SPIRIT TELECOM LIMITED
ACN 089 224 402

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Tuesday, 20 November 2018

Time of Meeting:
1:00PM (AEDT)

Place of Meeting:
Baker McKenzie
Level 19
181 William Street
Melbourne Victoria, 3000

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay

SPIRIT TELECOM LIMITED

ACN 089 224 402
Registered office: Level 4, 100 Albert Road, South Melbourne Victoria 3205

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of Spirit Telecom Limited (the "Company") will be held at the offices of the offices of Baker McKenzie, Level 19, 181 William Street, Melbourne, Victoria, 3000 at 1:00PM (AEDT) on Tuesday, 20 November 2018.

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2018.

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2018 be adopted."

Resolution 2: Re-election of Mr Terence Gray as a Director of the Company

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

"That Mr Terence Gray, who retires pursuant to the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 3: Adoption of Employee Incentive Plan

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

"That for the purposes of ASX Listing Rule 7.2 exception 9(b), and for all other purposes, approval is given to the issue of securities and the implementation of a new Employee Incentive Plan which replaces the previous shareholder approved Employee Security Ownership Plan as an exception to ASX Listing Rule 7.1 on the terms and conditions as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 4: Approval to issue 512,820 Performance Rights to Mr Geoff Neate (or his nominee)

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to grant up to 512,820 Performance Rights (being a right to acquire up to 512,820 fully paid ordinary shares in the Company subject to satisfaction of relevant performance conditions) for no consideration to Mr Geoff Neate (a Director of the Company), or his nominee, as described in the Explanatory Statement accompanying this Notice of Meeting."

SPECIAL BUSINESS

Resolution 5: Approval of 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a special resolution:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

By order of the Board



Melanie Leydin
Company Secretary

15 October 2018

Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

3. **Proxies**

   a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.

   b. Each shareholder has a right to appoint one or two proxies.

   c. A proxy need not be a shareholder of the Company.

   d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with it constitution or the Corporations Act.

   e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.

   f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.

   g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.

   h. To be effective, proxy forms must be received by the Company's share registry (Security Transfer Australia) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 1:00pm (AEDT) Melbourne time on Sunday, 18 November 2018. Any proxy received after that time will not be valid for the scheduled meeting.

4. **Corporate Representative**

   Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. **Voting Exclusion Statement:**

   Resolution 1

   The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote:

   (a) in accordance with a direction on the proxy form; or
   (b) by the Chairman of the meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

   Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chairman's box on the proxy form you acknowledge that the Chairman of the meeting will vote in favour of this item of business as your proxy. The Chairman will vote undirected proxies in favour of Resolution 1.

   Resolution 2

   There are no voting exclusions on this resolution.

   Resolution 3

   The Company will disregard any votes cast in favour on Resolution 3 by:

   - any Director (other than a Director who is ineligible to participate in any employee incentive scheme in relation to the Company); and
   - any of their associates.

   However, the Company need not disregard a vote on Resolution 3 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 the direction on the proxy form to vote as the proxy decides.

   Resolution 4

   In accordance with ASX Listing Rules, the Company will disregard any votes cast in favour on Resolution 4 by Mr Neate or by his associates.

   In addition, the Corporations Act provides that a member of the Company's Key Management Personnel as disclosed in the Remuneration Report (which includes the Directors and the Chairman) or a closely related party of that Key Management Personnel, cannot cast a vote on Resolution 4 (in any capacity).

   However, the Company need not disregard a vote on Resolution 4 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 the direction on the proxy form to vote as the proxy decides.

If you appoint the Chairman as your proxy and you do not direct the Chairman how to vote, you will be expressly authorising the Chairman to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a Key Management Personnel for the Company. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of all resolutions.

Resolution 5

The Company will disregard any votes cast in favour of Resolution 5 by any person who is expected to participate in the proposed issue or any person who will obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

6. Enquiries

Shareholders are invited to contact the Company Secretary, Melanie Leydin on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2018 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditors) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at 1300 007 001, and you may request that this occurs on a standing basis for future years. Alternatively you may access the Annual Report at the Company's website: http://www.spirit.com.au/ or via the Company's announcement platform on ASX. Except for as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the remuneration report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2018 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the remuneration report at the Annual General Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that, in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the remuneration report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Directors Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors unanimously recommend that shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

Voting Exclusions

The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chairman's box on the proxy form you acknowledge that the Chairman of the meeting will vote in favour of this item of business as your proxy. The Chairman will vote undirected proxies in favour of Resolution 1.

Resolution 2: Re-election of Mr Terence Gray as a Director of the Company

Background

The Constitution of the Company requires that at every annual general meeting, at least one Director shall retire from office and provides that such Directors are eligible for re-election at the meeting. Mr Terence Gray being eligible, offers himself for re-election.

Terence is a corporate consultant to Lodge Partners Pty Ltd offering investment management and corporate advisory services. He has over 20 years' financial markets experience including funds management and corporate finance. Terence has held roles as Head of Equities at ANZ Funds Management, Chief Investment Officer at Allianz Equity Management, Head of Research, Allianz Dresdner Asset Management and Director of Corporate Finance, Grange Securities. He has deep knowledge of funds management and the Australian equity market. His grounding as an institutional investor running large investment teams and as a corporate advisor to junior companies provides insight and expertise in company valuation, corporate fund raising and M&A activity.

Directors Recommendation

The Board (with Mr Gray abstaining), recommends that shareholders vote in favour of the re-election of Mr Gray. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Gray's re-election.

Voting Exclusions

There are no voting exclusions on this resolution.

Resolution 3: Adoption of Employee Incentive Plan

The Company is seeking shareholder approval to adopt a new Employee Incentive Plan (**EIP**) in order to assist in the motivation, retention and reward of employees of the Company and its subsidiaries. The EIP is seeking to replace the previous shareholder approved Employee Security Ownership Plan. The Board believes the EIP will form an important part of a comprehensive remuneration strategy for the Company's employees and Directors, aligning their interests with those of shareholders by linking their rewards to the long-term success of the Company and its financial performance.

ASX Listing Rule 7.1 imposes a limit on the number of equity securities which the Company can issue in a 12-month period without prior shareholder approval.

Exception 9(b) of ASX Listing Rule 7.2 provides that an issue of securities made under an employee incentive scheme (such as the EIP) is not counted for the purposes of ASX Listing Rule 7.1 provided that certain conditions have been met. One of these conditions is that members have, within the last three years, approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1. Such shareholder approval is being sought under Resolution 4. Shareholders most recently approved the current Employee Security Ownership Plan in April 2016.

The Company does not presently have any specific intention to issue equity securities that would exceed the Company's capacity to issue equity securities under ASX Listing Rule 7.1 in the absence of shareholder approval. Nevertheless, the Company wish to preserve the flexibility to issue the full 15% for each of the next three years. Approval under this Resolution 3 will provide more scope for the Company to raise additional equity if required.

The EIP has been developed to provide the greatest possible flexibility in choice to the Board in implementing the executive incentive schemes. The EIP enables the Board to offer employees and Directors a number of equity related interests, including Shares, Options and Performance Rights.

A summary of material terms of the EIP is set out as follows:

- the EIP sets out the framework for the offer of Shares, Options or Performance Rights by the Company, and is typical for a document of this nature;

- in making its decision to issue Shares, Options or Performance Rights, the Board may decide the number of securities and the vesting conditions which are to apply in respect of the securities. The Board has broad flexibility to issue Shares, Options or Performance Rights having regard to a range of potential vesting criteria and conditions;

- in certain circumstances, unvested Options or Performance Rights will immediately lapse and any unvested Shares held by the participant will be forfeited if the relevant person is a "bad leaver" as distinct from a "good leaver";

- if a participant acts fraudulently or dishonestly or is in breach of their obligations to the Company or its subsidiaries, the Board may determine that any unvested Performance Rights or Options held by the participant immediately lapse and that any unvested Shares held by the participant be forfeited;

- in certain circumstances, Shares, Performance Rights or Options can vest early, including following a change of control or other events of a similar nature. For the purposes of this rule, a relevant control event occurs in a number of scenarios in which a third party may acquire 50% or more of the Company's Shares;

- the total number of Shares that would be issued were each Option, Performance Right and Share under the EIP exercised or vested (as applicable), plus the number of Shares issued in the previous three years under the EIP, must not, at any time, exceed 5% of the total number of Company Shares on issue. Shares issued under the EIP will rank equally in all respects with other Shares and the Company must apply for the quotation of such Shares;

- the Board has discretion to impose restrictions (except to the extent prohibited by law or the ASX Listing Rules) on Shares issued or transferred to a participant on vesting of an Option or a Performance Right, and the Company may implement appropriate procedures to restrict a participant from so dealing in the Shares;

- in respect of vested Options or Performance Rights, if the Board becomes aware of an event which would have resulted in vesting criteria not being satisfied, such as a material misstatement in the Company's financial statements during the vesting period, any affected vested Options or Rights may be cancelled for no consideration;

- in the event of any reorganisation of the issued capital of the Company on, or prior to, the expiry of the Performance Rights or Options, the rights of the relevant security holder can be changed in the discretion of the Board, including to comply with the applicable ASX Listing Rules in force at the time of the reorganisation; and

- the Board is granted a certain level of discretion under the EIP, including the power to amend the rules under which the EIP is governed and to waive vesting conditions, forfeiture conditions or disposal restrictions.

A copy of the EIP is available to shareholders free of charge on request.

At the date of this Notice, no securities have been issued under the proposed EIP.

The precise number of securities to be issued by the Company to eligible employees under the EIP within the next three years cannot be presently ascertained as it will depend on a variety of factors, including the achievement of Company and individual, financial and non-financial performance measures.

Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

Voting Exclusions

The Company will disregard any votes cast in favour on this resolution by any Director (other than a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) and any of their associates.

However, the Company need not disregard a vote on this 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 the direction on the proxy form to vote as the proxy decides.

Resolution 4: Approval to Grant Performance Rights to Mr Geoff Neate (or his nominee)

Background

Resolution 4 of this Notice provide for 512,820 Performance Rights to be granted to Mr Geoff Neate (or his nominee) on the terms described below.

Performance Rights are proposed to be granted to Mr Geoff Neate (or his nominee) to align his interests with the interests of Shareholders. The grant of the Performance Rights (and the subsequent issue of Shares if certain vesting conditions are met) to Mr Geoff Neate (or his nominee) is a cash retentive form of remuneration when compared to the payment of cash consideration.

It should also be noted that the extent to which the rights will vest is dependent on the shareholder returns generated by the Company outperforming a group of peer companies, which is intended to align the interests of all Shareholders.

The establishment of an effective performance management system assists in maintaining a focus on delivering superior shareholder returns. A key role of this program is to ensure that this objective is achieved. It should be recognised that the achievement of these objectives will be to the benefit of all Shareholders, and the conversion of the performance rights can only occur if these benefits are realised.

Consistent with the desire to minimise cash expenditures, the Board believes that in order to incentivise Mr Geoff Neate (or his nominee) in line with current market practices, Performance Rights provide an appropriate and meaningful remuneration component to executive management that is aligned with Shareholder interests.

Terms of Performance Rights

Resolution 4 of this Notice provide for a total of 512,820 Performance Rights to be granted to Mr Geoff Neate (or his nominee). The Performance Rights will be issued to Mr Neate for nil consideration. The vesting of the Performance Rights is contingent on the Company achieving hurdles over a two-year performance period. Further details on how Performance Hurdles are calculated are described below.

The full terms of the Performance Rights are set out in Annexure B of this Explanatory Statement.

Performance Rights offered

The Company proposes to make grants to Mr Neate of Performance Rights under the Employee Incentive Plan (**EIP**). The Performance Rights will be issued to Mr Neate for nil consideration. The vesting of the Performance Rights is contingent on the Company achieving performance hurdles over a two-year performance period (**Performance Hurdles**). Further details on how Performance Hurdles are calculated are described below.

The number of Performance Rights granted for the two-year performance period will be 512,820 to Mr Neate.

Conversion of Performance Rights into Shares

Under the EIP, the Company is required to issue, or procure the transfer of, Shares to Mr Neate in respect of Performance Rights for nil cash consideration on:

(a) the satisfaction of the Performance Hurdles (to the extent of the satisfaction of those hurdles) for the relevant Performance Period within two years from the date of each grant of Performance Rights (**Performance Date**) provided that in the absence of special circumstances Mr Neate remains employed by the Company; or

(b) the occurrence of an Accelerated Event (more detail on the meaning of an Accelerated Event is provided below).

Performance Hurdles

Subject to an Accelerated Event, the Performance Rights will not vest unless the Performance Hurdles have been achieved by the Performance Date.

If the Performance Hurdles are not satisfied by the Performance Date the entitlement to Shares will lapse unless:

(a) the Board decide exceptional circumstances justify the reduction or waiver in whole or in part of the

Performance Hurdles; or

(b) an Accelerated Event occurs.

There is no ability to re-test whether or not the Performance Hurdles have been satisfied after the Performance Period has ended.

The number of Performance Rights which vest is determined by assessing the performance of the Company, as measured by Total Shareholder Return (**TSR**) at the Performance Date relative to a comparator group of companies (the **Performance Hurdle**). The VWAP of the Shares in the one-month preceding the Performance Date compared to VWAP of the Shares in the one month preceding the grant date, will be used in calculating TSR over the two-year period. The TSR incorporates capital returns as well as dividends notionally reinvested and is considered the most appropriate means of measuring the Company's performance.

For clarity, the Performance Hurdle's mentioned above will be split 50% subject meeting the TSR, and 50% for exceeding the budgeted Return on Invested Capital (ROIC).

Each year the Board will determine the budgeted ROIC. This budgeted ROIC will be the hurdle return used to calculate the 2 years series return. The Board may exercise its discretion in determining if the participant has met the ROIC hurdle at the end of the 2 Years Series Return.

In relation to the 50% portion meeting the TSR, the Performance Rights will only convert to Shares subject to the Performance Period being met and subject to the Company's TSR being at least equal to the median of the comparator group performance. The entire annual allocation will convert if the Company's TSR is at the 75th percentile or higher than the comparator group performance. The detailed breakdown of the relationship between the Company's performance and the conversion of Performance Rights is:

- 0% converting if the Company TSR performance is below the median performance of the comparator group.
- Straight line Pro-rata conversion if the Company TSR performance is at or above the median performance of the comparator group, but below the 75th percentile performance of the comparator group.
- 100% converting if the Company TSR performance is at or above the 75th percentile performance of the comparator group.

In addition to the Performance Period and Performance Hurdles, the vesting of Performance Rights is subject to the continuing employment of Mr Neate. Subject to an Accelerated Event, Performance Rights will generally lapse on Mr Neate's resignation or dismissal.

If an Accelerated Event occurs, all Performance Rights granted will automatically vest into Shares, irrespective of whether Performance Hurdles have been achieved.

To the extent that Performance Hurdles have not been satisfied in respect of a Performance Right, and an Accelerated Event has not occurred, once a Performance Period expires, that Performance Right lapses.

Having regard to the Performance Hurdles, the Directors consider that the issue of the Performance Rights represents reasonable remuneration.

Accelerated Event

Performance Rights granted under the EIP will convert to Shares if an Accelerated Event has occurred. For the avoidance of doubt, if an Accelerated Event occurs, the Performance Hurdles and the associated Performance Period do not apply to any of the Performance Rights granted under the EIP to an Executive Officer.

An 'Accelerated Event' means:

(a) the Company becoming aware of a change of control of the Company occurring;
(b) a compromise or arrangement is approved by the Court under the Corporations Act in connection with a scheme for the acquisition, reorganisation or merger of the Company;
(c) the Company is delisted from ASX;
(d) a resolution is passed to wind up the Company; or
(e) only in respect of the relevant Executive Officer, a special circumstance occurs (**Special Circumstance**). Special Circumstance means with respect to an Executive Officer:
    (i) Total and permanent disablement;
    (ii) Redundancy;

(iii) the death of the Executive Officer during his or her employment or office with the Company; or
(iv) any other circumstance as the Board may at any time determine from time to time.

Legal Requirements - Listing Rule 10.14

Listing Rule 10.14 provides that a company must not permit a Director or their associates to acquire securities under an employee incentive scheme without Shareholder approval. The EIP constitutes an 'employee incentive scheme' under the ASX Listing Rules. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.

Disclosures for the purposes of Listing Rule 10.14

It is proposed that the Company's Managing Director, Mr Geoff Neate, will participate in the EIP by being granted an award of Performance Rights. As Mr Neate is a director of the Company, shareholder approval is required in respect of the proposed grant of Performance Rights to Mr Neate and the issue of Shares on the vesting of such Performance Rights upon satisfaction of the applicable vesting conditions. The Notice of Meeting and Explanatory Notes have been prepared to comply with Listing Rule 10.15A. No director of the Company, other than Mr Neate, are eligible for participation in the EIP.

The following disclosures are made for the purposes of Listing Rule 10.15A:

(a) the maximum number of Performance Rights that can be awarded under this approval are 512,820 to Mr Neate. Subject to the satisfaction of the vesting conditions described above, Mr Neate will receive one Share in the Company for each Performance Right granted;

(b) no consideration is payable on the grant of the Performance Rights, or the conversion of each Performance Right into a Share upon satisfaction of the vesting conditions;

(c) no loan will be made by the Company in relation to the grant of Performance Rights to Mr Neate;

(d) details of any Performance Rights issued under the EIP will be published in each annual report of the Company relating to a period in which the Performance Rights have been issued. The number of securities issued under the Employee Security Ownership Plan since the last approval of the plan are as follows:

Date	Director	Unlisted Options	Performance Rights
20 December 2016	James Joughin	1,250,000	-
20 December 2016	Terence Gray	1,250,000	-
20 December 2016	Geoff Neate	-	770,000

(e) any additional persons referred to in ASX Listing Rule 10.14 who become entitled to participate in the EIP after the resolution was approved and who were not named in the Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14;

(f) only Mr Neate is entitled to participate in the EIP after Resolution 4 is approved and who was not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14; and

(g) if Shareholder approval is obtained, the Performance Rights will be granted no later than one month after the Meeting.

In addition, it is noted that:

(a) Mr Neate's security interests in the Company are:

(i) 33,746,253 fully paid ordinary shares; and

(ii) 10,698,786 listed options exercisable at 19.688 cents per option, expiring 31 July 2019.

(iii) 770,000 performance rights

(b) the dilution effect of the Performance Rights is in aggregate in the order of 0.2% of the total Shares on issue.

Advantages and Disadvantages

The Board notes that advantages may accrue to the Company and members as a result of the passing of Resolution 4. These advantages potentially include the alignment of Mr Neate's interests more closely with those of members, with a strong focus on the delivery of long term total shareholder return.

The Board also notes that disadvantages may accrue to the Company and members as a result of the passing of Resolution 4. These disadvantages include dilution to members' interest in the Company as a result of the grant of Shares under the Performance Rights. The fair value of the Performance Rights over the Performance Periods will be expensed in the Company's Consolidated Statement of Comprehensive Income.

Board Recommendation

The Board has approved the grant of Performance Rights to Mr Neate to provide an incentive to improve the financial performance of the Company and, in turn, shareholder value.

The Board (with Mr Neate abstaining in respect of Resolution 4, respectively) recommends that Shareholders vote in favour of Resolution 4.

Voting Exclusions

The Company will disregard any votes cast in favour on this resolution by Mr Geoff Neate and/or his associates.

However the Company need not disregard a vote if it is cast, in accordance with the directions on the proxy form, by a person as proxy for a person who is entitled to vote or it is cast, in accordance with the direction on the proxy form to vote as the proxy decides, by the person chairing the meeting as proxy for a person who is entitled to vote.

SPECIAL BUSINESS

Resolution 5: Approval of 10% Placement Facility

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting ("**10% Placement Facility**"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of Resolution 5 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders approve Resolution 5, the number of Equity Securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at this Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue four classes of Equity Securities, Shares and Unlisted Options, Listed Options and Performance Rights.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D)–E

A is the number of shares on issue 12 months before the date of issue or agreement:

(A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

(B) plus the number of partly paid shares that became fully paid in the 12 months;

(C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

(D) less the number of fully paid shares cancelled in the 12 months.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or

(ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**10% Placement Period**).

Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 trading days immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised). Shareholders may be exposed to economic risk and voting dilution, including the following:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at 12 October 2018 (**Current Share Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		**Issue Price**		
		\$0.085 **50% decrease in Current Share Price**	\$0.17 **Current Share Price**	\$0.34 **100% increase in Current Share Price**
Current Variable A 244,960,135 Shares	**10% Voting Dilution**	24,496,014 Shares	24,496,014 Shares	24,496,014 Shares
	Funds raised	\$2,082,161	\$4,164,322	\$8,328,645
50% increase in current Variable A 367,440,203 Shares	**10% Voting Dilution**	36,744,020 Shares	36,744,020 Shares	36,744,020 Shares

	Funds raised	$3,123,242	$6,246,483	$12,492,967
100% increase in current Variable A 489,920,270 Shares	**10% Voting Dilution**	48,992,027 Shares	48,992,027 Shares	48,992,027 Shares
	Funds raised	$4,164,322	$8,328,645	$16,657,289

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Listed Options (including any Listed Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The Current Share Price is **$0.17** (17 cents), being the closing price of the Shares on ASX on **12 October 2018**.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).

(d) The Company may seek to issue the Equity Securities for the following purposes:

(i) non-cash consideration for the acquisition of the new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or

(ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued expenditure on the Company's current businesses and/or general working capital.

(e) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new businesses, assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new businesses, assets or investments.

(f) A voting exclusion statement is included in the Notice. At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.

Equity Issues over the Last 12 Months – Listing Rule 7.3A.6

The table below shows the total number of equity securities issued in the past 12 months preceding the date of the Annual General Meeting and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12-month period.

Number of equity securities on issue at commencement of 12 month period	*256,962,391*
Equity securities issued in the prior 12 month period*	*38,765,665*
Percentage of equity securities represent of total number of equity securities on issue at commencement of 12 month period	*15.09%*

* For full details of the issues of equity securities made by the Company since the date of the last Annual General Meeting, see Annexure A.

Directors Recommendations

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Voting Exclusions

The Company will disregard any votes cast in favour of Resolution 5 by any person who is expected to participate in the proposed issue or any person who will obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

GLOSSARY

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

"**$**" means Australian Dollars;

"**10% Placement Facility**" has the meaning as defined in the Explanatory Statement for Resolution 5;

"**10% Placement Period Facility**" has the meaning as defined in the Explanatory Statement for Resolution 5;

"**Annual Report**" means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2018;

"**ASX**" means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

"**ASX Settlement Operating Rules**" means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHESS approved securities;

"**Auditor's Report**" means the auditor's report on the Financial Report;

"**AEDST**" means Australian Eastern Daylight Standard Time.

"**Board**" means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

"**Chairman**" means the person appointed to chair the Meeting of the Company convened by the Notice;

"**CHESS**" has the meaning in Section 2 of the ASX Settlement Operating Rules**;**

"**Closely Related Party**" means:

(a) a spouse or child of the member; or
(b) has the meaning given in section 9 of the Corporations Act.

"**Company**" means Spirit Telecom Limited ACN 089 224 402;

"**Constitution**" means the constitution of the Company as at the date of the Meeting;

"**Convertible Security**" means a security of the Company which is convertible into shares;

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

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

"**Directors Report**" means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

"**EIP**" means the Employee Incentive Plan;

"**Equity Security**" has the same meaning as in the Listing Rules;

"**Explanatory Memorandum**" means the explanatory memorandum which forms part of the Notice;

"**Financial Report**" means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

"**Key Management Personnel**" means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

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

"**Meeting**" has the meaning given in the introductory paragraph of the Notice;

"**Notice**" means the Notice of Meeting accompanying this Explanatory Statement;

"**Proxy Form**" means the proxy form attached to the Notice;

"**Remuneration Report**" means the remuneration report which forms part of the Directors' Report of Spirit Telecom Limited for the financial year ended 30 June 2018 and which is set out in the 2018 Annual Report.

"**Resolution**" means a resolution referred to in the Notice;

"**Schedule**" means schedule to the Notice;

"**Section**" means a section of the Explanatory Memorandum;

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

"**Shareholder**" means shareholder of the Company;

"**Trading Day**" means a day determined by ASX to be a trading day in accordance with the Listing Rules;

"**VWAP**" means volume weighted average price.

ANNEXURE A

CASH ISSUES

Date	Number of Securities	Security Type	Terms	Description	Party or Basis	Price	Discount	Total Consideration	Use of Consideration
11 Dec 2017	20,000,000	FPO	FPO	Placement	Sophisticated investors	$0.15	N/A	$3,000,000	Accelerate network expansion to capitalise on near term growth opportunities, as well as increasing sales and marketing activities and for general working capital purposes.
27 Mar 2018	10,893,313	FPO	FPO	Exercise of options	Optionholders	$0.19688	N/A	$2,144,675	General working capital purposes
18 Apr 2018	5,028,627	FPO	FPO	Exercise of options	Optionholders	$0.19688	N/A	$990,036	General working capital purposes
21 May 2018	327	FPO	FPO	Exercise of options	Optionholders	$0.19688	N/A	$64	General working capital purposes
							Total	**$3,000,000**	

NON-CASH ISSUES

Date	Number of Securities	Security Type	Terms	Description	Party or Basis	Price	Discount	Total Consideration	Use of Consideration
6 Jul 2018	1,200,600	FPO	FPO	Conversion of vested performance rights	Employees	N/A	N/A	N/A	N/A
12 Sep 2018	1,642,798	PR	PR	Grant of performance rights	Employees	N/A	N/A	N/A	N/A

Glossary

FPO *Fully Paid Ordinary Shares*

PR *Performance Rights*

ANNEXURE B

Performance Rights Terms Summary

A summary of the terms of the Performance Rights are set out below:

- Each Performance Right gives the recipient the right to acquire one Share.
- The Performance Rights will generally have a maximum life of 2 years, such that if they are not exercised before the 2nd anniversary of their grant ("**Expiry Date**") they will generally lapse.
- The issue price for each Performance Right is $Nil.
- Shares issued on exercise of the Performance Rights will rank equally with all existing Shares from the date of issue. The Company will apply for quotation of the Shares issued on the exercise of each Performance Right.
- The Performance Rights are not transferrable.
- The Performance Rights will not vest unless the Performance Hurdles have been achieved by the Performance Date.
- When a Performance Right vests, the Company will issue a vesting notification to the holder of the Performance Right.
- Lapsing Conditions: Unless otherwise determined by the Board in its sole and absolute discretion, any vested Performance Rights will lapse on the earlier of:
  - where a participant has acted fraudulently, dishonestly or wilfully breaching their duties to the Company;
  - the Expiry Date; or
  - the holder ceases to be employed by the Company in the absence of a Special Circumstance which includes the death, total permanent disablement or redundancy of the participant or any other circumstance as the Board may at any time determine.
- Performance Rights do not give holders any right to participate in new issues of securities in the Company made to Shareholders generally or to participate in dividends unless the Performance Rights are exercised and the resultant Shares are issued prior to the record date to determine entitlements to the securities or dividend (as applicable).
- Performance Rights do not give holders any right to vote.
- In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
  - the number of Performance Rights will be reconstructed (as appropriate) in a manner consistent with the Listing Rules but with the intention that such reconstruction will not result in any benefits being conferred on the Performance Right holder which are not conferred on Shareholders; and
  - subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of Shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the Performance Rights will remain unchanged.
- Performance Rights will also vest automatically upon a range of events generally constituting a change in control of the Company.

SPIRIT TELECOM LIMITED

ACN: 089 224 402

«EFT_REFERENCE_NUMBER»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

«Post_zone»
«Company_code» «Sequence_number»

REGISTERED OFFICE:
LEVEL 4
100 ALBERT ROAD
SOUTH MELBOURNE VIC 3205

SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code: ST1

Holder Number: «HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE ONLINE

Lodge your proxy vote securely at **www.securitytransfer.com.au**
1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐ The meeting chairperson **OR**

or failing the person named, or if no person is named, the Chairperson 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 Annual General Meeting of the Company to be held at 1:00pm AEDT on Tuesday 20 November 2018 at Baker McKenzie, Level 19, 181 William Street, Melbourne Victoria, 3000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions.
In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*
1. Adoption of Remuneration Report	☐	☐	☐
2. Re-election of Mr Terence Gray as a Director of the Company	☐	☐	☐
3. Adoption of Employee Incentive Plan	☐	☐	☐
4. Approval to issue 512,820 Performance Rights to Mr Geoff Neate (or his nominee)	☐	☐	☐
5. Approval of 10% Placement Facility	☐	☐	☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * 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.

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder	Security Holder 2	Security Holder 3
Sole Director & Sole Company Secretary	Director	Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 1:00pm AEDT on Sunday 18 November 2018.

My/Our contact details in case of enquiries are:

Name:

Number:

( )

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

a) On each of the Proxy forms, 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 of your votes; and

b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 52 Collins Street West VIC 8007
Street Address	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
Telephone	1300 992 916
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.