



**NOTICE OF ANNUAL GENERAL MEETING**

**EXPLANATORY STATEMENT**

**AND PROXY FORM**

**Annual General Meeting of  
IronClad Mining Limited  
ABN 79 124 990 405**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of IronClad Mining Limited will be held at Level 14, 197 St George's Terrace, Perth WA 6000 on Thursday 22<sup>nd</sup> November 2012 at 11.00am

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9485 1040.*

## **VOTING IN PERSON**

To vote in person, attend the Annual General Meeting on the date and at the place set out in this Notice of Meeting.

## **PROXIES**

1. A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote instead of the member. If two proxies are appointed, and a member does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes.
2. Where more than one proxy is to be appointed or voting intentions cannot be adequately expressed using this form an additional form of proxy is available from the Company or you may copy this form.
3. A duly appointed proxy need not be a Shareholder of the Company. In the case of joint holders, all must sign.
4. Corporate Shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - directors of the company;
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For a company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

5. In order to vote on behalf of a company that is a shareholder of IronClad Mining, a valid Power of Attorney in the name of the attendee, must be lodged with the Company prior to the Meeting in a like manner as this proxy.
6. Forms to appoint proxies, and the Power of Attorney (if any) under which they are signed, must be lodged at the registered office of the Company, at Level 2, 679 Murray Street, WEST PERTH WA 6005, or by facsimile (61 8) 9485 1050 not less than 48 hours before the time of the Meeting or resumption of an adjourned meeting at which the person named in the instrument proposes to vote.
7. An instrument appointing a proxy:
  - a) Shall be in writing under the hand of the appointer or of his attorney, or if the appointer is a corporation, either under seal or under the hand of a duly authorised officer or attorney;
  - b) May specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument;
  - c) Shall be deemed to confer authority to demand or join in demanding a poll; and
  - d) Shall be in such form as the Directors determine and which complies with Section 250A of the Corporations Act 2001 and the Listing Rules;
  - e) Must be lodged with the Company prior to the Meeting in a like manner as this proxy.
8. Completion of a proxy form will not prevent individual Shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of the Company will be held at 11.00am (WST) on Thursday 22<sup>nd</sup> November 2012 at **Level 14, 197 St George's Terrace, Perth WA 6000**.

The Explanatory Statement that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at the close of business on Tuesday 20<sup>th</sup> November 2012.

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## AGENDA

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### ORDINARY BUSINESS

#### Financial Reports

To receive the Financial Report of the company for the year ended 30 June 2012 and the reports by directors and auditors thereon.

#### 1. Adoption of Remuneration Report (Non-binding)

To receive, consider and adopt, with or without amendment the remuneration report of the company and of the consolidated group for the year end 30<sup>th</sup> June 2012 as an advisory resolution

*"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes the Company adopts the Remuneration Report as contained in the Company's annual financial report for the year ended 30 June 2012."*

Short explanation: The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- a. a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b. a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- a. the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- b. the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

#### 2. Re-election of Mr. Peter W. Rowe as Director

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

*"That Mr Peter W. Rowe who retires by rotation in accordance with the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-appointed Director of the Company."*

### 3. Ratification of Previous Placement

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

*"That pursuant to and in accordance with ASX Listing Rule 7.4, and for all other purposes, the Company ratifies the allotment and issue of 4,706,059 Shares to clients of Cygnet Capital Pty Ltd on the date set out in the Explanatory Memorandum accompanying this Notice of Meeting.*

The Company will disregard any votes cast on Resolution 3 by placement allottees and any associate of such allottee and any associate of such allottee who may receive a benefit from Resolution 3. However the Company need not disregard a vote if it is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy from to vote as the proxy decides.

### 4. Ratification of Previous Placement To Underwriter

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

*"That pursuant to and in accordance with ASX Listing Rule 7.4, and for all other purposes, the Company ratifies the allotment and issue of 200,000 Shares to Cygnet Capital Pty Ltd on the date set out in the Explanatory Memorandum accompanying this Notice of Meeting.*

The Company will disregard any votes cast on Resolution 4 by placement allottees, Cygnet Capital Pty Ltd. and any associate of such allottee who may receive a benefit from Resolution 4. However the Company need not disregard a vote if it is cast by such a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy from to vote as the proxy decides.

### 5. Spill Resolution

**IMPORTANT NOTE: This Resolution will only be put to the meeting if more than 25% of votes validly cast on Resolution 1 are cast against that Resolution.**

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

*"That:*

- (a) a meeting of Shareholders of IronClad Mining Ltd be held within 90 days of this Annual General Meeting ("Spill Meeting"); and*
- (b) all of IronClad Mining Ltd's directors who were directors when the resolution to make the 2012 Remuneration Report was passed, other than an executive director of the company cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to the offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."*

At the Annual General Meeting held last year more than 25% of the votes capable of being validly cast were against the adoption of the Remuneration Report presented at that meeting. Accordingly, the Directors consider it appropriate that if at this AGM more than 25% of votes validly cast are against the adoption of the Remuneration Report, then Resolution 2 will be put to the meeting.

By Order of the Board



Neil. W McKay  
Company Secretary  
22<sup>nd</sup> October 2012

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## **EXPLANATORY STATEMENT**

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### **INTRODUCTION**

This Explanatory Statement has been prepared for the information of members of IronClad Mining Limited ("IronClad") in connection with the business to be conducted at the Annual General Meeting of Members to be held on Thursday 22<sup>nd</sup> November 2012 commencing at 11.00am at Level 14, 197 St George's Terrace, Perth WA 6000.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Annual General Meeting.

Shareholders should note that all directors approved the proposal to put the resolutions to shareholders as outlined in the Notice of General Meeting and to prepare the Explanatory Statement.

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### **1. RESOLUTION 1 – REMUNERATION REPORT (NON-BINDING RESOLUTION)**

The Corporations Act 2001 have expanded the disclosure requirements of companies whose shares are quoted on Australian Stock Exchange Limited by requiring that the Directors of the company include a remuneration report in the Company's annual report. Section 250R(2) of the Corporations Act also requires that the Directors put a resolution to shareholders each year that the remuneration report be adopted.

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the Directors who were in office when the directors' report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the an executive director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The Remuneration Report is set out in the Company's Annual Report. The Annual Report is also available on the Company's website at [www.ironcladmining.com](http://www.ironcladmining.com)

The Remuneration Report:

- outlines the Board's policy for determining the nature and amount of remuneration of Directors, the company secretary and senior managers of the Company; and
- discusses the relationship between the Board's remuneration policy and the Company's performance; and
- details and explains any performance condition applicable to the remuneration of a Director, secretary or senior manager, and
- details the remuneration (including options) of each Director of the Company for the year (the Company has no executives other than the executive directors); and
- summarises the terms of any contract under which any Director or the company secretary is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

The vote on the resolution is advisory only and does not bind the Directors or the Company. Nor does it affect the remuneration paid or payable to the Company's Directors or the company secretary. The Company will not be required to alter any arrangements in the Remuneration Report should the resolution not be passed. However, the Board will take the outcome of the resolution into account when considering future remuneration policy.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

### **Voting Exclusion and Proxy Restrictions**

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting.

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 1, you must direct the proxy how they are to vote. Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

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## **2. RESOLUTION 2 – RE ELECTION OF MR. PETER W. ROWE AS DIRECTOR**

Clauses 11.3, 11.4, 11.5 and 11.6 of the Constitution provides that, at the annual general meeting, in every year one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, and any other Director not in such one-third who has held office for 3 years or more (except a Managing Director), must retire from office. A retiring Director is eligible for re-election. The Directors to retire at any annual general meeting must be those who have been longest in office since their last election but, as between person who became Directors on the same day, those to retire must (unless they otherwise agree among themselves) be determined by lot.

Mr. Peter Rowe retires and seeks re-election in accordance with clause 11.4 of the Constitution.

Details regarding Mr. Rowe are set out in the Company's 2012 Annual Report.

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## **3. RESOLUTION 3 – RATIFICATION OF PREVIOUS PLACEMENT**

### **Background to Resolution 3**

On 21st February and 9th March 2012 the Company issued a total of 4,706,059 ordinary shares to clients of Cygnet Capital Pty. Ltd. at a price of 85 cents per share.

The Company was not required to obtain Shareholder approval of the placement as none of the recipients to the issue were a related party of the Company and the Shares were issued under the Company's 15% placement capacity.

### **ASX Listing Rule 7.4**

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities. Approval is sought under Resolution 3 to allow the Company to ratify the issue and allotment of the 4,706,059 ordinary shares ("Shares") to clients of Cygnet Capital Pty. Ltd. pursuant to ASX Listing Rule 7.4. The reason for an approval under ASX Listing Rule 7.4 is to reinstate the Company's capacity to issue up to 15% of its securities without the approval of its Shareholders in any 12 month period.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue the subject of Resolution 3 in accordance with ASX Listing Rule 7.5:

- a. The number of securities allotted by the Company was 4,706,059 Shares;
- b. The Shares were issued and allotted on 21st February and 9th March 2012;
- c. The Shares were issued at \$0.85 per Share;
- d. The Shares are fully paid ordinary Shares and rank equally with the existing Shares on issue;
- e. The Shares were allotted to sophisticated investors in accordance with section 708 of the Corporations Act; and
- f. The funds are to be used to advance the capital development of the Wilcherry Hill Iron Ore Project.

#### **Directors' Recommendation**

None of the Directors has a material personal interest in the subject matter of Resolution 3. The Board believes that the ratification of the Share issue, the subject of Resolution 4 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 3 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without further Shareholder approval.

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## **4. RESOLUTION 4 – RATIFICATION OF PREVIOUS PLACEMENT TO UNDERWRITER**

#### **Background to Resolution 5**

On 20<sup>th</sup> April 2012 the Company issued 200,000 ordinary shares to Cygnet Capital Pty. Ltd. at no cost, as a management fee, in accordance with the Underwriting Agreement dated 30<sup>th</sup> March 2012.

The Company was not required to obtain Shareholder approval of the placement as none of the recipients to the issue were a related party of the Company and the Shares were issued under the Company's 15% placement capacity.

#### **ASX Listing Rule 7.4**

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities. Approval is sought under Resolution 4 to allow the Company to ratify the issue and allotment of the 200,000 ordinary shares ("Shares") to Cygnet Capital Pty. Ltd. pursuant to ASX Listing Rule 7.4. The reason for an approval under ASX Listing Rule 7.4 is to reinstate the Company's capacity to issue up to 15% of its securities without the approval of its Shareholders in any 12 month period.

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue the subject of Resolution 4 in accordance with ASX Listing Rule 7.5:

- a. The number of securities allotted by the Company was 200,000 Shares;
- b. The Shares were issued and allotted on 20<sup>th</sup> April 2012;
- c. The Shares were issued at no cost;
- d. The Shares are fully paid ordinary Shares and rank equally with the existing Shares on issue;
- e. The Shares were issued to Cygnet Capital Pty. Ltd.
- f. The Shares were issued as a management fee in accordance with the Underwriting Agreement dated 30<sup>th</sup> March 2012.

#### **Directors' Recommendation**

None of the Directors has a material personal interest in the subject matter of Resolution 4. The Board believes that the ratification of the Share issue, the subject of Resolution 4 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 4 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without further Shareholder approval.

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## 5. RESOLUTION 5 – SPILL RESOLUTION

**IMPORTANT NOTE: The Directors consider it appropriate that in light of the requirements of the Corporations Act, this resolution will only be put to the meeting if more than 25% of votes validly cast are cast against the adoption of the Remuneration Report (Resolution1).**

The Corporations Act requires that if more than 25% of votes are cast against the adoption of the Remuneration Report at two consecutive Annual General Meetings, then a resolution must be put to Security holders at the second Annual General Meeting substantially in the form of Resolution 5.

At the Annual General Meeting held last year the Remuneration Report was passed on a show of hands. Proxies received indicated that of the 1,939,507 votes cast, 593,327 were not in favour of adopting the Remuneration Report. The percentage equated to less than 1% of total shareholders, or approximately 1.2% when excluding related parties and KMP. At the date of the meeting the Company had 75,670,364 Shares on issue. In the interest of sound Corporate Governance, the Directors consider it appropriate to acquiesce to the will of an absolute minority of shareholders, and that, if at this AGM more than 25% of votes validly cast are against the adoption of the Remuneration Report, then Resolution 2 will be put to the meeting.

Your Board is mindful of the need to maintain a remuneration structure for directors and senior management personnel that aligns with the company's objectives and has worked diligently to achieve this. The Company has the minimum number of directors required for a listed public company and cannot further reduce this number.

If this Resolution is put to the Meeting and is passed by 50% or more of the eligible votes cast, then:

- (a) a meeting of Security holders will be held within 90 days of this AGM ("**Spill Meeting**");
- (b) all of the current members of the Board other than a replacement executive director who may, in accordance with the Constitution, continue to hold office indefinitely without being re-elected) will vacate their offices immediately before the end of the Spill Meeting;  
and
- (c) at the Spill Meeting, resolutions will be voted on to elect individuals to the vacated offices.

If all the current Directors (other than a replacement executive director who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected) cease to be Directors prior to the Spill Meeting, the meeting need not be held.

### **Voting Exclusions**

A vote must not be cast (in any capacity) on Resolution 5 by or on behalf of any of IronClad's key management personnel and their closely related parties.

However, a vote may be cast on Resolution 5 by a KMP if:

- (a) the vote is cast as a proxy and the proxy appointment is in writing that specifies how the proxy is to vote on Resolution 5; and
- (b) the vote is not cast on behalf of a KMP or closely related party of a KMP.

In accordance with the instructions on your Proxy Form, if the Chair is your proxy and you do not direct the Chair how to vote in respect of Resolution 5, you will be taken to have directed the Chair to vote in favour of Resolution 5.



**Appointment of Proxy – IronClad Mining Limited ABN 79 124 990 405**

**PROXY FORM**

I/WE	The Secretary IronClad Mining Limited P O Box 1124 WEST PERTH WA 6872
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being a member/members of IronClad Mining Limited (**the “Company”**) hereby appoint

\_\_\_\_\_ of \_\_\_\_\_  
 Print proxy's name in full  
 of \_\_\_\_\_  
 print proxy's address  
 and (if you wish to appoint two proxies) \_\_\_\_\_  
 print second proxy's name in full  
 of \_\_\_\_\_  
 print second proxy's address

or, in the proxy's/proxies' absence or if no other appointee is mentioned, the Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf f at the Annual General Meeting of the Company to be held on the **22<sup>nd</sup> November 2012 at 11.00am at Level 14, 197 St George's Terrace, Perth WA 6000** and at any adjournment of that meeting in respect of .....of my/our shares or, failing any number being specified, ALL of my/our shares.

If you do not wish to direct your proxy how to vote, please place a mark in the box. If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do <b>not</b> wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest. The Chair will vote in favour of all of the resolutions if no directions are given. If you do not mark the box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution. <b>Important for Resolutions 1&amp;2:</b> If the Chair of the Meeting or any member of the Key Management Personnel of the Company whose remuneration details are included in the Remuneration Report or a Closely Related Party of that member is your proxy and you have not directed the proxy to vote on Resolutions 1&2, the proxy will be prevented from casting your votes on Resolutions 1&2. If the Chair, another member of the Key Management Personnel of the Company whose remuneration details are included in the Remuneration Report or Closely Related Party of that member is your proxy, in order for your votes to be counted on Resolution 1, you must direct your proxy how to vote on Resolutions 1&2.	<input style="width: 50px; height: 30px;" type="checkbox"/>
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If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a resolution, the proxy may abstain or vote at his or her discretion.

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

<b>ORDINARY BUSINESS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
<b>RESOLUTION</b>			
1. Adoption of Remuneration Report (Non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-Election of Mr Peter W Rowe as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of Previous Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of Previous Placement to Underwriter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Spill Resolution Important Note: This Resolution will only be put to the meeting If more than 25% of votes validly cast on Resolution 1 are cast against that Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Note:

1. If you have appointed two proxies the proportion of your voting rights allocated to each proxy is:  
 Proxy No. 1 \_\_\_\_\_% Proxy No. 2 \_\_\_\_\_%
2. If the appointment of a proxy is signed by the appointor's attorney, this form must be accompanied by the authority under which the appointment was signed, or a certified copy of the authority.

**PROXY FORM**

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2012

**If a natural person:**

**SIGNED** by \_\_\_\_\_ )  
in the presence of: \_\_\_\_\_ )  
\_\_\_\_\_) (Signature)

\_\_\_\_\_  
(Signature of Witness)

\_\_\_\_\_  
(Name of Witness in full)

**If a Company:**

**THE COMMON SEAL** of \_\_\_\_\_ )  
ACN \_\_\_\_\_ )  
was affixed in the presence of: \_\_\_\_\_ )  
\_\_\_\_\_)

\_\_\_\_\_  
(Signature of Secretary/other Director)

\_\_\_\_\_  
(Signature of Director/Sole Director)

\_\_\_\_\_  
(Name of Secretary/other Director in full)

\_\_\_\_\_  
(Name of Director/Sole Director in full)

**PROXY VOTES**

A vote given in accordance with the terms of an instrument or proxy is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or the authority under which the instrument was executed), or the transfer of the Share in respect of which the instrument or power is given, if no intimation in writing of the death, unsoundness of mind, revocation or transfer has been received by the Company at the Registered Office before the commencement of the Meeting or adjourned Meeting at which the instrument is used or the power is exercised.

**REPRESENTATIVES OF CORPORATE SHAREHOLDERS**

A body corporate ("the Appointor") that is a Shareholder may authorise, in accordance with Section 250D of the Corporations Act 2001, by resolution of its Directors or other governing body such person or persons as it may determine to act as its Representative at any Meeting of the Company or of any class of Shareholders. A person so authorised shall be entitled to exercise all the rights and privileges of the Appointor as a Shareholder. When a Representative is present at a Meeting of the Company, the Appointor shall be deemed to be personally present at the Meeting unless the Representative is otherwise entitled to be present at the Meeting.