



**GME RESOURCES LTD**  
ACN 009 260 315

Troika House, Level 2  
129 Melville Parade, COMO  
Western Australia 6152

Postal: Locked Bag 4  
COMO WA 6952

Telephone: (08) 9474 1799

Facsimile: (08) 9474 2281

Email: [enq@gme-resources.com.au](mailto:enq@gme-resources.com.au)

---

21 October 2003

**BY EMAIL**

The Companies Announcement Office  
Australian Stock Exchange Ltd  
Level 10, Exchange Centre  
20 Bond Street  
SYDNEY NSW 2000

Dear Sirs

**LETTER TO SHAREHOLDERS & AGM DOCUMENTS**

Please find attached a letter from the Chairman, Notice of Meeting, Explanatory Statement and Proxy to be dispatched to all shareholders prior to the Annual General Meeting of the Company, scheduled for Friday, 28 November 2003 at 9.30 am.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Niels J Kroyer', with a large, stylized flourish extending from the end of the signature.

**NIELS J KROYER**  
Company Secretary

Enc: as above



**GME RESOURCES LTD**

ABN 62 009 260 315

Level 2, Troika House  
129 Melville Parade, COMO  
Western Australia 6152

Postal: Locked Bag 4  
COMO WA 6952

Telephone: (08) 9474 1799

Facsimile: (08) 9474 2281

Email: [enq@gme-resources.com.au](mailto:enq@gme-resources.com.au)

Web: [www.gme-resources.com.au](http://www.gme-resources.com.au)

---

24 October 2003

Dear Shareholder

The 2003 Annual Report reflects the emphasis your Company has on its NiWest asset. With the improved price of nickel and the success of other nickel exploration and processing companies, your Company remains well poised to participate in various opportunities as they are presented.

I look forward to welcoming you to our Annual General Meeting on 28 November 2003.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Michael D. Perrott', written in a cursive style.

**MICHAEL D. PERROTT**  
CHAIRMAN

# **GME RESOURCES LIMITED**

(ABN 62 009 260 315)

**Registered Office:**  
Level 2, 129 Melville Parade  
COMO WA 6152  
Telephone: (08) 9474 1799  
Facsimile: (08) 9474 2281

## **NOTICE OF ANNUAL GENERAL MEETING**

**DATED: 21 OCTOBER 2003**

**IN RELATION TO THE  
MEETING OF SHAREHOLDERS  
OF THE COMPANY TO BE HELD AT  
THE PAGODA FUNCTION CENTRE, 112 MELVILLE PARADE,  
COMO, IN WESTERN AUSTRALIA  
AT 9.30 AM ON FRIDAY, 28 NOVEMBER 2003**

# **GME RESOURCES LIMITED**

(ABN 62 009 260 315)

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of the shareholders of GME Resources Limited will be held at 9.30 am on Friday, 28 November 2003 at The Pagoda Function Centre, 112 Melville Parade, Como in Western Australia to consider and if thought fit to pass the following Resolutions with or without amendment:

### **1. ADOPTION OF ANNUAL FINANCIAL REPORT**

That the Annual Financial Report, including Directors' declaration and accompanying Reports of the Directors and Auditors for the Financial Year ending 30 June 2003 be approved and adopted.

### **2. RE-ELECTION OF DIRECTOR**

That Michael Delaney Perrott, who retires by rotation under Clause 21.3(2) of the Company's Constitution and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company.

### **3. APPROVAL OF SHARE ISSUE FOR DEBT OWED TO TROIKA MANAGEMENT LIMITED**

That Pursuant to Listing Rules 7.1, 7.3 and 10.11 of the Australian Stock Exchange Limited and otherwise as required by law approval is hereby given for the issue by the Company of 6,325,000 Ordinary Fully Paid Shares to Troika Securities Limited at an issue price of three cents per share in payment of the sum of \$189,750 owed by the Company to Troika Management Limited as Trustee for Troika Management Unit Trust a wholly owned subsidiary of Troika Securities Limited and otherwise on the terms and conditions as set out in Section 3 of the Explanatory Statement dated 21 October 2003 which accompanies this Notice of Meeting.

### **4. APPROVAL OF SHARE ISSUE FOR DEBT OWED TO HARDROCK CAPITAL PTY LTD**

That Pursuant to Listing Rules 7.1, 7.3 and 10.11 of the Australian Stock Exchange Limited and otherwise as required by law approval is hereby given for the issue by the Company of 1,320,000 Ordinary Fully Paid Shares to Hardrock Capital Pty Ltd at an issue price of 3 cents per share in payment of the sum of \$39,600 owed by the Company to Hardrock Capital Pty Ltd for consultancy services provided to the Company and otherwise on terms and conditions as set out in Section 4 of the Explanatory Statement dated 21 October 2003 which accompanies this Notice of Meeting.

### **5. APPROVAL OF SHARE ISSUE FOR DEBT OWED TO GEOMETT PTY LTD**

That Pursuant to Listing Rules 7.1 and 7.3 of the Australian Stock Exchange Limited and otherwise as required by law approval is hereby given for the issue by the Company of 1,030,333 Ordinary Fully Paid Shares paid to Geomett Pty Ltd at an issue price of three cents per share in payment of the sum of \$30,910 owed by the Company to Geomett Pty Ltd for consultancy services provided to the Company and otherwise on the terms and conditions as set out in Section 5 of the Explanatory Statement dated 21 October 2003 which accompanies this Notice of Meeting.

**6. RATIFYING SHARE ISSUE FOR DEBT OWED TO  
RETIREWISE CAPITAL PTY LTD**

That Pursuant to Listing Rules 7.1 and 7.3 of the Australian Stock Exchange Limited and otherwise as required by law the issue by the Company of 3,000,000 Ordinary Fully Paid Shares to Retirewise Capital Pty Ltd at an issue price of three cents per share in payment of the sum of \$90,000 owed by the Company to Retirewise Capital Pty Ltd and otherwise on the terms and conditions as set out in Section 6 of the Explanatory Statement dated 21 October 2003 which accompanies this Notice of Meeting, is hereby ratified and approved.

**NOTES:**

1. *In accordance with Listing Rules 7.3.8, 7.5.6, 14.11.1, 10.13.6 and 10.15.5 of Australian Stock Exchange Limited the Company advises as follows:*
  - (1) *The Company will disregard any votes cast on Resolution 3 by Troika Securities Limited and associates of Troika Securities Limited.*
  - (2) *The Company will disregard any votes cast on Resolution 4 by Hardrock Capital Pty Ltd and associates of Hardrock Capital Pty Ltd.*
  - (3) *The Company will disregard any votes cast on Resolution 5 by Geomett Pty Ltd and associates of Geomett Pty Ltd.*
  - (4) *The Company will disregard any votes cast on Resolution 6 by Retirewise Capital Pty Ltd and associates of Retirewise Capital Pty Ltd.*
2. *However the Company need not disregard a vote if:*
  - (1) *It is cast by a person who is a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
  - (2) *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.*
3. *A letter to Shareholders and Explanatory Statement explaining and commenting on the Resolutions the subject of this Notice of Meeting are enclosed with this Notice of Meeting. That letter to Shareholders and Explanatory Statement are deemed to form part of this Notice of Meeting.*
4. *A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. A proxy need not be a Shareholder of the Company. Where more than one proxy is appointed each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If a Shareholder does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes.*
5. *Unless specified otherwise, all Resolutions once passed take effect from the close of the Meeting.*

**DATED: 21 OCTOBER 2003**

**BY ORDER OF THE BOARD OF DIRECTORS**



---

**NIELS J. KROYER  
COMPANY SECRETARY**

# **GME RESOURCES LIMITED**

(ABN 62 009 260 315)

Registered Office:  
Level 2, 129 Melville Parade  
COMO WA 6152  
Telephone: (08) 9474 1799  
Facsimile: (08) 9474 2814

## **EXPLANATORY STATEMENT**

DATED: 21 OCTOBER 2003

**IN RELATION TO THE  
MEETING OF SHAREHOLDERS  
OF THE COMPANY TO BE HELD AT  
THE FUNCTION CENTRE, PAGODA FUNCTION CENTRE  
112 MELVILLE PARADE, COMO IN WESTERN AUSTRALIA  
AT 9.30 AM ON FRIDAY, 28 NOVEMBER 2003**

# GME RESOURCES LIMITED

(ABN 62 009 260 315)

## EXPLANATORY STATEMENT

DATED: 21 OCTOBER 2003

This Explanatory Statement has been prepared to provide background information for the shareholders of GME Resources Limited (the "**Company**") in connection with Resolutions 1–6 which are the subject of the Annual General Meeting of shareholders of the Company ("**Shareholders**") to be held at The Pagoda Function Centre, 112 Melville Parade, Como in Western Australia at 9.30 am on Friday, 28 November 2003.

### 1. RESOLUTION 1 – ADOPTION OF ANNUAL FINANCIAL REPORT

- 1.1 The Company has made available to the shareholders copies of the Annual Report of the Company, including the Financial Statements to 30 June 2003.
- 1.2 The Directors recommend the approval of Resolution 1 to all Shareholders.

### 2. RESOLUTION 2 – RE-ELECTION OF MICHAEL DELANEY PERROTT

- 2.1 Clause 21.3(2) of the Constitution of the Company provides that one-third of the Directors must retire at the Annual General Meeting and those Directors are then eligible for re-election. Accordingly Michael Delaney Perrott offers himself for re-election in accordance with the Constitution of the Company.
- 2.2 The Directors recommend the approval of Resolution 2 to all Shareholders.

### 3. RESOLUTION 3 – APPROVAL OF SHARE ISSUE FOR DEBT OWED TO TROIKA MANAGEMENT LIMITED

- 3.1 Australian Stock Exchange Listing 10.11 provides that the Company must not issue equity securities to a related party of the Company without the approval of shareholders by a Special Resolution. A "*Related Party*" for the purposes of Listing Rules has the same meaning as defined in Section 228 of the Corporations Act. It includes a Director, specified members of the Director's family and an entity of which a Director maintains control.
- 3.2 Chapter 2E of the Corporations Act provides that a public company must not give a financial benefit to a related party subject to a number of exemptions.
- 3.3 A "*financial benefit*" for the purposes of the Corporations Act is also defined very widely. It includes a public company paying money or issuing securities or granting an option over securities (i.e. shares in the Company). The Corporations Act also specifies that any consideration which has been given for the benefit is to be disregarded even if it is full or adequate.

- 3.4 Troika Management Limited as trustee for Troika Management Unit Trust ("Troika Management") has provided various management services to the Company including administrative support, office facilities, accounting and company secretarial services. Troika Management also invoices for the services of Mr Perrott as Chairman and Director of the Company. As at 30 June 2003 an amount of \$189,750 remains unpaid in respect to those services. Accordingly it has been agreed between the parties that in order to preserve the cash reserves of the Company this debt will be satisfied by the issue of shares to Troika Securities Limited of which Troika Management is a wholly owned subsidiary. The debt covers a period of almost two years of services. It should be noted that the issue price of three cents per share was announced to the Australian Stock Exchange on 31 July 2003 at a time when the Company's shares were trading at less than the three cents.
- 3.5 Troika Securities Limited is a company of which Mr Perrott has an interest and accordingly the Related Party provisions of Listing Rule 10.11 and Part 2E of the Corporations Act are applicable as set out above are relevant.
- 3.6 The Directors of the Company (other than Mr Perrott who abstains), are of the view that the issue of the shares toward payment of the debt to Troika Management is made on terms no more favourable to Troika Securities Limited than those on which it is reasonable to expect that the Company would give if dealing with Troika Management and Troika Securities Limited at arms-length in the same circumstances. Accordingly the issue falls within the provisions of Section 214 of the Corporations Act.
- 3.7 In accordance with the requirements of Listing Rule 7.3 and 10.13 the following additional information is provided to the Shareholders:
- (1) The maximum number of securities to be allotted is 6,325,000 shares.
  - (2) The allotment of the shares will occur within one month of the date of the Annual General Meeting.
  - (3) The shares are fully paid ordinary shares.
  - (4) The shares will be allotted to Troika Securities Limited.
  - (5) The issue price for the shares is three cents per share.
  - (6) No funds are raised by the issue. The shares are being issued toward payment of a debt owed by the Company to Troika Management as previously referred to.
  - (7) Troika Management and Troika Securities Limited are related and are entities in which Mr Perrott is a Director and which Mr Perrott controls.
- 3.8 Shareholders attention is drawn to the voting exclusion statement in the Notice of Meeting. Any votes cast (other than in respect of proxies given by other Shareholders of the Company which contain clear instructions as to how such votes are to be exercised) on Resolution 3 by the party listed in paragraph 3.7(4) above and any associate of that party shall be disregarded.
- 3.9 The Directors of the Company (other than Mr Perrott who abstains) recommend the approval of Resolution 3 to all Shareholders.
- 4. RESOLUTION 4 – APPROVAL OF SHARE ISSUE FOR DEBT OWED TO HARDROCK CAPITAL PTY LTD**
- 4.1 The matters set out in Section 3.1, 3.2, 3.3 and 3.7 of this Explanatory Statement also apply to the proposed issue of shares to Hardrock Capital Pty Ltd, the subject of Resolution 4.

- 4.2 Hardrock Capital Pty Ltd has provided consultancy services to the Company. As at 30 June 2003 the amount of \$39,600 remains unpaid in respect to those services. Accordingly, it has been agreed between the parties that in order to preserve the cash reserves of the Company this debt will be satisfied by the issue of shares to Hardrock Capital Pty Ltd a company in which Mr Peter Sullivan is a Director. It should be noted that the issue price of three cents per share was announced to the Australian Stock Exchange on 31 July 2003 at a time when the Company's shares were trading at less than three cents.
- 4.3 Hardrock Capital Pty Ltd is a company of which Mr Sullivan has control and accordingly the Related Party provisions of Listing Rule 10.11 and Part 2E of the Corporations Act are applicable.
- 4.4 The Directors of the Company (other than Mr Sullivan who abstains) are of the view that the issue of shares toward payment of the debt to Hardrock Capital Pty Ltd is made on terms no more favourable to Hardrock Capital Pty Ltd than those on which it is reasonable to expect that the Company would give if dealing with Hardrock Capital Pty Ltd at arms-length in the same circumstances. Accordingly the issue falls within the provisions of Section 214 of the Corporations Act.
- 4.5 In accordance with the requirements of Listing Rule 7.3 and 10.13 the following additional information is provided to the Shareholders:
- (1) The maximum number of securities to be allotted is 1,320,000 shares.
  - (2) The allotment of the shares will occur within one month of the date of the Annual General Meeting.
  - (3) The shares are fully paid ordinary shares.
  - (4) The shares will be allotted to Hardrock Capital Pty Ltd.
  - (5) The issue price for the shares is three cents per share.
  - (6) No funds are raised by the issue. The shares are being issued toward payment of a debt owed by the Company to Hardrock Capital Pty Ltd as previously referred to.
  - (7) Hardrock Capital Pty Ltd is a company in which Mr Sullivan is a Director and which Mr Sullivan controls.
- 4.6 Shareholders' attention is drawn to the voting exclusion statement in the Notice of the Meeting. Any votes cast (other than in respect of proxies given by other Shareholders of the Company which contain clear instructions as to how such votes are to be exercised) on Resolution 4 by the party listed in paragraph 4.5(4) above and any associate of that party shall be disregarded.
- 4.7 The Directors of the Company (other than Mr Sullivan who abstains) recommend the approval of Resolution 4 to all Shareholders.
- 5. RESOLUTION 5 – APPROVAL OF THE ISSUE OF SHARES FOR DEBT OWED TO GEOMETT PTY LTD**
- 5.1 The matters set out in Section 3.1, 3.2, 3.3 and 3.7 of this Explanatory Statement also apply to the proposed issue of shares to Geomett Pty Ltd, the subject of Resolution 5.

- 5.2 Geomett Pty Ltd has provided consultancy services to the Company. As at 30 June 2003 the amount of \$30,910 remains unpaid in respect to those services. It has been agreed between the parties that in order to preserve the cash reserves of the Company this debt will be satisfied by the issue of shares to Geomett Pty Ltd a company in which Mr Motteram is a Director. It should be noted that the issue price of three cents per share was announced to the Australian Stock Exchange on 31 July 2003 at a time when the Company's shares were trading at less than three cents.
- 5.3 Geomett Pty Ltd is a company of which Mr Motteram has control and accordingly the Related Party provisions of Listing Rule 10.11 and Part 2E of the Corporations Act are applicable.
- 5.4 The Directors of the Company (other than Mr Motteram who abstains) are of the view that the issue of shares toward payment of the debt to Geomett Pty Ltd is made on terms no more favourable to Geomett Pty Ltd than those on which it is reasonable to expect that the Company would give if dealing with Geomett Pty Ltd at arms-length in the same circumstances. Accordingly the issue falls within the provisions of Section 214 of the Corporations Act.
- 5.5 In accordance with the requirements of Listing Rule 7.3 and 10.13 the following additional information is provided to the Shareholders:
- (1) The maximum number of securities to be allotted is 1,030,333 shares.
  - (2) The allotment of the shares will occur within one month of the date of the Annual General Meeting.
  - (3) The shares are fully paid ordinary shares.
  - (4) The shares will be allotted to Geomett Pty Ltd.
  - (5) The issue price for the shares is three cents per share.
  - (6) No funds are raised by the issue. The shares are being issued toward payment of a debt owed by the Company to Geomett Pty Ltd as previously referred to.
  - (7) Geomett Pty Ltd is a company in which Mr Motteram is a Director and which Mr Motteram controls.
- 5.6 Shareholders' attention is drawn to the voting exclusion statement on the Notice of the Meeting. Any votes cast (other than in respect of proxies given by other Shareholders of the Company which contain clear instructions as to how such votes are to be exercised) on Resolution 5 by the party listed in paragraph 5.5(4) above and any associate of that party shall be disregarded.
- 5.7 The Directors of the Company (other than Mr Motteram who abstains) recommend the approval of Resolution 5 to all Shareholders.
- 6. RESOLUTION 6 – RATIFYING THE ISSUE OF SHARES FOR DEBT OWED TO RETIREWISE CAPITAL PTY LTD**
- 6.1 As announced on 30 May 2003 Retirewise Capital Pty Ltd agreed to further extend by six months until 29 December 2003 the terms of the Convertible Note held by them with the Company, which was otherwise due for redemption and repayment on 29 June 2003.
- 6.2 At that time the Company allotted and issued 3,000,000 shares at an issue price of three cents each to Retirewise Capital Pty Ltd in payment for \$44,016 of accrued interest and \$45,984 of principal, being a total of \$90,000 owing to Retirewise Capital Pty Ltd by the Company. This assisted in preserving the cash resources of the Company at that time.

- 6.3 Pursuant to Listing Rules 7.1 and 7.3 the ratification of shareholders is sought to the issue of shares to Retirewise Capital Pty Ltd referred to in paragraph 6.2. It is to be noted that this share issue is already valid and effective even without such ratification, however ratification renews the Company's placement capacity under Listing Rule 7.1.
- 6.4 In accordance with the requirements of Listing Rule 7.3 the following additional information is provided to the Shareholders:
- (1) The maximum number of securities allotted was 3,000,000 shares.
  - (2) The allotment of the shares occurred on 30 May 2003.
  - (3) The shares are fully paid ordinary shares.
  - (4) The shares were allotted to Retirewise Capital Pty Ltd.
  - (5) The issue price for the shares was three cents per share.
  - (6) No funds were raised by the issue. The shares were issued in payment of interest and principal owed by the Company to Retirewise Capital Pty Ltd as previously referred to.
- 6.5 Shareholders' attention is drawn to the voting exclusion statement on the Notice of the Meeting. Any votes cast (other than in respect of proxies given by other Shareholders of the Company which contain clear instructions as to how such votes are to be exercised) on Resolution 6 by the party listed in paragraph 6.4(4) above and any associate of that party shall be disregarded.
- 6.6 The Directors of the Company recommend the approval of Resolution 6 to all Shareholders.

# **GME RESOURCES LIMITED**

(ABN: 62 009 260 315)

**Registered Office:**  
Level 2, 129 Melville Parade  
COMO WA 6152  
Telephone: (08) 9474 1799  
Facsimile: (08) 9474 2281

## **PROXY FORM**

**IN RELATION TO THE  
MEETING OF SHAREHOLDERS  
OF THE COMPANY TO BE HELD AT  
THE PAGODA FUNCTION CENTRE, 112 MELVILLE PARADE  
COMO IN WESTERN AUSTRALIA  
AT 9.30 AM ON FRIDAY, 28 NOVEMBER 2003**

**GME RESOURCES LIMITED**  
(ABN 62 009 260 315)

**PROXY FORM**

I/We   
Insert the Full Name of Shareholder

of   
  
Insert the Full Address of Shareholder

appoint   
Insert the Full Name of your Nominated Proxy

or failing that person, or if no person is so named, the Chairman of the Meeting or the Chairman's nominee, as the Proxy to vote on my/our behalf in accordance with the Instructions set out in this Proxy Form at the Meeting of Shareholders of the Company to be held at 9.30 am on Friday, 28 November 2003 at the Pagoda Function Centre, 112 Melville Parade, Como in Western Australia and at any adjournment thereof.

**DIRECTIONS TO PROXIES**

My/our Proxy is authorised to vote in respect of  % of my/our voting rights, or if no percentage is specified, then in respect to, the whole of my/our voting rights.

If you wish to give your Proxy directions as to how you wish your vote to be cast, please complete the instructions on the next page

Proxies lodged in favour of the Chairman of the Meeting which do not contain instructions on how to vote will be exercised by the Chairman in favour of the resolution.

**SIGNED THIS**  **DAY OF**  **2003.**

**By Individuals and Joint Shareholders**

Signature

Signature

Signature

**By Companies (affix common seal if appropriate)**

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

**INSTRUCTIONS AS TO VOTING****BUSINESS:**

*Please indicate with an "X"  
how you wish your vote to be cast*

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>CHAIRMAN'S DISCRETION</b>
<b>Resolution 1</b> - Adoption of Annual Financial Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> - Re-election of Michael Delaney Perrott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> - Approval of Share Issue for Debt owed to Troika Management Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b> - Approval of Share Issue for Debt owed to Hardrock Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b> - Approval of Share Issue for Debt owed to Geomett Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6</b> - Ratification of Share Issue for Debt owed to Retirewise Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the "Abstain" box for a resolution, you are directing your Proxy not to vote on that resolution either on a show of hands, or on a poll and that your votes are not to be counted in calculating the required majority on a poll.

If you do not mark any of the boxes on a resolution, your proxy may vote as he or she chooses. If you mark more than one box for any resolution, then your vote on that resolution will be invalid.

By marking the "Chairman's Discretion" box for a resolution you acknowledge that the Chairman of the Meeting may exercise your proxy even if the Chairman has an interest in the outcome of that resolution and that votes cast by the Chairman other than as Proxy Holder would be disregarded because of that interest.

**NOTES:**

1. A member entitled to attend and vote at a meeting of Shareholders of the Company is entitled to appoint not more than two Proxies to attend and vote instead of the member.
2. If two Proxies are appointed, each Proxy must be appointed to represent a specified proportion of the member's voting rights.
3. A Proxy need not be a member of the Company.
4. If two Proxies are appointed but no percentages are specified, the Corporations Act provides that each Proxy may exercise half the member's votes.
5. In the case of joint Shareholders, this form must be signed by at least one of the joint Shareholders, personally or by their attorney.
6. Corporate Shareholders may sign this Proxy Form either with or without Common Seal. The Proxy Form must in either case be witnessed by or be signed by:
  - (1) two directors of the company; or
  - (2) a director and a company secretary of the company; or
  - (3) for a proprietary company that has a sole director who is also the sole company secretary – that director.
7. For the purposes of the Corporations Act where the Proxy Form is signed on behalf of a Corporate Shareholder by one person then the Company is only entitled to assume that the Proxy Form has been properly signed, if it is signed in the box (or if it is stated next to the signature) where it is stated that the person who signed the Proxy Form acts in the capacity of sole director and sole company secretary of the Corporate Shareholder.
8. To be effective, this Proxy Form together with any Power of Attorney under which it is executed or a certified copy of the Power of Attorney, must be received by the Company not later than **9.30 am on Wednesday 26 November 2003:**

**at its Registered Office:    or    by Mail addressed to:    or    by Facsimile:**

Level 1 Troika House 129 Melville Parade COMO WA 6152	Locked Bag 4 COMO WA 6952	(08) 9474 2281
---	------------------------------	----------------
9. Corporate Shareholders may appoint an individual as a representative to attend and vote for that corporation at the meeting in accordance with the Corporations Act. Notices of appointments of such corporate representatives must be received by the Company not later than **9.30 am on Wednesday 26 November 2003** at the address or facsimile number specified in paragraph 8 above.
10. An electronically transmitted facsimile of any instrument appointing a Proxy received by the Company prior to the time referred to in paragraph 8 above and apparently signed by the appointor or his/her or its attorney will be sufficient to constitute a valid Proxy.