



MEDUSA MINING LIMITED

ACN 099 377 849

NOTICE OF GENERAL MEETING

AND

EXPLANATORY STATEMENT

**For the General Meeting to be held on 6 October 2010 at 10.00 am (Perth time)
at Esplanade River Suites
112 Melville Parade, Como 6152
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 Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

MEDUSA MINING LIMITED

ACN 099 377 849

NOTICE OF GENERAL MEETING

Medusa Mining Limited (**Company**) gives notice that a general meeting of members will be held at Esplanade River Suites, 112 Melville Parade, Como, Western Australia on 6 October 2010 at 10.00 am (Perth time) (**Meeting**).

ITEMS OF BUSINESS

The Explanatory Notes to this Notice provide additional information on matters to be considered at the Meeting. The Explanatory Notes and the Proxy Appointment Form form part of this Notice.

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

1. RESOLUTION 1 – AMENDMENT OF CONSTITUTION

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

"That, with effect from the close of the Meeting and in accordance with section 136 of the Corporations Act, the Company modifies its Constitution by:

- (a) *inserting the proposed Rule 2.1A, in the form set out in Schedule 2 to this Notice, directly after Rule 2.1;*
- (b) *deleting the words "but only out of profits of the Company" at the end of Rule 11.1(a);*
- (c) *deleting the words "from the profits of the Company" at the end of Rule 1.5(b)(i) of Schedule 2;*
- (d) *deleting in its entirety the definition of "ASTC" in Rule 1.3;*
- (e) *inserting directly after the definition of "ASX" in Rule 1.3 the following new definition:*

"ASX Settlement" means ASX Settlement Pty Limited (ABN 49 008 504 532);
- (f) *replacing all references to "ASTC" where used throughout the Constitution with "ASX Settlement";*
- (g) *deleting in its entirety the definition of "ASTC Settlement Rules" in Rule 1.3;*
- (h) *inserting directly after the new definition of "ASX Settlement" in Rule 1.3 the following new definition:*

"ASX Settlement Rules" means the operating rules of ASX Settlement and, to the extent that they are applicable, the operating rules of each of ASX and ASX Clear Pty Limited (ABN 48 001 314 503); and
- (i) *replacing all references to "ASTC Settlement Rules" where used throughout the Constitution with "ASX Settlement Rules".*

A description of the proposed Rule 2.1A, and further information relating to this resolution, is included in the Explanatory Notes.


2. RESOLUTION 2 – ADOPTION OF PROPORTIONAL TAKEOVER PROVISIONS

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

"That, with effect from the close of the Meeting and in accordance with sections 136 and 648D of the Corporations Act, the Constitution of the Company be altered by inserting both the proposed Rule 4.14 and Schedule 3 in the Constitution, in the form set out in Schedule 3 to this Notice, for a period of three years commencing on 6 October 2010."

A description of the proposed Rule 4.14 and Schedule 3, and further information relating to this resolution, is included in the Explanatory Notes.

By order of the Directors



Peter Alphonso
Company Secretary
3 September 2010

EXPLANATORY NOTES, COMMENTARY AND RECOMMENDATIONS

The Explanatory Notes have been prepared to provide Shareholders with information about the items of business to be considered at the Meeting to be held at Esplanade River Suites, 112 Melville Parade, Como, Western Australia on 6 October 2010 at 10.00 am (Perth time).

The Explanatory Notes are important and should be read carefully, in their entirety, by all Shareholders. The Explanatory Notes form part of the Notice.

1. RESOLUTION 1 - AMENDMENT OF CONSTITUTION

This Resolution seeks Shareholder approval for a number of proposed changes to the Company's Constitution in accordance with section 136 of the Corporations Act, which permits a company to modify its constitution by special resolution. A special resolution is a resolution that is passed by at least 75% of all votes cast by shareholders entitled to vote on the resolution.

Details of the proposed changes to the Company's Constitution and the reasons for these changes are set out below.

Pre-emptive rights clause

As the Company has previously announced, it intends to apply for admission of its ordinary shares to trading on the Official List of the UK Listing Authority (**UKLA**) and to trading on the Main Market of the London Stock Exchange (**LSE**). At this time, the Company's Shares will be cancelled from trading on the AIM market. The Company is continuing with this process and will apply for admission once it receives the necessary approvals from the UKLA and the LSE. The Company is proposing to amend its Constitution to include pre-emptive rights in respect of new issues of shares for cash. Although this is not a strict requirement for companies with a Standard listing on the LSE, the Directors consider that such provisions, which are designed to protect Shareholders' interests in the Company, are appropriate for a company seeking admission to the Main Market of the LSE.

The Company is proposing to amend its Constitution to include a pre-emptive rights clause, in the form of the proposed Rule 2.1A. The key provisions provide:

- (a) the Company must not issue Shares or other equity securities for cash to any person without first offering them to existing shareholders pro rata to their existing holdings;
- (b) the pre-emptive rights requirement does not apply in relation to the issue of:
 - (i) bonus shares;
 - (ii) equity securities for non-cash consideration; and
 - (iii) equity securities under an employees share scheme;
- (c) a process by which offers of securities to existing shareholders must be made; and
- (d) the ability to disapply pre-emptive rights by special resolution.

It is common practice for companies with similar pre-emptive provisions to propose annually a resolution to disapply the pre-emptive rights in order to allow the company to issue a specific number of shares in the following 12 month period without the need to seek shareholder approval in relation to the issue of such shares. The Company will propose a resolution to this effect at its forthcoming Annual General Meeting.

A description of the proposed Rule 2.1A is set out in Schedule 2 to this Notice.

Changes to the dividend payment provision in the Corporations Act

There have been recent changes to the dividend payment provision in the Corporations Act which came into effect on 28 June 2010. A new section 254T has been included in the Corporations Act which introduces a three-tiered test that a company will need to satisfy before paying a dividend. This replaces the previous test that a company may only pay dividends from profits.

The new section 254T provides that a company must not pay a dividend unless:

- the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

The Constitution of the Company currently reflects the former profits test and restricts dividends to be paid only out of the profits of the Company. Without the proposed change, if the Directors wanted to pay a dividend, they would need to ensure that the dividend is not prohibited by section 254T and also that the dividend is paid from the profits of the company.

The Directors consider it appropriate to remove this additional restriction in the Constitution to allow more flexibility in the payment of dividends. The Resolution seeks Shareholder approval to remove the references in the Constitution restricting payment of dividends out of profits only.

As announced on 1 September 2010, subject to the passing of Resolution 1, the Directors have determined to pay a dividend of A\$0.05 per Share to Shareholders on the register on 15 October 2010.

Recent changes to the ASX group structure and rulebook titles

The titles of the ASX group operating rules and the names of some of the ASX entities have recently changed as a part of the new brand and group structure of the ASX.

The Resolution seeks Shareholder approval to modify the Constitution of the Company by changing certain defined terms and definitions to reflect these changes. These changes do not affect the rights of Shareholders.

1.2 Recommendation of the Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

2. RESOLUTION 2 - ADOPTION OF PROPORTIONAL TAKEOVER PROVISIONS

Resolution 2 seeks to re-insert both the proposed Rule 4.14 and Schedule 3 in the Constitution of the Company (**Proposed Proportional Takeover Provisions**), in the form set out in Schedule 3 to this Notice. These provisions relate to proportional takeover approval under section 648D of the Corporations Act.

The Company's Constitution previously contained a Rule 4.14 and Schedule 3 that enabled the Company to refuse to register Shares acquired under a proportional takeover bid unless by a resolution of Shareholders. However, as these provisions were not renewed within the required 3 year period, by operation of section 648G of the Corporations Act, the provisions ceased to have effect and were deemed to be omitted from the Company's Constitution.

The Directors believe it is appropriate to re-insert the Proposed Proportional Takeover Provisions in the Company's Constitution. The Proposed Proportional Takeover Provisions are substantially in the same form as the previous provisions, with some additional clauses added to reflect current provisions of the Corporations Act. If adopted, the Proposed Proportional Takeover Provisions would operate for three years and after that time would cease to apply unless re-inserted by a further special resolution of Shareholders.

If Resolution 2 is passed, then for 21 days after the Meeting, the holders of 10% of the Company's Shares have the right to apply to the court to have the Resolution set aside. The court may set aside the Resolution if the court is satisfied in all the circumstances that it is appropriate to do so.

The Corporations Act requires certain information to be included in a notice of meeting where a company seeks the approval of its shareholders to adopt proportional takeover provisions. This information is set out below.

2.1 Proportional takeover bid

A proportional takeover bid is a takeover bid that is sent to all shareholders in a class, offering to purchase only a specified proportion of each shareholder's shares. If a shareholder accepts, the shareholder disposes of that specified portion and retains the balance.

2.2 Effects of the proportional takeover provisions

The effects of the proportional takeover provisions are that:

- (a) if a bidder makes a proportional takeover bid for any class of shares in the Company, the Directors must ensure that a meeting of members of that class is convened where a resolution to approve the proportional takeover bid is voted on. The vote is decided on a simple majority. The bidder and its associates are excluded from voting on that approving resolution;
- (b) the meeting and the vote on the approving resolution must take place more than 14 days before the last day of the bid period;
- (c) if the approving resolution is rejected before the deadline, the bid cannot proceed and the offer will be taken to have been withdrawn. Any transfers giving effect to takeover contracts for the bid will not be registered and all offers under the takeover bid are taken to be withdrawn and all takeover contracts must be rescinded;
- (d) if the approving resolution is not voted on, the bid will be taken to have been approved; and
- (e) if the approving resolution is passed (or taken to have been approved), the transfers must be registered (subject to other provisions of the Corporations Act and the Company's Constitution).

The proportional takeover provisions do not apply to full takeover bids.

2.3 Reasons for the proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. By making a proportional bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of not being able to exit their investment in the Company by selling their entire shareholding and consequently being left as a minority Shareholder in the Company. The bidder may be able to acquire control of the Company without payment of an adequate control premium.

The Directors believe that the Proposed Proportional Takeover Provisions are desirable to give Shareholders protection from these risks inherent in proportional takeover bids – this is protection that the Corporations Act provisions are intended to provide.

The Proposed Proportional Takeover Provisions allow Shareholders to decide if a proportional takeover bid is acceptable in principle, and may assist in ensuring that any proportional takeover bid is appropriately priced.

To assess the merits of the Proposed Proportional Takeover Provisions, Shareholders should make a judgement as to what events are likely to occur in relation to the Company during the three year life of the proposed new provisions.

2.4 Potential advantages and disadvantages

The Directors consider that the Proposed Proportional Takeover Provisions have no potential advantages or disadvantages for any of them, and that they would remain free to make a recommendation on whether or not an offer under a proportional takeover bid should be accepted.

The Directors note that it could be argued that the Proposed Proportional Takeover Provisions are an advantage to them as a takeover defence mechanism that could be exploited to entrench the incumbent board of Directors. However, the Directors believe that argument ignores the basic object of the Proposed Proportional Takeover Provisions which is to empower Shareholders, not the Directors.

The potential advantages for Shareholders of the proportional takeover provisions include:

- Shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- the provisions may assist Shareholders and protect them from being locked in as a minority;
- the provisions increase the bargaining power of Shareholders and may assist in ensuring that any proportional takeover bid is adequately priced; and
- each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders and assist in deciding whether to accept or reject an offer under a proportional takeover bid.

The potential disadvantages for Shareholders include:

- proportional takeover bids for Shares in the Company may be discouraged;
- Shareholders may lose an opportunity to sell some of their Shares at a premium;
- individual Shareholders may consider that the Proposed Proportional Takeover Provisions would restrict their ability to deal with their Shares as they see fit; and
- the likelihood of a proportional takeover bid succeeding may be reduced.

2.5 Previous operation of Rule 4.14 and Schedule 3

While the Proposed Proportional Takeover Provisions were in effect, there were no proportional takeover bids for the Company. The Directors are therefore unable to point to any more specific advantages or disadvantages evident from the operation of the provisions during that period.

2.6 Knowledge of any acquisition proposals

Apart from the general considerations above, as at the day on which this Notice is prepared, no Director is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Those Directors who are also Shareholders have the same interest in Resolution 2 as all Shareholders have.

2.7 Recommendation of the Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

SCHEDULE 1: TERMS AND ABBREVIATIONS

Definition	Meaning
ASX	ASX Limited (ABN 98 008 624 691) or the financial market conducted by it (the Australian Securities Exchange), as the context requires.
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 (Cth)</i> .
Director	A Director of the Company.
Explanatory Notes	The explanatory notes enclosed with and forming part of this Notice.
Meeting	The General Meeting of the Company notified to Shareholders by this Notice.
Notice	This Notice of Meeting incorporating the Explanatory Notes and the Proxy Appointment Form.
Proxy Appointment Form	The Proxy Appointment Form enclosed with and forming part of this Notice.
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.

SCHEDULE 2: PROPOSED RULE 2.1A

2.1A PRE-EMPTION RIGHTS ON ISSUE

- (a) Subject to the provisions of this Rule 2.1A, the Company must not issue Shares or other equity securities to a person on any terms unless:
- (i) it has made an offer to each person who holds Shares in the Company to issue him or her on the same or more favourable terms a proportion of those securities that is as nearly as practicable equal to the proportion held by him or her of the ordinary share capital of the Company save as the Directors may deem necessary or expedient in relation to:
 - (A) fractional entitlements; or
 - (B) legal or practical difficulties with making the offer to particular persons under the laws of, or the requirements of any Applicable Regulation in, any jurisdiction other than the Commonwealth of Australia; and
 - (ii) the period during which any such offer may be accepted has expired or the Company has received notice of the acceptance or refusal of every offer so made.
- (b) Notwithstanding Rule 2.1A(a), the Company may issue securities that the Company has offered to issue to a holder of Shares under Rule 2.1A(a)(i) to that holder, or if the offer is renounceable, to anyone in whose favour that holder has renounced his or her right to such an issue.
- (c) An offer made under Rule 2.1A(a)(i):
- (i) may be made in hard copy or electronic form; and
 - (ii) must be by written notice specifying:
 - (A) the number of securities offered; and
 - (B) a date at least 14 days after the date of the notice on which the offer, if not accepted, will be taken to be declined.
- (d) Rule 2.1A(a) does not apply in relation to the issue of:
- (i) bonus shares;
 - (ii) equity securities that are, or are to be, wholly or partly paid up otherwise than in cash; or
 - (iii) equity securities that would, apart from any renunciation or assignment of the right to such an issue, be issued or held under an Employee Share Scheme.
- (e) The Company may by special resolution resolve that Rule 2.1A(a):
- (i) does not apply to a specified issue of equity securities; or
 - (ii) applies to such an issue with such modifications as may be specified in the resolution.
- (f) A special resolution under Rule 2.1A(e) ceases to have effect when the authorisation to which it relates:
- (i) is revoked; or
 - (ii) expires (and was not renewed).

But if the authorisation is renewed the resolution may also be renewed, for a period not longer than that for which the authorisation is renewed, by a special resolution of the Company.

- (g) Notwithstanding that any resolution or authorisation under Rule 2.1A(e) has expired, the Directors may issue equity securities in pursuance of an offer or agreement made by the company prior to the resolution's expiry if the resolution authorised the Company to make an offer or agreement that would or might require equity securities to be issued after it expired.
- (h) For the purposes of this Rule 2.1A(a), a reference (however expressed) to the holder of Shares of any description is to whoever was the holder of shares of that description at a time and date to be specified in the offer.
- (i) The specified date under Rule 2.1A(h) must fall within the period of 28 days immediately before the date of the offer.
- (j) The following definitions apply in this Rule 2.1A:

"Applicable Regulation" means:

applicable law and regulations (including, without limitation, the requirements of the UK Code on Takeovers and Mergers and the UK Panel on Takeovers and Mergers);

- (a) directives, notices or requirements of any Governmental Agency having jurisdiction over the Company; and
- (b) the rules, regulations and guidelines of:
 - (i) any stock exchange on which the Shares of the Company are listed or quoted; or
 - (ii) any other body which entities with securities listed or quoted on such exchanges customarily comply,

(but, if not having the force of law, only if compliance with such directives, notices, requirements, rules, regulations or guidelines is in accordance with the general practice of persons to whom they are intended to apply) in each case for the time being in force and taking account of all exemptions, waivers or variations from time to time applicable (in particular situations or generally) to the Company.

"Employee Share Scheme" has the meaning given to it by the Corporations Act.

"Governmental Agency" means any government or representative of a government or any governmental, semi-governmental, supra-national, statutory, administrative, fiscal, regulatory or judicial body, department, commission, authority, tribunal, agency or entity or trade agency, and includes (without limitation) competition authorities, the UK Panel on Takeovers and Mergers, the London Stock Exchange and the UK Listing Authority.

"London Stock Exchange" means London Stock Exchange plc.

SCHEDULE 3: PROPOSED RULE 4.14 AND SCHEDULE 3

4.14 PROPORTIONAL TAKEOVER BIDS

Schedule 3 applies and forms part of this Constitution.

SCHEDULE 3

PROPORTIONAL TAKEOVER BID

1. SPECIAL DEFINITIONS

The following definitions apply in this rule.

"Accepted Offer" means an offer under a proportional takeover bid that has been accepted and from the acceptance of which a binding contract has not resulted as at the end of the Resolution Deadline.

"Approving Resolution" means a resolution to approve the proportional takeover bid passed in accordance with Rule 4.

"Resolution Deadline" means the day that is 14 days before the last day of the bid period of the proportional takeover bid.

A reference to **"an associate of"** another person is a reference to a person who is an associate of the first person because of sections 11, 12 or 15 of the Corporations Act.

2. LIMITED LIFE OF RULE

This rule ceases to apply by force of section 648G(1) of the Corporations Act at the end of three years starting when this rule was inserted in the constitution or starting when this rule was last renewed in accordance with that section.

3. RESTRICTION ON REGISTRATION OF TRANSFERS

The Company must not register a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover bid until an Approving Resolution is passed.

4. APPROVING RESOLUTION

If offers have been made under a proportional takeover bid for securities in a class issued by the Company:

- (a) an Approving Resolution must be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the Approving Resolution;
- (b) the Directors must ensure that an Approving Resolution is voted on in accordance with this rule before the Resolution Deadline for the bid;
- (c) a person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the bid was made, held securities included in that class is entitled to vote on an Approving Resolution;
- (d) the bidder or an associate of the bidder is not entitled to vote on an Approving Resolution; and
- (e) an Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.

5. GENERAL MEETING PROVISIONS APPLY

The rules in this Constitution relating to general meetings apply, modified as necessary, to any meeting convened under this rule, except that:

- (a) a meeting may be convened on less than 28 days notice and on at least 14 days notice if the Directors considers that should be done to ensure that the meeting is held before the Resolution Deadline; and
- (b) the holder of a security that carries no right to vote at a general meeting of the Company has one vote for each security held at a meeting convened under this rule.

6. NOTICE OF MEETING OUTCOME

If an Approving Resolution is voted on in accordance with this rule before the Resolution Deadline for the proportional takeover bid, the Company must, on or before the Resolution Deadline give a written notice stating that an Approving Resolution has been voted on and that the resolution has been passed or rejected to:

- (a) the bidder; and
- (b) ASX and any other relevant financial market.

7. FAILURE TO PROPOSE RESOLUTION

If, as at the end of the day before the Resolution Deadline for a proportional takeover bid, no Approving Resolution has been voted on in accordance with this rule, an Approving Resolution is taken to have been passed in accordance with this rule.

8. REJECTED RESOLUTION

If an Approving Resolution is voted on, in accordance with this rule, before the Resolution Deadline for the proportional takeover bid and is rejected:

- (a) despite section 652A of the Corporations Act, all offers under the bid that have not, as at the end of the Resolution Deadline, been accepted, and all Accepted Offers are taken to be withdrawn at the end of the Resolution Deadline;
- (b) as soon as practical after the Resolution Deadline, the bidder must return to each person who accepted an Accepted Offer any documents that were sent by the person to the bidder with the acceptance of the offer;
- (c) the bidder may rescind, and must rescind, as soon as practical after the Resolution Deadline, each contract resulting from the acceptance of an offer made under the bid; and
- (d) a person who has accepted an offer made under the bid may rescind the contract (if any) resulting from that acceptance.

NOTES

These Notes form part of the Notice.

Chairperson

The Chairperson of the meeting will be Mr Geoffrey Davis.

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 5.00 pm (Perth time) on 4 October 2010.

Appointment of proxies

Each member entitled to vote at the Meeting may appoint a proxy to attend and vote at the 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 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:	By delivery:	By fax:
PO Box 860 Canning Bridge Western Australia 6153	Unit 7, 11 Preston Street Como Western Australia 6152	+618 9367 0602

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 Chairperson of the meeting to attend, act generally and vote as directed below, or, if no directions are given, as the proxy or the Chairperson sees fit, at the general meeting of the Company to be held on Wednesday, 6 October 2010 at 10.00 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 **X** to indicate your directions

Business

Item	For	Against	Abstain*
1. Resolution 1 – Amendment of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Resolution 2 – Adoption of proportional takeover provisions	<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) +618 9367 0601

INSTRUCTIONS FOR COMPLETION OF PROXY APPOINTMENT FORM

Your name and address

This is your name and address as it appears on the Company register. 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 Chairperson 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 Chairperson 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 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 5.00 pm (Perth time) on 4 October 2010.

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

Privacy

Chapter 2C of the Corporations Act 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.