

**THUNDELARRA EXPLORATION LIMITED**  
**ACN 085 782 994**

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**NOTICE OF GENERAL MEETING**

**PROXY FORM**

**EXPLANATORY MEMORANDUM**

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**Date of Meeting**

26 June 2006

**Time of Meeting**

10.00 am

**Place of Meeting**

The Celtic Club  
48 Ord Street  
WEST PERTH WA 6005

**THUNDELARRA EXPLORATION LIMITED**  
**ACN 085 782 994**

**NOTICE OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a General Meeting of shareholders of Thundelarra Exploration Limited ACN 085 782 994 ("**Company**" or "**Thundelarra**") will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 26 June 2006 at 10.00 am Western Standard Time, for the purpose of transacting the following business referred to in this Notice of General Meeting.

The attached Explanatory Memorandum and Annexures A and B should be read in conjunction with this Notice of General Meeting.

**BUSINESS:**

**Resolution 1 – Ratification of Issue of Shares and Options**

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, the Company approve and ratify the issue of:*

- (a) 2,500,000 fully paid ordinary shares in the capital of the Company at an issue price of 20 cents each; and*
- (b) 2,500,000 unlisted Options, each Option having an exercise price of 40 cents and an expiry date of 12 April 2009,*

*to Sally Malay Mining Limited, as noted in the Explanatory Memorandum accompanying this Notice of General Meeting".*

The Company will disregard any votes cast on Resolution 1 by Sally Malay Mining Limited and any person associated with Sally Malay Mining Limited. 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.

**Resolution 2 – Ratification of Placement – Tranche 1**

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, the Company approve and ratify the issue of:*

- (a) 2,800,000 fully paid ordinary shares in the capital of the Company at an issue price of 19 cents each; and*
- (b) 2,800,000 free attaching Options, each Option having an exercise price of 19 cents and an expiry date of 30 June 2009,*

*to the persons noted in the Explanatory Memorandum accompanying this Notice of General Meeting".*

The Company will disregard any votes cast on Resolution 2 by any person who participated in the issue and any person associated with those persons. 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.

### **Resolution 3 – Approval of Placement – Tranche 2**

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, the Directors be authorised to allot and issue:*

- (a) 12,200,000 fully paid ordinary shares in the capital of the Company at an issue price of 19 cents each; and*
- (b) 12,200,000 free attaching Options, each Option having an exercise price of 19 cents and an expiry date of 30 June 2009,*

*to the persons noted in the Explanatory Memorandum accompanying this Notice of General Meeting".*

The Company will disregard any votes cast on this Resolution 3 by any person who may participate in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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.

### **Resolution 4 – Approval of Grant of Options**

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, the Directors be authorised to grant 2,000,000 Options at an issue price of 3.5 cents each, and each Option having an exercise price of 19 cents and an expiry date of 30 June 2009, to BB Capital Pty Ltd, as noted in the Explanatory Memorandum accompanying this Notice of General Meeting".*

The Company will disregard any votes cast on this Resolution 4 by any person who may participate in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or any associate of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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 the Resolutions:*

*"ASX" means Australian Stock Exchange Limited;*

*"Company" means Thundelarra Exploration Limited ACN 085 782 994;*

*"Directors" means the directors of the Company;*

*"Listing Rules" means the Listing Rules of the ASX; and*

*"Option" means an option to acquire a fully paid ordinary share in the capital of the Company.*

By Order of the Board  
of Thundelarra Exploration Limited



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**Frank DeMarte**  
**Director and Company Secretary**

Dated: 26 May 2006

#### **NOTES**

1. *Proxies*

*A member entitled to but unable to attend and vote is entitled to appoint a proxy. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. A proxy need not be a member of the Company. The proxy form must be lodged by person, post, courier or facsimile and reach the Company's share registry at*

*Computershare Investor Services Pty Limited  
Level 2, Reserve Bank Building  
45 St Georges Terrace  
PERTH WA 6000  
Facsimile: (08) 9323 2033*

*not less than 48 hours before the time of holding the Meeting. A proxy shall be signed by the appointor or his/her attorney or, if a corporation, under its common seal or under the hand of its attorney. A copy of any power of attorney should be lodged with the proxy. For the convenience of members, a Proxy Form is enclosed.*

2. *Voting Entitlements*

*For the purposes of section 1074E(2) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding ordinary shares at 5.00 pm Western Standard Time on 24 June 2006 will be entitled to attend and vote at the General Meeting.*

**THUNDELARRA EXPLORATION LIMITED**  
**ACN 085 782 994**  
**EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of shareholders in Thundelarra Exploration Limited ("**Thundelarra**" or "**Company**") in connection with the business to be transacted at the General Meeting of shareholders of the Company to be held on 26 June 2006 at 10.00 am Western Standard Time at The Celtic Club, 48 Ord Street, West Perth, Western Australia.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of General Meeting ("**Notice**").

Certain terms and abbreviations used in this Explanatory Memorandum have defined meanings which are explained in the Glossary appearing at the end of this Explanatory Memorandum.

**Resolution 1 – Ratification of Issue of Shares and Options**

***Background***

On 13 April 2006, the Company announced that it had signed a formal deed of settlement with Sally Malay Mining Limited ("**SMY**") settling their dispute in relation to the Copernicus Project.

Under the deed, the Company, among other things, has issued:

1. 2,500,000 Shares to SMY at an issue price of \$0.20 per Share, to raise \$500,000; and
2. 2,500,000 unlisted Options to SMY, each Option having an exercise price of \$0.40 and an expiry date of 12 April 2009.

***Listing Rule 7.4***

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such a ratification is to restore a company's maximum discretionary power to issue further shares up to 15% of the issued capital of the company without requiring shareholder approval.

Resolution 1 has been included so that shareholders may approve and ratify pursuant to Listing Rule 7.4 the allotment and issue on 13 April 2006, of 2,500,000 Shares and 2,500,000 Options to SMY.

The Company wishes to ratify this issue pursuant to Listing Rule 7.4, in order to allow the Company to have the right to place up to a further 15% of its issued capital at any time during the next 12 months.

The following information is provided to shareholders for the purposes of Listing Rule 7.5:

1. 2,500,000 Shares and 2,500,000 Options were allotted and issued under Resolution 1;
2. the issue price of the Shares was \$0.20 each and the Options were issued for no consideration;
3. the Shares issued are fully paid ordinary shares which rank pari passu with existing Shares. The Options issued have the terms and conditions set out in Annexure A to this Explanatory Memorandum;
4. the Shares and Options were allotted and issued to Sally Malay Mining Limited; and
5. the funds raised will be used for working capital.

### **Resolutions 2 and 3 – Placement**

On 15 May 2006, the Company announced that it has raised \$2,850,000 via a placement of a total of 15,000,000 Shares to professional investors organised by BBY Limited ("**BBY**"), the Lead Manager to the placement.

Due to regulatory requirements, the placement will be undertaken in two tranches as follows:

#### ***Tranche 1 – unconditional***

On or about 23 May 2006, a total of 2,800,000 Shares and 2,800,000 free attaching Options were issued. The Shares were issued at an issue price of 19 cents per Share raising \$532,000 before costs. This issue was completed utilising the Company's 15% capacity. The Shares issued are fully paid ordinary shares which rank pari passu with existing Shares. The Options issued are exercisable at 19 cents each on or before 30 June 2009 and have otherwise been issued on the terms and conditions set out in Annexure B to this Explanatory Memorandum. The Shares and Options were allotted and issued to a number of professional clients of BBY.

#### ***Tranche 2 – conditional***

Subject to shareholder approval, a total of 12,200,000 Shares and 12,200,000 free attaching Options will be issued. The Shares will be issued at an issue price of 19 cents per Share, raising up to an additional \$2,318,000 before costs.

The funds raised from the Tranche 1 and Tranche 2 placement will be used to progress the Company's nickel, uranium and base metal exploration projects.

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

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such a ratification is to restore a company's maximum discretionary power to issue further shares up to 15% of the issued capital of the company without requiring shareholder approval.

Resolution 2 has been included so that shareholders may approve and ratify pursuant to Listing Rule 7.4 the allotment and issue on or about 23 May 2006, of 2,800,000 Shares and 2,800,000 free attaching Options to a number of professional investors organised by BBY.

The Company wishes to ratify this issue pursuant to Listing Rule 7.4, in order to allow the Company to have the right to place up to a further 15% of its issued capital at any time during the next 12 months. The information required to be given to shareholders pursuant to Listing Rule 7.5 is contained in this Explanatory Memorandum.

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

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period where the total number of securities to be issued exceeds 15% of the number of fully paid ordinary securities on issue 12 months before the date of issue, except with the prior approval of members of the company in general meeting of the terms and conditions of the proposed issue or where the issue is pro rata to all shareholders in accordance with their existing shareholdings.

Resolution 3 has been included so that shareholders may approve pursuant to Listing Rule 7.1 the issue of 12,200,000 Shares at an issue price of 19 cents per Share, together with 12,200,000 free attaching Options, to raise \$2,318,000.

The following information is provided to shareholders for the purposes of Listing Rule 7.3:

1. the maximum number of Shares to be issued under Resolution 3 is 12,200,000 and the maximum number of Options to be issued under Resolution 3 is 12,200,000;
2. the Shares and Options will be allotted and issued on a date and no later than 3 months after the date of this General Meeting (or such later date as approved by ASX by way of a waiver to the Listing Rules);
3. the Shares will be issued at an issue price of 19 cents per Share to raise a total of \$2,318,000. The Options will be issued for no consideration;
4. the allottees will be professional investors organised by BBY (who are not related parties of the Company); and
5. the Shares to be issued are fully paid ordinary shares which rank pari passu with existing Shares. The Options to be issued have the terms and conditions set out in Annexure B to this Explanatory Memorandum.

No related parties have or will participate in the issue of Shares and Options.

### **Resolution 4 – Approval of Grant of Options**

#### ***Background***

BB Capital Pty Ltd introduced the Company to BBY Limited, the lead manager to the placement referred to in Resolutions 2 and 3. The Company has negotiated with BB Capital Pty Ltd for the grant of the 2,000,000 Options the subject of this Resolution, at an issue price of 3.5 cents per Option, to raise \$70,000.

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

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period where the total number of securities to be issued exceeds 15% of the number of fully

paid ordinary securities on issue 12 months before the date of issue, except with the prior approval of members of the company in general meeting of the terms and conditions of the proposed issue or where the issue is pro rata to all shareholders in accordance with their existing shareholdings.

Resolution 4 has been included so that shareholders may approve pursuant to Listing Rule 7.1 the grant of 2,000,000 Options.

The following information is provided to shareholders for the purposes of Listing Rule 7.3:

1. the maximum number of Options to be granted under Resolution 4 is 2,000,000;
2. the Options will be granted on a date and no later than 3 months after the date of this General Meeting (or such later date as approved by ASX by way of a waiver to the Listing Rules);
3. the Options will be issued at a price of 3.5 cents each;
4. the funds raised will be used for working capital;
5. the allottee is BB Capital Pty Ltd (who is not a related party of the Company); and
6. the Options to be granted have the terms and conditions set out in Annexure B to this Explanatory Memorandum.

## **GLOSSARY**

The following terms have the following meanings in this Explanatory Memorandum:

**"ASIC"** means the Australian Securities and Investments Commission;

**"ASX"** means the Australian Stock Exchange Limited;

**"BBY"** means BBY Limited ACN 006 707 777;

**"Company"** or **"THX"** means Thundelarra Exploration Limited ACN 085 782 994;

**"Corporations Act"** means the Corporations Act 2001 (Cth);

**"Director"** means a director of the Company;

**"Listing Rules"** means the Listing Rules of the ASX;

**"Notice"** means the notice of meeting accompanying this Explanatory Memorandum;

**"Option"** means an option to acquire a Share;

**"Share"** means an ordinary fully paid share in the capital of the Company; and

**"SMY"** means Sally Malay Mining Limited ACN 095 792 288.



## Annexure A

### Option Terms and Conditions

The terms and conditions of the Options are:

1. each Option has an exercise price of \$0.40;
2. each Option entitles Sally Malay Mining Limited ("SMY") to subscribe for and be allotted one fully paid ordinary share ("Share") in the capital of Thundelarra Exploration Limited ("THX") at the exercise price for the Option;
3. the Options are exercisable at any time on or prior to 5.00 pm Western Standard Time within three years of the Completion Date ("**Expiry Date**") by completing an Option Exercise Form (as set out below) and delivering it to the registered office of THX together with the payment for the number of Shares in respect of which the Options are exercised. An Option not exercised before the Expiry Date will lapse;
4. the Options are not assignable or transferable without the prior written consent of the directors of THX;
5. all Shares issued upon exercise of the Options will rank pari passu in all respects with THX's then issued Shares. THX will apply for official quotation by ASX of all Shares issued upon exercise of the Options;
6. there are no participating rights or entitlements inherent in the Options and SMY will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options unless the Options are first exercised in accordance with these terms and conditions. However, THX must ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 10 Business Days after the issue is announced and SMY will be notified of the proposed issue at least 9 Business Days before the record date. This will give SMY the opportunity to exercise its Options prior to the date for determining entitlements to participate in any such issue;
7. in the event of any reorganisation (including consolidation, sub-division, reduction or return) of the issued capital of THX prior to the Expiry Date, the rights of SMY will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation;
8. if there is a pro rata issue (except a bonus issue) to THX shareholders, the exercise price of an Option will be reduced according to the following formula:

$$O^n = O - \frac{E [(P - (S + D))]}{N + 1}$$

Where:

$O^n$  = the new exercise price of the Option;

O = the old exercise price of the Option;

E = the number of underlying securities into which one Option is exercisable;

P = the average market price of Shares (weighted by reference to volume) sold in the ordinary course of trading on ASX during the five trading days ending on the day before the ex rights date or the ex entitlements date;

S = the subscription price for new Shares issued under the pro rata issue;

D = any dividends due but not yet paid on the existing Shares (except those to be issued under the pro rata issue); and

N = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.

9. if there is a bonus issue to THX shareholders, the number of shares over which an Option is exercisable will be increased by the number of shares which SMY would have received if the Option had been exercised before the record date for the bonus issue; and
10. Shares allotted and issued pursuant to the exercise of the Options will be allotted and issued on the above terms and conditions not more than 14 days after the receipt of a properly executed Option Exercise Form and the exercise price in respect of the Option.

## Annexure B

### Option Terms and Conditions

The terms and conditions of the Options are:

1. each Option has an exercise price of \$0.19;
2. each Option entitles the optionholder ("**Optionholder**") to subscribe for and be allotted one fully paid ordinary share ("**Share**") in the capital of Thundelarra Exploration Limited ("**THX**") at the exercise price for the Option;
3. the Options are exercisable at any time on or prior to 5.00 pm Western Standard Time on 30 June 2009 ("**Expiry Date**") by completing an Option Exercise Form (as set out below) and delivering it to the registered office of THX together with the payment for the number of Shares in respect of which the Options are exercised. An Option not exercised before the Expiry Date will lapse;
4. the Options are not assignable or transferable without the prior written consent of the directors of THX;
5. all Shares issued upon exercise of the Options will rank pari passu in all respects with THX's then issued Shares. THX will apply for official quotation by ASX of all Shares issued upon exercise of the Options;
6. there are no participating rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options unless the Options are first exercised in accordance with these terms and conditions. However, THX must ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 10 Business Days after the issue is announced and the Optionholder will be notified of the proposed issue at least 9 Business Days before the record date. This will give the Optionholder the opportunity to exercise its Options prior to the date for determining entitlements to participate in any such issue;
7. in the event of any reorganisation (including consolidation, sub-division, reduction or return) of the issued capital of THX prior to the Expiry Date, the rights of the Optionholder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation;
8. if there is a pro rata issue (except a bonus issue) to THX shareholders, the exercise price of an Option will be reduced according to the following formula:

$$O^n = O - \frac{E [(P - (S + D))]}{N + 1}$$

Where:

$O^n$  = the new exercise price of the Option;

$O$  = the old exercise price of the Option;

$E$  = the number of underlying securities into which one Option is exercisable;

$P$  = the average market price of Shares (weighted by reference to volume) sold in the ordinary course of trading on ASX during the five trading days ending on the day before the ex rights date or the ex entitlements date;

$S$  = the subscription price for new Shares issued under the pro rata issue;

$D$  = any dividends due but not yet paid on the existing Shares (except those to be issued under the pro rata issue); and

$N$  = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.

9. if there is a bonus issue to THX shareholders, the number of shares over which an Option is exercisable will be increased by the number of shares which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue; and
10. Shares allotted and issued pursuant to the exercise of the Options will be allotted and issued on the above terms and conditions not more than 14 days after the receipt of a properly executed Option Exercise Form and the exercise price in respect of the Option.

**All correspondence to:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 850 505  
(outside Australia) 61 3 9415 4000  
Facsimile 61 3 9473 2555  
web.queries@computershare.com.au

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



000001  
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THX  
MR JOHN SMITH 1  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

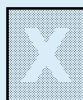
Securityholder Reference Number (SRN)



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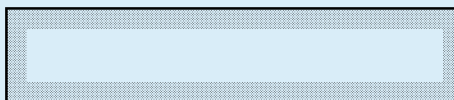
## Appointment of Proxy

I/We being a member/s of Thundelarra Exploration Ltd and entitled to attend and vote hereby appoint



the Chairman  
of the Meeting  
(mark with an 'X')

OR



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Thundelarra Exploration Ltd to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 26 June 2006 at 10.00 am and at any adjournment of that meeting.

## Voting directions to your proxy - please mark to indicate your directions

- 1 Ratification of Issue of Shares and Options
- 2 Ratification of Placement - Tranche 1
- 3 Approval of Placement - Tranche 2
- 4 Approval of Grant of Options

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## Appointing a second Proxy

I/We wish to appoint a second proxy



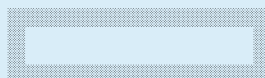
Mark with an 'X' if you wish to appoint a second proxy.

AND



%

OR

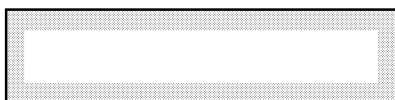


State the percentage of your voting rights or the number of securities for this Proxy Form.

## PLEASE SIGN HERE

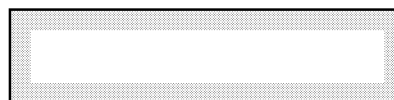
This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



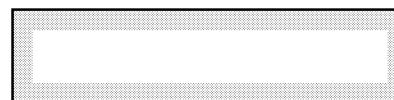
Individual/Sole Director and  
Sole Company Secretary

Securityholder 2



Director

Securityholder 3



Director/Company Secretary

In addition to signing the Proxy form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /

THX

1 P R



# How to complete the Proxy Form

## 1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

## 3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

## 4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (c) return both forms together in the same envelope.

## 5 Signing Instructions

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

Individual:	where the holding is in one name, the holder must sign.
Joint Holding:	where the holding is in more than one name, all of the securityholders should sign.
Power of Attorney:	to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies:	where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry or at [www.computershare.com](http://www.computershare.com).

## Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 10.00 am on 26 June 2006. Any Proxy Form received after that time will not be valid for the scheduled meeting.

### Documents may be lodged:

IN PERSON	Registered Office - Level 3, IBM Building , 1060 Hay Street, West Perth WA 6005 Australia Share Registry - Computershare Investor Services Pty Limited, Level 2, 45 St Georges Terrace, Perth WA 6000 Australia
BY MAIL	Registered Office - PO Box 7363 , Cloisters Square, Perth WA 6850 Australia Share Registry - Computershare Investor Services Pty Limited, GPO Box D182, Perth WA 6840 Australia
BY FAX	61 8 9323 2033