

HILLGROVE RESOURCES

Friday, 21 May 2010

ANNUAL GENERAL MEETING NOTICE OF MEETING

Hillgrove Resources Limited (ASX:HGO) is pleased to advise its next Annual General Meeting will be held in Adelaide on Tuesday, 22 June 2010. Please find all details outlined in the following Notice of Meeting.

About Hillgrove

Hillgrove is an Australian mining company listed on the Australian Securities Exchange (ASX: HGO) focused on developing its Indonesian, South Australian and Queensland base and precious metals projects. The Company is targeting the discovery of world class epithermal gold and porphyry copper/gold deposits in Eastern Indonesia.

Hillgrove's flagship development is the Kanmantoo Copper Gold Project, located less than 60km from Adelaide in South Australia. Kanmantoo currently hosts a Mineral Resource of 32.2Mt (2.3MT Measured, 22.5MT Indicated and 7.4MT Inferred) grading 0.9% copper and 0.20g/t gold, containing 292,200 tonnes of copper, 191,100 ounces of gold and 3,313,600 ounces of silver. With production targeted for the first quarter of 2011, Kanmantoo will be a 2Mt p.a. open-cut mine producing approximately 17,000 tonnes of copper in concentrate and 8,000 ounces of gold per annum.

The information in this report that relates to Mineral Resource estimates is based on information compiled by Mr Paul Payne, who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Payne is a full-time employee of Runge Limited and has sufficient relevant experience to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Payne consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

For more information contact:

Mr Russell Middleton
Chief Financial Officer
Hillgrove Resources Limited
Tel: +61 2 8221 0404
Mobile: 0418 497 678

Hillgrove Resources Limited

ACN 004 297 116

Level 41 Australia Square, 264 George Street, Sydney NSW 2000

Tel: 02 8221 0404 Fax: 02 8221 0407

www.hillgroveresources.com.au

HILLGROVE RESOURCES

This document is important and requires your immediate attention.

The matters raised in this document will affect your shareholding in the company. You are advised to read this document in its entirety before the General Meeting referred to below is convened.

If you are in any doubt about the action you should take, please consult your stockbroker, solicitor, accountant or other professional adviser.

HILLGROVE RESOURCES LIMITED

ACN 004 297 116

NOTICE OF ANNUAL GENERAL MEETING AND RELATED DOCUMENTATION

Notice of Annual General Meeting to be held at 10:30am (Adelaide time) on Tuesday 22 June 2010 is included with these documents.

To be valid, forms of proxy for use at this meeting must be completed and returned to the company no later than 10:30am (Adelaide time) on Sunday 20 June 2010.

However, for practical reasons, the company asks that Proxy forms be received by no later than 5:00pm (Adelaide time) on Friday 18 June 2010



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PART A: ABOUT THESE DOCUMENTS

Shareholders in Hillgrove Resources Limited ABN 73 004 297 116 (the **Company**) are requested to consider and vote upon each of the Resolutions set out in the Notice.

You can vote by:

- attending and voting at the Meeting; or
- appointing someone as your proxy to attend and vote at the Meeting on your behalf, by completing and returning the Proxy Form **DIRECTLY** to the Company or its share registry in the manner set out on the Proxy Form. The Company or its share registry must receive your duly completed Proxy Form by no later than 10:30am (Adelaide time) on Sunday 20 June 2010. However, for practical reasons, the Company asks that Proxy Forms be received by no later than 5:00pm (Adelaide time) on Friday 18 June 2010.

A glossary of the key terms used throughout this document is contained in **Part E** of this Document.

Please read the whole of this Document carefully, determine how you wish to vote and then cast your vote accordingly, either in person or by proxy.

PART B: LETTER FROM THE COMPANY SECRETARY

HILLGROVE RESOURCES

21 May 2010

Dear Shareholder

I am pleased to invite you to attend our Annual General Meeting, being held in the Hindmarsh 4 Room, Level 15, Crown Plaza Hotel, 16 Hindmarsh Square, Adelaide, South Australia on Tuesday 22 June 2010 at 10:30am (Adelaide time). Enclosed with this letter is the Notice of Meeting which details the items of business to be dealt with.

If you are unable to join us you are encouraged to complete the enclosed Proxy Form. The signed Proxy Form should be returned as instructed in the Notice by no later than 10:30am, Sunday 20 June 2010. However, for practical reasons, the Company asks that Proxy Forms be received by no later than 5:00pm on Friday 18 June 2010. For details regarding voting by proxy please refer to the Notice of Meeting and instructions on the back of the Proxy Form. If you plan to attend the Meeting, please bring a copy of the Proxy Form with you to facilitate registration.

The Directors believe that it is always prudent and in the best interests of Shareholders for the Company to be able to respond promptly and adequately to any need or proposal that may involve or require the issue of further securities by the Company, without having to make such action contingent on prior Shareholder approval.

Accordingly, a Resolution has been included to be considered and voted upon at the Meeting, to obtain Shareholders' ratification of the issue of Shares that raised approximately \$24.9 million in January 2010. If that Resolution is passed in accordance with its terms, the future ability of the Company to issue securities, up to the 15% limit permitted under the Listing Rules, will be restored, when and if needed, without having to obtain the prior consent of Shareholders.

Shareholders that did not elect to receive a copy of the Company's 2010 Annual Report by mail are able to access it via the Investor Centre section of our website, at www.hillgroveresources.com.au, by clicking the 'Annual Report' button on the left side of each page.

Your vote is important and we encourage you to either attend the Meeting in person or complete the Proxy Form accompanying the Notice and return it in accordance with the directions provided.

Yours faithfully



Russell Middleton
Company Secretary

Hillgrove Resources Limited
ACN 004 297 116
Level 41 Australia Square Tower, 264 George Street, Sydney NSW 2000
Tel: 02 8221 0404 Fax: 02 8221 0407
www.hillgroveresources.com.au

PART C: NOTICE OF ANNUAL GENERAL MEETING

HILLGROVE RESOURCES LIMITED (ACN 004 297 116)

Notice is hereby given that the annual general meeting of the members of Hillgrove Resources Limited (ACN 004 297 116) (**Company**) will be held at the place, date and time set out in Section 1 below and for the purpose of considering and voting upon the Resolutions set out in Section 2 below.

SECTION 1: TIME AND PLACE OF MEETING

Venue

The annual general meeting of members of the Company will be held at:
Hindmarsh 4 Room, Level 15, Crown Plaza Hotel
16 Hindmarsh Square ADELAIDE SA 5000.

Time and Date

The meeting will commence at 10:30am (Adelaide time) on Tuesday 22 June 2010.

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, please attend the Meeting on the date, time and place set out above.

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Document as soon as possible and either send, deliver, courier or mail the duly completed Proxy Form:

- directly to the Company, attention Company Secretary at
Level 41 Australia Square Tower, 264 George Street, Sydney NSW 2000, Australia;
- by facsimile to Registries Limited on facsimile number +61 2 9290 9655;
- online at www.registries.com.au/vote/hillgroveagm2010;
- deliver to Registries Limited at Level 7, 207 Kent Street, Sydney NSW 2000, Australia; or
- mail to Registries Limited at GPO Box 3993, Sydney NSW 2001, Australia

so that it is received no later than 10:30am (Adelaide time) on Sunday 20 June 2010. However, for practical reasons, the Company asks that Proxy Forms be received by no later than 5:00pm on Friday 18 June 2010.

Complete details on how to vote by proxy are set out on the back of your Proxy Form.

Please read this Document carefully and in its entirety, determine how you wish to vote in relation to each of the Resolutions and then cast your vote accordingly, either in person or by proxy. If you do not understand any part of this Document, or are in any doubt as to the course of action you should follow, you should contact your financial or other professional adviser immediately.

Determination of Membership and Voting Entitlement for the Purpose of the Meeting

For the purpose of determining a person's entitlement to vote at the Meeting and in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), a person will be recognised as a member and the holder of Shares if that person is registered as a holder of Shares at 10:30am (Adelaide time) on Sunday 20 June 2010.

Voting Exclusion Statement

In accordance with the Corporations Act and the Listing Rules, the following persons must not cast any votes on the following Resolutions, and the Company will disregard any votes cast on that Resolution by:

RESOLUTION	EXCLUDED VOTERS
1, 2 and 3	None
4	Those Shareholders issued with any Placement Shares referred to in Resolution 4 and their respective associates

However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form to vote as the proxy decides.

Proxies

A member, entitled to attend and vote at this Meeting pursuant to the Constitution, is entitled to appoint no more than two proxies. Where more than one proxy is appointed each proxy must be appointed to represent a specific proportion of the member's voting rights. A proxy need not be a member of the Company. Any instrument of proxy deposited or received by the Company in which the name of the appointee is not filled in shall be deemed to be given in the favour of the chairman of the meeting to which it relates.

The instrument appointing a proxy must be lodged, and any power of attorney or an office copy of a notarially certified copy thereof under which an attorney for a member appoints a proxy must be lodged not less than forty eight (48) hours before the time appointed for the meeting or adjourned meeting i.e. by no later than 10:30am (Adelaide time) on Sunday 20 June 2010 in one of the manners outlined on page 5 under "Voting by Proxy". However, for practical reasons, the Company asks that Proxy Forms be received by no later than 5:00pm on Friday 18 June 2010

The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney or if such appointor is a corporation, under the hand of its attorney or the hand of a person duly authorised by the corporation. The form of proxy which accompanies this Notice may be used.

SECTION 2: RESOLUTIONS OF ANNUAL GENERAL MEETING

BUSINESS

A. Accounts

To receive and consider the Company's financial statements for the 12 months ended 31 January 2010 and the related reports of the directors and auditors.

B. Remuneration Report

The Remuneration Report is in the Directors' Report section of the Company's 2010 Annual Report (pages 26-33). Listed companies are required to put the Remuneration Report to a vote for adoption at the Company's Annual General Meeting. The resolution will be determined as an ordinary resolution but is advisory only and does not bind the Directors or the Company.

To consider and, if thought fit, to pass, with or without amendment, the following in accordance with section 250R(2) of the Corporations Act:

Resolution 1 – Remuneration Report

"That the Remuneration Report in the 2010 Annual Report of the Company be adopted."

C. Re-Election of Director

In accordance with the Company's constitution, Mr Ronald D Belz retires by rotation pursuant to Article 6.3, effective at the conclusion of this Meeting, and being eligible, offers himself for re-election.

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

Resolution 2 – Re-election of Director Retiring By Rotation

"That Mr Ronald Belz is re-elected as a Director of the Company."

D. Re-election of Director

In accordance with the Company's constitution, the Hon. Dean C Brown A.O. retires by rotation pursuant to Article 6.3, effective at the conclusion of this Meeting, and being eligible, offers himself for re-election.

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

Resolution 3 – Re-election of Director Retiring By Rotation

"That the Hon. Dean C Brown is re-elected as a Director of the Company."

E. Ratification of Share Issue

On 18 January 2010, the Company allotted and issued 62,319,495 fully paid, ordinary shares in the issued capital of the Company (**Placement Shares**) to sophisticated investors pursuant to section 708(8) of the Corporations Act at an issue price of \$0.40 per Share to raise approximately A\$24.9 million (**Issue**). Ratification is now being sought for this issue under Listing Rule 7.4.

The funds from the Issue were raised to create additional financial capacity to move the Company's flagship Kanmantoo Copper Gold Project towards production and pursue growth opportunities, whilst maintaining the current strong cash position of the Company.

All Placement Shares issued in the course of the Issue rank equally with all other Shares.

The effect of Shareholders passing Resolution 4 will be to 'refresh' the number of Shares which the Company can issue within any 12 month period in accordance with Listing Rule 7.1. The purpose of seeking this Shareholder ratification by means of passing Resolution 4, is that it will allow the Company to raise further working capital – up to a maximum of 15% of the Company's capital base at the time of that proposed capital raising – with a higher degree of flexibility and speed and without the need to obtain members' approval.

Resolution 4 – Ratification of share issue

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the allotment and issue of 62,319,495 fully paid, ordinary shares in the capital of the Company (Placement Shares) at a price of \$0.40 (forty cents) per Placement Share for the purposes, and on the terms and conditions, set out in the Notice convening this Meeting, is hereby ratified and approved."

F. Other Business

To transact any other business as may be brought before the Meeting.

By order of the Board



Russell Middleton
Company Secretary
Dated: 21 May 2010

PART D: NOTICE REQUIREMENTS FOR RESOLUTIONS

Background to applicable Listing Rules and provisions of the Corporations Act

- *Listing Rule 7.1*

Listing Rule 7.1 known as the "15% rule", limits the capacity of a company to issue securities without the approval of its shareholders. In broad terms, that Listing Rule provides that a company may not, in a twelve month period, issue securities equal to more than 15% of the total number of ordinary securities on issue at the beginning of the twelve month period unless the issue is approved by shareholders or otherwise it comes within one of the exceptions to Listing Rule 7.1.

- *Listing Rule 7.4*

A company in general meeting can ratify, by passage of an ordinary resolution, a previous issue of securities that was within the above 15% limit so that the previous issue can be treated as having been made with shareholder approval for the purposes of Listing Rule 7.1.

Listing Rule 7.4 allows shareholders to validate an issue of securities made without prior approval under Listing Rule 7.1 as if it had been made with that approval for the purposes of Listing Rule 7.1, but only if:

- (a) the issue did not breach the 15% limit under Listing Rule 7.1 when made; and
- (b) the holders of ordinary securities subsequently approve it.

Fourth Resolution: Ratification of Issue of 62,319,495 Shares to Sophisticated Investors

In accordance with the disclosure requirements of Listing Rule 7.5:

- (a) 62,319,495 Shares (**Placement Shares**) were issued and allotted by the Company for consideration of \$0.40 cash per Placement Share.
- (b) The funds from the Issue were raised to create additional financial capacity to move the Company's flagship Kanmantoo Copper Gold Project towards production and pursue growth opportunities, whilst maintaining the current strong cash position of the Company.
- (c) The terms of the Placement Shares are identical to those attaching to Shares and all references below to a Share include a reference to a Placement Share. Those terms include:
 - (i) Voting
Subject to the Constitution and any rights or restrictions attached to the class of Shares, at a general meeting every Shareholder present in person or by proxy, attorney or representative has one vote on a show of hands and on a poll has one vote for each Share held.
 - (ii) Polls
A poll on a resolution at a meeting of Shareholders may be demanded by at least 5 Shareholders present and entitled to vote on that resolution; one or more Shareholders present and who are together entitled to at least 5% of the votes that may be cast on that resolution on a poll or the chairperson of that meeting.
 - (iii) Dividends and Reserves
The profits of the Company which the Directors from time to time determine to distribute by way of dividend are divisible amongst the Shareholders in proportion to the amounts paid up on the Shares held by them. The Directors may determine that dividends be paid on Shares of one class but not another class and at different rates for different classes of Shares.
 - (iv) Share Plans
The Directors may establish a dividend selection plan, dividend reinvestment plan and bonus share plan on any terms and, subject to the Listing Rules, the Directors may implement, amend, suspend or terminate such plans.
 - (v) Issue of further Shares
The Directors may (subject to the Constitution, Listing Rules, Corporations Act and ASTC Operating Rules) allot or otherwise issue further Shares in the capital of the Company on such terms and conditions as they see fit.
 - (vi) Transfer of Shares
A shareholder may transfer Shares by a proper ASTC transfer, an instrument of transfer in compliance with the Constitution or any other method permitted under the Corporations Act, the Listing Rules and the ASTC Operating Rules and that transfer must be in writing in any usual form or in any other form approved by the Directors that is otherwise permitted by law. The Directors may refuse to register a transfer where the Corporations Act, the Listing Rules or the ASTC Operating Rules permits the Company to do so. The Company must refuse to register a transfer where the Corporations Act, the Listing Rules or the ASTC Operating Rules or a law about stamp duty requires the Company to do so.

A Shareholder must give to the Company the information which the Company is required by the Listing Rules to disclose to ASX in respect of any arrangement entered into by the Shareholder which restricts the transfer or disposal of its Shares.
 - (vii) General meetings and notices
General meetings may be convened in the manner provided for in the Corporations Act. The Company must give at least 28 days notice, or a shorter period if allowed under the Corporations Act, of a meeting of Shareholders. Notice must be given to ASX, each Shareholder, each Director, each Alternate Director and any auditor of the Company. Each Shareholder is entitled to attend any meetings of Shareholders.

(viii) Quorum

A quorum for a meeting of Shareholders is two Shareholders entitled to vote at that meeting. A quorum for a meeting of Shareholders must be present at the commencement of the meeting.

(ix) Calls

Subject to the Corporations Act, the Listing Rules and the ASTC Operating Rules and the terms of the issue of a Share, the Company may at any time make calls on the Shareholders for all or any part of the amount unpaid on a partly paid share. Shareholders must pay to the Company the amount of each call made on the Shareholder on the date and in the manner specified in the notice of the call.

(x) Winding Up

Subject to any rights or restrictions attaching to any class or classes of Shares, Shareholders will be entitled on a winding up to participate in any surplus assets of the Company in proportion to the Shares held by them less any amounts which remain unpaid on their shares at the time of distribution. A Shareholder need not accept any property, including shares or other securities, carrying a liability.

(d) All the Placement Shares were allotted to sophisticated investors (each a **Placement Allottee**) under a mandate with Evans and Partners, Stockbrokers.

(e) The Company will disregard any votes cast in relation to Resolution 4 by any Placement Allottee and by any of their respective associates. However, the Company will not disregard a vote in relation to Resolution 4 if its cast by a person as a proxy for a person who is otherwise entitled to vote, in accordance with the directions stated on the proxy form that appoints such proxy, or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance the directions stated on the proxy form that appoints such chair person as proxy.

PART E: GLOSSARY

2010 Annual Report	means the Company's Annual Report for the 12 month period ended 31 January 2010.
ASX	means ASX Limited (ACN 008 624 691) or the securities exchange market operated by it, as the context requires.
Company	means Hillgrove Resources Limited (ACN 004 297 116).
Constitution	means the constitution of the Company.
Corporations Act	means the Corporations Act 2001 (Cth).
Director	means a director of the Company.
Document	means this document entitled "Notice of Annual General Meeting and Related Documentation".
Issue	means the issue by the Company of the Placement Shares to sophisticated investors, for consideration of \$0.40 per Placement Share, on 18 January 2010.
Listing Rules	means the ASX Listing Rules.
Meeting	means the Annual General Meeting referred to in the Notice.
Notice or Notice of Meeting	means the Notice of Annual General Meeting, including in this Document.
Placement Shares	means 62,319,495 Shares that were issued and allotted under the Issue.
Proxy Form	means the proxy form attached to this Document.
Resolution	means a resolution set out in the Notice.
Share	means a fully paid ordinary share in the Company.
Shareholder	means a registered holder of Shares.

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

Name and Address

ALL CORRESPONDENCE TO:
Registries Limited
GPO Box 3993
Sydney NSW 2001
Australia



Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED
BEFORE 10.30am (ADELAIDE TIME) SUNDAY 20 JUNE 2010

TO VOTE ONLINE

Reference Number: <HIN/SRN>



STEP 1 : VISIT www.registries.com.au/vote/hillgroveagm2010

STEP 2: Enter your holding/Investment type

STEP 3: Enter your SRN/HIN and VAC: <VAC NUMBER>

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

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

STEP 3 Sign the Form

The form **must** be signed

In the spaces provided you must sign this form as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **10.30am (Adelaide time) on Sunday, 20 June 2010**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL: Share Registry – Registries Limited,
GPO Box 3993, Sydney NSW 2001, Australia

BY FAX : + 61 2 9290 9655

IN PERSON: Share Registry – Registries Limited,
Level 7, 207 Kent Street, Sydney NSW 2000, Australia

Vote online at:

www.registries.com.au/vote/hillgroveagm2010
OR turn over to complete the Proxy Form ➔

PERSONALISED FOR
EACH SHAREHOLDER

<BARCODE>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Hillgrove Resources Limited** and entitled to attend and vote hereby appoint:

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Hillgrove Resources Limited to be held at the Hindmarsh 4 Room, Level 15, Crown Plaza Hotel, 16 Hindmarsh Square, Adelaide SA 5000 on Tuesday, 22nd of June 2010 at 10.30am (Adelaide time)** and at any adjournment of that meeting, to act 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.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of resolution 4, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of this resolution and votes cast by the Chairman of the Meeting for this resolution, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on this resolution and your votes will not be counted in calculating the required majority if a poll is called. The Chair intends to vote all undirected proxies in favour of this resolution.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business	For	Against	Abstain*
Resolution 1 That the Remuneration Report in the 2010 Annual Report of the Company be adopted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 That Mr Ron Belz is re-elected as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 That Hon. Dean C Brown is re-elected as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of share issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.
*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 - PLEASE SIGN HERE

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 40px;" type="text"/>	<input style="width: 100%; height: 40px;" type="text"/>	<input style="width: 100%; height: 40px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone Date / / 2010