



HIGHLANDS PACIFIC LIMITED ARBN 078 118 653
Incorporated in Papua New Guinea

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NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that a Special Meeting of members of Highlands Pacific Limited will be held in the Sogeri Room at the Hideaway Hotel, Morea Tobo Road, Six Mile, Port Moresby, Papua New Guinea on Wednesday, 5th December 2007, at 2:00pm (Brisbane and Port Moresby time).

AGENDA

ORDINARY BUSINESS

1. Sale of the Kainantu Gold Mine and surrounding Exploration Licences

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

"That for the purposes of Listing Rule 11.2 and all other purposes, shareholders approve the sale by the Company of its interest in the Kainantu Gold Mine and surrounding Exploration Licences on the terms set out in the accompanying Explanatory Memorandum."

The Company will, in accordance with Rule 14.11 of the Listing Rules of the ASX Limited disregard any votes cast in respect of this resolution by Barrick Gold Corporation and any of its associates and any other person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company will not disregard any votes on the resolution 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.

2. Ratification of the issue of options to Kainantu Banking Syndicate

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

"That for the purposes of Listing Rule 7.4 and all other purposes shareholders ratify the issue of 21,000,000 options in the Company to the Kainantu Banking Syndicate comprising Société Generale Australia Branch, FirstRand Ireland plc and ABN AMRO Bank N.V. (Australian Branch) at an exercise price of AUD0.20 each, the terms of which are set out in the Explanatory Memorandum."

The Company will, in accordance with Rule 14.11 of the Listing Rules of the ASX Limited disregard any votes cast in respect of this resolution by Société Generale Australia Branch, FirstRand Ireland plc and ABN AMRO Bank N.V. (Australian Branch) and any associates of the same.

However, the Company will not disregard any votes on the resolution 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.

Proxy

As a member of the Company you are entitled to appoint a proxy to attend this meeting on your behalf. The proxy does not need to be a member of the Company. If you are entitled to cast two (2) or more votes, you are entitled to appoint not more than two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you wish to appoint a proxy, please fill out, sign and return the attached proxy form as directed by the notes on the proxy form.

For the purposes of the meeting, shares will be taken to be held by the persons who are the registered holders at 2:00pm (Port Moresby and Brisbane time) on Monday 3rd December 2007. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Incorporation of Explanatory Memorandum

The Explanatory Memorandum to Shareholders attached to this Notice of Special Meeting, is hereby incorporated into and forms part of this Notice of Special Meeting.

By Order of the Board



C.T. LENNON
COMPANY SECRETARY

14 November 2007

Highlands Pacific Limited

ARBN 078 118 653

EXPLANATORY MEMORANDUM

The purpose of this Explanatory Memorandum is to provide shareholders with information to assist them in assessing the merits of the resolutions contained in the accompanying Notice of Special Meeting of Highlands Pacific Limited (**Highlands**).

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Resolution 1 – Sale of the Kainantu Gold Mine and surrounding Exploration Licences

Background

Construction of the Kainantu Gold Mine began in the March 2004 quarter and commenced operations in the March 2006 quarter. The mine had been designed to produce in excess of 100,000 ounces of gold a year.

When the decision was made to commence construction of the Kainantu Mine, a USD31 million project loan was taken out. As a requirement by the Banking Syndicate of Highlands accepting this loan, the Company was required to take out flat forward gold contracts (hedging) to the extent of approximately 55% of the scheduled production ounces (originally 275,000 ounces). At the time these hedges were taken out, during the March 2004 quarter, the gold price was around USD400 per ounce and the hedges were set at USD405 per ounce. These hedges gave protection to the project in case the gold price fell.

As shareholders are no doubt aware the mine has not produced at expected levels since opening; in fact until the recent change in management, production had only ever reached a rate of 20-25,000 ounces per year. Throughout this period of operations the hedges have had to be rolled (deferred) several times due to insufficient production to be able to deliver into the hedging contracts. When gold deliveries had to be made as required by the hedging and production was insufficient, the gold had to be purchased on the spot market at substantially higher cost than the USD405/oz hedged price.

The poor mine operating performance and the dramatic increase in the gold price resulted in the gold hedging liability rising to over USD90 million. The combination of these two factors has put a great financial strain on the Company, to the extent now that without a significant capital injection or the proposed sale of Kainantu, Highlands would have difficulty continuing as a going concern. This was made clear in both the last Annual Report and in the most recent Half Year Report.

This was despite the changes that the Company made earlier in the year, involving a new Managing Director and a new management team at the Mine. It has become apparent that these changes were not going to bring improvement quickly enough to relieve the Company of the financial stress; while gold production improved, the gold hedging liability increased dramatically as the gold price spiralled.

This cash sale to Placer Dome Oceania Limited (a wholly owned subsidiary of Barrick Gold Corporation) would provide an opportunity for Highlands to realise a fair value for the Kainantu Gold Mine and surrounding Exploration Licences, repay the outstanding loan and close out the hedge book. Effectively, the Company would then be debt free.

The end result would be that Highlands would have approximately USD29 million in cash, and it would maintain its ongoing interest in the world-class Ramu and Frieda projects. It would also retain the gold tenements at Wau in PNG.

As at 9 November 1 AUD = 0.93 USD.

Terms of Sale

The purchase price of USD141.5 million is a cash consideration for the purchase of assets detailed below (Asset Sale). Settlement date is targeted at 11 December 2007.

The purchasing entity is Placer Dome Oceania Limited (the Purchaser), a wholly owned subsidiary of Barrick Gold Corporation. The Barrick Group owns 95% of the Porgera Gold Mine and is the world's largest gold producer.

The assets being sold are as follows:

- Kainantu Gold Mine (ML 150, LMP 78, ME 80 and ME 81)
- EL 470 – Bismark
- EL 693 – Oro
- EL 1049 – Yar Tree
- EL 1341 – Kainantu
- EL 1399 – Young Creek
- EL 1400 – Goroka
- EL 1277 – Kesar Creek

The agreement is conditional upon the following:

- obtaining Highlands shareholder approval;
- obtaining approval from the Minister of Mines in relation to the transfer of the Mining Tenements and Exploration Tenements;
- all necessary consents and approvals being received in relation to the transfer of the environmental permits;
- arrangements being entered into with the Billimoia Landowners to the satisfaction of the Purchaser; and
- the security held by the Kainantu Banking Syndicate over the Mining Tenements being released.

While it is expected that the transfer of the Mining Licences and Exploration Licences will be approved by the Papua New Guinea Government through the Department of Mines at the same time, the agreement does allow the Purchaser to withhold monies if certain licences are not transferred by settlement date. The table below details the amounts able to be withheld by the Purchaser under those circumstances. Should any transfers not be approved by the settlement date, both Highlands and the Purchaser would continue the transfer process until all such transfers are received. At such time the balance of the purchase price would be paid by the Purchaser.

	USD Million
Kainantu Gold Mine (ML 150, LMP 78, ME 80 and ME 81)	92
EL 470 – Bismark	19
EL 693 – Oro	6
EL 1049 – Yar Tree	4.25
EL 1341 – Kainantu	4.25
EL 1399 – Young Creek	4
EL 1400 – Goroka	9
EL 1277 – Kesar Creek	3

The agreement also has provision for the Asset Sale to convert to a sale of shares in Highlands Kainantu Limited (Share Sale) at Barrick's sole discretion. Highlands Kainantu Limited is the holder of the mining and exploration licenses, and the environment permits. The sale of Highlands Kainantu Limited would mean that there is no need to request the transfer of these licences and permits by the Papua New Guinea Government Departments. The purchaser has until the 15th November to complete its due diligence on Highlands Kainantu Limited. At such time it can elect to negotiate a Share Sale of equivalent cash value, if conditions precedents for the Asset Sale had not been satisfied.

However, if the Purchaser did not wish to go through with the Share Sale, then the agreement provides for a reversion to an Asset Sale. Under those circumstances, Highlands and the Purchaser would continue to work to obtain the necessary transfers to enable the Asset Sale to be completed. If these transfers were not achieved by 31 December 2007 or a later date agreed by both parties the agreement would terminate.

Highlands will provide updates throughout the sale process on the status of the transfer process and/or the election by the Purchaser to accept a Share Sale.

All major contracts relating to the Kainantu Mine are to be novated in favour of the Purchaser with the exception of the Smelting and Refining Contract. This is subject to consent from the other party to each of the relevant contracts. In that case, under the Asset Sale scenario, Highlands would notify the other party to the contract that it will be terminating the contract once settlement takes place. However, Highlands will continue to ship concentrate up to the date of settlement and will be entitled to receive the proceeds of sale of that concentrate. If the transaction is converted to a Share Sale then all contracts will remain with Highlands Kainantu Limited and the novation of the contracts will not be necessary.

Barrick has committed to employing all permanent employees and also to honour prior commitments to landowners with regard to a 5% interest in ML150 on commercial terms. For its part, Highlands has committed K1.2million to an Education Endowment Fund for the local landowners, so there remains a legacy from the Company to help advance the opportunities for the young people of the district.

At this stage Highlands and the purchaser see no reason why the transaction will not go ahead as the proposed Asset Sale, with all transfers and approvals received by settlement date.

The Future of Highlands

Post-settlement, Highlands will pursue advanced gold and base metal opportunities with particular focus on Australasia, utilizing its strong cash position of approximately USD29 million. However, Highlands will maintain its interest in the two world class projects – the Ramu nickel/cobalt project and the Frieda River copper/gold project. It has also retained an exploration licence, EL 1340 (Bulola), in the Wau region of PNG.

Ramu nickel/cobalt project

Highlands Pacific has an 8.56% interest in the world class Ramu project carried to production, and this will increase to 11.3% at no cost to the Company after the debt raised to finance the project has been repaid. At that time - project debt having been repaid - Highlands will also have the option to purchase an additional 9.25% in the project at fair market value, which would take the Company's total interest to 20.55%.

China Metallurgical Construction Group (MCC) manages and operates the Ramu Joint Venture and is responsible for arranging 100% of the project development costs. An important feature of the joint venture is that the development of the project will be non-recourse to Highlands Pacific with respect to the debt funding, while the equity funding is a free carry to Highlands in respect to its 8.56% interest. This means that the Ramu project will not require any cash injection from Highlands.

It is anticipated that Ramu will produce intermediate products containing some 32,000 tonnes of nickel and 3,200 tonnes of cobalt per annum when fully operational and has an operating life estimated to be in excess of 20 years. Highlands' annual share of product while it has an 8.56% interest in the project is 2,740 tonnes of nickel and 274 tonnes of cobalt. At today's nickel and cobalt prices, this equates to over USD100 million in potential revenue annually. The project is expected to be commissioned in the second half of 2009.

To date, MCC have expended / committed in excess of USD155 million on Ramu, and a definitive metallurgical test work program has been substantially completed. This work is being used to provide final design criteria for the processing plant and slurry pipeline design. Some 76% of total earthworks at the process plant site have been completed and at present there are approximately 240 MCC employees engaged on site. Commitments have been made for major plant, including the autoclave manufacture.

Frieda River copper/gold project

Highlands Pacific has a 16.22% interest carried through bankable feasibility stage in the world-class Frieda porphyry copper/gold deposit in joint venture with Xstrata Frieda River Limited (Xstrata Copper) and OMRD Frieda Co. Limited (OMRD).

The Joint Venture covers Exploration Licenses 58 and 1212 but currently excludes the high grade Nena deposit which could be included subject to Xstrata Copper making an option payment of USD10.8 million to Highlands. To maintain its interest in the project Xstrata Copper must complete a bankable feasibility study by January 2012. This project will require no cash from Highlands up to the completion of this feasibility study assuming Xstrata Copper remains in the joint venture. Xstrata Copper is the project operator.

The Frieda River Joint Venture has an approved budget of USD11 million for the 2007 year. The current year to date expenditure is in excess of USD7 million with some 63 people engaged on site at present.

The work program for 2007 is focusing on the completion of a scoping study to test various options for developing Frieda. The study is examining the infrastructure requirements, the geological resource model, mining options, environmental impacts, community relations and metallurgical processing options.

The Frieda work program includes 8,000 meters of diamond drilling designed to test extensions to the current porphyry resource as well as collecting metallurgical samples for comminution and flotation test work. To date nearly 7,000 meters have been drilled.

An assessment of the Nena drilling intersections has shown that approximately 70% of the copper resource is supergene (chalcocite) mineralization and therefore likely to be amenable to a pre-flotation leach process which is currently being laboratory tested. While recognised as having some metallurgical complexities, the inclusion of the high grade Nena mineral deposit using this treatment method, is likely to significantly improve the financial performance of the project.

Exploration prospects

Highlands has retained a significant exploration license, EL 1340 (Bulolo), which covers the western portion of the Wau-Bulolo Graben. The area has historical production of some 4 million ounces of alluvial gold and is host to the Hidden Valley deposit that is currently being developed by Harmony Gold Mining Co. Limited.

Highlands discovered both the Kobiak and Yangalemu prospects within EL 1340 in 1993 and 1994 respectively, with both yielding significant gold grades from trenching and limited drilling. With the shift in focus to the Ramu, Frieda and Kainantu projects, little progress has been made there in recent years. However, with gold prices at a record high, both the Kobiak and Yangalemu prospects will be the subject of renewed exploration in 2008.

Pro-forma Balance Sheet

The following page details an estimated consolidated pro-forma balance sheet for Highlands following completion of the sale of the Kainantu Gold Mine and surrounding Exploration Licences as provided for in the Asset Sale. The estimated pro-forma balance sheet is based upon Highlands' 30 June 2007 PricewaterhouseCoopers reviewed balance sheet, after allowing for the effects of the sale transaction and other estimated operating transactions between 30 June 2007 to the target settlement date of mid December 2007.

Recommendation

Each of the directors recommend the sale of the Kainantu Gold Mine and surrounding Exploration Licences to Placer Dome Oceania Limited a wholly owned subsidiary of Barrick Gold Corporation for USD141.5 million cash for the reasons set out above and recommends that you vote in favour of this resolution.

Consolidated Balance Sheet	30-Jun-07 USD 000's	Est. Operating Transactions USD 000's	Kainantu Sale USD 000's	Pro-forma Balance Sheet USD 000's
Current Assets				
Cash and cash equivalents	13,483	(13,000)	28,730	29,213
Inventories	6,121	(3,121)	(3,000)	0
Receivables and prepayments	382	(280)		102
Total Current Assets	19,986	(16,401)	25,730	29,315
Non-Current Assets				
Property, plant and equipment	10,463		(9,978)	485
Exploration & evaluation expenditure	26,000			26,000
Mineral properties	10,000		(10,000)	0
Total Non-Current Assets	46,463	0	(19,978)	26,485
Total Assets	66,449	(16,401)	5,752	55,800
Current Liabilities				
Trade and other creditors	8,164	(7,396)		768
Derivative financial instruments	17,091	6,500	(23,591)	0
Borrowings	14,270		(14,270)	0
Provisions	90	(89)		1
Total Current Liabilities	39,615	(985)	(37,861)	769
Non-Current Liabilities				
Provisions	1,127		(1,102)	25
Derivative financial instruments	52,070	17,500	(69,570)	0
Borrowings	5,500		(5,500)	0
Total Non-Current Liabilities	58,697	17,500	(76,172)	25
Total Liabilities	98,312	16,515	(114,033)	794
Net Assets	(31,863)	(32,916)	119,785	55,006
Shareholders Equity				
Paid up capital	274,553			274,553
Reserves	(9,553)			(9,553)
Retained earnings	(296,863)	(32,916)	119,785	(209,994)
Total Shareholders Equity	(31,863)	(32,916)	119,785	55,006

This projection is not audited and is only an estimate based on management's knowledge of likely events that will occur up to the planned settlement date of the Asset Sale on 11 December 2007.

Resolution 2 – Ratification of the issue of 21,000,000 options to the Kainantu Banking Syndicate

Background and reason for the proposal

In August 2007 the Company announced that the Kainantu Banking Syndicate (the Syndicate) had deferred a number of financial commitments that had been entered into with Highlands Pacific. This deferral on financial commitments allowed the Company to continue to operate the mine and avoid pending solvency issues. As consideration for this deferral of financial commitments the Company issued the Syndicate with 21,000,000 options (7,000,000 options to each of the three financiers).

The issue of the options did not require shareholder approval as it was done within the Company's capacity to issue securities without shareholder approval pursuant to Listing Rule 7.1. This Listing Rule provides that a listed company may not in any 12 month period issue more than 15% of the total number of issued securities unless shareholders otherwise approve.

The purpose of resolution 2 is to ratify the issue of the options, so that for the purpose of Listing Rule 7.1 these options are not counted in the calculation of securities issued in the last 12 months without shareholder approval. This will increase the Company's capacity to issue further securities without shareholder approval in accordance with Listing Rule 7.1.

Pursuant to Listing Rule 7.5, the following information is supplied to shareholders:

Number of Securities Allotted:	21,000,000 options
Option holders:	Societe Generale Australia Branch FirstRand Ireland plc ABN AMRO Bank N.V. (Australian Branch)
Issue Date:	22 October 2007
Issue Price:	No issue price. The deferral had the effect of providing the Company with working capital of approximately USD12 million that would have been consumed by financial commitments.
Intended use of proceeds:	The funds raised when the options are exercised will be used by the Company for working capital
Exercise Price:	AUD0.20 per option
Expiry Date:	21 August 2010

Voting exclusion

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast by the Societe Generale Australia Branch, FirstRand Ireland plc and ABN AMRO Bank N.V. (Australian Branch) and their associates in respect of this resolution.

Since the Syndicate and the Company agreed on the deferral of financial commitments in August 2007 the Company's shares have traded in a range of AUD0.115 to AUD0.20. At the close of trading on 22 October 2007, the date the options were issued the Company's share price was AUD0.12.

The full terms of the options are set out in Attachment A.

Recommendation

Each of the directors recommends the ratification of the issue of 21,000,000 options to the Kainantu Banking Syndicate comprising Soci t  Generale Australia Branch, FirstRand Ireland plc and ABN AMRO Bank N.V. (Australian Branch) for the reason set out above and recommends that you vote in favour of this resolution.

ATTACHMENT A

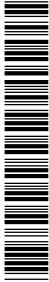
Terms and Conditions of the Options issued to the Kainantu Banking Syndicate

- Each option will entitle the option holder to subscribe for 1 fully paid ordinary share in the Company ("Share") upon exercise of the option and payment of the exercise price.
- Each option will be exercisable at an exercise price of AUD0.20
- The options can be exercised anytime after issue, prior to the expiry date.
- Each option will be exercisable by giving notice of exercise to the Company, and paying the exercise price for the option.
- Options will not confer an entitlement to receive dividends declared and paid by the Company, nor an entitlement to vote at general meetings of the Company.
- Subject to the Company's constitution, each share issued on the exercise of an option will rank equally in all respects with other issued shares.
- The option holder will not be entitled to participate in new issues without exercising the options.
- The Company will not apply to ASX for official quotation of the options.
- The Company will apply for official quotation by ASX of the Shares issued upon exercise of options within the time period required by the ASX listing rules.
- Options not exercised prior to the expiry date being 21 August 2010 will lapse.
- In the event of a reorganisation of the capital of the Company, the rights of the option holder will be changed to the extent necessary to comply with the listing rules of the ASX applying to a reorganisation of capital at the time of the reorganisation.
- If the capital of the Company is reconstructed, the number of options and / or the exercise price of the options will be correspondingly reconstructed in a manner which will not result in any additional benefits being conferred on option holders which are not conferred on shareholders.

TO LODGE A PROXY FORM:
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Facsimile +61 7 3237 2152

Kina Securities Limited
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Port Moresby
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FOR ALL ENQUIRIES CALL:
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MR JOHN SMITH 1
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123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

 **FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECEIVED BY TUESDAY 4TH DECEMBER 2:00 PM (BRISBANE/POM TIME)**



YOUR SECURITYHOLDER INFORMATION IS AVAILABLE ONLINE, SIMPLY VISIT:
www.investorcentre.com.au

- Review your securityholding
- Update your securityholding

YOUR SECURE ONLINE ACCESS INFORMATION

SRN/HIN: I1234567890

POST CODE: 3030

! FOR SECURITY REASONS IT IS
IMPORTANT THAT YOU KEEP
YOUR SRN/HIN CONFIDENTIAL.

HOW TO COMPLETE THIS PROXY FORM *Please read these notes prior to completion of the voting form.*

VOTES ON ITEMS OF BUSINESS

Voting 100% of your holding. You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction. 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.

Voting a portion of your holding. You may 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. The sum of the votes cast on each item or the percentages for and against an item must not exceed your voting entitlement or 100%.

A proxy need not be a securityholder of the Company.

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 appoint two proxies you must specify the proportion or number of votes each proxy may exercise, otherwise each proxy may exercise half of the votes. Fractions of votes will be disregarded. A separate Proxy Form should be used for each proxy. You can obtain additional forms by telephoning the company's share registry or you may copy this form. If you lodge two proxies please lodge both forms together.

SIGNING INSTRUCTIONS

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 by telephoning the company's share registry or at www.computershare.com.

LODGEMENT OF A PROXY FORM. This Form (and any Power of Attorney under which it is signed) must be received at an address given above no later than 24 hours before the commencement of the meeting at 2:00pm (Brisbane and Port Moresby time), Wednesday 5th December 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

STEP 1 APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a member/s of Highlands Pacific Limited hereby appoint

Form for appointing the Chairman of the Meeting, including a box for the name and the word 'OR'.

Please leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 Special Meeting of Highlands Pacific Limited to be held at Sogeri Room at the Hideaway Hotel, Morea Toba Road, Six Mile, Port Moresby, Papua New Guinea on Wednesday 5th December 2007 at 2:00pm (Brisbane and Port Moresby time) and at any adjournment of that meeting.

STEP 2 ITEMS OF BUSINESS

PLEASE NOTE: 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.

ORDINARY BUSINESS

For Against Abstain

Table with 2 rows of business items and 3 columns for voting directions (For, Against, Abstain).

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

SIGN SIGNATURE OF SECURITYHOLDER(S) This section must be completed.

Individual or Securityholder 1

Signature box for Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Signature box for Securityholder 2

Director

Securityholder 3

Signature box for Securityholder 3

Director/Company Secretary



I 1234567890

IND

00001 000 HIG
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of name and/or address. If your name and/or address is incorrect, please mark this box and make the correction on this form. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes. Please note, you cannot change ownership of your securities using this form.