



# **Notice of Annual General Meeting and Explanatory Statement**

*The Annual General Meeting of*

***MOUNT ROMMEL MINING LIMITED***

*ACN 005 583 031*

*Will be held at  
10.30am (AEDST) on Saturday 21 November 2015*

*At*

*Hooper Room, Ballarat Mechanics Institute  
Level 1  
117-119 Sturt Street  
Ballarat Victoria 3350*

# MOUNT ROMMEL MINING LIMITED

A.C.N. 005 583 031

Registered office: Level 4, 100 Albert Road, South Melbourne, Victoria 3205

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of Mount Rommel Mining Limited ("Mount Rommel" or the "Company") will be held in the Hooper Room at the Ballarat Mechanics Institute, Level 1, 117-119 Sturt Street, Ballarat, Victoria 3350 on Saturday, 21 November 2015 at 10.30am (AEDST).

## AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

### ORDINARY BUSINESS

#### Receipt and consideration of Accounts & Reports

The public statements of the Company are posted on the website of the NSXA, in date sequence. The most recent Annual Report of the Company is on the NSXA record, posted 30 September 2015. Pages 7 to 9 of that Annual Report carry details of the remuneration paid or due to Directors.

Item: To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2015.

*Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.*

The Chairman of the Meeting will allow reasonable opportunity for shareholders present to ask questions about, or make comment on those statements and/or reports.

#### Resolution 1: Adoption of Remuneration Report

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

*"That for the purpose of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2015 be adopted."*

#### Resolution 2: Re-election of Hamish Hunt as a Director of the Company

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

*"That Mr Hamish Hunt who retires by rotation as a Director in accordance with the Constitution of the Company and being eligible for re-election, be re-elected as a Director of the Company."*

#### Resolution 3: Approval to Issue Shares to Mr Frederick Hunt (or his nominee)

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

*"That, for the purpose of NSX Listing Rule 6.25 and for all other purposes, shareholder approval is given for the Company to issue Mr Frederick Hunt (or his nominee), a Director of the Company, 500,000 fully paid ordinary shares on the basis as set out in the accompanying Explanatory Memorandum."*

#### Resolution 4: Approval to Issue Shares to Mr Hamish Hunt (or his nominee)

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

*"That, for the purpose of NSX Listing Rule 6.25 and for all other purposes, shareholder approval is given for the Company to issue Mr Hamish Hunt (or his nominee), a Director of the Company, 687,500 fully paid ordinary shares on the basis as set out in the accompanying Explanatory Memorandum."*

**Resolution 5: Approval to Issue Shares to Mr Rodney Bradshaw (or his nominee)**

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

*"That, for the purpose of NSX Listing Rule 6.25 and for all other purposes, shareholder approval is given for the Company to issue Mr Rodney Bradshaw (or his nominee), a Director of the Company, 437,500 fully paid ordinary shares on the basis as set out in the accompanying Explanatory Memorandum."*

**Resolution 6: Approval to Issue Shares to Mr Carl Layden (or his nominee)**

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


*"That, for the purpose of NSX Listing Rule 6.25 and for all other purposes, shareholder approval is given for the Company to issue Mr Carl Layden (or his nominee), a previous Director of the Company, 187,500 fully paid ordinary shares on the basis as set out in the accompanying Explanatory Memorandum."*

**Resolution 7: Ratification of Prior Issue of Shares**

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

*"That, for the purpose of NSX Listing Rule 6.25 and for all other purposes, Shareholders ratify the allotment and issue of a total 4,125,440 fully paid ordinary shares, details of which are set out in the Explanatory Statement."*

**By order of the Board**



Frederick L Hunt  
Executive Director  
Melbourne

21 November 2015

## Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Voting:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7pm on 19 November 2015 will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Voting Exclusion Statement:**

### Resolution 1

The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chairman's box on the proxy form you acknowledge that the Chairman of the meeting will vote in favour of this item of business as your proxy. The Chairman will vote undirected proxies in favour of Resolution 1.

### Resolution 3, 4, 5 and 6

The Company will disregard any votes cast on resolutions 3, 4, 5 and 6 by a person who is to receive the shares (being Mr Frederick Hunt, Mr Hamish Hunt, Mr Rodney Bradshaw and Mr Carl Layden) and any associate of that person.

Further, a member of the Key Management Personnel and their closely related parties who are appointed proxy will not vote on this resolution unless:

- (a) The appointment specifies the way the proxy is to vote on the resolution; or
- (b) The proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### Resolution 7

The Company will disregard any votes cast on resolutions 7 by a person who received the shares as part of the share placements and any associate of that person.

# EXPLANATORY STATEMENT

## Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2015 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditor's report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9692 7222, and you may request that this occurs on a standing basis for future years. Alternatively you may access the annual report at the Company's website: [www.mountrommel.com.au](http://www.mountrommel.com.au) or via the Companies announcement platform on NSX. Except for as set out in Resolution 1, no resolution is required on these reports.

## Resolution 1: Adoption of Remuneration Report

Section 250R(3) of the Corporations Act requires that a resolution to adopt the remuneration report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2015 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the remuneration report at the Annual General Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that the In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the remuneration report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

## ***Directors Recommendation***

The Directors encourages all eligible Shareholders to cast their votes in favour of Resolution 1 (Remuneration Report).

## ***Voting Exclusions***

The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the box for Resolution 1.

## **Resolution 2: Re-election of Mr Hamish Hunt as a Director of the Company**

The Constitution of the Company requires that at every annual general meeting, one-third or the next highest number nearest one-third of the Directors, shall retire from office and provides that such Directors are eligible for re-election at the meeting. Mr Hamish Hunt has been a non-executive Director of the Company's since 25 September 2003. He retires by rotation and, being eligible, offers himself for re-election.

Mr Hamish Hunt is an industrial chemist and familiar with a variety of commercial installations, and chemical industry plants. He has particular expertise in today's compliance procedures with respect to industries requiring the controlled use of chemical processes

### ***Directors Recommendation***

The Board (with Mr Hunt abstaining), recommends that shareholders vote in favour of the re-election of Mr Hunt. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Hunt's election.

## **Resolutions 3, 4, 5 and 6 – Approval of Proposed Issue of Shares to Directors**

Resolutions 3, 4, 5 and 6 of the Notice seeks shareholder approval for the purpose of NSX Listing Rules and all other purposes for the future issue of fully paid ordinary shares to Directors of the Company as consideration for directors' fees payable to them for previous financial years.

Each of the Directors is entitled to an annual salary of \$20,000 per annum of which \$10,000 is payable in cash and \$10,000 is payable through the issue of shares. As at 30 June 2015, below is a listing of the outstanding amounts payable to the Directors:

<b>Total Outstanding</b>	<b>Fees (\$)</b>	<b>Shares (\$)</b>	<b>No. of shares</b>
Fred Hunt	40,000.00	40,000.00	500,000
Hamish Hunt	50,500.00	55,000.00	687,500
Rod Bradshaw	40,000.00	35,000.00	437,500
Carl Layden	25,000.00	15,000.00	187,500
	<b>155,500.00</b>	<b>145,000.00</b>	<b>1,812,500</b>

The Company seeks shareholder approval to issue shares in lieu of amounts owing to Directors to the sum of \$145,000. The deemed issue price of the shares has been determined by reference recent share issues of the Company and proposed as \$0.08 (8 cents) per share. This amount is a significant premium to the Company's current trading price on NSX.

### ***Corporations Act - treatment of remuneration matters***

Under Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

In the current circumstances, the issue of the Director Shares would constitute a 'financial benefit' as defined in the Corporations Act. A related party of a listed company includes a director of the listed company, a spouse or de factor spouse of a director or any other person specified under section 228 of the Corporations Act to be a related party. As such, each Director constitutes a 'related party' of the Company for the purposes of the Corporations Act.

Accordingly, the proposed issue of shares to the Directors will constitute the provision of financial benefits to related parties of the Company.

Section 211 of the Corporations Act provides an exception to the provisions of Chapter 2E of the Corporations Act will occur where the financial benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given the circumstances of the Company and the related party's circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue of the Director Shares, the subject of Resolutions 3 to 6, as being reasonable remuneration given the minimal amount and the fact that Directors have not been remunerated for a number of years and for those and other reasons, as such, falls within the exception set out in section 211 of the Corporations Act.

The following information is provided to Shareholders for the purposes of Listing Rule 6.25:

- (i) The total number of securities to be issued are 1,812,500 ordinary shares which will settle liabilities of the Company as at 30 June 2015.
- (ii) The Shares will be issued on the same terms as the Company's existing ordinary shares. The issued ordinary shares will rank equally in all respects with the shares already on issue.
- (iii) The Shares will be allotted to current and previous Directors of the Company or their associates.
- (iv) The Company will apply for the listing of the 1,812,500 ordinary shares.

A voting exclusion statement is included in the Notice of Meeting of which this Explanatory Memorandum forms part.

### ***Voting Exclusions***

The Company will disregard any votes cast on resolutions 3, 4, 5 and 6 by a person who is to receive the shares (being Mr Frederick Hunt, Mr Hamish Hunt, Mr Rodney Bradshaw and Mr Carl Layden) and any associate of that person.

Further, a member of the Key Management Personnel and their closely related parties who are appointed proxy will not vote on this resolution unless:

- (a) The appointment specifies the way the proxy is to vote on the resolution; or
- (b) The proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### **Resolution 7: Ratification of Prior Issue of Shares**

NSX Listing Rule 6.25 restricts the number of securities which a listed entity may issue in any 12 month period without the approval of shareholders to 15% of the number of shares on issue at the start of the period subject to certain adjustments and permitted exceptions. The passing of this resolution will mean that the shares described below do not count towards the 15% limit, thereby providing the Company with considerable flexibility in meeting any short-term requirements for raising additional capital should it be necessary.

The following information is provided to Shareholders for the purposes of Listing Rule 6.25:

- (v) The total number of securities issued was 4,125,400 ordinary shares raising \$321,041.
- (vi) As announced to the NSX on various dates prior to the date of the meeting the following equity securities have been issued:

<b>Date of Issue</b>	<b>Equity Security</b>	<b>Number Issued</b>	<b>Issue Price</b>	<b>Terms</b>
17 December 2015	Ordinary Shares	1,000,000	\$0.08	Pari passu with ordinary shares already on issue.
21 January 2015	Ordinary Shares	100,000	\$0.08	Pari passu with ordinary shares already on issue.
27 January 2015	Ordinary Shares	267,500	\$0.08	Pari passu with ordinary shares already on issue.
24 February 2015	Ordinary Shares	562,500	\$0.08	Pari passu with ordinary shares already on issue.
11 March 2015	Ordinary Shares	800,000	\$0.06	Pari passu with ordinary shares already on issue.
11 March 2015	Ordinary Shares	146,000	\$0.08	Pari passu with ordinary shares already on issue.
18 May 2015	Ordinary Shares	1,249,440	\$0.08	Pari passu with ordinary shares already on issue.
<b>Total</b>		<b>4,125,400</b>		

- (vii) The Shares have been issued on the same terms as the Company's existing ordinary shares. The issued ordinary shares will rank equally in all respects with the shares already on issue.
- (viii) The Shares were allotted to various professional and sophisticated investors. No shares were issued to any related parties or associates of the Company.
- (ix) The Company successfully applied for listing of the 4,125,400 ordinary shares.
- (x) The Company has used the funds raised from these share placements to provide general working capital for the Company.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

**"\$"** means Australian Dollars;

**"Annual Report"** means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2015;

**"Auditor's Report"** means the auditor's report on the Financial Report;

**"AEDST"** means Australian Eastern Daylight Standard Time.

**"Board"** means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

**"Chairman"** means the person appointed to chair the Meeting of the Company convened by the Notice;

**"Closely Related Party"** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**"Company"** means Mount Rommel Mining Limited ABN 89 005 583 031

**"Constitution"** means the constitution of the Company as at the date of the Meeting;

**"Corporations Act"** means the Corporations Act 2001 (Cth);

**"Director"** means a Director of the Company;

**"Directors Report"** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

**"Equity Security"** has the same meaning as in the Listing Rules;

**"Explanatory Memorandum"** means the explanatory memorandum which forms part of the Notice;

**"Financial Report"** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

**"Key Management Personnel"** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

**"Listing Rules"** means the Listing Rules of the NSX;

**"Meeting"** has the meaning given in the introductory paragraph of the Notice;

**"Notice"** means the Notice of Meeting accompanying this Explanatory Statement;

**"NSX"** means the National Stock Exchange of Australia;

**"Proxy Form"** means the proxy form attached to the Notice;

**"Remuneration Report"** means the remuneration report which forms part of the Directors' Report of Mount Rommel Mining Limited for the financial year ended 30 June 2015 and which is set out in the 2015 Annual Report.

**"Resolution"** means a resolution referred to in the Notice;

**"Schedule"** means schedule to the Notice;

**"Section"** means a section of the Explanatory Memorandum;

**"Share"** means a fully paid ordinary share in the capital of the Company;

**"Shareholder"** means shareholder of the Company;



## PROXY AND VOTING INSTRUCTIONS

1. For the purposes of the Corporations Act, the Company has determined that all securities of the Company recorded on the Company's register as at 7.00pm (AEDST) on 19 November 2015 will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time.
2. The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and forms part of this Notice of Meeting.
3. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
4. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.
5. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
6. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
7. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
8. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the resolutions proposed in this Notice. You should note that if you appoint the Chairman as your proxy, or the Chairman is appointed your proxy by default, you will be taken to authorise the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
9. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person excluded from voting as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or where it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.
10. Key Management Personnel and their closely related parties will not be able to vote your proxy on Resolution 1 unless you direct them how to vote. This does not apply to the Chairman, who is able to vote undirected proxies. If you intend to appoint a member of the Key Management Personnel as your proxy, please ensure that you direct them how to vote on Resolution 1 by marking either "For", or "Against" or "Abstain" on the proxy form. .
11. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions set out in the proxy form by no later than 10.30am (AEDT) on Thursday 19 November 2015.

**MOUNT ROMMEL MINING LIMITED**  
**ACN 005 583 031**

**PROXY FORM**

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

**By marking this box you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chairman intends voting undirected proxies in favour of the resolutions in which he is permitted to vote.**

I/We \_\_\_\_\_  
of \_\_\_\_\_  
being a shareholder(s) of Mount Rommel Mining Limited and entitled to \_\_\_\_\_ shares appoint:

Name of Proxy: \_\_\_\_\_

Address of Proxy: \_\_\_\_\_

or in his/her absence, the Chairman of the Meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held in the Hooper Room at the Ballarat Mechanics Institute, Level 1, 117-119 Sturt Street, Ballarat, VIC 3350 on Saturday 21 November 2015 at 10.30am (AEDT) and at any adjournment of that meeting.

If two proxies are appointed, complete the following sentence:

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

***Proxy Instructions***

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

**I/We direct my/our proxy to vote as indicated below:**

		<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Resolution 1.</b>	Adoption of Remuneration Report			
<b>Resolution 2.</b>	Re-election of Mr Hamish Hunt as a Director of the Company			
<b>Resolution 3.</b>	Approval to Issue Shares to Mr Frederick Hunt (or his nominee)			
<b>Resolution 4.</b>	Approval to Issue Shares to Mr Hamish Hunt (or his nominee)			
<b>Resolution 5.</b>	Approval to Issue Shares to Mr Rodney Bradshaw (or his nominee)			
<b>Resolution 6.</b>	Approval to Issue Shares to Mr Carl Layden (or his nominee)			
<b>Resolution 7.</b>	Ratification of prior share issue			

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

(a) P.O. Box 80, Bundoora VIC 3083

by 10.30am (AEDT) on 19 November 2015, being not less than 48 hours before the time for holding the Meeting or adjourned meeting as the case may be.

## PROXY AND VOTING INSTRUCTIONS

### **Proxy Instructions**

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

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

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

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at the registered office of the Company or sent by facsimile transmission to the Company on (03) 9462 0494 not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

**The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act.**

**A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation**

### **Corporate Representatives**

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

### **Voting Entitlement**

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7:00 pm, 19 November 2015 (Australian Eastern Daylight Savings Time) are entitled to attend and vote at the meeting.

**On a poll, members have one vote for every fully paid ordinary share held.**

The Company has no options on issue at this time.

If members have any questions about the contents of any of these documents or the completion of the Proxy Form, please contact the Company on <admin@mountrommel.com>.