



# Gold Aura Limited

A.B.N. 75 067 519 779

Tel: +61 7-38333833  
Fax: +61 7-38333888

Level 6, 200 Creek Street, Spring Hill

PO Box 728  
Spring Hill Qld  
Australia 4004

23 May 2007

Company Announcement Office  
Australian Securities Exchange  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

## General Meeting Materials

A General Meeting of the Company's shareholders will be held on Friday, 22 June, 2007. Please find attached the Notice of General Meeting and Proxy Form which have been sent to the Company's shareholders.

Yours Faithfully  
**GOLD AURA LIMITED**

A handwritten signature in cursive script, appearing to read 'J. Lemon'.

John Lemon  
Company Secretary



# Gold Aura Limited

A.B.N. 75 067 519 779

---

Tel: +61 7 3833-3833  
Fax: +61 7 3833-3888

Level 6, 200 Creek Street, Brisbane

Postal Address:  
PO Box 728  
Spring Hill Q  
Australia 4004

## NOTICE OF GENERAL MEETING

Date of Meeting: Friday, 22 June, 2007  
Time of Meeting: 10.00am (Brisbane Time)  
Place of Meeting: Level 6  
200 Creek Street,  
Brisbane, Qld 4000

This Notice of General Meeting should be read in its entirety. If you are in doubt as to how to vote at the meeting you should seek advice from your accountant, solicitor or other professional adviser before voting.

**GOLD AURA LIMITED**  
**ABN 75 067 519 779**

**NOTICE OF GENERAL MEETING**

A General Meeting of Shareholders of Gold Aura Limited ("the Company") will be held at the registered office of the Company at Level 6, 200 Creek Street, Brisbane, Queensland on Friday, 22 June, 2007 at 10.00 am (Brisbane time).

The accompanying Explanatory Memorandum provides additional information on the matters to be considered at the General Meeting, and forms part of this Notice of General Meeting.

Certain terms and abbreviations used in this Notice of General Meeting and the accompanying Explanatory Memorandum are defined in Section 10 of the Explanatory Memorandum.

The Company's Chairman of Directors, Mr. Robert Murdoch, will not be able to attend the Meeting. In Mr. Murdoch's absence the Company's Managing Director, Mr. Ken Chapple will chair the Meeting.

**AGENDA**

**1. ISSUE OF UP TO 13,333,333 ORDINARY SHARES**

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

*"That in accordance with the provisions of ASX Listing Rule 7.1, and for all other purposes, the Company is authorised to issue up to 13,333,333 fully paid ordinary shares in the capital of the Company ("the Placement Shares") at:*

- (i) 9 cents (\$0.09) per share; or*
- (ii) 80% of the average market price for the Company's shares calculated over the last 5 days on which sales in the Company's ordinary shares are or were recorded before the date on which the Placement Shares are issued,*

*whichever is the higher, to various investors who fall within one or more of the exemptions specified in section 708 of the Corporations Act 2001 (Cwth), and otherwise on the terms and conditions contained in this Notice of Meeting."*

**Voting Exclusion Statement**

The Company will disregard any votes cast on this resolution by:

- a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares in the Company, if the resolution is passed; and
- an associate (as defined in the ASX Listing Rules) of any of those persons.

However, the Company 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.

**2. ISSUE OF OPTIONS TO MARTIN PLACE SECURITIES**

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

*"That in accordance with the provisions of ASX Listing Rule 7.1, and for all other purposes, the Company is authorised to issue 2,000,000 options to subscribe for ordinary shares in the Company, exercisable at 20 cents per option on or before 1st April 2009, to Martin Place Securities Pty. Ltd. ACN 094 927 947 or its nominee, and otherwise on the terms and conditions contained in this Notice of Meeting."*

**Voting Exclusion Statement**

The Company will disregard any votes cast on this resolution by:

- Martin Place Securities Pty. Ltd.; and
- an associate (as defined in the ASX Listing Rules) of Martin Place Securities Pty. Ltd.

However, the Company 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

**3. EMPLOYEE SHARE OPTION PLAN – ISSUE APPROVAL**

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

*“That the issue of securities in accordance with the Gold Aura Limited Share Option Plan be approved for the purposes of ASX Listing Rule 7.2 and for all other purposes.”*

**Voting Exclusion Statement**

The Company will disregard any votes cast on this resolution by:

- a director of the Company; and
- an associate (as defined in the ASX Listing Rules) of a director of the Company.

However, the Company 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.

**4. ISSUE OF OPTIONS TO MANAGING DIRECTOR, MR. KENNETH CHAPPLE**

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

*“That for the purposes of ASX Listing Rule 10.14 and Part 2E of the Corporations Act 2001 (Cwth), and for all other purposes, the Company is authorised to issue:*

- 2,000,000 options to subscribe for ordinary shares in the Company exercisable at 13 cents (\$0.13) per option; and*
- 2,000,000 options to subscribe for ordinary shares in the Company exercisable at 20 cents (\$0.20) per option,*

*to Kenneth Graeme Chapple or his nominee, and otherwise on the terms and conditions contained in this Notice of Meeting.”*

**5. ISSUE OF OPTIONS TO CHAIRMAN OF DIRECTORS, MR. ROBERT MURDOCH**

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

*“That for the purposes of ASX Listing Rule 10.14 and Part 2E of the Corporations Act 2001 (Cwth), and for all other purposes, the Company is authorised to issue:*

- 500,000 options to subscribe for ordinary shares in the Company exercisable at 13 cents (\$0.13) cents per option; and*
- 500,000 options to subscribe for ordinary shares in the Company exercisable at 20 cents (\$0.20) per option,*

*to Robert Bouflower Murdoch or his nominee, and otherwise on the terms and conditions contained in this Notice of meeting.”*

## 6. ISSUE OF OPTIONS TO NON-EXECUTIVE DIRECTOR, MR. JAMES COLLINS-TAYLOR

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

*“That for the purposes of ASX Listing Rule 10.14 and Part 2E of the Corporations Act 2001 (Cwth), and for all other purposes, the Company is authorised to issue:*

- (i) 500,000 options to subscribe for ordinary shares in the Company exercisable at 13 cents (\$0.13) per option; and*
- (ii) 500,000 options to subscribe for ordinary shares in the Company exercisable at 20 cents (\$0.20) per option,*

*to James Desmond Collins-Taylor or his nominee, and otherwise on the terms and conditions contained in this Notice of meeting.”*

### Voting Exclusion Statement (Agenda Items 4, 5 and 6)

The Company will disregard any votes cast by:

- (a) Kenneth Graeme Chapple and any associate (as defined in the ASX Listing Rules) of Mr. Chapple, in respect of the resolution proposed in Agenda item 4;
- (b) Robert Boutflower Murdoch and any associate (as defined in the ASX Listing Rules) of Mr. Murdoch, in respect of the resolution proposed in Agenda item 5; and
- (c) James Desmond Collins-Taylor and any associate (as defined in the ASX Listing Rules) of Mr. Collins-Taylor, in respect of the resolution proposed in Agenda item 6.

However, the Company 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.

## 7. AMENDMENT OF CONSTITUTION

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

*“That the constitution of the Company be amended by:*

- (i) Inserting the following provision as Article 28.10:*

*“28.10 The Directors may determine that at any Meeting a member who is entitled to attend that meeting is entitled to a direct vote. “Direct vote” includes a vote delivered to the Company by post, fax or other electronic means approved by the Directors. The Directors may specify the form, method and timing of giving a direct vote at a Meeting in order for the vote to be valid.”; and*

- (ii) deleting Article 78 and replacing it with the following provision:*

*“78.1 If offers are made under a proportional takeover bid for securities of the Company:*

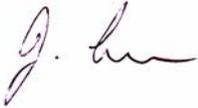
- (a) the registration of a transfer giving effect to a contract resulting from acceptance of an offer made under the bid is prohibited unless and until a resolution to approve the bid (referred to in this Article 78 as an “approving resolution”) is approved in accordance with this Article 78;*
- (b) a person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote on an approving resolution;*
- (c) an approving resolution is to be voted on at a meeting, to be convened and conducted by the Company, of the persons entitled to vote on the resolution; and*
- (d) an approving resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of the votes on the resolution is greater than 50%.*

*78.2 To be effective, an approving resolution must be passed before the 14<sup>th</sup> day before the last day of the bid period.*

- 78.3 *The provisions of this Constitution that apply to a general meeting of the Company apply:*
- (a) *with such modifications as the circumstances require to a meeting convened pursuant to this Article 78; and*
  - (b) *as if the meeting was a general meeting of the Company.*
- 78.4 *This Article 78 will automatically cease to apply 3 years after:*
- (a) *the date of its adoption; or*
  - (b) *the date of its most recent renewal (if applicable),*  
*whichever is the later."*

**Note:**

- (i) Pursuant to the *Corporations Act 2001 (Cwth)* the Company may only amend its constitution by special resolution, i.e. by a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.
- (ii) The reasons for the proposed amendments to the Company's constitution are set out in the Explanatory Memorandum.

**BY ORDER OF THE BOARD****GOLD AURA LIMITED**

John Lemon  
Company Secretary

21 May 2007

**GOLD AURA LIMITED  
ABN 75 067 519 779**

**NOTICE OF GENERAL MEETING**

**EXPLANATORY MEMORANDUM**

**INTRODUCTION**

This Explanatory Memorandum is provided to shareholders of Gold Aura Limited (“Gold Aura”) or (“the Company”) to explain the background to and implications of the resolutions proposed, and procedural matters concerning the General Meeting of Shareholders of the Company to be held at 10.00am on Friday, 22 June, 2007. Terms used in this Explanatory Memorandum are defined in Section 10.

**1. AGENDA ITEM 1 - ISSUE OF UP TO 13,333,333 ORDINARY SHARES**

Subject to a number of exceptions, ASX Listing Rule 7.1 provides that a company must not issue equity securities without shareholder approval if the number of securities issued would, of itself or when added to the number of other equity securities issued by the company in the previous 12 months, exceed 15% of the number of ordinary shares of the company on issue at the commencement of the 12 month period.

Gold Aura announced to ASX on 26 April 2007 that it proposed, subject to shareholder approval, to issue a minimum of 13,333,333 shares to various professional and sophisticated investors. Approval is sought to issue up to 13,333,333 shares. Although the number of the Placement Shares is less than 15% of the Company’s ordinary shares currently on issue, and no equity securities were or will be issued without shareholder approval other than under an exception to ASX Listing Rule 7.1 in the 12 months to the date of the Meeting, the Company’s directors nevertheless consider it appropriate and desirable to maintain flexibility to manage the Company’s capital requirements by leaving the 15% limit available if possible. Accordingly Shareholder approval is sought for the issue of the shares under the placement.

As required by ASX Listing Rule 7.3 the following information is provided:

- (a) The maximum number of Shares to be issued by the Company if the resolution in Agenda item 1 is approved is 13,333,333.
- (b) The Company will issue and allot the Placement Shares as soon as practical after the Meeting, but in any event not later than 3 months after the date of the Meeting.
- (c) The issue price of the Placement Shares will be either:
  - (i) 9 cents (\$0.09) per share; or
  - (ii) 80% of the average market price for the Company’s shares calculated over the last 5 days on which sales in the Company’s ordinary shares are or were recorded before the date on which the Placement Shares are issued, whichever is the higher.
- (d) The allottees of the Placement Shares will be various clients of Australian Financial Services Licensee, Martin Place Securities Pty. Ltd.
- (e) The Placement Shares will be subject to the same rights and obligations and rank equally with all existing fully paid ordinary shares in the capital of the Company.
- (f) Funds raised from the issue of the Placement Shares will be used to accelerate the Company’s drilling programme at its Croydon Project and for working capital generally.
- (g) A voting exclusion statement is contained in this Notice of Meeting under Agenda item 1.

The Company’s directors recommend that Shareholders vote in favour of the resolution in Agenda item 1.

## 2. AGENDA ITEM 2 – ISSUE OF OPTIONS TO MARTIN PLACE SECURITIES

Martin Place Securities Pty. Ltd. ACN 094 927 947 (“MPS”) is an Australian Financial Services Licensee. Under an agreement entered into between the Company and MPS the Company agreed to allot the shortfall under its recent non-renounceable rights issue (which closed on 2 February 2007) and the Placement Shares (the subject of Agenda item 1) to various clients of MPS. The agreed consideration to be provided to MPS by the Company in return for procuring the placement of the shortfall securities and the Placement Shares is:

- (a) 5% of the total funds subscribed by the allottees of the shortfall securities and Placement Shares; and
- (b) 2,000,000 options to subscribe for ordinary shares in the capital of the Company.

The issue of the shortfall securities occurred on 1 May 2007. Approval is sought in Agenda item 1 for the issue of the Placement Shares.

For the purposes of ASX Listing Rule 7.1 the Company seeks shareholder approval for the issue of the 2,000,000 options (the “Commission Options”) to MPS or its nominee so that the Commission Options will not count towards the 15% issue limit. In this regard, please refer to the explanation in relation to ASX Listing Rule 7.1 in the explanatory material for Agenda item 1 (above).

As required by ASX Listing Rule 7.3 the following information is provided:

- (a) The maximum number of Commission Options to be issued by the Company if the resolution in Agenda item 2 is approved is 2,000,000.
- (b) The Company will issue and allot the Commission Options as soon as practical after the Meeting, but in any event not later than 3 months after the date of the Meeting.
- (c) No price will be payable for the issue of the Commission Options, the consideration for their issue being the facilitation of the placement of the Company’s securities to various investors.
- (d) The allottee of the Commission Options will be Martin Place Securities Pty. Ltd. ACN 094 927 947 or its nominee.
- (e) The Commission Options will be exercisable on or before 1 April 2009 at a cost of 20 cents (\$0.20) cents per option. The Commission Options will not be quoted on the ASX, and otherwise will be subject to the same terms and conditions as the Company’s options quoted on ASX under ASX code “GOAO. The terms and conditions of the Commission Options are as follows:
  - the options are options to subscribe for ordinary shares in the capital of the Company;
  - shares issued on exercise of the options will rank *pari passu* with all existing ordinary shares of the Company from the date of issue;
  - the options may be exercised wholly or in part by notice in writing to the Company received at any time on or before 1 April 2009 together with payment for the exercise price and the options certificate (if any) for those options for cancellation by the Company;
  - the Company will allot the number of shares the subject of any exercise notice, and apply at its cost for listing of the shares so allotted;
  - the option holder will be permitted to participate in new issues of securities of the Company on the prior exercise of the options, in which case the holder of the options will be afforded the period of at least 14 days notice prior to and inclusive of the books closing date (to determine entitlements to the issue) to exercise the options;
  - in the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
    - the number of options, the exercise price of the options, or both will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules, but with the intention that such reconstruction will not result in any benefits being conferred on the holders of the options which are not conferred on Shareholders; and

- o 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 Options will remain unchanged;
- if there is a pro rata issue (except a bonus issue), the exercise price of an option may be reduced according to the following formula:

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

where:

- $O^n$  = the new exercise price of the Option
  - $O$  = the old exercise price of the Option
  - $E$  = the number of underlying securities into which one Option is exercisable
  - $P$  = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex right date or the ex entitlements date
  - $S$  = the subscription price for a security under the pro rata issue
  - $D$  = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue)
  - $N$  = the number of securities with rights or entitlements that must be held to receive a right to one new security
- if there is a bonus issue to the holders of shares in the Company, the number of shares over which the Option is exercisable may be increased by the number of shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue;
  - the terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of ordinary shares in the Company approve of such a change. However, the terms of the Options shall not be changed to reduce the exercise price, increase the number of Options or change any period for exercise of the Options.

(f) No funds will be raised by the issue of the Commission Options.

(g) A voting exclusion statement is contained in this Notice of Meeting in Agenda item 2.

The Company's directors recommend that Shareholders vote in favour of the resolution in Agenda item 2.

### 3. AGENDA ITEM 3 – EMPLOYEE SHARE OPTION PLAN – ISSUE APPROVAL

The Company's directors recently (on 10 May, 2007) adopted the Gold Aura Limited Employee Share Option Plan ("the Plan") to help attract and retain the services of persons who are viewed as important to the future success of the Company and as a means of rewarding and incentivising the Company's employees and contractors in a cost-effective way which helps to align employees' and contractors' interests with those of the Company's shareholders. The Company's directors propose from time to time to approve the issue of options under the Plan to employees and contractors of the Company. The Plan also make provision for the issue of options to directors of the Company, however in accordance with ASX Listing Rules requirements Shareholder approval will be sought for the issue of any options to directors of the Company under the Plan.

The ASX Listing Rules do not require an ASX-listed company to obtain shareholder approval for the adoption or continued operation of an employee incentive scheme, however (as stated above) ASX Listing Rule 7.1, with certain exceptions, prohibits ASX-listed companies, without shareholder approval, issuing in any 12 month period more than 15% of the equity securities on issue in the company at the start of the 12 month period. One of the exceptions to Listing Rule 7.1 is exception 9(b) in ASX Listing Rule 7.2 which provides that if a company's shareholders have approved the issue of securities under an employee incentive scheme within 3 years before the issue of any securities under the scheme the securities issued will not count towards the 15% limit in Listing Rule 7.1.

The Company's directors have the power to issue options and subsequently shares under the Plan, however the Directors consider it prudent to seek shareholder approval so that such issues will not be taken into account for the purpose of the 15% limit under Listing Rule 7.1. As required by ASX Listing Rule 7.2 (Exception 9(b)) the following information is provided:

- (a) As shareholder approval in relation to an employee incentive scheme of the Company has not been received before no securities have been issued under the Plan following approval by Shareholders.
- (b) The following is a summary of the terms of the Plan:
  - (i) The stated purpose of the Plan is to aid in:
    - attracting and retaining the services of persons who are likely to contribute to the growth and success of the Company; and
    - rewarding and incentivising employees and contractors in a cost-effective way which helps to align employees' and contractors' interests with those of the Company's shareholders.
  - (ii) Persons eligible to participate in the Plan are directors, officers and employees (full-time and part-time) of, and contractors to, Gold Aura Limited and any company in the Gold Aura Limited Group of companies.
  - (iii) The Board may from time to time invite eligible persons to participate in the Plan on terms and conditions which are not inconsistent with the Plan rules. The Board may offer options to subscribe for ordinary shares in the capital of the Company to any eligible person it determines, and determine the extent of that person's participation in the Plan. An offer by the Board shall specify the exercise price and expiry date of the options and any other matters the Board determines, including performance conditions attaching to the options.
  - (iv) The total number of options on issue under the Plan must not at any time exceed 10% of the total number of fully paid ordinary shares on issue in the capital of the Company at that time.
  - (v) Options will be issued at no cost to eligible persons who accept an offer of options. An eligible person may nominate a company in which the eligible person beneficially owns the majority of voting shares to receive options instead of the eligible person. It is in the Board's discretion whether to agree to this.
  - (vi) Options issued under the Plan will not be quoted on ASX.
  - (vii) Options issued under the Plan may only be transferred with Board approval.
  - (viii) Upon exercise of options issued under the Plan the eligible person will be issued with fully paid ordinary shares in the capital of the Company. The shares will be subject to the same terms and conditions as, and rank equally with, all other fully paid ordinary shares in the capital of the Company then on issue.
  - (ix) The Company will apply to ASX for official quotation of shares issued upon exercise of options issued under the Plan.
  - (x) A participant's options will lapse within 30 days of the participant ceasing to be an eligible person (i.e. a director, officer, employee, contractor, etc.) for any reason other than retirement (at a retirement age determined by the Board), permanent disability, redundancy or death, or, if the holder of the shares is a company nominated by an eligible person (see above), the eligible person ceasing to beneficially own a majority of the voting shares in that company.

- (xi) Holders of options issued under the Plan may only participate in new issues of securities by the Company if they have first exercised their options. Option holders shall be afforded a period of at least 14 days before the record date to determine entitlements to the issue, to exercise the options.
  - (xii) If there is a bonus issue the number of shares over which an option can be exercised will be increased commensurately.
  - (xiii) If there is a pro rata issue (except a bonus issue), the exercise price of an option may be reduced according to the formula in paragraph (e) on page 7 of this Notice of General Meeting..
  - (xiv) If there is a reorganisation of the Company's issued capital the options must be reorganised as prescribed by the ASX Listing Rules.
  - (xv) If a takeover bid is made in relation to the Company, a scheme of arrangement proposed in relation to the Company, or a change of shareholding occurs which results in a person or persons being able to alter the majority composition of the Company's board of directors, options on issue under the Plan may be exercised without restriction, subject to compliance with procedural requirements.
  - (xvi) The Company's Board is charged with administering the Plan in accordance with the Plan Rules.
  - (xvii) If any provisions of the Plan rules are inconsistent with the ASX Listing Rules the ASX Listing Rules shall prevail to the extent of the inconsistency, and nothing may be done under the Plan which is inconsistent with the ASX Listing Rules.
  - (xviii) The Plan is governed by the laws of Queensland.
- (c) A voting exclusion statement is contained in this Notice of Meeting in Agenda item 3.

A copy of the Plan rules is available free of charge on request.

The Company's directors recommend that Shareholders vote in favour of the resolution in Agenda item 3.

#### **4. AGENDA ITEMS 4, 5 AND 6 – ISSUE OF OPTIONS TO DIRECTORS**

##### **4.1 Background**

Shareholder approval is sought in Agenda items 4, 5 and 6 for the issue of 4,000,000 options to Mr. Chapple (Managing Director) and 1,000,000 options to each of Messrs. Murdoch (Chairman of Directors) and Collins-Taylor (Non-Executive Director), a total of 6,000,000 options. It is proposed that the issue of the options to Messrs. Chapple, Murdoch and Collins-Taylor will be made under the Gold Aura Limited Employee Share Option Plan. (Refer to Section 3 of this Explanatory Memorandum (above) for details of the Plan).

The options will be exercisable in two tranches, with separate exercise conditions for each tranche, as set out in the following table:

Option Recipient	No. of Options to be Issued	
	First Tranche (exercisable at 13 cents (\$0.13) each upon the volume weighted average trading price of the Company's shares on the ASX over a five (5) day trading period having reached twenty cents (\$0.20) or higher)	Second Tranche (exercisable at 20 cents (\$0.20) each upon the volume weighted average trading price of the Company's shares on the ASX over a five (5) day trading period having reached thirty cents (\$0.30) or higher)
Kenneth Chapple	2,000,000	2,000,000
Robert Murdoch	500,000	500,000
James Collins-Taylor	500,000	500,000
<b>Sub-Total</b>	<b>3,000,000</b>	<b>3,000,000</b>
<b>Total</b>	<b>6,000,000</b>	

The proposed material terms of the options are more particularly set out in Section 4.3 (below).

#### 4.2 ASX Listing Rule Requirements

ASX Listing Rule 10.14 provides that an ASX-listed company must not permit a director of the company to acquire securities under an employee incentive scheme without the approval of the company's shareholders. The notice of the meeting to obtain shareholders' approval must comply with Listing Rule 10.15. Therefore, as required by Listing Rule 10.15, the following information is provided:

- (a) The maximum number of options that may be issued to Messrs. Chapple, Murdoch and Collins-Taylor is 6,000,000, allocated as follows:
  - (i) Mr. Kenneth Chapple – 4,000,000
  - (ii) Mr. Robert Murdoch - 1,000,000
  - (iii) Mr. James Collins-Taylor – 1,000,000
- (b) The options will be issued for no cash consideration.
- (c) The Plan has not been approved before, and none of Messrs. Chapple, Murdoch or Collins-Taylor has received options under the Plan before.
- (d) The Directors entitled to participate in the Plan are Messrs. Chapple, Murdoch and Collins-Taylor.
- (e) A voting exclusion statement is contained in this Notice of Meeting following Agenda item 6.
- (f) No loan has been provided in relation to the issue of the options.
- (g) The Company will issue the options as soon as practical after the meeting, but in any event not later than 12 months after the date of the Meeting.

#### 4.3 Option Terms

The following is a summary of the material terms of the options proposed to be issued to Messrs. Chapple, Murdoch and Collins-Taylor:

- (a) The options are options to subscribe for ordinary shares in the capital of the Company.
- (b) The options are to be issued for no consideration.

- (c) Shares issued on exercise of the options will rank pari passu with all existing ordinary shares of the Company from the date of issue.
- (d) The options are exercisable in two tranches, subject to certain exercise conditions, as follows:
- (i) First Tranche Options – 2,000,000 options in the case of Mr. Chapple and 500,000 options each in the case of Messrs. Murdoch and Collins-Taylor are exercisable at thirteen cents (\$0.13) per option; and
  - (ii) Second Tranche Options – 2,000,000 options in the case of Mr. Chapple and 500,000 options each in the case of Messrs. Murdoch and Collins-Taylor are exercisable at twenty (\$0.20) cents per option.
- (e) The exercise conditions of the options are:
- (i) in respect of the First Tranche Options – the volume weighted average trading price of Shares over a five consecutive trading day period (“VWAP”) reaches \$0.20; and
  - (ii) in respect of the Second Tranche Options – the VWAP reaches \$0.30.
- (f) The options may be exercised wholly or in part by notice in writing to the Company received at any time after the occurrence of an exercise condition in respect of the options, together with a cheque for the exercise price multiplied by the number of Shares in respect of which options are being exercised.
- (g) The options will expire either (i) thirty (30) days after the Directors ceasing to be an eligible person under the Plan (a director, employee, contractor, etc.) for any reason other than retirement, permanent disability, redundancy or death, or the Director ceasing to be beneficially entitled to the majority of the voting shares in the Director’s permitted nominee company; or (ii) at 5.00pm on 2 April 2009, whichever is the earlier.
- (h) The options will be unlisted.
- (i) Upon allotment of Shares pursuant to the exercise of options the Company will apply at its cost to have those shares quoted on the official list of the ASX.
- (j) Option holders do not participate in dividends unless the options are exercised.
- (k) Whilst an option holder does not have any participating rights in new issues of securities in the Company during the term of any options held, the option holder shall be afforded a period of at least 14 days before the record date to determine entitlements to the issue, to exercise the options.
- (l) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
- the number of options, the exercise price of the options, or both will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules, but with the intention that such reconstruction will not result in any benefits being conferred on the holders of the options 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 options will remain unchanged.
- (m) If there is a pro rata issue (except a bonus issue), the exercise price of an option may be reduced according to the following formula:

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

Where:

- $O^n$  = the new exercise price of the option;
- $O$  = the old exercise price of the option;
- $E$  = the number of underlying securities into which one option is exercisable;
- $P$  = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex right date or the ex entitlements date;
- $S$  = the subscription price for a security under the pro rata issue;
- $D$  = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);
- $N$  = the number of securities with rights or entitlements that must be held to receive a right to one new security.

- (n) If there is a bonus issue to the holders of Shares in the Company the number of Shares over which the option is exercisable may be increased by the number of Shares which the option holder would have received if the option had been exercised before the record date for the bonus issue.
- (o) If a takeover bid is made in relation to the Company, a scheme of arrangement proposed in relation to the Company, or a change of shareholding occurs which results in a person or persons being able to alter the majority composition of the Company's board of directors, options on issue under the Plan may be exercised without restriction, subject to compliance with procedural requirements.

#### 4.4 Chapter 2E Corporations Act 2001 (Cwth)

Chapter 2E of the *Corporations Act 2001 (Cwth)* prohibits a public company from giving a financial benefit to a related party of the public company unless the benefit falls within one of the various exceptions to the general prohibition. One of the exceptions includes where the company first obtains the approval of its shareholders in general meeting in circumstances where the requirements of Chapter 2E in relation to the convening of that meeting have been met.

A "related party" for the purposes of the *Corporations Act* is widely defined and it includes a director of the public company.

A "financial benefit" for the purposes of the *Corporations Act* has a very wide meaning and includes the public company issuing securities to the related party.

The resolutions proposed in Agenda items 4, 5 and 6, if passed, will confer financial benefits on Messrs. Chapple, Murdoch and Collins-Taylor and the Company therefore seeks to obtain member approval in accordance with the requirements of Chapter 2E *Corporations Act*. For this reason and for all other purposes the following information is provided to Shareholders.

##### (a) Related parties

The **related parties** to whom the proposed resolutions in Agenda items 4, 5 and 6 would permit the financial benefits to be given are:

- (i) Mr. Kenneth Chapple (or his nominee), the Managing Director of the Company;
- (ii) Mr. Robert Murdoch (or his nominee), a director of the Company and the Chairman of the Company's Board of Directors; and
- (iii) Mr. James Collins-Taylor (or his nominee), a non-executive director of the Company.

##### (b) The nature of the financial benefits

The nature of the proposed financial benefits to be given is:

- (i) The grant of:
  - 4,000,000 options to Mr Chapple as referred to in Agenda Item 4;
  - 1,000,000 options to Mr Murdoch as referred to in Agenda Item 5;
  - 1,000,000 options to Mr Collins-Taylor as referred to in Agenda Item 6.

- (ii) the Options shall be granted for no cash consideration; and
- (iii) the Options shall be exercisable into Shares on the terms set out above.

**(c) Directors' Recommendation**

Each of Messrs. Chapple, Murdoch and Collins-Taylor expresses no opinion and makes no recommendation in respect of the resolution that applies specifically to him. Otherwise, Messrs. Chapple, Murdoch and Collins-Taylor recommend that Shareholders approve the resolutions proposed in Agenda items 4, 5 and 6 for the following reasons:

- (i) the grant of the Options as proposed to Messrs. Chapple, Murdoch and Collins-Taylor will help to retain their services and provide them with reward and incentive for future services they will provide to the Company to further the progress of the Company;
- (ii) the grant of options will provide a cost-effective and efficient incentive as opposed to alternative forms of incentive (e.g. cash bonuses, increased remuneration) as it will enable the Company to conserve cash reserves;
- (iii) the majority of the options are proposed to be issued to Mr. Chapple who, in the Board's opinion, as the Company's Managing Director has the greatest ability to influence the value of the Company; and
- (iv) the proposed terms and conditions of the options are designed to align Directors' ability to exercise the options with increased Shareholder value, represented by increased value of the Company's shares.

**(d) Directors' Interests**

Messrs. Chapple, Murdoch and Collins-Taylor each has a material personal interest in the outcome of Agenda Items 4, 5 and 6 respectively, as it is proposed that options be granted to them (or their respective nominees) as set out in those Agenda items.

Each of Messrs. Chapple, Murdoch and Collins-Taylor has a direct and/or indirect interest in shares and options in the Company, as detailed in the table below.

If all of the Options granted are exercised by Messrs. Chapple, Murdoch and Collins-Taylor, the following will be the effect on their holdings in the Company:

Director	No. of Company's Shares in which Director holds Interest	% of Total Shares on Issue (1)	No. of Shares in which Director holds interest if exercises options proposed to be granted	% of Total Shares on Issue following exercise of options proposed to be granted (2)
K. Chapple	1,280,808	1.08	5,280,808	4.52
R. Murdoch	4,264,391	3.62	5,264,391	4.51
J. Collins-Taylor	343,202	0.29	1,343,202	1.15
<b>Total</b>	<b>5,888,401</b>	<b>4.99</b>	<b>11,888,401</b>	<b>10.18</b>

(1) "Total Shares on Issue" is the number of Shares which will be on issue assuming the issue of 13,333,333 Shares for which approval is sought in Agenda item 1, namely 116,724,838 Shares. The calculation is based on the assumption that none of the Company's 37,306,276 options on issue as at the date of this Notice of Meeting are exercised.

(2) The calculation is based on the same assumption as in footnote (1) (above).

As at the date of this Notice of Meeting Messrs. Chapple, Murdoch and Collins-Taylor have the following interests in options over shares in the Company:

- (i) Chapple – 388,671
- (ii) R. Murdoch – 562,343
- (iii) J. Collins-Taylor – 85,801

**(e) Other information that is reasonable required by Shareholders to make a decision and that is known to the Company or any of its Directors**

There is no other information known to the Company or any of its directors save and except as follows:

**(i) Current Remuneration**

- Mr Chapple, as Managing Director, receives a salary of \$180,000 per annum together with statutory superannuation and a car parking allowance. He does not receive Director's Fees.
- Mr Murdoch, as Chairman of the Company's Board of Directors, receives director's fees of \$27,500 per annum.
- Mr Collins-Taylor, as a non-executive director, receives Director's fees of \$18,000 per annum.

**(ii) Dilution**

If Shareholders approve the issue of options to Messrs. Chapple, Murdoch and Collins-Taylor, and all of the options issued to them and/or their nominees are exercised, the effect will be to dilute the shareholding of existing Shareholders by approximately 5.19% based on the number of shares on issue as at the date of this Notice (see the capital structure table in Section 4.4(d) (above)). Until the options are exercised, the issue of the options will not impact upon the number of ordinary shares on issue in the Company. To the extent that upon their exercise the dilutionary impact caused by the issue of shares will be detrimental to the Company, the Company's Directors consider that this is more than offset by the advantages accruing to the Company through the retention of the services of experienced and skilled directors on appropriate incentive terms. The Company's Directors also note that their ability to exercise the options would depend upon an increase in the value of the Company as represented by an increase in the value of the Company's shares.

**(iii) ASX Best Practice Recommendations**

The Board recognises that the grant of options to non-executive directors Messrs. Murdoch and Collins-Taylor is contrary to recommendation 9.3 of the ASX Corporate Governance Council Best Practice Recommendations. However, each Director recommends in relation to those of the resolutions proposed in Agenda Items 4, 5 and 6 in which the Director does not have a material personal interest that Shareholders vote in favour of the resolutions for the reasons set out in Section 4.4(c) (above). In addition the Directors note that:

- the issue of options as part of the remuneration packages of executive and non-executive directors is an established practice of junior public listed companies, and provides those companies with a means of conserving cash whilst properly rewarding directors; and
- Messrs. Murdoch and Collins-Taylor receive by way of remuneration only the fees set out in Section 4.4(e)(i) (above), and receive none of the non-cash

benefits such as superannuation contributions or equity which are approved in Recommendation 9.3.

**(iv) Taxation Consequences**

Accounting Standard AASB 2 “Share Based Payments” requires that the options be measured at an estimate of their fair value. This amount will be expensed in the Company’s Income Statement when the options vest, which will be immediately upon issue.

There will be no significant tax consequences for the Company arising out of the issue of the options.

No GST will be payable by the Company in respect of the grant of the options (or if it is then it will be recoverable as an input credit).

**(v) Market Price of the Company’s Shares on the ASX**

The highest, lowest and last trading prices of the Company’s shares on ASX during the last 12 months are set out below:

	Date	Price
<b>Highest</b>	10 January 2007	\$ 0.19
<b>Lowest</b>	12, 13, 15, 21, 22, 25, 26, 27, 28 & 29 September, 2006; 2, 3, 4, 5, 6, 9, 11, 12 & 13 October, 2006	\$ 0.06
<b>Last</b>	18 May 2007	\$ 0.11

**5. AGENDA ITEM 7 – AMENDMENT OF CONSTITUTION**

**(a) Direct Voting**

The insertion of the proposed Article 28.10 in the Company’s constitution will enable the Company’s directors to allow Shareholders in the future to vote directly on resolutions considered at a general meeting of the Company by mailing, faxing or otherwise electronically sending their votes to the Company prior to the meeting. At present Shareholders may only vote at a general meeting of the Company by attending the meeting in person and voting, or appointing a proxy to vote on the Shareholder’s behalf at the meeting. Attending a meeting in person may not always be practical. Under the current law relating to proxies if you appoint the chairman of the meeting as your proxy he must vote on your behalf, and if you direct him or her to vote in a particular manner he or she must vote in that manner. If however you appoint a person other than the chairman as your proxy that person is not obliged to vote at the meeting on a resolution as directed by you, and can instead abstain from voting on the resolution.

**(b) Proportional Takeover Provisions**

The Company’s constitution was adopted in its current form in 2002, apart from certain of its provisions which were adopted in November 2006. The Constitution contains, in Article 78, proportional takeover bid provisions which have been in the constitution since its adoption in 2002. However the *Corporations Act* provides that proportional takeover bid provisions in a company’s constitution lapse after 3 years unless renewed by the company’s shareholders by special resolution. Therefore the proportional takeover bid provisions in Article 78 have lapsed. Shareholder approval is therefore sought for the adoption of fresh proportional takeover bid provisions.

A proportional takeover bid occurs when a bidder makes an offer to acquire a specified proportion only of the shares of each shareholder’s shares in the target company. The proposed new Article 78, if adopted, would enable the Company to prohibit the registration of a transfer of shares resulting from a proportional takeover bid unless the bid is approved by

a meeting of Members convened in accordance with Article 78. The following information is provided in accordance with subsection 648G(5) *Corporations Act*.

- **Effect of proposed proportional takeover provisions in Article 78**

The effect of the proposed provisions is that:

- (i) if a proportional takeover bid is made the Directors must convene a meeting of Shareholders to vote on a resolution to approve the offer. That meeting must be held at least 15 days before the close of the bid period;
- (ii) the vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the takeover bid was made held bid class shares, is entitled to vote. Neither the bidder nor an associate of the bidder may vote;
- (iii) if the resolution is not voted on at least 15 days before the close of the bid period a resolution approving the proportional bid is deemed to have been passed;
- (iv) if the resolution is rejected, the registration of any transfer of shares resulting from the proportional bid will be prohibited and, under the *Corporations Act*, the offer will be deemed to be withdrawn; and
- (v) if the resolution is approved, the relevant transfers of shares will be registered provided they comply with the other provisions of the Company's Constitution.

The provisions of Article 78 will not apply to full takeover bids. If the provisions are adopted, they will expire in accordance with the *Corporations Act* three (3) years after the date of their adoption unless renewed by a special resolution of Shareholders.

- **Reasons for proposing the resolution**

The Company's directors consider that inclusion of the proposed provisions in Article 78 is in the best interests of Shareholders. The Board considers that Shareholders should have the opportunity to decide whether a proposed proportional takeover bid should proceed by voting upon it. If it does proceed, individual Shareholders can make a separate decision as to whether they wish to accept the offer.

A proportional takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority interest and without Shareholders having the opportunity to dispose of all of their shares, with the result that Shareholders could be at risk of being left as part of a minority interest in the Company. It also means that the bidder may acquire control of the Company without paying an adequate premium for gaining control. If the Constitution includes these proportional takeover provisions it will minimise the risk to Shareholders.

- **Present acquisition proposals**

As at the date of this Notice, none of the Company's directors are aware of any proposal by a person to acquire, or increase the extent of, a substantial interest in the Company.

- **Potential advantages of the proportional takeover provisions for the Directors and Shareholders**

The proposed provisions:

- (a) will enable the Board to formally ascertain the views of Shareholders in respect of a proportional takeover bid;
- (b) will ensure that Shareholders will have an opportunity to study a proportional takeover bid and vote on whether the bid should be permitted to proceed;

- (c) will enable Shareholders to prevent a proportional takeover bid from proceeding if they believe that control of the Company should not be permitted to pass under the bid; and
  - (d) may encourage a proportional bid to be structured so as to be attractive to a majority of independent Shareholders.
- **Potential disadvantages of the proportional takeover provisions for the Directors and Shareholders**

The proposed provisions may:

- (a) discourage proportional takeover bids for the Company;
- (b) as a result reduce any speculative element in the market price of the Company's shares or deny Shareholders the opportunity of selling some of their shares at a premium; and
- (c) restrict the ability of individual Shareholders to deal freely with their shares in some circumstances.

The Company's directors consider that it is in the interest of Shareholders to have a right to decide if any proportional takeover bid should proceed and recommend the inclusion of the proportional takeover bid provisions in the Company's constitution.

The above description of proposed changes to the Company's constitution is a summary only. Any Shareholder who wishes to be fully informed as to the contents of the Company's constitution following the proposed changes should read the proposed revised constitution in full. Copies of the current constitution and the proposed revised constitution may be viewed on the Company's website at [www.goldaura.com.au](http://www.goldaura.com.au), and are available for inspection prior to the General Meeting during normal office hours at level 6, 200 Creek Street, Brisbane.

The Company's directors recommend that Shareholders vote in favour of the special resolution in Agenda item 7.

## 6. VOTING RIGHTS

The Board has determined that all of the shares of the Company will be taken, for the purposes of determining the right of shareholders to attend and vote at the Meeting, to be held by the persons who are registered in the Company's register of shareholders at 7.00pm (Brisbane time) on 20 June 2007 as the owners of those shares. Therefore transfers registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Meeting.

## 7. PROXIES

- (a) A Shareholder entitled to attend and vote at the Meeting may appoint:
  - (i) one proxy if the Shareholder is only entitled to one vote at the meeting; or
  - (ii) one or two proxies if the Shareholder is entitled to more than one vote at the meeting, to attend and vote at the meeting for the Shareholder.
- (b) A Shareholder may appoint an individual person or a body corporate as the Shareholder's proxy.
- (c) A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body corporate may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been provided to the Company.

- (d) A Shareholder who appoints two proxies may state on the Proxy Form what proportion or number of the Shareholder's votes each proxy may exercise. If a Shareholder appoints two proxies and does not specify the number or proportion of votes each proxy may exercise, each of the proxies may exercise half of the Shareholder's votes.
- (e) A proxy need not be a shareholder of the Company.
- (f) A Proxy Form is enclosed. If you wish to appoint a proxy or proxies you must complete the Proxy Form and deliver it to the Company, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy), by no later than 10.00 am on 20 June, 2007:
  - (i) **by post:**  
Gold Aura Limited  
PO Box 728  
Spring Hill, QLD 4004; or
  - (ii) **by delivery:**  
Gold Aura Limited  
Level 6  
200 Creek Street  
Brisbane, QLD; or
  - (iii) **by facsimile:**  
(07) 3833 3888 (from within Australia)  
(+617) 3833 3888 (from outside Australia)

## 8. CORPORATE REPRESENTATIVE

A Shareholder which is a body corporate may appoint an individual as the Shareholder's representative to attend and vote at the Meeting. The representative must bring the formal notice of appointment to the meeting, unless it has previously been provided to the Company.

## 9. OTHER INFORMATION

Queries in relation to the lodgement of proxies or other matters concerning the General Meeting may be directed to the Company Secretary (Telephone: (07) 3833 3833).

## 10. INTERPRETATION

In this notice of meeting the following expressions have the following meanings:

"ASX" means ASX Limited ABN 98 008 624 691.

"ASX Listing Rules" means the Official Listing Rules of ASX.

"Board" means the Directors of the Company acting as a board.

"Company" means Gold Aura Limited ABN 75 067 519 779.

"Corporations Act" means *Corporations Act 2001 (Cwth)*.

"Directors" means the Directors of the Company.

"Meeting" means the General Meeting of Shareholders convened for 22 June 2007 and any adjournment of that meeting.

"Placement Shares" means the 13,333,333 fully paid ordinary shares in the capital of the Company referred to in Agenda item 1 of this Notice of Meeting.

"Plan" means the Gold Aura Limited Employee Share Option Plan adopted on 10 May, 2007.

“Section” means a section of this Explanatory Memorandum.

"Shares" means ordinary fully paid shares in the capital of the Company.

"Shareholder" means a shareholder of the Company.

-oo0oo-

**GOLD AURA LIMITED**

ABN 75 067 519 779

Level 6, 200 Creek Street,  
Brisbane, Queensland

Telephone: (07) 3833 3833

Fax: (07) 3833 3888

**PROXY FORM**

I/We \_\_\_\_\_

of \_\_\_\_\_

being a shareholder(s) of Gold Aura Limited ("the Company") and entitled to

\_\_\_\_\_ shares in the Company hereby appoint \_\_\_\_\_

of \_\_\_\_\_

or failing him/her \_\_\_\_\_

of \_\_\_\_\_

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the general meeting of the Company to be held at Level 6, 200 Creek Street, Brisbane, Queensland on 22 June, 2007 at 10.00 am (Brisbane time) and at any adjournment thereof in respect of \_\_\_\_\_ of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is [     ] %.  
(The Company on request will supply an additional proxy form.)

If you wish to indicate how your proxy is to vote, please tick the appropriate boxes below.

If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain. By signing this appointment you acknowledge that the Proxy (whether voting in accordance with your directions or voting in their discretion under an undirected Proxy) may exercise your proxy even if he/she has an interest in the outcome of the resolution and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest. However, if the Proxy you appoint is excluded from voting on a resolution and you do not direct the Proxy how to vote on that resolution, your vote will also be excluded.

The chairman of the meeting (Managing Director, Mr. Ken Chapple) intends to vote undirected proxies in favour of all proposed resolutions.

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 as your proxy in respect of Resolutions 3 ("Issue of securities under Employee Share Option Plan" ) and 4 ("Issue of options to K. Chapple"), please place a mark in the box to the right.

By marking this box, you acknowledge that the chairman of the meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 3 and 4 and that votes cast by the chairman of the meeting for Resolutions 3 and 4 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 will not cast your votes on Resolutions 3 and 4 and you votes will not be counted in calculating the required majority if a poll is called on each of Resolutions 3 and 4

I/we direct my/our proxy to vote as indicated below:

**RESOLUTION**

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1. Issue of up to 13,333,333 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Issue of options to Martin Place Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Issue of securities under Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Issue of Options to K. Chapple	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Issue of Options to R. Murdoch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Options to J. Collins-Taylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Amendment of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As witness my/our hand/s this \_\_\_\_\_ day of \_\_\_\_\_ 2007

If a natural person:

SIGNED by \_\_\_\_\_ )  
\_\_\_\_\_ )

\_\_\_\_\_  
in the presence of:

\_\_\_\_\_  
Witness

\_\_\_\_\_  
Name (Printed)

If a company:

EXECUTED by \_\_\_\_\_ )  
\_\_\_\_\_ )  
in accordance with its \_\_\_\_\_ )  
Constitution \_\_\_\_\_ )

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director/Secretary

\_\_\_\_\_  
Name (Printed)

\_\_\_\_\_  
Name (Printed)

If by power of attorney:

SIGNED for and on behalf of \_\_\_\_\_ )  
by \_\_\_\_\_ )  
under a Power of Attorney \_\_\_\_\_ )  
dated \_\_\_\_\_ and who declares that he/she has \_\_\_\_\_ )  
not received any revocation of such Power of \_\_\_\_\_ )  
Attorney in the presence of : \_\_\_\_\_ )

\_\_\_\_\_  
Signature of Attorney

\_\_\_\_\_  
Signature of Witness

**[N.B. After completing this proxy form, please deliver it to the Company's registered office in accordance with Section 7(f) of the Explanatory Memorandum in the accompanying Notice of General Meeting]**