

# This is an important document and requires your attention

If you are in doubt how to deal with it, please consult your financial or other professional adviser.

*All figures are expressed in Australian dollars unless otherwise stated.*

## Notice of annual general meeting and explanatory statement

Mineral Deposits Limited ABN 19 064 377 420 (**MDL**)

Date: 27 November 2009

Time: 10.30am Melbourne, Australia time

Location: "Morgans at 401"  
401 Collins Street  
Melbourne, Victoria 3000, Australia

In this document you will find:

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**THE ANNUAL REPORT FOR THE FINANCIAL YEAR ENDED 30 JUNE 2009**  
**IS AVAILABLE ON MDL's WEBSITE [www.mineraldeposits.com.au](http://www.mineraldeposits.com.au)**

## Important notice

The explanatory statement contained in this Booklet is an explanation of, and contains information about, the resolutions to be considered at the forthcoming annual general meeting. It is given to MDL's shareholders to help them determine how to vote on the resolutions set out in the accompanying notice of annual general meeting.

Shareholders should read the explanatory statement in full. The explanatory statement forms part of the accompanying notice of meeting and should be read with the notice of meeting.

If you are in doubt about what to do in relation to the meeting, you should consult your financial or other professional adviser.

As of 1 July 2009, Mineral Deposits Limited is a Designated Foreign Issuer as such term is defined by the Canadian Securities Administrators' National Instrument 71-102 *Continuous Disclosure and Other Exemptions Relating to Foreign Issuers*. Mineral Deposits Limited is subject to the foreign regulatory requirements of the ASX and ASIC. Mineral Deposits Limited was a Designated Foreign Issuer for the year ended 30 June 2009.

# Notice of annual general meeting and explanatory statement

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Mineral Deposits Limited ABN 19 064 377 420

# Notice of annual general meeting

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## Mineral Deposits Limited ABN 19 064 377 420

The annual general meeting of the members of Mineral Deposits Limited will be held:

- on 27 November 2009
- at 10.30am Melbourne, Australia time
- at “Morgans at 401”, 401 Collins Street, Melbourne, Victoria 3000, Australia

## Business

### A. Financial statements and reports

To table the following statements and reports and provide members with the opportunity to raise any issues or ask questions generally of the directors concerning those financial statements or the business operations of the Company:

- (a) the financial report of the Company and of the consolidated entities for the year ended 30 June 2009;
- (b) the directors' report; and
- (c) independent auditor's report thereon.

### B. Ordinary resolutions

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

#### **Resolution 1: Non-binding resolution to adopt Remuneration Report**

“**THAT** the Remuneration Report for the year ended 30 June 2009 be adopted.”

*It should be noted that the vote on this Resolution 1 is advisory only and does not bind the directors or the Company.*

#### **Resolution 2: Election of director**

“**THAT** James Murray Grant, a director appointed on 21 May 2009 under clause 56.1 of the Company's Constitution and as such obliged to stand down at the meeting, being eligible for election and having signified his candidature for the office, be elected as a director of the Company.”

#### **Resolution 3: Re-election of director**

“**THAT** Nicholas James Limb, a director retiring by rotation in accordance with clause 58 of the Company's Constitution, being eligible for re-election and having signified his candidature for the office, be re-elected as a director of the Company.”

#### **Resolution 4: Re-election of director**

“**THAT** Dr Robert Victor Danchin, a director retiring by rotation in accordance with clause 58 of the Company's Constitution, being eligible for re-election and having signified his candidature for the office, be re-elected as a director of the Company.”

#### **Resolution 5: Approval of previous issue of securities**

“**THAT**, in accordance with Rules 7.4 and 7.5 of the Listing Rules of ASX Limited, and all other purposes, the issue of a total of 63,600,000 fully paid ordinary shares of the Company on 31 March 2009 is hereby ratified and approved.”

## Voting Restrictions

For the purposes of this resolution 5, the Company will disregard any votes cast by:

- (a) any person who participated in the issue; and
- (b) any associate of that person.

However, the Company need not disregard a vote in respect of this resolution 5 if:

- (c) 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
- (d) it is cast by a 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.

## Appointment of proxies

Enclosed herewith is a form of proxy for use at the Meeting. **A Shareholder submitting a proxy may appoint one proxy if the shareholder is only entitled to one vote; or one or two proxies if the shareholder is entitled to more than one vote. A proxy need not be a Shareholder. A Shareholder may appoint a proxy other than the person designated by default in the enclosed form of proxy by inserting the full name of the desired person in the blank space provided for that purpose on the form of proxy.**

If a Shareholder appoints one proxy, that proxy may vote on a show of hands. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands. Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not do so, each proxy may exercise one-half of the votes, and any fraction of votes will be disregarded.

A proxy will not be valid for the Meeting unless it is signed by the Shareholder or the Shareholder's attorney duly authorised in writing or, if the Shareholder is a corporation, executed by a duly authorised officer or officers in accordance with the instructions attached on the enclosed form of proxy. The proxy to be acted upon completed in accordance with the instructions on the form must be delivered:

- (a) in respect of Shareholders registered on the Company's Australian register, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) prior to 10.30am Melbourne time on 25 November 2009 by:
  - mail: C/- Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001
  - fax: C/- Computershare Investor Services Pty Limited (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
  - Online: [www.investorvote.com.au](http://www.investorvote.com.au)
  - Custodian voting: For Intermediary Online subscribers only: [www.intermediaryonline.com](http://www.intermediaryonline.com)
- (b) in respect of Shareholders registered on the Company's Canadian share register as of the record date 27 October 2009 ("Record Date"), together with the power of attorney or other authority (if any) under which it is signed (or certified copy thereof) prior to 10.00am Toronto time on 24 November 2009 by:
  - post in the reply paid envelope provided
  - hand delivery to: Mineral Deposits Limited C/- Computershare Investor Services Inc., 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, Canada M5J 2Y1
  - fax to: +1-866-249-7775 or Local 416-263-9524
- (c) Beneficial Shareholders as of the Record Date in Canada with shares held through the Canadian register who wish to vote by proxy must follow voting instructions provided by Broadridge Investor Communications Solutions ("Broadridge") through whom they will receive material relating to the meeting.

## Revocation of proxies

A Shareholder executing and delivering a proxy has the power to revoke it. However, such revocation will not be effective unless an instrument in writing evidencing the revocation, and executed by the Shareholder or by his or her attorney authorised in writing, is received by the Company before the start or resumption of the meeting at which the proxy votes.

## Voting of proxies

A proxy may decide whether to vote on any motion, except where the proxy is required by law or MDL's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote as he or she thinks fit.

If a Shareholder appoints the Chairman of the meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of the item on a show of hands or a poll.

The Chairman of the annual general meeting, the Company Secretary or any directors of the Company intend to vote all undirected proxies from Shareholders (who are eligible to vote in favour of the Resolutions) in favour of the Resolutions to be voted on at the annual general meeting. The Chairman, the Company Secretary or any directors will not vote any undirected proxies from Shareholders ineligible to vote in favour of the Resolutions.

## Voting by corporate representative

Corporate Shareholders wishing to vote by corporate representative should obtain an appointment of corporate representative form from the Share Registry and complete and sign the form in accordance with the corporate Shareholder's constitution or by a duly authorised attorney.

The corporate representative form and the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be received by MDL before the start or resumption of the meeting at which the representative is to vote, by:

- post in the reply paid envelope provided
- hand delivery to: Mineral Deposits Limited C/- Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street Abbotsford, Victoria 3067, Australia
- fax to: Mineral Deposits Limited C/- Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

Canadian corporate shareholders which are registered shareholders on the Company's Canadian shareholder register should send their materials by:

- post in the reply paid envelope provided
- hand delivery to: Mineral Deposits Limited C/- Computershare Investor Services Inc., 100 University Ave, 9<sup>th</sup> Floor, Toronto, Ontario, Canada M5J 2Y1
- fax to: +1-866-249-7775 or Local 416-263-9524

**Canadian corporate shareholders receiving materials from Broadridge should send materials and follow voting instructions provided by Broadridge.**

**If you require an additional proxy form, Computershare will supply it on request.**

## Advice to beneficial holders of ordinary shares

**The Information set forth in this section is of significant importance to many Shareholders of the Company as a substantial number of Shareholders do not hold Ordinary Shares in their own name.** Shareholders who do not hold their Ordinary Shares in their own name (referred to herein as “Beneficial Holders”) should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Shares in the capital of the Company can be recognised and acted upon at the Meeting. If Ordinary Shares are listed in an account statement provided to a Shareholder by a broker then, in almost all cases, those Ordinary Shares will not be registered in the Shareholder’s name on the records of the Company. Such Shares will more likely be registered under the names of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for the Canadian Depository for Securities Limited which acts as nominee for many Canadian brokerage firms). Ordinary Shares held by brokers, agents or nominees can only be voted (for or against resolutions) upon the written instructions of the Beneficial Holder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Ordinary Shares for the broker’s clients. **Therefore Beneficial Holders should ensure that instructions respecting the voting of their Ordinary Shares are communicated to the appropriate person by the appropriate time.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Holders in advance of Shareholders’ meetings. Each intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Holders to ensure that their Ordinary Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Holder by its broker (or the agent of the broker) is similar to the form of proxy provided to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Holder. The majority of brokers in Canada now delegate responsibility for obtaining instructions from clients to Broadridge. Broadridge typically asks Beneficial Holders to return the proxy forms to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Ordinary Shares to be represented at the Meeting. **A Beneficial Holder receiving a Broadridge proxy cannot use that proxy to vote Ordinary Shares directly at the Meeting. The Broadridge proxy must be returned to Broadridge well in advance of the Meeting in order to have the Ordinary Shares voted.**

**Canadian shareholders receiving materials from Broadridge should follow voting instructions provided by Broadridge.**

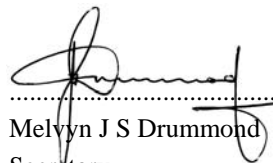
### Voting

MDL has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that MDL’s shares quoted on ASX at 7.00pm Melbourne, Australia time on 25 November 2009 are taken, for the purposes of the general meeting, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the meeting. MDL has fixed 5.00pm (Toronto time) on 27 October 2009 as the record date for determining the shareholders of the Company on the Canadian register entitled to receive this Notice of annual general and special meeting.

If you are a beneficial shareholder of MDL and receive these materials through your broker or another intermediary, please complete and return the form of proxy in accordance with the instructions provided by your broker or intermediary.

Dated: 22 October 2009

By order of the Board

  
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Melvyn J S Drummond  
Secretary

# Explanatory Statement

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## 1. Introduction

The purpose of this Explanatory Statement is to provide shareholders with an explanation of the business of the meeting and the Resolutions proposed to be considered at the annual general meeting on 27 November 2009 and to assist shareholders in determining how they wish to vote on those Resolutions. This Explanatory Statement should be read in conjunction with the Notice of Meeting and forms part of the Notice of Meeting.

## 2. Business of the meeting – summary

- 2.1 To table the financial statements of the Company for the year ended 30 June 2009 and to give the members the opportunity to raise issues and ask questions generally concerning the financial statements or business operations of the Company.
- 2.2 To consider and vote on the following ordinary Resolutions:
- *Resolution 1 - to adopt the Remuneration Report for the year ended 30 June 2009;*
  - *Resolution 2 - to elect James Murray Grant as a director;*
  - *Resolution 3 - to re-elect Nicholas James Limb as a director;*
  - *Resolution 4 - to re-elect Dr Robert Victor Danchin as a director; and*
  - *Resolution 5 – to approve a previous issue of shares.*

## 3. Why the meeting is being held

### 3.1 Financial Statements and Reports

The Board is required to lay before the meeting the financial statements, directors' report and independent auditor's report for the year ended 30 June 2009.

Copies of the financial statements and aforesaid reports are contained in the Annual Report for the year ended 30 June 2009 which will be despatched to shareholders who have elected to receive them in hard copy form.

A copy of each of the Annual Report, including the full financial report, and the auditor's report will be tabled at the meeting and can be accessed at the Company's website at [www.mineraldeposits.com.au](http://www.mineraldeposits.com.au) and [www.sedar.com](http://www.sedar.com).

The Chairman of the meeting will take shareholders' questions and comments about the management of the Company. The auditor of the Company will be available to take shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements or the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the meeting, written questions to the auditor about the content of the auditor's report or the conduct of the audit of the annual financial report to be considered at the meeting may be submitted not later than five business days before the meeting to:

The Company Secretary  
Mineral Deposits Limited  
Level 7, 530 Little Collins Street  
Melbourne Victoria 3000

Facsimile: (+61 3) 9621 1460  
E-mail: [mel.drummond@mineraldeposits.com.au](mailto:mel.drummond@mineraldeposits.com.au)

Copies of any questions received will be made available at the meeting. The Chairman of the meeting will allow the auditor to answer written questions submitted to the auditor before the meeting. If the auditor has prepared a written answer to a question, the Chairman of the meeting may permit the auditor to table that written answer. A written answer tabled at the meeting will be made reasonably available to members as soon as practicable after the meeting.

Shareholders are not required to vote on any resolution in relation to the financial statements and reports (other than Resolution 1 being the adoption of the Remuneration Report for the year ended 30 June 2009).

### 3.2 **Resolution 1 – Adoption of Remuneration Report for year ended 30 June 2009**

The directors' report in the Annual Report for the year ended 30 June 2009 contains (in a separate and clearly defined section) a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Managing Director, specified executives and the non-executive directors.

The *Corporations Act 2001* requires the Company to put to the vote at the annual general meeting a resolution that the Remuneration Report be adopted. The Company is also required to inform shareholders in the notice of the annual general meeting that a resolution to this effect will be put at the meeting.

Before calling for votes in relation to this resolution, the Chairman of the meeting will allow a reasonable opportunity for the members present to ask questions about, or make comments on, the Remuneration Report.

It should be noted that the vote on this resolution is advisory only and does not bind the directors or the Company. Accordingly, the Company will not be required to alter any arrangements detailed in the Remuneration Report, should the Report not be adopted. However, notwithstanding the strict legal position, the Board has determined that it will take the outcome of the vote into consideration when considering the remuneration policy of the Company.

*The directors make no voting recommendation to shareholders in relation to Resolution 1. All of the directors entitled to vote on Resolution 1 intend to vote in favour of the Resolution.*

### 3.3 **Resolution 2 – Election of James Murray Grant as a director**

Under clause 56.1 of the Company's constitution, James Murray Grant was appointed as a non-executive director on 21 May 2009. As a result of clause 56.2 of the constitution (which mirrors the requirements of listing rule 14.4 of ASX Limited), if Mr Grant is to continue to hold office as a non-executive director he must be elected at the upcoming annual general meeting.

Mr Grant has been a Partner of Actis LLP since its formation in 2004 and prior to that was a Director of CDC Group plc. He joined CDC in 2001 after a 13 year investment career with 3i Group plc. There he worked on a diverse range of investments in over 300 businesses across a range of industry sectors. Prior to working at 3i, Mr Grant spent four years in the construction industry working on large infrastructure projects in Africa, Australia and Papua New Guinea. These projects were broadly split between the mining and power sectors. Mr Grant was a director of both Rashidi El Mizan (Egypt) and Flamingo Holdings (Kenya) prior to their successful exits in 2007 and Starcomms Nigeria Ltd in 2008. He remains on the boards of Sinai Marble (Egypt), Copperbelt PLC (UK) and Candax (Canada). He previously served on the boards of Capital Alliance (Nigeria) and Persianas Holdings (Nigeria). Mr Grant holds an MBA from London Business School and a BSc (Hons) in Engineering from Edinburgh University.

*The directors (other than Mr Grant) recommend that you vote in favour of Resolution 2. Mr Grant makes no recommendation to shareholders. All of the directors entitled to vote on Resolution 2 intend to vote in favour of the Resolution.*

### 3.4 **Resolution 3 – Re-election of Nicholas James Limb as a director**

Clause 58.1 of the Company's constitution provides that, at the close of each annual general meeting, one third of the directors (or, if their number is not a multiple of three, then the number nearest to but not more than one third of the directors) must retire from office. The directors retire by rotation, with the director(s)

who have been the longest in office since being appointed or re-appointed being the director(s) who must retire in any year. If two or more directors were elected or appointed on the same day, they are required to agree among themselves or determine by lot which of them must retire. The constitution ensures that no director is able to remain in office for longer than three years without facing re-election. Neither the Managing Director nor a director who stands for re-election under clause 56.2 is required to be taken into account in determining the number of directors who must retire by rotation under clause 58.1. Under clause 58.4, a retiring director is entitled to offer himself for re-election as a director at the annual general meeting which coincides with his retirement.

It follows from the above provisions of the constitution that two directors must retire by rotation at this year's annual general meeting. Mr Limb was last re-elected to the Board at the 2006 annual general meeting and is the director who has been longest in office since being appointed or re-appointed. He would in any event be required to stand for re-election at this year's annual general meeting due to the imminent expiry of his permitted three year term.

Mr Limb has been a director of MDL for 15 years and is the Executive Chairman. He is a qualified exploration geophysicist. His early career was spent in the Australian exploration industry with mining majors CRA Limited and BHP Limited. Subsequently, he worked for many years in stockbroking and investment banking, specialising in mining corporate finance. In 1994, he struck out on his own and developed gold miner New Hampton Goldfields Limited from an explorer to a large producer. New Hampton Goldfields Limited was acquired in 2000. During that time, he also developed a number of other interests in the resources industry.

*The directors (other than Mr Limb) recommend that you vote in favour of Resolution 3. Mr Limb makes no recommendation to shareholders. All of the directors entitled to vote on Resolution 3 intend to vote in favour of the Resolution.*

### 3.5 **Resolution 4 – Re-election of Dr Robert Victor Danchin as a director**

Each of Dr Bobby Danchin, Dr David Isles and Mr Oliver Lennox-King was last re-elected at the 2007 annual general meeting. Whilst each of them has only held office for two years since last being elected or re-elected, one of them must retire at this year's annual general meeting in order to satisfy the rotation requirements of the constitution. They have agreed that Dr Danchin will be that person.

Dr Danchin has over 40 years' experience in the exploration industry. He was Chief Executive Officer of Anglo American PLC's Exploration and Acquisition Division and the Anglo American Group's Deputy Technical Director (Geology). From 1997 to 2002, he was an executive director of Anglo American Corporation of South Africa Limited. In 1980, he joined Stockdale Prospecting Limited (an Australian subsidiary of De Beers) as Chief Geologist based in Australia. He remained with that company for 15 years, eventually becoming Exploration Manager heading up its Australian-based diamond exploration programme. He has been a director of MDL for two years.

*The directors (other than Dr Danchin) recommend that you vote in favour of Resolution 4. Dr Danchin makes no recommendation to shareholders. All of the directors entitled to vote on Resolution 4 intend to vote in favour of the Resolution.*

### 3.6 **Resolution 5 – Approval of previous issue of shares**

#### ***Details of previous issue***

On 20 March 2009, MDL announced to the Australian Securities Exchange ("ASX") and Toronto Stock Exchange ("TSX") that it had entered into an agreement for the arrangement of a private placement financing to raise up to C\$33.1 million. Pursuant to the agreement, the offering was to be comprised of 63,600,000 ordinary shares to be issued at a price of C\$0.52 per share. MDL further advised that the proceeds of the placement, together with available credit lines would be used to repay a US\$35 million working capital facility provided by RMB Australia Holdings Limited and Macquarie Bank Limited.

On 24 March 2009, MDL announced to ASX and TSX that the new shares were to be placed with a limited number of Canadian institutions and that settlement was expected to occur on or about 30 March 2009.

On 31 March 2009, MDL announced to ASX and TSX that it had completed the previously announced private placement of 63,600,000 new ordinary shares at C\$0.52/A\$0.62 per share raising C\$33.1 million (approximately A\$39 million/US\$27 million).

### ***Legal and Regulatory Requirements***

#### **ASX Listing Rule 7.1**

Under Listing Rule 7.1, the prior approval of the shareholders of a listed company is required for an issue of equity securities if the securities, when aggregated with securities issued by the company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period. Prior shareholder approval of an issue of securities is not required unless that 15% in 12 months limit would be exceeded by the proposed issue.

Listing Rule 7.4 provides that a listed company may approve at a general meeting a previous issue of equity securities which did not infringe Listing Rule 7.1 when it was made. If shareholder approval is obtained, the previous issue is treated as having been made with the prior approval of shareholders for the purpose of Listing Rule 7.1. This means that the company can then ignore that issue of securities when determining its capacity to issue further equity securities during the current 12 month period without prior shareholder approval. If Resolution 5 is passed, MDL will be able to raise further capital without the delay involved with the requirement to seek prior shareholder approval, allowing it to readily take advantage of opportunities as and when they arise.

If approved, Resolution 5 will ratify and approve the previous issue of a total of 63,600,000 Shares as set out in the Resolution.

#### **ASX Listing Rule 7.5**

ASX listing Rule 7.5 requires the Notice of Meeting, at which shareholders are required to consider Resolution 5 pursuant to Listing Rule 7.4, to include certain specified information in relation to the equity securities that have been issued. This information is set out below:

- (a) *the number of securities allotted:* 63,600,000 shares;
- (b) *the price at which the securities were issued:* C\$0.52/A0.62 per share;
- (c) *the terms of the securities:* the shares issued were all fully paid ordinary shares ranking equally in all respects with the other fully paid ordinary shares then on issue;
- (d) *the names of the allottees or the basis on which the allottees were selected:* the allottees were selected by a limited number of institutions with which the shares were placed by the Canadian co-lead agents of the placement, Toll Cross Securities Inc and Cormark Securities Inc, and Lodge Corporate Pty Ltd in Australia.
- (e) *the use (or intended use) of the funds raised:* the net proceeds of the issue were used, with available credit lines, to repay a US\$35 million working capital facility provided by RMB Australia Holdings Limited and Macquarie Bank Limited; and
- (f) *a voting exclusion statement:* this statement is included in the Notice of Meeting of which this Explanatory Statement forms part.

#### **TSX Rules**

As an issuer with shares listed on the TSX, MDL must also consider the rules of the TSX with respect to share issuances and shareholder approval. MDL has certain exemptions available to it under such rules because more than 75% of the value and volume of trading in its shares occurred on the ASX in the six months prior to the notification to the TSX of this share issuance.

*The Directors recommend that you vote in favour of Resolution 5. All of the Directors entitled to vote on Resolution 5 intend to vote in favour of the Resolution.*

## 4. Recommendation

If shareholders cannot attend the meeting they are urged to complete the proxy form and return it (see proxy form for details) as soon as possible and in any event by 10.30am Melbourne, Australia time on 25 November 2009.

**Dated: 22 October 2009**