



MEDUSA MINING LIMITED

ABN: 60 099 377 849

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ASX ANNOUNCEMENT

14 October 2010

NOTICE OF ANNUAL GENERAL MEETING

Medusa Mining Limited advises that its Annual General Meeting (“AGM”) will be held on Wednesday, 17 November 2010, commencing at 11.00 am (WST).

The AGM will be held at The Sheraton Perth Hotel (Goldsworthy Room), 207 Adelaide Terrace, Perth, Western Australia.

The Notice of Annual General Meeting and Explanatory Memorandum will be dispatched to shareholders of the Company today.

For further information please contact:

Roy Daniel

Company Secretary

Phone: +618 9367 0601

Website: www.medusamining.com.au



MEDUSA MINING LIMITED

ACN 099 377 849

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

**For the Annual General Meeting to be held on Wednesday,
17 November 2010 at 11.00 am (Perth time) at the Goldsworthy Room,
Sheraton Perth Hotel, 207 Adelaide Terrace, Perth, Western Australia.**

This is an important document. Please read it carefully and in its entirety.
If you do not understand it please consult with your professional advisers.

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

The Annual Report is available for viewing on www.medusamining.com.au

MEDUSA MINING LIMITED

ACN 099 377 849

NOTICE OF ANNUAL GENERAL MEETING

Medusa Mining Limited (**Company**) gives notice that the Annual General Meeting of members will be held on Wednesday, 17 November 2010 at 11.00 am (Perth time) at the Goldsworthy Room, Sheraton Perth Hotel, 207 Adelaide Terrace, Perth, Western Australia (**Annual General Meeting**).

ITEMS OF BUSINESS

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Appointment Form are part of this Notice.

Terms and abbreviations used in this Notice, the Explanatory Memorandum and the Proxy Appointment Form are defined in Schedule 1 to this Notice.

1. ACCOUNTS AND REPORTS

To receive and consider the Financial Report of the Company, the Directors' Report and the Auditor's Report for the year ended 30 June 2010.

2. RESOLUTION 1: RE-ELECTION OF DIRECTOR – MR ANDREW TEO

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

"That Mr Andrew Teo, who was appointed a Director of the Company on 15 February 2010 and in accordance with ASX Listing Rule 14.4 and the Constitution of the Company holds office until the next Annual General Meeting, be re-elected as a Director."

3. RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR PETER JONES

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

"That Mr Peter Jones, who was appointed a Director of the Company on 8 July 2010 and in accordance with ASX Listing Rule 14.4 and the Constitution of the Company holds office until the next Annual General Meeting, be re-elected as a Director."

4. RESOLUTION 3: RE-ELECTION OF DIRECTOR – DR ROBERT WEINBERG

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

"That Dr Robert Weinberg, who retires by rotation in accordance with the Constitution of the Company, be re-elected as a Director of the Company."

5. **RESOLUTION 4: APPROVAL OF ISSUE OF OPTIONS**

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

"That, for the purpose of section 613 of the TSX Company Manual, ASX Listing Rule 7.1, and for all other purposes, the issue of 150,000 options to acquire fully paid ordinary shares of the Company to Mr Nicholas Sayce on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice, is authorised and approved."

6. **RESOLUTION 5: DISAPPLICATION OF PRE-EMPTIVE RIGHTS**

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

"That, the Directors be empowered pursuant to Rule 2.1A of the Company's Constitution to issue Shares and other equity securities for cash as if Rule 2.1A of the Company's Constitution did not apply to any such issue provided that this power shall be limited to the issue of Shares or other equity securities:

- (a) pursuant to the terms of the 1,190,000 options to subscribe for fully paid ordinary shares in the Company, which options were issued prior to the date of this Annual General Meeting;*
- (b) subject to Resolution 4 being passed, pursuant to the terms of the 150,000 options to subscribe for fully paid ordinary shares in the Company to be issued to Mr Nicholas Sayce; or*
- (c) otherwise than pursuant to subparagraphs (a) and (b) above, up to an aggregate amount of 9,379,245. The authority granted under this subparagraph (c) shall expire on the conclusion of the next Annual General Meeting of the Company or, if earlier, close of business on 17 February 2012 (provided that this authority shall allow the Company before the expiry of this authority to make offers or agreements which would or might require equity securities to be issued after such expiry (including pursuant to any options that have been issued, whether or not vested or exercised, prior to such date) and, notwithstanding such expiry, the Directors may issue equity securities in pursuance of such offers or agreements)."*

7. **RESOLUTION 6: APPROVAL OF THE REMUNERATION REPORT**

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

"That, in accordance with section 250R(2) of the Corporations Act, the Remuneration Report, which forms part of the Directors' Report for the year ended 30 June 2010, be adopted."

Short Explanation:

The Remuneration Report is in the Directors' report section of the Company's 2010 Annual Report. Listed companies are required to put the Remuneration Report to the vote for adoption at the Company's annual general meeting. Section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

VOTING EXCLUSION STATEMENT

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on the following Resolution by the following persons and any associates of those persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
Resolution 4 – Approval of issue of Options (ASX Listing Rule 7.1).	A person who will participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a Shareholder who is entitled to vote, in accordance with the directions on the Proxy Appointment Form; or
- it is cast by the Chairperson of the Annual General Meeting as proxy for a Shareholder who is entitled to vote, in accordance with a direction on the Proxy Appointment Form to vote as the proxy decides and the Shareholder who is entitled to vote has indicated on the Proxy Appointment Form that the Chairperson of the Annual General Meeting may vote as a proxy in relation to each Resolution to which the voting exclusion relates.

By order of the Board

Peter Alphonso
Company Secretary
14 October 2010

EXPLANATORY MEMORANDUM, COMMENTARY AND RECOMMENDATIONS

The Explanatory Memorandum has been prepared to provide Shareholders with information about the items of business to be considered at the Annual General Meeting to be held on Wednesday, 17 November 2010 at 11.00 am (Perth time) at the Goldsworthy Room, Sheraton Perth Hotel, 207 Adelaide Terrace, Perth, Western Australia.

The Explanatory Memorandum is important and should be read carefully, in its entirety, by all Shareholders. The Explanatory Memorandum is part of the Notice.

1. RESOLUTION 1: RE-ELECTION OF DIRECTOR – MR ANDREW TEO

1.1 Overview

Mr Andrew Teo was appointed by the Board on 15 February 2010 and pursuant to ASX Listing Rule 14.4 and Rule 7.3(f) of the Constitution holds office until the next annual general meeting of the Company. Mr Andrew Teo is eligible for re-election at this time.

In accordance with Rule 7.3(f) of the Constitution, Mr Teo will retire at the Annual General Meeting and, being eligible, will offer himself for re-election as a Director.

Mr Teo is the Chairman of the Audit Committee and a member of the Remuneration Committee. He is an accountant with 33 years of extensive and diverse experience in accounting, treasury, corporate, legal and business administration across several industries. Mr Teo is currently the CFO/Executive Director of BGC (Australia) Pty Ltd, one of Australia's largest privately owned companies.

1.2 Recommendation of the Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1. Mr Teo does not make a recommendation in relation to Resolution 1 because he has an interest in the outcome of the Resolution.

2. RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR PETER JONES

2.1 Overview

Mr Peter Jones was appointed by the Board on 8 July 2010 and pursuant to ASX Listing Rule 14.4 and Rule 7.3(f) of the Constitution holds office until the next annual general meeting of the Company. Mr Jones is eligible for re-election at this time.

In accordance with Rule 7.3(f) of the Constitution, Mr Jones will retire at the Annual General Meeting and, being eligible, will offer himself for re-election as a Director.

Mr Jones is a member of both the Audit Committee and the Remuneration Committee. He is a retired Canadian based mining engineer with over 40 years experience in operations management, consulting and projects. His experience includes 18 years with Cominco Ltd and 10 years with Hudson Bay Mining and Smelting Co Limited, which was previously a wholly owned subsidiary of Anglo American. He has held senior positions in both underground and open pit operations, consulting roles in many countries and has managed a number of new mine projects and plant expansions. Mr Jones has been President of the Mining Association of Manitoba as well as Chairman of the Mining Association of Canada.

2.2 Recommendation of the Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2. Mr Jones does not make a recommendation in relation to Resolution 2 because he has an interest in the outcome of the Resolution.

3. **RESOLUTION 3: RE-ELECTION OF DIRECTOR – DR ROBERT WEINBERG**

3.1 **Overview**

Resolution 3 seeks Shareholder approval for the re-election of Dr Robert Weinberg who is retiring as a Director pursuant to Rule 7.3(a) of the Constitution.

Rule 7.3(a) of the Constitution provides that at every annual general meeting of the Company, one third of the Directors (other than the managing director) must retire from office. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election.

Dr Weinberg offers himself for re-election as a Director.

Dr Weinberg is Chairman of the Remuneration Committee and a member of the Audit Committee. Based in London, Dr Weinberg gained a doctorate in geology from Oxford University in 1973. He has more than 30 years experience in the international mining industry and is an independent mining research analyst and consultant. He is a fellow of the Geological Society of London and of the Institute of Materials, Minerals and Mining.

Dr Weinberg brings a wealth of gold marketing and investment banking experience to the Company having held executive positions that include being managing director of institutional investments at the World Gold Council, director of Gold Bullion Securities, director of the Investment Banking & Equities division at Deutsche Bank in London and head of the Global Mining Research team at SG Warburg Securities. Dr Weinberg has also held senior positions within Societe Generale and was head of the mining team at James Capel & Co. He was also formerly marketing manager of the gold and uranium division of Anglo American Corporation of South Africa Ltd.

3.2 **Recommendation of the Directors**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3. Dr Weinberg does not make a recommendation in relation to Resolution 3 because he has an interest in the outcome of the Resolution.

4. **RESOLUTION 4: APPROVAL OF ISSUE OF OPTIONS**

4.1 **Overview**

Under an agreement dated 14 September 2009, the Company appointed Mr Nicholas Sayce as an investor relations consultant and as the Canadian contact for the Company.

As part of the consideration for Mr Sayce's services, the Board has approved the issue to Mr Sayce of 150,000 options to subscribe for Shares (**Options**).

Shareholder approval is sought under section 613 of the TSX Company Manual, ASX Listing Rule 7.1, and for all other purposes for the issue of the Options to Mr Sayce. Section 613 of the TSX Company Manual requires Shareholder approval for all share compensation arrangements.

4.2 **Information required by ASX Listing Rules**

ASX Listing Rule 7.3 contains certain requirements about the contents of a notice of meeting sent to Shareholders seeking approval under ASX Listing Rule 7.1. The following information is included for that purpose:

- (a) The Company will issue 150,000 Options.
- (b) The Options will have an exercise price of A\$4.40 each.
- (c) It is intended that the Options will be issued on one date shortly following the conclusion of the Annual General Meeting, and in any case not later than three months after the date of the Annual General Meeting.

- (d) The Options will be issued for nil cash consideration.
- (e) The Options will be issued to Mr Sayce, who is not a related party of the Company.
- (f) The terms of the Options are in Schedule 2 to this Notice.
- (g) No funds will be raised by the issue of the Options. The Options are issued as partial consideration for the services provided by Mr Sayce.

4.3 **Information required by the TSX Company Manual**

Section 613 of the TSX Company Manual requires that, in addition to the information set out elsewhere in this Notice, Shareholders be provided with the following information in respect of the Options:

- (a) The Options represent 0.079 % of the Company's outstanding Shares (as at the date of this Notice of Annual General Meeting).
- (b) The exercise price of the Options was determined based on the closing price of the Company's Shares on the first day of trading on the TSX, plus 10 per cent.
- (c) Mr Sayce is not an "insider" of the Company, as defined in the TSX Company Manual.
- (d) The Company has not agreed to, and will not agree to, provide any financial assistance in respect of the exercise of the Options.
- (e) The Options will be for a term of 3 years from the date the Options are issued.
- (f) The Options will vest immediately on issue.
- (g) There are no causes of cessation of entitlement of the Options.
- (h) The Options are non-transferable.
- (i) The Options may not be amended without the prior approval of the TSX including Shareholder approval, if required.

4.4 **Recommendation of the Directors**

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

5. RESOLUTION 5: DISAPPLICATION OF PRE-EMPTIVE RIGHTS

5.1 Overview

This Resolution seeks Shareholder approval to authorise the Directors to issue Shares and other equity securities for cash without following the pre-emptive provisions in Rule 2.1A of the Company's Constitution. Rule 2.1A, which was approved by Shareholders at the general meeting held on 6 October 2010, provides that the Company must not issue Shares or other equity securities for cash to any person without first offering them to existing shareholders in proportion to their existing holdings.

This Resolution will be proposed as a special resolution. A special resolution is a resolution that must be passed by at least 75% of all votes cast by shareholders entitled to vote on the resolution.

Subparagraph (a) of Resolution 5 authorises the Directors to issue Shares or other equity securities for cash pursuant to the terms of the 1,190,000 options currently granted over Shares. Please note that these options have already been issued. This resolution is to ensure that the new pre-emptive rights provisions in Rule 2.1A do not apply to the issue of Shares on exercise of those options.

Subject to Resolution 4 being approved, subparagraph (b) of Resolution 5 authorises the Directors to issue Shares to Mr Nicholas Sayce pursuant to the 150,000 options granted to him pursuant to Resolution 4, again so that the pre-emptive rights provisions in Rule 2.1A do not apply to that issue.

Subparagraph (c) of Resolution 5 authorises the Directors to make other types of share issues for cash, for example, placements to people who are not currently Shareholders of the Company. However, this authority is limited to 9,379,245 Shares. This limit is:

- (a) equivalent to 5% of the issued ordinary capital of the Company as at the date of this Notice; and
- (b) consistent with the guidelines of the United Kingdom's Pre-Emption Group, which reflect the views of the Association of British Insurers and the National Association of Pension Funds.

The Directors intend to follow the United Kingdom's Pre-Emption Group's guidelines regarding cumulative usage of the authority in subparagraph (c) within a rolling three-year period, namely the issue of Shares amounting to in excess of 7.5% of the issued ordinary share capital of the Company should not take place without prior consultation with Shareholders.

If approved, the Directors will be authorised to issue Shares or other equity securities for cash, as provided for under subparagraph (c) of Resolution 5, without first offering them to Shareholders on a pro rata basis until the conclusion of the Company's next annual general meeting or 17 February 2012, whichever is the earlier.

The Directors do not currently intend to exercise this authority. The Directors consider the authority is appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise.

5.2 Recommendation of the Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

6. RESOLUTION 6: APPROVAL OF THE REMUNERATION REPORT

6.1 Overview

Section 300A of the Corporations Act requires the Directors to include in their report for a financial year, a Remuneration Report. Section 250R of the Corporations Act requires that the Remuneration Report be put to the vote at the Company's Annual General Meeting. The vote on the Resolution is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and Executive Officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 30 June 2010.

There will be a reasonable opportunity for shareholders to comment on and ask questions about the Remuneration Report at the Annual General Meeting.

6.2 Recommendation of the Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

SCHEDULE 1: TERMS AND ABBREVIATIONS

Definition	Meaning
Annual General Meeting	The Annual General Meeting of the Company notified to Shareholders by this Notice
ASX	ASX Limited (ABN 98 008 624 691) or the financial market conducted by it (the Australian Securities Exchange), as the context requires
ASX Listing Rules	The official listing rules of ASX, as from time to time amended or waived in their application to a party
Board	The Board of Directors of the Company
Chairperson	The Chairperson of the Company appointed in accordance with the Constitution
Company or Medusa	Medusa Mining Limited (ACN 099 377 849)
Constitution	The Constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A director of the Company
Explanatory Memorandum	The explanatory memorandum enclosed with and forming part of this Notice
Notice	This notice of meeting incorporating the Explanatory Memorandum and the Proxy Appointment Form
Option	An unlisted option in respect of Shares to be issued to Mr Nicholas Sayce
Option Holder	The holder of the Options, being Mr Nicholas Sayce.
Proxy Appointment Form	The Proxy Appointment Form enclosed with and forming part of this Notice
Remuneration Report	Has the meaning given to it by the Corporations Act
Resolutions	The resolutions referred to in this Notice, and Resolution means any of the resolutions referred to in this Notice (as the context requires)
Rule	A rule of the Constitution
Shareholder	The holder of a Share
Shares	Fully paid ordinary shares in the Company
TSX	TMX Group or the financial market conduct by it (the Toronto Stock Exchange), as the context requires
TSX Company Manual	The Company Manual of TSX, as from time to time amended
\$ or A\$	A reference to "\$" or "A\$" is to Australian currency, unless otherwise indicated

SCHEDULE 2: TERMS AND CONDITIONS OF OPTIONS

A summary of the terms and conditions of the Options are set out below.

1. The Options will be issued for no cash consideration.
2. The Options are excisable at any time on or before the third anniversary of their date of issue (**Expiry Date**).
3. The exercise price of the Options will be A\$4.40 (**Exercise Price**).
4. The Options will not be quoted on the ASX.
5. The Options are not transferable.
6. There are no vesting conditions. The Options vest immediately on issue.
7. All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then existing Shares.
8. The Company will provide the Option Holder a notice that is to be completed when exercising the Options (**Notice of Exercise**). Options may be exercised by the Option Holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the Expiry Date. The Notice of Exercise must state the number of Options exercised, the consequent number of Shares to be issued and the identity of the proposed person that the Shares are to be issued to. The Notice of Exercise by the Option Holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
9. There are no participating rights or entitlements inherent in the Options and the Option Holder will not be entitled to participate in new issues of securities offered to shareholders of the Company during the currency of the Options. However, the Company will send a notice to the Option Holder at least nine business days before the record date. This will give the Option Holder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.
10. If from time to time on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company (**Bonus Issue**), then upon exercise of the Options the Option Holder will be entitled to have issued to him (in addition to the Shares which he is otherwise entitled to have issued to him upon such exercise) that number of securities which would have been issued to him under that Bonus Issue if the Options had been exercised before the record date for the Bonus Issue.
11. In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, on or prior to the Expiry Date, the Options will be reorganised in accordance with the ASX Listing Rules at the time of reorganisation.

NOTES

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

Chairperson

The Chairperson of the Annual General Meeting will be Mr Peter Jones

Right to vote

The Directors have determined that, for the purpose of voting at the meeting, members are those persons who are the registered holders of shares at 4.00 pm (Perth time) on 15 November 2010.

Appointment of proxies

Each member entitled to vote at the annual general meeting may appoint a proxy to attend and vote at the Annual General Meeting.

A proxy need not be a member of the Company and can be an individual or a body corporate.

A body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the annual general 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.

A member entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Lodgement of proxy documents

For an appointment of a proxy for the meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it,

must be received by the Company at least 48 hours before the meeting.

The following addresses are specified for the purposes of receipt of proxies:

By mail: PO Box 860 Canning Bridge Western Australia 6153	By delivery: Unit 7, 11 Preston Street Como Western Australia 6152	By fax: +618 9367 0602
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Bodies corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

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.

PROXY APPOINTMENT FORM

MEDUSA MINING LIMITED

ACN 099 377 849

Name and address of member or joint members

Appointment of proxy

I/We, being a member/s of Medusa Mining Limited and entitled to attend and vote, appoint

Full name of individual or body corporate proxy (please print)

or if that person fails to attend or, if no person is named, the Chairman of the meeting to attend, act generally and vote as directed below, or, if no directions are given, as the proxy or the Chairman sees fit, at the annual general meeting of the Company to be held on Wednesday 17 November 2010 at 11.00 am (Perth time), and at any adjournment.

Appointing a second proxy

If appointing a second proxy, state the percentage of your voting rights applicable to the proxy appointed by this form.

%

Voting directions to your proxy – please mark ✕ to indicate your directions

Business

Item	For	Against	Abstain*
1. Resolution 1 : Re-election of Director – Mr Andrew Teo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Resolution 2 : Re-election of Director – Mr Peter Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution 3 : Re-election of Director – Dr Robert Weinberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Resolution 4 : Approval of issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution 5 : Disapplication of pre-emptive rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution 6 : Approval of the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular item of business, you are directing your proxy not to vote on that item on a show of hands or on a poll and your shares will not be counted in computing the required majority on a poll.

Signatures of individual member, joint individual member, attorney or company member

Member, Attorney or Joint Member

Sole director and sole company secretary

Director

Director/Company secretary (delete one)

Contact name

Contact daytime telephone

Date

Enquiries:

(within Australia) (08) 9367 0601 (outside Australia) +61 8 9367 0601

INSTRUCTIONS FOR COMPLETION OF PROXY APPOINTMENT FORM

Your name and address

This is your name and address as it appears on the register of members of the Company. If this information is incorrect, please make the correction on the Proxy Appointment Form. Members sponsored by a broker should advise their broker of any changes. **Please note that you cannot change ownership of your shares using this Proxy Appointment Form.**

Appointment of proxy

If you are entitled to vote at the meeting you have a right to appoint a proxy and should use this Proxy Appointment Form. The proxy need not be a member of the Company and can be an individual or a body corporate.

If you wish to appoint someone other than the Chairman of the meeting as your proxy, please write the name of that person in the appropriate box. Members cannot appoint themselves. If you leave the box blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and vote on your behalf.

Your proxy's authority to speak and vote for you at the meeting is suspended if you are present at the meeting.

Voting directions to your proxy

You may direct your proxy how to vote by marking ✕ in one of the three boxes opposite each item of business. All your votes will be cast in accordance with your direction, unless you indicate only a portion of votes are to be cast on any item by inserting the percentage of your voting rights applicable to the proxy appointed by this Proxy Appointment Form in the appropriate box. If you do not mark any of the boxes relating to the items of business, your proxy will vote as he or she chooses. If you mark more than one box relating to the same item of business any vote by your proxy on that item will be invalid.

Appointing a second proxy

If you are entitled to cast two or more votes you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you wish to appoint a second proxy, an additional Proxy Appointment Form may be obtained by telephoning the Company on +618 9367 0601 or you may copy this form. Both Proxy Appointment Forms should be lodged together.

If you appoint two proxies and the appointment does not specify the proportion or number of your votes each proxy may exercise, section 249X of the *Corporations Act 2001* (Cth) will take effect so that each proxy may exercise half of the votes (ignoring fractions).

If you appoint two proxies, neither proxy will have a right to vote on a show of hands.

If you appoint another member as your proxy, that person will have only one vote on a show of hands and does not have to vote on a show of hands in accordance with any direction by you.

Signing instructions

This Proxy Appointment Form must be signed and dated by the member or the member's attorney. Any joint member may sign.

If this form is signed by an attorney and you have not previously lodged the power of attorney with the Company for notation, please attach a certified copy of the power of attorney to this form when you return it.

If the member is a company that has a sole director or a sole director who is also the sole company secretary, this form must be signed by that person. Otherwise, this form must be signed by two directors or one director and a company secretary. Please indicate the office held by signing in the appropriate place.

Lodgement of Proxy Appointment Form

Proxy Appointment Forms and proxy appointment authorities, for example, the original or a certified copy of the power of attorney (if the Proxy Appointment Form is signed by an attorney) must be received:

- at Unit 7, 11 Preston Street, Como, Western Australia 6152;
- by fax, on fax number +618 9367 0602; or
- by post at PO Box 860, Canning Bridge, Western Australia 6153,

not later than 11.00 am (Perth time) on 15 November 2010.

Documents received after that time will not be valid for the scheduled meeting.

Privacy

Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory obligations are not altered by the *Privacy Amendment (Private Sector) Act 2000* (Cth). Information is collected to administer your shareholding which may not be possible if some or all of the information is not collected. Your information is collected by Computershare Investor Services Pty Ltd on behalf of the Company. Computershare Investor Services Pty Ltd's privacy policy is available at www.computershare.com.