



PILBARA MINERALS
LIMITED

PILBARA MINERALS LIMITED
ACN 112 425 788

NOTICE OF GENERAL MEETING

**A general meeting of the Company will be held at the Banquet Hall South,
University Club of Western Australia, Hackett Drive, Crawley, WA, 6009
on Wednesday, 25 January 2017 at 10.00am (WST).**

This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9336 6267.

Shareholders are encouraged to attend or vote by lodging the proxy form attached to this Notice.

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of shareholders of Pilbara Minerals Limited (**Company**) will be held at the Banquet Hall South, University Club of Western Australia, Hackett Drive, Crawley, WA, 6009 on Wednesday, 25 January 2017 at 10.00am (WST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Monday, 23 January 2017 at 4.00pm (WST).

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

AGENDA

1. RESOLUTION 1 - RATIFICATION OF PRIOR ISSUE

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 104,166,667 Shares to Mineral Resources Limited on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mineral Resources Limited and any of its associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (a) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 - APPROVAL OF ISSUE

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 35,506,916 Shares to General Lithium Corporation pursuant to the Offtake Agreement as between the Company and General Lithium Corporation dated 9 September 2016 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by General Lithium Corporation and any person who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares, and any associate of that person (or those persons).

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. RESOLUTION 3 - RE-APPROVAL OF EMPLOYEE AWARD PLAN

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.2, exception 9 and for all other purposes, Shareholders re-approve the Employee Award Plan as amended and the grant of Plan Options and Plan Performance Rights and the issue of the underlying Shares of such Plan Options and Plan Performance Rights on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any of his associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (a) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

Dated:16 December 2016

By order of the Board



Alex Eastwood

Company Secretary

EXPLANATORY MEMORANDUM

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Banquet Hall South, University Club of Western Australia, Hackett Drive, Crawley, WA, 6009 on Wednesday, 25 January 2017 at 10.00am (WST).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

A Proxy Form is located at the end of this Explanatory Memorandum.

2. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 10.00am (WST) on Monday, 23 January 2017, being at least 48 hours before the Meeting

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. RESOLUTION 1 - RATIFICATION OF PRIOR ISSUE

3.1 General

On 2 November 2016, the Company issued 104,166,667 Shares to Mineral Resources Limited (**MIN**) (**Prior Issue**). The Shares were issued in accordance with the terms of a deed between the Company and MIN, as announced to ASX on 2 November 2016. The Prior Issue was made in consideration for the surrender and relinquishment by MIN of rights of first refusal and royalties in relation to lithium under the Pilgangoora Asset Sale Agreement dated 30 May 2014 and the Royalty Deed dated 25 July 2014.

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The effect of passing Resolution 1 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

Resolution 1 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

3.2 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, information is provided in relation to the Prior Issue as follows:

- (a) 104,166,667 Shares were issued to MIN on 2 November 2016.
- (b) The Shares were issued for non-cash consideration, with a deemed issue price of \$0.48 per Share.
- (c) The Shares were issued on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the Company's existing Shares.
- (d) No funds were raised by the issue of the Shares however the issue was made in consideration for the surrender and relinquishment by MIN of rights of first refusal and royalties in relation to lithium under the Pilgangoora Asset Sale Agreement dated 30 May 2014 and the Royalty Deed dated 25 July 2014.
- (e) A voting exclusion statement is included in the Notice for Resolution 1.

3.3 Director Recommendation

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

4. RESOLUTION 2 - APPROVAL OF ISSUE

4.1 General

Resolution 2 seeks Shareholder approval for the future issue of 35,506,916 Shares at an issue price of \$0.50 per Share to General Lithium Corporation (**GLC**), a company incorporated in the People's Republic of China (**PRC**), for subscriptions funds of A\$17,753,458 (**Issue**).

The Company and GLC entered into an offtake agreement in respect of the Company's Pilgangoora Lithium-Tantalum Project in Western Australia (**Offtake Agreement**), as announced to ASX on 4 July 2016 (and as updated by announcement to ASX on 5 July 2016 and 15 September 2016). A term of the Offtake Agreement was the subscription of the Issue by GLC.

GLC is not a related party or an associate of a related party of the Company.

The Issue is subject to and conditional upon GLC:

- (a) receiving notification under the *Foreign Acquisitions and Takeovers Act 1975 (Cth)* that the Commonwealth Government does not object to the Issue; and
- (b) receiving approval by all relevant PRC governmental authorities to GLC's entry into the Offtake Agreement.

In accordance with the terms of the Offtake Agreement, the Shares must be issued to GLC by no later than 30 June 2017. The Shares will be subject to a 12 month escrow period during which GLC will be restricted from disposing of its Shares.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of passing Resolution 2 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

4.2 Specific information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, information is provided in relation to the Issue as follows:

- (a) The maximum number of Shares to be issued is 35,506,916.
- (b) The Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The issue price of the Shares will be \$0.50 per Share for total subscription funds of \$ 17,753,458.
- (d) The Shares will be issued to GLC.
- (e) The Shares will be issued on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares.
- (f) The Company intends to use the funds raised from the issue of the Shares towards the development costs of the Pilgangoora Lithium-Tantalum Project and as general working capital.
- (g) A voting exclusion statement is included in the Notice for Resolution 2.

4.3 Directors' Recommendation

The Directors recommend that Shareholders approve Resolution 2.

5. RESOLUTION 3 - RE-APPROVAL OF EMPLOYEE AWARD PLAN

5.1 General

The Company's employee share option plan was approved by Shareholders at the Company's general meeting on 18 April 2016 (**Initial Employee Share Option Plan**) and allows for the issue of Options under the plan. The Company intends to amend the Initial Employee Share Option Plan to allow for the issue of both Options and Performance Rights (together, the **Plan Awards**) under the amended plan which is to be renamed the Pilbara Minerals Employee

Award Plan (**Employee Award Plan**) and, for the purpose of Listing Rule 7.1, the Company seeks Shareholder approval of the issue of securities under the Employee Award Plan under ASX Listing Rule 7.2.

As noted in Section 3.1, Listing Rule 7.1 restricts the number of securities which a listed company may issue in any 12 month period, without obtaining prior shareholder approval, to 15% of the number of shares on issue at the start of the period, subject to certain adjustments and permitted exceptions. One of the permitted exceptions is contained in Listing Rule 7.2 (Exception 9), which states that Listing Rule 7.1 will not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue, shareholders approved the issue of securities under the scheme as an exception to Listing Rule 7.1.

The Company seeks such Shareholder approval pursuant to Resolution 3 to enable the Company to issue securities under the Employee Award Plan at any time within three years from the date of the Meeting (subject to the disclosure requirements of the Corporations Act and requirements of the Listing Rules), without requiring the further approval of Shareholders under Listing Rule 7.1 and without any securities issued under the Employee Award Plan counting towards the 15% limit referred to in Listing Rule 7.1.

5.2 Specific information required by Listing Rule 7.2

In accordance with Listing Rule 7.2 exception 9, information is provided as follows:

- (a) The material terms of the Employee Award Plan (as amended) are summarised in Schedule 2.
- (b) The date of the last approval under Listing Rule 7.2 exception 9 with respect to the Initial Employee Share Option Plan was 18 April 2016. The Company intends to amend the Initial Employee Share Option Plan to allow the issue of both Plan Options and Plan Performance Rights. Other than consequential amendments necessary to give effect to that purpose, no other amendments are intended to be made to the Initial Employee Share Option Plan.
- (c) As at the date of this Notice, the following securities have been issued under the Initial Employee Share Option Plan:
 - (i) 38,300,000 Options with an expiry date of 16 May 2018 at an exercise price of \$0.40;
 - (ii) 31,500,000 Options with an expiry date of 16 May 2019 at an exercise price of \$0.40; and
 - (iii) 13,000,000 Options with an expiry date of 8 September 2019 at an exercise price of \$0.626.
- (d) A voting exclusion statement is included in the Notice for Resolution 3.

Resolution 3 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

5.3 Directors' Recommendation

As the Directors may be entitled to participate in the Employee Award Plan, they make no recommendation in relation to Resolution 3.

SCHEDULE 1: DEFINITIONS

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

Closely Related Party has the meaning given in section 9 of the Corporations Act and a Closely Related Party of a member includes a spouse or child of such member.

Company means Pilbara Minerals Limited (ACN 112 425 788).

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Employee Award Plan has the meaning given in Section 5.1.

Explanatory Memorandum means this explanatory memorandum which forms part of the Notice.

Initial Employee Share Plan has the meaning given in Section 5.1.

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 ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Option means an option which entitles the holder to subscribe for one Share.

Performance Right means a performance right which entitles the holder to subscribe for one Share.

Plan Award means a Plan Option or Plan Performance Right or both, as the context requires.

Plan Option means an Option issued pursuant to the Employee Award Plan.

Plan Performance Right means a Performance Right issued pursuant to the Employee Award Plan.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

WST means Australian Western Standard Time, being the time in Perth, Western Australia.

SCHEDULE 2: KEY TERMS OF THE EMPLOYEE AWARD PLAN

The key terms of the Employee Award Plan are as follows:

1. **Eligibility:** A person who:
 - (a) is an 'eligible participant' (as that term is defined in ASIC Class Order 14/1000) in relation to the Company or an Associated Body Corporation; and
 - (b) has been determined by the Board to be eligible to participate in the Employee Award Plan from time to time,may be eligible to receive grants of Plan Awards under the Employee Award Plan (**Eligible Participant**).
2. **Invitation:** The Board may, from time to time, in its absolute discretion, invite any Eligible Participant to apply for up to a specified number of Plan Options or Plan Performance Rights, upon the terms set out in the Employee Award Plan (**Invitation**).
3. **Issue Price:** Plan Awards will be issued for nil consideration. Plan Options shall have an exercise price as determined by the Board.
4. **Dealings in Plan Awards:** Unless otherwise expressly permitted in an Invitation, an Eligible Participant may only submit an application form in the Eligible Participant's name and not on behalf of any other person. If an Eligible Participant is permitted in an Invitation, the Eligible Participant may nominate another person to be granted the Plan Awards the subject of their Invitation (**Nominee**).
5. **Grant of Plan Awards:** Once the Company has received and accepted a duly signed and completed application form for Plan Awards from an Eligible Participant (either on his/her own behalf or on behalf of his/her Nominee), the Board will grant Plan Awards to such person (**Participant**), with effect from grant date, upon the terms set out in the Invitation and the Employee Award Plan.

The Company will, after the grant date of the Plan Awards, issue the Participant with a certificate evidencing the grant of the Plan Awards.
6. **Determination of Vesting Conditions:** A Plan Award that is granted subject to vesting conditions vests when both of the following have occurred:
 - (a) the vesting conditions applicable to that Plan Award have been determined by the Board (acting reasonably) to be satisfied, are waived by the Board, or are deemed to have been satisfied under these Rules; and
 - (b) the Company has issued a vesting notice to a Participant informing him or her that the Plan Award has vested.A Plan Award that is granted without vesting conditions vests on the grant date.
7. **Exercise on Vesting:** A vested Plan Award may be exercised by a Participant resident in Australia at any time from the date of receipt of a vesting notice until such time as the vested Plan Award lapse in accordance with the Employee Award Plan.
8. **Cashless Exercising:** An Invitation may specify that a holder of Plan Options may, at the time of exercise, elect to pay the applicable exercise price (if any) per Plan Option by setting off the total applicable exercise price against the number of Shares which they are entitled to receive upon exercise (**Cashless Exercise Facility**) in accordance with the following

formula:

$$S = \frac{O \times (MV - OEP)}{MV}$$

Where:

S = the number of Shares to be issued or transferred to the Participant on exercise of Plan Options using the Cashless Exercise Facility

O = the number of Plan Options exercised by the Participant using the Cashless Exercise Facility

MV = the Market Value of a Share at the time of exercise using the Cashless Exercise Facility

OEP = the exercise price per Plan Option of the Plan Options exercised using the Cashless Exercise Facility

The Cashless Exercise Facility may only be used by a Participant if the difference between the exercise price per Plan Option and the Market Value per Share at the time of exercise is greater than zero.

9. Ceasing to be Eligible Participant: Unless an Invitation provides otherwise, where a Participant ceases to be an Eligible Participant as a result of:

- (a) death;
- (b) the Participant no longer being able to perform their duties due to poor health, injury or disability;
- (c) bona fide retirement, or
- (d) any other circumstances determined by the Board in writing,

the:

- (e) vested Plan Awards held by the Participant; and
- (f) the unvested Plan Awards held by the Participant to the extent determined by the Board in its absolute discretion,

shall not be forfeited.

Unless an Invitation provides otherwise, where a Participant ceases to be an Eligible Participant in any other circumstance or as otherwise determined by the Board, all unvested Plan Awards shall be forfeited.

10. Lapsing of Plan Awards: A Plan Award will lapse upon the earlier to occur of:

- (a) in the case of a vested Plan Award, on the expiry date that is specified in the Invitation;
- (b) in the case of an unvested Plan Award, on the date that the Board determines that any applicable vesting conditions have not been met or cannot be met by the relevant date.

11. Insolvency: Unless otherwise stated in an Invitation or determined by the Board in its

discretion, a Participant that has become Insolvent must forfeit all of their unvested Plan Awards on a date determined by the Board.

- 12. Issue of shares:** Subject to the Corporations Act, the Listing Rules and the Employee Award Plan, the Company must issue to, or procure the transfer to, the Participant the number of Shares the Participant is entitled to be issued in respect of vested Plan Awards that are exercised. For an Eligible Participant resident in Australia this is one Share in respect of each Plan Award; for an Eligible Participant otherwise resident, the number of Shares, or part thereof, to be issued upon exercise of a Plan Award may be adjusted to take account of any movement in the applicable foreign exchange rates between the time of the applicable Invitation and exercise.
- 13. Share ranking:** All Shares issued under the Employee Award Plan will rank equally with all other issued Shares, and will be entitled in full to those dividends which have a record date for determining entitlements after the date of issue.
- 14. Listing of Shares on ASX:** The Company will apply for official quotation of all Shares issued under the Employee Award Plan on ASX.
- 15. Change of Control:** The Board may in its absolute discretion determine that all unvested Plan Awards automatically vest on the following events occurring:

 - (a) the Company announces that its shareholders have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, subdivision, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;
 - (b) a Takeover Bid:

 - (i) is announced;
 - (ii) has become unconditional; and
 - (iii) the person making the Takeover Bid has a Relevant Interest in 50% or more of the Shares; or
 - (iv) any person acquires a Relevant Interest in 50.1% or more of the Shares by any other means; or
 - (c) a resolution or order (as the case may be) is made for the voluntary or compulsory winding-up of the Company.
- 16. Adjustment for bonus issues:** If Shares are issued pro rata to Shareholders generally by way of bonus issue, the number of Plan Awards to which each Participant is entitled shall be increased by that number of securities which the Participant would have been issued if the Plan Awards then held by the Participant were excised immediately prior to the record date of the bonus issue.
- 17. Pro rata issues:** A Participant will not be entitled to any adjustment to the number of Shares issued under the Employee Award Plan that he or she is entitled to or adjustment to any vesting condition which is based, in whole or part, on the Share price, as a result of the Company undertaking a rights issue.
- 18. Adjustment for reorganisation:** In the event of any reorganisation (including consolidation or subdivision) of the issued capital of the Company, the number of Plan Awards to which each Participant is entitled, or the exercise price (if any), or both, as appropriate, will be

adjusted in the manner determined by the Board to ensure that no advantage or disadvantage accrues to the Participant as a result of such corporate actions.

19. Amendments: Subject to the Employee Award Plan and the Listing Rules, the Board may from time to time amend or supplement the Employee Award Plan rules in any respect. However, in respect of an issued Plan Award no amendment made to the terms and conditions of the Employee Award Plan or the Plan Awards shall bind a Participant in respect of such Plan Awards unless such amendment is:

- (a) consented to in writing by a Participant; or
- (b) introduced for the purpose of (among other things) complying with, or conforming to, the Listing Rules, or State or Commonwealth legislation governing or regulating the maintenance or operation of the Employee Award Plan or similar plans.

A copy of the complete rules of the Employee Award Plan is available upon request by contacting the Company Secretary, Mr Alex Eastwood, at the Company's offices.

PILBARA MINERALS LIMITED
ACN 112 425 788

PROXY FORM

The Company Secretary
Pilbara Minerals Limited

By delivery:

C/- Advanced Share Registry Limited
110 Stirling Hwy
NEDLANDS WA 6009

By post:

C/- Advanced Share Registry Limited
PO Box 1156
NEDLANDS WA 6909

By facsimile:

+61 8 9262 3723

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Step 1 - Appoint a Proxy to Vote on Your Behalf

The Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Meeting of the Company to be held at 10.00am (WST) on Wednesday, 25 January 2017, at the Banquet Hall South, University Club of Western Australia, Hackett Drive, Crawley, WA, 6009 and at any adjournment or postponement of that Meeting.

Important – If the Chairman is your proxy or is appointed as your proxy by default

The Chairman intends to vote all available and undirected proxies in favour of all Resolutions. If the Chairman is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to a Resolution, you will be expressly authorising the Chairman to vote in accordance with the Chairman's voting intentions on all Resolutions even if the Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel or a Closely Related Party of Key Management Personnel.

Step 2 - Instructions as to Voting on Resolutions

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Ratification of prior issue			
Resolution 2	Approval of issue			
Resolution 3	Re-approval of Employee Award Plan			

The Chairman intends to vote all available and undirected proxies in favour of each Resolution.

In exceptional circumstances, the Chairman may change his voting intent on any Resolution, in which case an ASX announcement will be made.

Authorised signature/s

This section *must* be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole
Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (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 deposited at or received by the Company (C/- Advanced Share Registry Limited PO Box 1156 Nedlands WA 6909, by facsimile (+61 8 9262 3723) or by email (admin@advancedshare.com.au) not less than 48 hours prior to the time of commencement of the Meeting.