the Options.

- b) If there is an issue of new Shares following a pro rata offer made to existing shareholders and any Participant does not exercise their Options as contemplated by paragraph (a) above, the Exercise Price of an Option after the issue of those Shares is adjusted in accordance with the following formula:

$$O^1 = O - E \frac{[P \cdot (S + D)]}{N + 1}$$

where:

O^1 = The new exercise price of the Option.

O = The old exercise price of the Option.

E = The number of Shares into which an Option is exercisable.

P = The average closing price (excluding special crossings, overnight sales and exchange traded option exercises) on the Stock Exchange Automated Trading System provided for the trading of securities on ASX of Shares (weighted by reference to volume) during the five (5) trading days before the ex rights date or ex entitlements date.

S = The subscription price for one security under the renounceable rights or entitlements issue.

D = The dividend due but not yet paid on existing Shares (except those to be issued under the renounceable rights issue or entitlements issue).

N = Number of Shares with rights or entitlements required to be held to receive a right to one new security.

However, if O^1 under this formula is less than the amount prescribed by the ASX Listing Rules as the minimum exercise price for options, the new exercise price of the Option is to be equal to that minimum price.

- c) If the Company makes a pro rata bonus issue to shareholders and an Option is not exercised before the record date to determine entitlements to that bonus issue, the number of securities to be issued on exercise of the Option is the number of Shares before that bonus issue plus the number of securities which would have been issued to the Participant if the Option had been exercised before that record date.
- d) If the Company subdivides or consolidates its Shares, the Options must be subdivided or consolidated (as the case may be) in the same ratio as the Shares, and the exercise price must be amended in inverse proportion to that ratio.

- e) If the Company makes a return of capital, the number of Options remains the same and the exercise price of each Option is reduced by the same amount as the amount returned in relation to each Share (or in relation to a number of Shares equal to the number of Shares to be issued on exercise of the Option if that number is not 1).

- f) If the Company makes a cancellation of any paid up share capital that is lost or not represented by available assets, the number of Options and the exercise price of each Option is unaltered.

- g) If the Company reduces its issued share capital on a pro rata basis, the number of Options must be reduced by the same ratio as the Shares and the exercise price of each Option must be amended in inverse proportion to that ratio.

- h) If the Company reorganises its issued share capital in any other way not contemplated above, the number of Options or the exercise price, or both, must be reorganised so that the Participant will not receive a benefit that holders of Shares do not receive.

Duration

The ESOP continues in operation until the Board decides to end it.

Amendment

The Board or its Committee may by resolution, subject to the ASX Listing Rules, amend the ESOP or all or any of the rights or obligations of the Participants.



1st Floor, Building E,
661 Newcastle Street
Leederville WA 6007

Telephone: +61 8 6330 1000

Facsimile: +61 8 6330 1099

Email: perilya@perilya.com.au

Website: www.perilya.com.au



Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 729 381
(outside Australia) +61 3 9946 4462

Proxy Form

 **For your vote to be effective it must be received by 10:00am (Broken Hill Time) Sunday 22 November 2009**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View the annual report:

www.perilya.com.au

Update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

Your secure access information is:

SRN/HIN:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Perilya Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing 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, as the proxy sees fit) at the Annual General Meeting of Perilya Limited to be held at The Entertainment Centre, 31 Sulphide Street, Broken Hill, New South Wales 2880 on Tuesday 24 November 2009 at 10:00am (Broken Hill Time) and at any adjournment of that meeting.

Important for Item 3: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 3 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 3 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 3 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of the Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Peter Harley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____