



COAL FE RESOURCES LIMITED

ABN 41 121 969 819

NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

TIME: 5.00 pm (WST)
DATE: 30 November 2009
PLACE: Wembley Hotel
344 Cambridge Street
WEBLEY WA 6014

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9325 3000.

CONTENTS PAGE

Notice of Annual General Meeting	3
Explanatory Statement	5
Glossary	7
Proxy Form	8

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 5.00 pm on 30 November 2009 at:

Wembley Hotel
344 Cambridge Street
WEST PERTH WA 6014

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) By hand delivery or post to the Company's Share Registry at 770 Canning Highway, APPLECROSS WA 6153; or
- (b) By facsimile on (+61 8) 9325 3099.

so that it is received not later than 5.00 pm on 27 November 2009.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 5.00pm on 30 November 2009 at Wembley Hotel, 344 Cambridge Street, WEMBLEY WA 6014.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 5.00 pm on 27 November 2009.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. ANNUAL REPORT

To receive and consider the financial report of the Company together with the reports of the directors and the auditor for the financial year ended 30 June 2009.

2. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report for the financial year ended 30 June 2009 be adopted”.

The vote on this resolution is advisory only and does not bind the directors of the Company.

3. RESOLUTION 2 – RE-ELECTION OF DATO’ A RAMIAH

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

“That, Dato’ A Ramiah, a director of the Company who retires in accordance with clause 13.2 of the Company’s constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company”.

4. RESOLUTION 3 – REDUCTION OF CAPITAL AND IN SPECIE DISTRIBUTION OF HANDINI RESOURCES LIMITED SHARES

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

“That, pursuant to sections 256B and 256C of the Corporations Act 2001 (Cth), the Company’s Constitution, the Listing Rules of Australian Securities Exchange Limited and all other purposes, the paid share capital of the Company be reduced by an amount equal to the value of the Handini Shares on the Entitlement Date as determined by the directors (currently estimated to be \$4,400,000) and that such resolution be effected and satisfied:

(a) in respect of Handini Resources Shares, by the allocation in specie to Shareholders who are registered as members on the Entitlement Date of Coal Fe Shares proportionately (ignoring fractions and rounding down entitlements) to the number of Coal Fe held by the shareholder;

and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of General Meeting.

DATED: 26 OCTOBER 2009

BY ORDER OF THE BOARD



**FARIS AZMI ABDUL RAHMAN
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 5.00pm (WST) on 30 November 2009 at Wembley Hotel, 344 Cambridge Street, WEMBLEY WA 6014.

The purpose of this Explanatory Statement is to provide information which the directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. ANNUAL REPORT

Section 317 of the Corporations Act requires the reports of the directors and of the auditors and the Annual Report, including the financial statements to be put before the Annual General Meeting and the Constitution provides for those reports and statements to be received and considered at the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the reports or statements. However, Shareholders will be given the opportunity to raise questions on the reports and the statements at the Annual General Meeting.

The Company's 2009 Annual Report is available at www.coalferesources.com. Those holders that elected to receive a printed copy of the Annual Report will have received a copy with this Notice of Annual General Meeting.

2. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

Section 300A of the Corporations Act sets out the information that should be included in the Remuneration Report. Section 250R(2) of the Corporations Act requires that a resolution that the Remuneration Report be adopted and be put to a vote of Shareholders at the Company's Annual General Meeting. The vote on this resolution is only advisory to the Company and does not bind the Board.

The Remuneration Report is set out in and forms part of the Director's Report within the Annual Report. The Remuneration Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- discusses the relationship between such policy and the Company's performance; and
- sets out remuneration details for each director.

Under section 250SA of the Corporations Act, Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The directors consider that the remuneration policies adopted by the Company are appropriately structured to provide rewards that are commensurate with the performance of the Company and the individual. On that basis, the directors unanimously recommend that members vote in favour of this advisory resolution.

Whilst there is no legal requirement to abstain from voting, the Company expects directors and the senior executives whose remuneration details are disclosed in the report not to vote on this item.

3. RESOLUTION 2 – RE-ELECTION OF DATO’ A RAMIAH

Clause 13.2 of the Constitution provides that at each Annual General Meeting one-third of the directors shall retire from office. Dato’ A Ramiah retires from office in accordance with this requirement and being eligible offers himself for re-election by shareholders as a director of the Company, with effect from the end of the meeting.

Dato’ A Ramiah was appointed to the Board as Non-Executive Director and Deputy Chairman on 28 September 2006.

Dato’ A Ramiah has extensive experience in the corporate sector and is a lawyer by profession. He is presently a non-executive director of Handini Resources Limited.

Dato’ A Ramiah obtained a Bachelor of Applied Science from Curtin University of Technology, Western Australia in 1985 and a Graduate Diploma in Business Administration in 1998. He then obtained a Bachelor of Laws (Honours) degree from the University of East London in 1992 and another Bachelor of Laws from Bond University. He has also completed a Masters in Business Administration from the University of Southern Queensland.

The Board unanimously recommends that shareholders vote in favour of the re-election of Dato’ A Ramiah as a director.

4. RESOLUTION 3 – REDUCTION OF CAPITAL AND IN SPECIE DISTRIBUTION OF HANDINI RESOURCES LIMITED SHARES

1. General

On 21 June 2007, the Company announced it had entered into a conditional sale agreement with PT Bungo Raya Nusantara (“BRN”) for the acquisition of a 60% equity interest in PT Nusantara Thermal Coal (“NTC”).

On 7 February 2008, the Company announced that it had terminated the sale agreement, and entered into a conditional agreement with CDH Limited (“CDH”), whereby CDH would take on the role of the Company under the sale agreement.

The collaboration agreement was conditional upon CDH Limited being admitted to the Official List of the Australian Securities Exchange. As consideration for the collaboration agreement, the Company was allotted 10,000,000 shares in CDH.

CDH changed its name to Handini Resources Limited and was admitted to the Official List of the ASX on 22 October 2008.

The Company considers that the in specie distribution (i.e. capital reduction) of Handini Shares to be the most effective way to provide value to Shareholders.

If Shareholders approve Resolution 3, the Company will distribute 10,000,000 Handini shares. Any in specie distribution of Handini Shares will be to Eligible Shareholders (being Shareholders registered at the Record Date) on a pro rata basis (subject to fractional entitlements being rounded down) by way of an equal capital reduction under section 256B of the Corporations Act.

The Company currently has 79,239,253 shares on issue, as such, shareholders will be entitled to approximately:

- one Handini Share for every 7.9 shares held.

Eligible Shareholders would not be required to pay any additional consideration for the Handini Shares as the Company would make an appropriate capital reduction to reflect the distribution. The terms of the Capital Reduction are the same for each Eligible Shareholder. If Resolution 3 is approved, each Eligible Shareholder will still own the same number of

Shares and therefore the proportion of ownership interests of each Eligible Shareholder in the Company remains the same before and after completion of the Capital Reduction.

The proposed timetable for the completion of the Capital Reduction is as follows:

Event	Time
Notice of Annual General Meeting	26 October 2009
Annual General Meeting	30 November 2009
Ex date for Capital Reduction	2 December 2009
Record Date for Capital Reduction	8 December 2009
Proposed Dispatch Date	15 December 2009

2. Legal Requirements

Section 256B (1) of the Corporations Act provides that a company may reduce its share capital if the reduction:

- (a) is fair and reasonable to the company's shareholders as a whole;
- (b) does not materially prejudice the company's ability to pay its creditors; and
- (c) is approved by shareholders under section 256C of the Corporations Act.

The proposed Capital Reduction is an equal reduction as:

- (a) it relates only to Shares;
- (b) it applies to each holder of Shares in proportion to the number of Shares they hold; and
- (c) the terms of the Capital Reduction are the same for each holder of Shares.

The Directors are of the opinion that the proposed Capital Reduction by the distribution in specie of 10,000,000 Handini Shares on a pro-rata basis to the Eligible Shareholders:

- (a) does not materially prejudice the Company's ability to pay its creditors;
- (b) will not result in the Company being insolvent at the time of the Capital Reduction or become insolvent as a result of the Capital Reduction; and
- (c) is fair and reasonable to Shareholders as a whole because they are all treated in the same manner, as the distribution of Handini Shares is on a pro rata basis.

3. Effect of Capital Reduction and *In Specie* Distribution

Effect on Shares

The number of shares in the Company currently on issue will remain unchanged as a result of the proposed capital reduction.

Effect on Options

The Company currently has the following unlisted options on issue. In accordance with Rule 7.22.3 of the Listing Rules, the number of unlisted Options on issue will remain the same however, the exercise price of each option will be reduced by the same amount as the amount returned in respect to each Coal FE Share.

The value of the capital reduction will be determined by the share price of Handini Shares at the entitlement distribution date.

Based upon the current Handini Share price of \$0.44, with an estimate capital reduction of \$4,400,000, the exercise price of the unlisted Options will be reduced as noted below.

No of Options	Expiry Date	Current Exercise Price	New Exercise Price after Capital Reduction*
35,862,126 - listed	31 December 2009	\$0.20	\$0.1445
8,500,000 – unlisted	31 December 2009	\$0.20	\$0.1445

* Final amount of the reduction will be calculated after the record date.

Options

Holders of unlisted Options will not be entitled to participate in the proposed reduction of capital however, they may exercise their options prior to the Entitlement Date if they wish to participate.

Impact of Proposed Capital Reduction

The impact of Resolution 1 on Coal FE shareholders can be shown using a hypothetical case example of a shareholder who owns 50,000 Coal FE Shares on the Entitlement Date. That shareholder will receive a distribution in specie of the following Handini Shares on the prorata entitlement calculation of

$$D = \frac{A \times C}{B} = \frac{50,000 \times 10,000,000}{79,239,253} = 6310$$

where:

D = the number of Handini Shares being distributed to the shareholder in satisfaction of the capital reduction;

A = the number of Coal FE Shares held by the shareholder on the Entitlement Date;

B = the total number of Coal FE Shares on issue on the Entitlement Date;

C = the total number of Handini Shares which are being distributed to Coal FE Shareholders.

The reduction of capital for each Coal FE Share on issue and the value of the reduction of the exercise price of each option will be calculated with reference to the last trading price of Handini shares on the entitlement distribution date. Assuming a \$0.44 price, the reduction will be as follows:

$$R = \frac{RSV}{B} = \frac{4,400,000}{79,239,253} = 5.55 \text{ cents}$$

where:

R = the reduction of capital per Coal FE Share;

RSV = the value of the 10,000,000 is assessed at \$4,400,000; and

B = the total number of Coal FE Shares on issue on the Entitlement Date

To assist shareholders, the following are examples of what the reduction of capital and the reduction in the exercise price of the options, might be like based on the Handini share price on the entitlement distribution date:

Handini Share Price	Value of RSV	Reduction in Capital (cents)	New Option exercise price (cents)
\$0.35	\$3,500,000	4.44	16.21
\$0.40	\$4,000,000	5.05	14.95
\$0.45	\$4,500,000	5.68	14.32
\$0.50	\$5,000,000	6.31	13.69
\$0.55	\$5,500,000	6.94	13.06

4. Tax implications for Shareholders

The information in this section should not be viewed as specific tax advice and is intended as a general guide only. Each Shareholder should obtain specific taxation advice on the treatment of the Capital Reduction, taking into account their particular circumstances.

The summary in this section contains a general description of the tax consequences that could arise for Eligible Shareholders as a consequence of the Capital Reduction. Shareholders who are not residents of Australia for tax purposes should also seek their own guidance in relation to the likely taxation consequences arising from the Capital Reduction under the laws of the country of their residence.

The general description in this section is only relevant in relation to the Australian taxation position of Eligible Shareholders who hold Shares on capital account and does not apply to Shareholders who hold Shares on revenue account or as trading stock.

An in specie distribution (i.e. capital reduction) or part of an in specie distribution can in certain circumstances be treated as a dividend for Australian tax purposes. The dividend component will be that amount of the in specie distribution by which the:

- (a) Company does not reduce share capital; or
- (b) Commissioner of Taxation (Commissioner), upon a review of the in specie distribution, determines includes profits of the Company.

The Company intends to reduce the share capital by an amount equal to the value of the Capital Reduction. A dividend will only arise if the Commissioner, upon a review of a Capital Reduction, determines that the Capital Reduction includes profits of the Company.

Absolute certainty regarding the Commissioners view in relation to a Capital Reduction can only be achieved by obtaining a binding ruling from the Australian Tax Office (ATO).

The Company does not intend to obtain a binding ruling from the ATO, the Company will advise Shareholders as to those portions of the Capital Reduction which in its view is likely to be treated by the ATO as a dividend and as a return of capital.

Treatment of Dividend Component of In Specie Distribution

- (a) The Company will not have the ability to attach franking credits to that portion of the Capital Reduction that is a dividend.
- (b) Australian resident Eligible Shareholders will be taxed at marginal rates on the value of the dividend.
- (c) For Australian resident Eligible Shareholders who have not advised the Company of their tax file number (TFN) prior to the in specie distribution, the Company will have an obligation to remit withholding tax to the ATO based on the value of the dividend.
- (d) For non-resident Eligible Shareholders the non-resident withholding tax will apply to the value of the dividend. The rate of withholding in relation to the value of the dividends will depend on the non-resident Eligible Shareholders country of residence. The Company will have an obligation to remit withholding tax to the ATO based on the value of the dividend.
- (e) The Company reserves the right to retain from each Eligible Shareholder such number of Handini Shares as equates to the amount of withholding tax that has to be withheld and paid to the ATO on behalf of that Eligible Shareholder which will be done as soon as practicable after the Record Date as follows:
 - (i) The Company will calculate the amount of withholding tax that has to be withheld and paid to the ATO on behalf of that Eligible Shareholder by reference to the value of the Handini Shares as at the Record Date.
 - (ii) The Company will calculate the number of Handini Shares it has to retain and sell to pay withholding tax to the ATO on behalf of that Eligible Shareholder.
 - (iii) The Company will retain and sell on behalf of that Eligible Shareholder such number of Handini Shares as required for the Company to pay withholding tax to the ATO on behalf of that Eligible Shareholder. The price of the Handini Shares may vary from time to time (assuming a liquid market is available) and as such the Company will retain for sale such number of Handini Shares as it shall in its absolute discretion determine necessary to sell to pay all of the withholding tax to the ATO.
 - (iv) On completion of the sale of the retained Handini Shares and the payment of the withholding tax to the ATO on behalf of that Eligible Shareholder the Company will account to the Eligible Shareholder for the sale and payment to the ATO and pay the net proceeds of sale after the payment to the ATO to the Eligible Shareholder.
 - (v) The Capital Reduction is being represented and satisfied by the distribution to Eligible Shareholders of Handini Shares the prices for which may vary from time to time (assuming a liquid market is available) and as such the net proceeds of sale payable to Eligible Shareholders, after the payment to the ATO, may be more or less than the notional dollar value of the Capital Reduction as in this Explanatory Memorandum.
- (f) If the Company retains and sells Handini Shares on behalf of an Eligible Shareholder then such sale may give rise to a tax liability to Eligible Shareholders depending on their specific circumstances.

Treatment of Capital Component of In Specie Distribution

- (a) Eligible Shareholders will not be entitled to roll-over relief from capital gains tax with respect to the receipt of Handini Shares by way of in specie distribution (i.e. capital reduction).
- (b) If the value of the Handini Shares received by an Eligible Shareholder (less the amount which is treated as a dividend) is less than the cost base of the Eligible Shareholders Shares, then the receipt of the return of capital (i.e. the Handini Shares) should not be subject to tax.
- (c) For the purpose of calculating any capital gain or loss on the future disposal of Shares, the cost base of each Share will be reduced by the value of the Handini Shares received, after reducing that value for the amount which is treated as a dividend.
- (d) If the value of the Handini Shares (after reducing that value for the amount which is treated as a dividend) received by an Eligible Shareholder is greater than the existing cost base of the Eligible Shareholders Shares, then a taxable gain may arise at the time of the in specie distribution becoming effective.
- (e) For non-resident Eligible Shareholders, receipt of the in specie distribution will generally not result in a liability for Australian capital gains tax, unless the Eligible Shareholder (together with associates) has held greater than 10% of the Company at any time in the 2 years prior to the distribution for a period of at least 12 months.

5. Overseas Shareholders

Distribution of the Handini Shares to Eligible Shareholders under the Capital Reduction will be subject to legal and regulatory requirements in their relevant jurisdiction. If the requirements of any jurisdiction where the Eligible Shareholder is resident are held to restrict or procure the distribution of securities as proposed or would impose on the Company an obligation to prepare a prospectus or other similar disclosure document or otherwise impose on the Company an undue burden, the Handini Shares to which the relevant Eligible Shareholder is entitled will be sold by the Company on their behalf as soon as practicable after the Record Date and the Company will then account to those Eligible Shareholders for the net proceeds of sale after deducting the costs and expenses of the sale.

The Capital Reduction is being represented and satisfied by the distribution to Eligible Shareholders of Handini Shares the prices for which may vary from time to time (assuming a liquid market is available) and as such the net proceeds of sale to such Eligible Shareholders may be more or less than the notional dollar value of the Capital Reduction as in this Explanatory Memorandum.

6. Advantages and Disadvantages of the Capital Reduction

The principal advantages and disadvantages to Shareholders of the Capital Reduction is as follows:

Advantages

- (i) Returns value to Shareholders from an asset that is a non core asset.
- (ii) Returns value to Shareholders without the need for Shareholders to dispose of Coal FE securities.

Disadvantages

The Directors believe there are no disadvantages, particularly as all Shareholders are participating on a pro-rata basis.

7. Recommendation

The Directors consider the proposed Capital Reduction to be fair and reasonable to Shareholders as a whole and the advantages outweigh the disadvantages.

5. ENQUIRIES

Shareholders are required to contact the Company Secretary on (+ 61 8) 9325 3000 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

Annual General Meeting means the meeting convened by the Notice of Meeting.

Board means the current board of Directors of the Company.

Capital Reduction means the capital reduction in Resolution 1.

Coal FE means a fully paid ordinary share in the capital of the Company.

Company means Coal FE Resources Limited (ABN 41 121 969 819).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current Directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Handini Share means a fully paid ordinary share in the capital of Handini Resources Limited ABN 40 115 095 264.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the explanatory statement.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

WST means Western Standard Time as observed in Perth, Western Australia.

COAL FE RESOURCES LIMITED

ABN 41 121 969 819

PROXY FORM

The Company Secretary
Coal FE Resources Limited
PO Box 8508
PERTH WA 6849
Ph (08) 9325 3000
Fax (08) 9325 3099

ANNUAL GENERAL MEETING

I/We

[Empty box for name of member(s)]

being a member(s) of Coal FE Resources Limited and entitled to attend and vote at the Annual General Meeting, hereby

Appoint

[Empty box for name of proxy]

Name of proxy

OR

Mark this box if you wish to appoint the Chair of the Annual General Meeting as your proxy

or failing the person/body corporate so named or, if no person/body corporate is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting of the Company to be held at 5.00pm (WST), on 30 November 2009 at Wembley hotel, 344 Cambridge Street, WEMBLEY WA 6014, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Dato A Ramiah	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Reduction of Capital and In Specie Distribution of Handini Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of Resolutions 1 to 3 please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 to 3 and that votes cast by the Chair of the Annual General Meeting for Resolutions 1 to 3 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolutions 1 to 3 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 3.

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is

Signed this _____ day of _____ 2009 _____ %

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

COAL FE RESOURCES LIMITED
ABN 41 121 969 819

Instructions for Completing the Proxy Form

1. A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. Where a member's holding is in one name the holder must sign. Where the holding is in more than one name, all members should sign.
3. Where a Proxy Form of a corporate representative is lodged and is executed under a power of attorney, the power of attorney must be lodged in like manner as this Proxy Form.
4. Corporate members should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

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

5. Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
6. To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) By hand delivery or post to the Company's Share Registry at 770 Canning Highway, APPLECROSS WA 6153; or
 - (b) By facsimile on +61 8 9325 3099,

so that it is received not later than 5.00 pm (WST) on 27 November 2009.

Proxy forms received later than this time will be invalid.