



# ACCLAIM EXPLORATION N.L.

ABN 99 009 076 233

27 October 2008

Companies Announcement Office  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

## **NOTICE OF ANNUAL GENERAL MEETING AND ANNUAL REPORT**

Please find attached the company's Notice of Annual General Meeting to be held on Thursday, 27 November 2008 at 3.00pm.

The company advises that the Annual Report comprises only the documents previously lodged with ASX.

Yours faithfully

C Willis  
Director

For personal use only

For personal use only

# **Acclaim Exploration NL**

ABN 99 009 076 233

## ***Notice of Annual General Meeting***

### ***Explanatory Statement***

*and*

### ***Proxy Form***

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of members of Acclaim Exploration NL (**Acclaim** or the **Company**) will be held on Thursday, 27<sup>th</sup> of November 2008, commencing at 3.00pm at the Esplanade River Suite Hotel, 112 Melville Parade, Como 6152, Western Australia.

The enclosed Explanatory Statement accompanies and forms part of this Notice of annual general meeting.

### AGENDA

#### ORDINARY BUSINESS

##### 1. Accounts and Reports

*To receive and consider the Financial Report of the Company and of the consolidated entity for the year ended 30 June 2008, together with the reports by directors and auditors thereon.*

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

##### 2. Resolution 1: Adoption of Remuneration Report

*That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company's 2008 Annual Report for the financial year ended 30 June 2008 be adopted.*

The vote on this resolution is advisory only and does not bind the directors of the Company.

##### 3. Resolution 2: Re-election of Director (Mr C Willis)

*That Mr Craig Willis, who retires by rotation in accordance with the Constitution of the Company and, having offered himself for re-election and being eligible, is re-elected a director of the company.*

##### 4. Resolution 3: Ratification of Placement – 21 May 2008

*That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue and allotment of 90,000,000 ordinary fully paid shares in the capital of the Company at an issue price of 1 cent each, to the parties listed in the Explanatory Statement accompanying this Notice of annual general meeting and otherwise on the basis set out therein, is ratified and approved.*

The Company will disregard any votes cast on this resolution by the parties who participated in the issue as listed in the Explanatory Statement and any associate of them. However, the Company need not disregard a vote if 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 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## 5. Resolution 4: Proposed Grant of Options

*That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue within three months of the date of this meeting of 90,000,000 Options, such Options to be issued on the terms and conditions set out in the Explanatory Statement accompanying this Notice of annual general meeting, to acquire ordinary fully paid shares in the capital of Acclaim, is approved."*

The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, and any associate of them. However, the Company need not disregard a vote if 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 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## 6. Resolution 5: Proposed Capital Raising – Shares and Options

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment of 60,000,000 ordinary fully paid shares ranking equally in all respects with the existing ordinary shares on issue at a subscription price of 1 cent each, (together with the grant of one free Option for every share subscribed for and issued), and otherwise on the terms and conditions contained in the Explanatory Statement forming part of this Notice of annual general meeting, is approved."*

The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed, and any associate of them. However, the Company need not disregard a vote if 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 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## 7. Acquisition of Benelux Developments Limited

*"That pursuant to ASX Listing Rule 7.1 and for all other purposes, the Company:*

- (a) agrees to the acquisition by the Company from the Vendors (as more particularly described in the Explanatory Statement accompanying this Notice of Meeting) of all the issued share capital of Benelux Developments Limited ("Benelux");*
- (b) approves and authorises the Directors to allot and issue to the Vendors a maximum of 140,000,000 Shares in the capital of Acclaim, together with 70,000,000 attaching Options, as consideration for the acquisition of shares in Benelux referred to in paragraph (a) of this Resolution; and*
- (c) agrees to the acquisition by the Vendors, by way of allotment referred to in paragraph (b) of this Resolution, of 140,000,000 Shares, together with 70,000,000 attaching Options, in the capital of Acclaim,*

*in each case on the terms and subject to the conditions more particularly described in the Explanatory Statement accompanying this Notice of General Meeting."*

The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of an ordinary security holder, if the resolution is passed, and any associate of them. However, the Company need not disregard a vote if 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 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For the purposes of determining voting entitlements at the annual general meeting, Shares will be taken to be held by persons who are registered as holding Shares at 3.00pm on the 25<sup>th</sup> of November 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the annual general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of annual general meeting.

**Annual Report Online**

The reports referred to in item 1 above are included in the Annual Report of the Company. In accordance with the new arrangements for the distribution of Annual Reports, shareholders who did not elect to receive a hard copy of the Annual Report can access the report on the company's website at [www.acclaimexploration.com.au](http://www.acclaimexploration.com.au)

**BY ORDER OF THE BOARD**

**Neville Bassett**  
**Company Secretary**  
23 October 2008

## EXPLANATORY STATEMENT

### 1. INTRODUCTION

This Explanatory Statement has been prepared for the information of members of Acclaim Exploration NL ("the Company") in connection with the business to be conducted at the annual general meeting of members to be held at the Esplanade River Suite Hotel, 112 Melville Parade, Como 6152, Western Australia on Thursday, 27<sup>th</sup> of November 2008 at 3.00pm.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of annual general meeting.

### 2. 2008 ANNUAL REPORT

In accordance with the requirements of the Company's Constitution and the Corporations Act 2001, the 2008 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report. There is no requirement for a formal resolution on this item.

Representatives from the Company's auditors, HLB Mann Judd, will be present to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

### 3. ADOPTION OF REMUNERATION REPORT – Resolution 1

The Annual Report for the financial year ended 30 June 2008 contains a Remuneration Report, which forms part of the Directors' Report and sets out the remuneration policy for the Company and its controlled entities, and reports the remuneration arrangements in place for executive directors, senior management and non-executive directors.

The Corporations Act 2001 requires listed companies to put an annual non-binding resolution to shareholders to adopt the Remuneration Report. In line with the legislation, this vote will be advisory only, and does not bind the Directors or the Company. However, the Board will take the outcome of vote into consideration when considering the Company's remuneration policy.

### 4. RE-ELECTION OF DIRECTOR: Resolution 2

Resolution 2 relates to the election of Directors. In accordance with the Company's Constitution, Mr Willis will retire by rotation at the annual general meeting and being eligible offers himself for re-election. A summary of the qualifications and experience for Mr Willis is provided in the Annual Report.

### 5. RATIFICATION OF PLACEMENT – 21 May 2008: Resolution 3

Resolution 3 of the Notice of annual general meeting proposes the ratification of the issue and allotment of 90,000,000 Shares, thereby satisfying the requirements of ASX Listing Rule 7.4.

On 14 May 2008 the Company announced that it had reached agreement to place up to 150,000,000 Shares together with 150,000,000 free attaching Options, to clients of Aegis Partners Limited (a London based equity fund) at an issue price of one (1) cent per Share, to raise up to \$1,500,000 before expenses.

90,000,000 shares were issued under the Company's 15% capacity on 21 May 2008, with the balance (60,000,000 Shares and 150,000,000 Options) subject to shareholder approval. The issue of 60,000,000 Shares and 150,000,000 Options is the subject of resolutions 4 and 5.

The placement of the 90,000,000 Shares was within the 15% annual limit permitted under Listing Rule 7.1 without shareholder approval. The effect of shareholders passing Resolution 3 will therefore be to restore the Company's ability to issue securities within the limit.

In compliance with the information requirements of ASX Listing Rule 7.5 members are advised of the following particulars in relation to the placement:

- (a) Number of securities allotted:  
90,000,000 Shares
- (b) Price at which the securities were issued:  
One (1) cent per Share, together with (subject to shareholder approval as contemplated by Resolution 4) the grant of one free Option for every Share subscribed for and issued.
- (c) Terms of the securities:  
The Shares rank equally in all respects with the existing Shares on issue. The Options, if approved by shareholders, will be issued on the terms and conditions as outlined in Appendix "A".
- (d) Names of the allottees:  
The Shares were issued to sophisticated investors through AEGIS Partners Limited (a London based equity fund).  
No related party participated in the allotment of Shares.
- (e) Intended use of funds raised:  
Funds raised will be used to meet the acquisition costs of the South Sprint prospect and to enhance working capital, including meeting obligations pursuant to proposed farm-in arrangements.

#### **6. GRANT OF OPTIONS: Resolution 4**

Resolution 4 of the Notice of annual general meeting proposes the grant of 90,000,000 Options to the parties that subscribed for Shares in the placement completed on 21 May 2008 (Resolution 3), on the basis of one free Option for every Share subscribed for and issued.

In compliance with the information requirements of ASX Listing Rule 7.3 members are advised of the following particulars in relation to the proposed issue of options:

- (a) Maximum number of options to be issued:  
90,000,000
- (b) Date by which Acclaim will issue options:  
No later than three months after the date of the meeting.
- (c) Price at which options to be issued:  
The options are being issued free on the basis of one Option for every Share issued to subscribers to the placement of Shares undertaken on 21 May 2008 and which is more particularly described in section 5 above.
- (d) Names of the allottees:  
The allottees are as described in section 5 (d).

- (e) Terms of issue:

The Options will be issued on the terms and conditions as outlined in Appendix "A".

- (f) Intended use of funds raised:

The options will be issued free of charge. There are no funds being raised from the allotment as the Options will be issued as part of the securities package paid for by subscribers to the placement of Shares on 21 May 2008, and which are being granted on the basis of one Option for every Share subscribed for and issued.

- (g) Dates of allotment:

Allotment will occur on one date.

## **7. PROPOSED CAPITAL RAISING – SHARES AND OPTIONS: Resolution 5**

Resolution 5 of the Notice of annual general meeting proposes the issue and allotment of 60,000,000 Shares in the capital of Acclaim at an issue price of one (1) cent each, together with the grant of one free Option for every Share subscribed for and issued, to raise \$600,000 (before expenses of the issue).

The proposed issue is part of the total placement package announced on 14 May 2008 (refer section 5), and for which shareholder approval is required. The placement proposed pursuant to resolution 5, combined with the issue of Shares and Options under resolutions 3 and 4, will complete a total capital raising of \$1,500,000.

In compliance with the information requirements of ASX Listing Rule 7.3 members are advised of the following particulars in relation to the proposed issue of Shares and Options pursuant to resolution 5:

- (a) Maximum number of securities to be issued:

60,000,000 Shares and 60,000,000 Options.

- (b) Date by which Acclaim will issue securities:

No later than three months after the date of this meeting.

- (c) Price at which securities to be issued:

One (1) cent per Share, together with the grant of one free Option for every Share subscribed for and issued.

- (d) Basis upon which allottees will be determined:

The allottees are as described in section 5 (d).

- (e) Terms of issue:

The Shares will rank equally in all respects with the existing Shares on issue. The Options will be issued on the terms and conditions as outlined in Appendix "A".

- (f) Intended use of funds raised:

Funds raised will be used to meet the acquisition costs of the South Sprint prospect and to enhance working capital, including meeting obligations pursuant to proposed farm-in arrangements.

- (g) Dates of allotment:

Allotment will occur progressively.

No shareholder/placee would be permitted to have an entitlement exceeding 20% of the issued capital of Acclaim pursuant to the placement proposed under Resolution 5 and therefore no change in control of Acclaim is anticipated as a result of the placement.

Directors and their associates are not entitled to participate in the placement.

## **8. ACQUISITION OF BENELUX DEVELOPMENTS LIMITED: Resolution 6**

On 14 May 2008, the Company announced that it had reached agreement to earn leasehold and working interests, and attributable net revenue interests, in various oil and gas prospects.

Under the agreement Acclaim has the right to acquire, free of encumbrances:

- (a) all of the issued share capital of Benelux, inclusive of all rights, title and interest in or to the Leases; or
- (b) at the sole discretion of Acclaim, direct interest in the Leases by way of assignment or such other means as shall deliver good title.

Benelux has acquired or has the right to acquire certain leasehold estate and working interests and attributable net revenue interests in various oil and gas prospects as more particularly described below.

It is proposed to acquire all of the issued share capital of Benelux.

### **Farm-in-Oil and Gas Prospects**

#### ***Maria Prospect***

The right to earn up to a 25% leasehold estate and working interest in and to oil, gas and mineral leases covering lands situated in the Maria Prospect in Dewitt and Goliad Counties, Texas, USA. By participating in the cost of drilling an initial test well, the Esenjay Operating, Inc – Wood Gas Unit No. 1 Well, Acclaim will acquire the leasehold interest, and have the option to participate in the acquisition of additional leasehold interests within an area of mutual interest. The Maria Prospect covers an area of approximately 1,991± net acres of land.

The initial test well has been drilled to a total measured depth of 14,000', to test the expanded lower Wilcox Roeder /Migura sand section.

The bottom log has only shown small amounts of gas. However the operator First Strike Energy (Esenjay) has commenced testing the oil sand encountered at 7,800'. The Elog indicates a pay sand to be 15' feet thick.

The Maria Prospect is considered a duplication of the Nordheim SW and Lions Fields. Both of the fields produce from the "toe" part of individual faults blocks downthrown to major down-to-the-coast expander faults. The traps are northerly dipping fault blocks (either west or east component depending on the situation), with associated buried faulting providing the seal.

The two analog fields (Nordheim SW and Lions) were discovered pre-3D coverage which was first shot in this area in 1996. Serious development of both of these fields did not occur until some years later (2000 and 2005, respectively) for different individual reasons.

Subject to Acclaim being satisfied with documentation relating to participation in the Maria Prospect – Wood Gas Unit No. 1 Well, Acclaim undertook to contribute the commitment to earn up to the 25% leasehold estate and working interest in the Maria Prospect and, if required, to request direct assignment of the Maria Prospect interest on meeting earn-in commitments.

### **Gemini Prospect**

As provided in the terms of the agreement, in the event that Acclaim is not satisfied with the terms of contractual documents of one or more prospect, it may by mutual agreement with the vendors enter into a farm-in agreement over an alternative prospect in substitution thereof. Following a review of the original Galveston Bay Prospect and the Gemini Prospect, it has been determined to substitute the Galveston Bay Prospect with the Gemini Prospect

Gemini is comprised of two very similar prospects in the Frio producing trend of south Texas with proposed wildcat tests of 10,000 feet each. The project offers an excellent potential return on investment particularly in today's price environment. Both prospects are defined by high quality 3D seismic data with close well control. The prospects are located about 3 miles east of Rita NE and Mifflin fields, which produce from the prospective interval of the Gemini prospects. Mifflin has produced 27 BCFG from 21 different sands and Rita NE has produced 46 BCFG from 17 sands. Hinojosa (21 BCF) and Alazan (38 BCF) fields are about 20 miles north and on trend with the prospects and are nearly identical in structure and stratigraphy. The location is flat dry land with gas processing facilities nearby. The estimated completed well costs are \$1,500,000 and payout for each well would be about six months at \$7.00/MCF, and less than one year even with a product price of \$3.0/MCF. Gemini1 is anticipated to be a 3 well development and Gemini 2 would have approximately 4 wells.

The Gemini project is located in Kenedy County, Texas, just south of Baffin Bay and approximately 20 miles south of Sarita. The proposed locations of the two prospects are about 1 mile apart and part of a contiguous lease. The proposed locations are in well drained flat land and 3 miles from a major state highway. Several possibilities exist for gas.

### **South Sprint Prospect**

An undivided 25% leasehold estate and working interest in and to the lands and leases as more particularly described in the Participation Agreement – S.Sprint Prospect dated June 25, 2007 (as to all lands and depths currently covered thereby) and all wells, platforms and facilities located thereon, located in the waters of the Gulf of Mexico in Kleberg County, Texas, USA.

The acquisition covers a 25% interest in a production well on the South Sprint Prospect and participation in exploration wells in the prospect area.

South Sprint is a deeper pay prospect seeking Cib haz and Marg tex productive zones at South Sprint Field, beneath the existing Marg Frio pay zone. The field is a large upthrown three way fault closure. It has produced over 69 BCF from the Marg Frio and has only been tested in the deeper Cib haz and Marg tex by an off structure Pan American Petroleum Corp well that proved good sands and sealing shales exist in the area. It did not find pay in the deeper zones (although it did show cycle skipping in the Cib haz on a sonic log – often an indicator of gas).

### **Consideration**

The consideration for the right to earn the leasehold and working interests, and attributable net revenue interests, in the various oil and gas prospects is as follows:

- (a) the issue of 140 million fully paid ordinary shares in the capital of Acclaim, together with 70 million options to acquire fully paid ordinary shares at an exercise price of 4 cents each on or before 30 June 2010;
- (b) the assumption of the rights and obligations pursuant to the respective leasehold interests; and
- (c) the payment of US\$750,000 cash in respect to the South Sprint Prospect.

The transaction is subject to:

- (a) the shares in Benelux being transferred free of all encumbrances;
- (a) completion of the securities placements the subject of resolutions 3,4 and 5; and
- (b) shareholder approval for the issue of the Shares and Options as consideration for the acquisition of the relevant interests.

In the event that Acclaim is not satisfied with the terms of contractual documents evidencing the respective leasehold and working interests of one or more of the prospects, it may by mutual agreement with the Vendors enter into a farm-in agreement over an alternative prospect in substitution thereof.

Acclaim has the right, subject to necessary consents, to assign all or part of its interests in the farm-in at any time.

### **ASX Listing Rule 7.3 Requirements**

In compliance with the information requirements of ASX Listing Rule 7.3 members are advised of the following particulars in relation to the proposed issue of securities:

- (a) the maximum number of securities to be issued is 140,000,000 Shares and 70,000,000 Options.
- (b) the Shares will be issued no later than three months after the date of this meeting.
- (c) the issue of securities is not for cash. The issue constitutes the purchase consideration for all of the issued ordinary share capital of Benelux.
- (d) the allottees of the securities will be the Benelux Vendors.
- (e) the Shares will rank equally in all respects with the existing Shares on issue.
- (f) It is intended that the allotment of the Shares will occur on one date.

## **9. DEFINITIONS**

**Acclaim or the Company** means Acclaim Exploration NL ABN 99 009 076 233.

**ASX** means ASX Limited ABN 98 008 624 691.

**ASX Listing Rules** means the official listing rules of ASX.

**Benelux** means Benelux Developments Limited, an unlisted public company registered in the Bahamas.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means this Explanatory Statement.

**Notice** means the notice of annual general meeting which forms part of this Explanatory Statement.

**Option** means an option to acquire a Share at an exercise price of \$0.04 per Share expiring on 30 June 2010 and otherwise on the terms and conditions set out in Appendix "A".

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<b>Share</b>	means a fully paid ordinary share in the capital of the Company and <b>Shares</b> has a corresponding meaning.
<b>Shareholder</b>	means a holder of a Share.
<b>Vendors</b>	means the shareholders of Benelux who are proposed to be issued Shares pursuant to the acquisition agreement.

## APPENDIX "A"

### Terms and Conditions of Options

The terms and conditions of the Options are as follows:

- (a) Each Option entitles the holder to subscribe for and be allotted one ordinary fully paid share in the company.
- (b) The Options are exercisable at 4 cents each.
- (c) The Options will expire on 30 June 2010 (the "**Expiry Date**").
- (d) The Options are exercisable at any time on or prior to the Expiry Date by notice in writing to the directors of the company accompanied by payment of the exercise price.
- (e) The Options are freely transferable.
- (f) All shares issued upon exercise of the Options will rank pari passu in all respects with the company's then existing ordinary fully paid shares. The company will apply for Official Quotation by the ASX of all shares issued upon exercise of the Options.
- (g) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. However, if from time to time on or prior to the Expiry Date the company makes an issue of new shares to the holders of ordinary fully paid shares, the company will send a notice to each holder of Options at least nine (9) Business Days before the record date referable to that issue. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (h) If from time to time on or prior to the Expiry Date the company makes an issue of shares to the holders of ordinary fully paid shares in the company by way of capitalisation of profits or reserves (a **bonus issue**), then upon exercise of their Options, Optionholders will be entitled to have issued to them (in addition to the shares which would otherwise be issued to them upon such exercise) the number of shares of the class which would have been issued to them under that bonus issue (**bonus shares**) if on the record date for the bonus issue they had been registered as the holder of the number of shares of which they would have been registered as holder if, immediately prior to that date, they had duly exercised their Options and the shares the subject of such exercise had been duly allotted and issued to them. The bonus shares will be paid up by the company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank pari passu in all respects with the other shares allotted upon exercise of the Options.
- (i) There is no right to a change in the exercise price of the Options or to the number of shares over which the Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Options.
- (j) In the event of any reorganisation of the issued capital of the company on or prior to the Expiry Date, the rights of an Optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

## PROXY FORM

The Secretary  
Acclaim Exploration NL  
Suite B, 150 Hay Street  
Subiaco WA 6008

I/We (full name)

\_\_\_\_\_

of \_\_\_\_\_

being a member(s) of Acclaim Exploration NL, hereby appoint as my/our proxy

\_\_\_\_\_

of \_\_\_\_\_

or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the general meeting of the Company to be held at 3.00pm on Thursday, 27 November 2008 and at an adjournment there of in respect of \_\_\_\_\_% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

### RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – C Willis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Placement – 21 May 2008	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Proposed Grant of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Proposed Capital Raising – Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Acquisition of Benelux Developments Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### *If the member is an individual or joint holder:*

\_\_\_\_\_  
Usual Signature

Dated this \_\_\_\_\_ day of

\_\_\_\_\_  
Usual Signature

2008.

#### *If the member is a Company:*

Signed in accordance with the  
Constitution of the company  
in the presence of:

\_\_\_\_\_  
Director/Sole Director

Dated this

\_\_\_\_\_  
Director/Secretary

day of

\_\_\_\_\_  
Sole Director and Sole Secretary

2008.

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## NOTES

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company (Suite B, 150 Hay Street, West Perth, Western Australia, 6008) or sent by facsimile to that office on Fax: 08 9388 8450 to be received not less than 48 hours prior to the time of the meeting.
5. If the member is a company it must execute under its Common Seal or otherwise in accordance with its Constitution.
6. The Chairman intends to vote all undirected proxies in favour of all resolutions.