

PETRATHERM LIMITED

ACN 106 806 884

NOTICE OF EXTRAORDINARY GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM

Date of Meeting

11 September 2007

Time of Meeting

11.00 am (SA time)

Place of Meeting

Meeting Room B, Second Floor, Hilton Adelaide, 233 Victoria Square, Adelaide SA 5000

INTENTIONALLY BLANK

NOTICE OF EXTRAORDINARY GENERAL MEETING

PETRATHERM LIMITED ACN 106 806 884

Notice is hereby given that an Extraordinary General Meeting of shareholders of Petratherm Limited (**Company**) will be held at Meeting Room B, Second Floor, Hilton Adelaide, 233 Victoria Square, Adelaide SA 5000 11.00am (SA time) on 11 September 2007 to consider and, if thought fit, to pass the following resolutions as **ordinary resolutions**:

Resolution 1: Approval for the issue of 4,500,000 Placement Shares

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval be and is hereby given to the issue of 4,500,000 Placement Shares on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.”

Resolution 2: Grant of options to Professor Richard Hillis (or his nominee)

“That approval be and is hereby given to the grant by the Company of 200,000 options to Professor Richard Hillis (or his nominee) on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.”

DATED 1 August 2007
By order of the Board



Donald Clinton Stephens
Company Secretary

NOTES:

1. Definitions

Terms used in this Notice which are defined in the Explanatory Memorandum which is attached to and forms part of this Notice have the meanings ascribed to them therein.

2. Voting Exclusion Statement

2.1 Resolution 1

The Company will disregard any votes cast on Resolution 1 by persons who participated in the issue of Placement Shares and associates of those persons.

2.2 Resolution 2

The Company will disregard any votes cast on Resolution 2 by Professor Richard Hillis or an associate of Professor Hillis.

2.3 Both Resolutions

However the Company need not disregard a vote if:

- (a) 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
- (b) 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.

3. Proxies

A shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the shareholder at the Meeting. A proxy need not be a shareholder. If the shareholder is entitled to cast two or more votes at the Meeting the shareholder may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. A form of proxy accompanies this Notice.

4. Voting Entitlement

The Company (as convenor of the Meeting) has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of shareholders as at 5.30 pm (SA time) on 7 September 2007.

This means that any shareholder registered at 5.30 pm (SA time) on 7 September 2007 is entitled to attend and vote at the Meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening an Extraordinary General Meeting of shareholders of Petratherm Limited to be held on 11 September 2007. This Explanatory Memorandum is to assist shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the resolutions proposed. Both documents should be read in their entirety and in conjunction with each other.

Background

On 4 May 2007, the Company announced that it had completed a placement of 4,500,000 fully paid ordinary shares at an issue price of \$0.80 each (**Placement Shares**). The purpose of Resolution 1 is to obtain shareholder approval for the purpose of ASX Listing Rule 7.4 and for all other purposes.

Professor Richard Hillis was appointed as a director of the Company on 1 March 2004. By Consultancy Agreement dated 26 June 2007, the Company agreed to engage Professor Hillis as a consultant for a period of six months commencing on the date of the Consultancy Agreement. It is a term of the Consultancy Agreement that, subject to shareholder approval, the Company will grant to Professor Hillis 200,000 options exercisable at the Company's volume weighted average share price over the period of 20 days prior to the date of the Consultancy Agreement. The Company's volume weighted average share price over the period of 20 days prior to the date of the Consultancy Agreement was \$0.9679 per share. The purpose of Resolution 2 is to obtain shareholder approval for the grant of these options to Professor Hillis (or his nominee).

Both resolutions are ordinary resolutions. They are separate resolutions and in no way dependent on each other.

Glossary

ASTC Settlement Rules means the operating rules of ASX Settlement and Transfer Corporation Pty Limited ACN 008 504 532 and, to the extent that they are applicable, the operating rules of ASX and the operating rules of Australian Clearing House Pty Limited 001 314 503;

ASX means ASX Limited ACN 008 624 691;

ASX Listing Rules means the official listing rules of ASX;

Board means the board of directors of the Company;

Company or **Petratherm Limited** means Petratherm Limited ACN 106 806 884;

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

Meeting means the meeting of shareholders convened by the Notice; and

Notice means the notice of meeting to which this Explanatory Memorandum is attached.

ANNEXURE

1. RESOLUTION 1: APPROVAL FOR THE ISSUE OF PLACEMENT SHARES

ASX Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12 month period which exceeds 15% of the number of issued securities of the company held at the beginning of the 12 month period, except with the prior approval of shareholders of the company in general meeting unless an exception in ASX Listing Rule 7.1 applies.

However, ASX Listing Rule 7.4 provides that an issue of equity securities made without approval under ASX Listing Rule 7.1 is treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1 if:

- the issue did not breach ASX Listing Rule 7.1; and
- holders of equity securities subsequently approve it.

On 4 May 2007, the Company announced that it had completed a placement of the Placement Shares. The purpose of Resolution 1 is to seek shareholder approval to the issue of the Placement Shares under ASX Listing Rule 7.4. If shareholders approve the issue of the Placement Shares for the purpose of ASX Listing Rule 7.4, the issue of Placement Shares will not count towards determining the number of equity securities which the Company can issue in any 12 month period. The issue of Placement Shares does not depend upon shareholders passing Resolution 1. However, if shareholders do not approve the issue of Placement Shares for the purpose of ASX Listing Rule 7.4, the issue of Placement Shares will count towards the number of equity securities which the Company can issue in any 12 month period.

For the purpose of ASX Listing Rule 7.5 information regarding the Placement Shares is provided as follows:

- 1.1 4,500,000 Placement Shares have been allotted.
- 1.2 The Placement Shares have been issued at an issue price of \$0.80 each.
- 1.3 The terms and conditions of the Placement Shares are the same as the terms and conditions of already issued fully paid ordinary shares in the Company. A summary of the rights of holders of Placement Shares is contained in schedule 1 appearing at the end of this annexure.
- 1.4 The allottees of the Placement Shares are applicants for Placement Shares as determined by the Board.
- 1.5 Funds raised from the issue of the Placement Shares will be used to assist the Company in developing its Australian and Spanish operations through research, additional tenement acquisition and assessing the potential of geothermal sites.

2. **RESOLUTION 2: GRANT OF OPTIONS TO PROFESSOR RICHARD HILLIS (OR HIS NOMINEE)**

- 2.1 The proposed options grant to Professor Richard Hillis (or his nominee), requires the approval of shareholders pursuant to ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act.

Shareholder approval is required under ASX Listing Rule 10.11 and section 208 of the Corporations Act because Professor Hillis is a director of the Company and, as such, a related party of the Company. If shareholder approval is given under ASX Listing Rule 10.11, shareholder approval is not required under ASX Listing Rule 7.1.

- 2.2 For the purposes of ASX Listing Rule 10.13 and section 219 of the Corporations Act information regarding the proposed options grant is provided as follows:

- (a) The Company's business is exploring for sources of geothermal energy. Professor Hillis was appointed as a director of the Company on 1 March 2004. Professor Hillis is the State of South Australia Professor of Petroleum Geology and Mawson Professor of Geology and Geophysics at The University of Adelaide. His research expertise is in the area of subsurface stresses within the crust and their impact on petroleum exploration-related issues such as wellbore stability, fracture stimulation and subsurface fluid flow. Professor Hillis has undertaken 30 consulting projects for 16 oil companies, primarily in the area of subsurface stresses and has taught industry professionals short courses on the subject in Australia, Japan, Vietnam, Brunei and the United Kingdom. Professor Hillis, who has authored or co-authored 80 scientific papers and edited two books, heads a research group at The University of Adelaide, which includes post-doctoral and PhD students, researching crustal stress.
- (b) By Consultancy Agreement dated 26 June 2007, the Company agreed to engage Professor Hillis as a consultant for a period of six months commencing on the date of the Consultancy Agreement. It is a term of the Consultancy Agreement that, subject to shareholder approval, the Company will grant to Professor Hillis 200,000 options exercisable at the Company's volume weighted average share price over the period of 20 days prior to the date of the Consultancy Agreement. The Company's volume weighted average share price over the period of 20 days prior to the date of the Consultancy Agreement was \$0.9679 per share.
- (c) The options are to be granted for no consideration. No funds will therefore be raised by the grant of the options.
- (d) The break down of the options that Professor Hillis (or his nominee) will receive in accordance with the resolution is highlighted in the following table:

Name of Director	No. of Options	Exercise Price	Expiry Date	Value per Option	Total Value
Professor Hillis	200,000	\$0.9679	25 June 2012	\$0.778	\$155,600

- (e) It is noted that the exercise price of the options is less than the current share price of the Company of \$1.08 per share as at 31 July 2007, being the day immediately before the date of this Notice.
- (f) In addition to the options proposed to be granted to Professor Hillis (or his nominee), he receives from the Company a consulting fee of \$6,000 (plus 9% Superannuation) per month pursuant to the Consultancy Agreement and directors fees of \$35,000 per annum.
- (g) Professor Hillis is also entitled to reimbursement of all reasonable travelling, accommodation and other expenses that he properly incurs in attending meetings of directors or any meetings of committees of directors, in attending meetings of shareholders or in connection with the business of the Company.
- (h) Professor Hillis and his associates currently hold 20,000 fully paid ordinary shares in the Company and 300,000 options each to acquire one fully paid ordinary share in the Company exercisable at \$0.20 each on or before 4 April 2009.

- (i) Each option proposed to be issued to Professor Hillis (or his nominee) entitles him to subscribe for one share in the Company at the specified exercise price of \$0.9679 per share exercisable on or before 25 June 2012. The options vest in Professor Hillis immediately.
- (j) The options will not be quoted on ASX. Further terms and conditions of the options are set out in schedule 2 appearing at the end of this annexure.
- (k) A valuation of the options has been conducted and these values are included in paragraph 2.2(d).
- (l) The valuation imputes a total value of the options to be issued to Professor Hillis (or his nominee) at \$155,600. The value may increase or decrease after the date of the valuation as it will depend upon the future price of shares in the Company. The valuation has applied the Black-Scholes valuation methodology together with the following assumptions:
- (i) a volatility index of 16.84% based on the historic volatility of the Company's shares;
 - (ii) a deemed market value of \$0.9679, being the volume weighted average share price at which the Company's shares traded on ASX over 20 days prior to the date of the Consultancy Agreement;
 - (iii) for the purposes of the valuation it is assumed that the options will not be exercised any earlier than the expiry date;
 - (iv) a risk free rate of 6.35% has been used; and
 - (v) the options have been valued as at 26 June 2007, being the date of the Consultancy Agreement.
- (m) The following table demonstrates the dilution of all other shareholdings in the Company upon exercise of the options issued to Professor Hillis (or his nominee) assuming that shareholders approve the grant of the options to Professor Hillis (or his nominee):
- | | |
|---|------------|
| Number of shares on issue assuming existing options are exercised | 57,874,626 |
| Shares issued to Professor Hillis (or his nominee) assuming exercise of all the options | 200,000 |
| Total shares assuming exercise of all the options | 58,074,626 |
| Dilution effect | 0.34% |
- (n) The market price of shares in the Company would normally determine whether or not Professor Hillis (or his nominee) will exercise the options. If the options are exercised at a price that is lower than the price at which shares are trading on ASX, there may be a perceived cost to the Company. The highest and lowest recorded market price of the shares quoted on ASX during the period from 27 July 2004 (being the date the Company's shares were first quoted on ASX) to 31 July 2007 (being the day immediately before the date of this Notice) were \$1.61 on 27 June 2007 and \$0.22 on 27 July 2004. The Company's shares closed at \$1.08 per share on 31 July 2007, being the day immediately before the date of this Notice.

3. **GENERAL**

- 3.1 Other than the information set out in this Explanatory Memorandum, the directors of the Company believe that there is no other information that could reasonably be required by shareholders to consider Resolutions 1 and 2.
- 3.2 The directors of the Company recommend that shareholders vote in favour of Resolution 1.
- 3.3 The directors of the Company, other than Professor Hillis, recommend that shareholders vote in favour of Resolution 2. If Resolution 2 is passed, the options to be granted to Professor Hillis (or his nominee) will be granted not later than one month after the date of the Meeting.

SCHEDULE 1

SUMMARY OF THE RIGHTS OF HOLDERS OF PLACEMENT SHARES

The following is a summary of the more significant rights of the holders of Placement Shares. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's shareholders.

- General Meeting

Each shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Company's Constitution, the Corporations Act or the ASX Listing Rules.

- Voting

Subject to any rights or restrictions for the time being attached to any class or classes of shares whether by the terms of their issue, the Constitution, the Corporations Act or the ASX Listing Rules, at a general meeting of the Company every holder of fully paid ordinary shares present in person or by a representative has one vote on a show of hands and every such holder present in person or by a representative, proxy or attorney has one vote per share on a poll. A person who holds an ordinary share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share. A shareholder is not entitled to vote unless all calls and other sums presently payable by the shareholder in respect of shares in the Company have been paid. Where there are two or more joint holders of the share and more than one of them is present at a meeting and tenders a vote in respect of the share (whether in person or by proxy or attorney), the Company will count only the vote cast by the shareholder whose name appears before the other(s) in the Company's register of shareholders.

- Issues of Further Shares

The directors may, on behalf of the Company, issue, grant options over or otherwise dispose of unissued shares to any person on the terms, with the rights, and at the times that the directors decide. However, the directors must act in accordance with the restrictions imposed by the Company's Constitution, the ASX Listing Rules, the Corporations Act and any rights for the time being attached to the shares in special classes of shares.

- Variation of Rights

At present, the Company has on issue one class of shares only, namely ordinary shares. The rights attached to the shares in any class may be altered only by a special resolution of the Company and a special resolution passed at a separate meeting of the holders of the issued shares of the affected class, or with the written consent of the holders of at least three quarters of the issued shares of the affected class.

- Transfer of Shares

Subject to the Company's Constitution, the Corporations Act, the ASTC Settlement Rules and the ASX Listing Rules, ordinary shares are freely transferable.

The shares may be transferred by a proper transfer effected in accordance with ASTC Settlement Rules, by any other method of transferring or dealing introduced by ASX and as otherwise permitted by the Corporations Act or by a written instrument of transfer in any usual form or in any other form approved by the directors that is permitted by the Corporations Act. The Company may decline to register a transfer of shares in the circumstances described in the Company's Constitution and where permitted to do so under the ASX Listing Rules. If the Company declines to register a transfer, the Company must, within five business days after the transfer is lodged with the Company, give the lodging party written notice of the refusal and the reasons for refusal. The directors must decline to register a transfer of shares when required by law, by the ASX Listing Rules or by the ASTC Settlement Rules.

- Partly Paid Shares

The directors may, subject to compliance with the Company's Constitution, the Corporations Act and the ASX Listing Rules, issue partly paid shares upon which amounts are or may become payable at a future time(s) in satisfaction of all or part of the unpaid issue price.

- Dividends

The Company in general meeting may declare a dividend if the directors have recommended a dividend, and a dividend shall not exceed the amount recommended by the directors. The directors may authorise the payment to the shareholders of such interim dividends as appear to the directors to be justified by the Company's profits and for that purpose may declare such interim dividends.

Subject to the rights of shareholders entitled to shares with special rights as to dividend (if any), all dividends in respect of shares (including ordinary shares) are to be declared and paid proportionally to the amount paid up or credited as paid up on the shares.

- Winding Up

Subject to the rights of holders of shares with special rights in a winding up, if the Company is wound up, shareholders (including holders of ordinary shares) will be entitled to participate in any surplus assets of the Company in proportion to the shares held by them respectively irrespective of the amount paid up or credited as paid up on the shares.

- Dividend Plans

The directors or the shareholders of the Company, in general meeting, may establish and maintain dividend plans under which (among other things) a shareholder may elect that dividends payable by the Company be reinvested by way of subscription for shares in the Company or a shareholder may elect to forego any dividends that may be payable on all or some of the shares held by that shareholder and to receive instead some other entitlement, including the issue of shares.

- Directors

The Company's Constitution states that the minimum number of directors is three.

- Powers of the Board

The directors have power to manage the business of the Company and may exercise that power to the exclusion of the shareholders, except as otherwise required by the Corporations Act, any other law, the ASX Listing Rules or the Company's Constitution.

SCHEDULE 2

TERMS AND CONDITIONS OF OPTIONS

- The options held by the optionholder are exercisable in whole or in part at any time on or before 25 June 2012 (**Exercise Period**). Options not exercised before the expiry of the Exercise Period will lapse.
- Options are exercisable by notice in writing to the Board delivered to the registered office of the Company and payment of the exercise price in cleared funds.
- The Company will not apply for official quotation on ASX of the options. The Company will make application for official quotation on ASX of new shares allotted on exercise of the options. Those shares will participate equally in all respects with existing issued ordinary shares, and in particular new shares allotted on exercise of the options will qualify for dividends declared after the date of their allotment.
- Options can only be transferred with Board approval, except that if at any time before expiry of the Exercise Period the optionholder dies, the legal personal representative of the deceased optionholder may:
 - elect to be registered as the new holder of the options,
 - whether or not he becomes so registered, exercise those options in accordance with the terms and conditions on which they were granted, and
 - if the deceased has already exercised options, pay the exercise price in respect of those options.
- An optionholder may only participate in new issues of securities to holders of ordinary shares in the Company if the option has been exercised and shares allotted in respect of the option before the record date for determining entitlements to the issue. The Company must give prior notice to the optionholder of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules.
- If there is a bonus issue to the holders of ordinary shares in the capital of the Company, the number of ordinary shares over which the option is exercisable will be increased by the number of ordinary shares which the holder of the option would have received if the option had been exercised before the record date for the bonus issue.
- If the Company makes a rights issue (other than a bonus issue), the exercise price of options on issue will be reduced according to the following formula:

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

Where:

- A = the new exercise price of the option;
 - O = the old exercise price of the option;
 - E = the number of underlying ordinary shares into which one option is exercisable;
 - P = the average closing sale price per ordinary share (weighted by reference to volume) recorded on the stockmarket of ASX during the five trading days immediately preceding the ex rights date or ex entitlements date (excluding special crossings and overnight sales and exchange traded option exercises);
 - S = the subscription price for a security under the pro rata issue;
 - D = the dividend due but not yet paid on existing underlying securities (except those to be issued under the pro rata issue); and
 - N = the number of securities with rights or entitlements that must be held to receive a right to one new security.
- If, during the currency of the options the issued capital of the Company is reorganised, those options will be reorganised to the extent necessary to comply with ASX Listing Rules.



Petratherm Ltd
ACN 106 806 884

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



Proxy Form

All correspondence to:

Computershare Investor Services Pty Limited
GPO Box 1903 Adelaide
South Australia 5001 Australia
Enquiries (within Australia) 1300 556 161
(outside Australia) 61 3 9415 4000
Facsimile 61 8 8236 2305
www.computershare.com

Appointment of Proxy

I/We being a member/s of Petratherm 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 Extraordinary General Meeting of Petratherm Ltd to be held at Meeting Room B, Second Floor, Hilton Adelaide, 233 Victoria Square, Adelaide SA 5000 on 11 September 2007 at 11:00 am and at any adjournment of that meeting.

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

- Approval for the purpose of ASX Listing Rule 7.4 for the issue of 4,500,000 Placement Shares
- Approval for the grant by the Company of 200,000 options to Professor Richard Hillis (or his nominee)

For	Against	Abstain*
<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

/ /

P T R

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.

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 11:00 am on 11 September 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

IN PERSON	Computershare Investor Services Pty Limited, Level 5, 115 Grenfell Street, Adelaide SA 5000 Australia
BY MAIL	Computershare Investor Services Pty Limited, GPO Box 1903, Adelaide SA 5001 Australia
BY FAX	61 8 8236 2305