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**CAPRICORN METALS LTD**  
**ACN 121 700 105**  
**NOTICE OF GENERAL MEETING**

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**TIME:** 9.30 am AWST  
**DATE:** Wednesday, 20 April 2016  
**PLACE:** The President's Room  
Celtic Club  
48 Ord Street  
West Perth WA 6005

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

*Should you wish to discuss any of the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9286 1219.*

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## IMPORTANT INFORMATION

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### Time and place of Meeting

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Notice is given that the Meeting will be held at 9.30pm (AWST) on 20 April 2016 at:

The President's Room  
Celtic Club  
48 Ord Street  
West Perth WA 6005

### Your vote is important

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

### Voting eligibility

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 18 April 2016.

### Voting in person

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

### Voting by proxy

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;<sup>7</sup>
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – ISSUE OF OPTIONS TO A RELATED PARTY – MR PETER THOMPSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, in accordance with ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 6,000,000 Options to Mr Peter Thompson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Peter Thompson (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a **person** as a 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.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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#### 2. RESOLUTION 2 – ISSUE OF OPTIONS TO A RELATED PARTY – PETER LANGWORTHY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, in accordance with ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 4,800,000 Options to Mr Peter Langworthy (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**ASX Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Peter Langworthy (or his nominee) and any of their associates. However, the Company need not disregard a vote if it is cast by a **person** as a 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.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (c) the proxy is either:
  - (iii) a member of the Key Management Personnel; or

- (iv) a Closely Related Party of such a member; and
- (d) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
  - (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
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**Dated: 16 March 2016**

**By order of the Board**



**Natasha Forde  
Company Secretary**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. ISSUE OF OPTIONS TO RELATED PARTIES

#### 1.1 General

The Company has entered into employment contracts with Mr Peter Thompson and Mr Peter Langworthy as Executive Directors of the Company. Subject to obtaining Shareholder approval, the Company has agreed to issue a total of 10,800,000 Options (**Options**) to Mr Peter Thompson and Mr Peter Langworthy (**Related Parties**) on the terms and conditions set out below.

The number of ESOP Options to be issued to the Executive Directors for their ongoing commitment and contribution to the Company in their respective roles is set out below:

Related Party	Role	Options
Mr Peter Thompson	Managing Director	6,000,000
Mr Peter Langworthy	Technical Director	4,800,000

The Options to be issued will have an exercise price of \$0.10 and an expiry date of 5:00 pm (AWST) on 31 May 2020. The Options will vest in three tranches:

- a) one third of the Options will vest one year after the date of issue;
- b) one third of the Options will vest two years after the date of issue; and
- c) one third of the Options will vest three years after the date of issue.

#### 2.1 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- a) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The grant of Options to the Related Party constitutes giving a financial benefit and Mr Peter Thompson and Mr Peter Langworthy are each a related party of the Company by virtue of being a Director.

The Directors (other than Mr Peter Thompson and Mr Peter Langworthy who each have a material personal interest in the Resolution) consider that the issue of the Options to Mr Peter Thompson and Mr Peter Langworthy falls within the exception in Section 211 of the Corporations Act, and accordingly, Shareholder approval is not required for the purpose of Section 208 of the Corporations Act.

### 3.1 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the issue of Shares contemplated by Resolutions 1 and 2 involves the issue of securities to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

### 4.1 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Options:

- a) the related parties are Mr Peter Thompson and Mr Peter Langworthy and each is a related party by virtue of being Director;
- b) the maximum number of Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is 10,800,000 Options, of which 6,000,000 Options will be granted to Mr Peter Thompson if Resolution 1 is passed and 4,800,000 Options will be granted to Mr Peter Langworthy if Resolution 2 is passed;
- c) the Options will be granted to the Related Parties no later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Options will be issued on one date;
- d) the Options will be issued for nil cash consideration, accordingly no funds will be raised;
- e) the Options to be issued to the Related Party will have an exercise price of \$0.10 and an expiry date of 5:00 pm (AWST) on 31 May 2020, and will vest in three tranches:
  - (i) 3,600,000 of the Options will vest one year after the date of issue;
  - (ii) 3,600,000 of the Options will vest two years after the date of issue; and
  - (iii) 3,600,000 of the Options will vest two years after the date of issue; and
- f) the terms and conditions of the Options are outlined in Schedule 1;
- g) the value of the Options and the pricing methodology is set out in Schedule 2;

- h) the relevant interests of the Related Parties in securities of the Company is set out below:

Related Party	Shares	Options
Mr Peter Thompson	6,279,974	-
Mr Peter Langworthy	5,104,903	300,000 <sup>1</sup>

<sup>1</sup> Options exercisable at \$0.50 each on or before 31 March 2016.

- i) the remuneration and emoluments from the Company to the Related Parties for both the current financial year and previous financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Mr Peter Thompson	\$108,045	-
Mr Peter Langworthy <sup>(1)</sup>	\$238,907	\$215,276

(1) Payments to Mr Langworthy, include payments made on an arm's length basis to OMNI GeoX Pty Ltd for time spent on managing and executing the Group's exploration programme.

- j) if the Options granted to the Related Parties are exercised, a total of 10,800,000 Shares would be allotted and issued. This would increase the number of Shares on issue from 388,727,498 to 399,527,498 (assuming that no other Options are exercised and no other Shares issued) with the effect that the shareholding of existing Shareholders would be diluted as follows:

Related Party	Issued Shares as at the date of this Notice of Meeting	Options to be issued	Issued Shares upon exercise of all Options	Dilutionary Effect upon exercise of Options
Mr Peter Thompson	388,727,448	6,000,000	394,727,448	1.52%
Mr Peter Langworthy	388,727,448	4,800,000	393,527,448	1.22 %

- k) the market price for Shares during the term of the Options would normally determine whether or not the Options are exercised. If, at any time the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company;

- l) the trading history of the Shares on ASX in the 12 months before the date of this Notice of General Meeting is set out below:

	Price (cents)	Date
Highest	\$0.105	22 February 2016 1, 2 and 4 March 2016
Lowest	\$0.010	12, 13 and 14 October 2015
Last	\$0.095	15 March 2016

- m) the primary purpose of the grant of the Options to the Related Parties is to provide a performance linked incentive component in the



remuneration package for the Related Parties to motivate and reward the performance of the Related Parties in their respective roles as Executive Directors;

- n) Mr Peter Thompson declines to make a recommendation to Shareholders in relation to Resolution 1 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Options in the Company should Resolution 1 be passed.
- o) Mr Peter Langworthy declines to make a recommendation to Shareholders in relation to Resolution 2 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Options in the Company should Resolution 2 be passed.
- p) with the exception of Mr Peter Thompson (Resolution 1) and Mr Peter Langworthy (Resolution 2), no other Director has a personal interest in the outcome of Resolutions 1 and 2;
- q) the Directors (other than Mr Peter Thompson in relation to Resolution 1 and Mr Peter Langworthy in relation to Resolution 2) unanimously recommend that Shareholders vote in favour of Resolutions 1 and 2 for the following reasons:
  - (i) the grant of Options to the Related Parties will align the interests of the Related Parties with those of Shareholders;
  - (ii) the grant of the Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
  - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Options upon the terms proposed;
- r) in forming their recommendations, each Director considered the experience of each other Related Party, the current market price of Shares, the current market practices when determining the number of Options to be granted as well as the exercise price and expiry date of those Options; and
- s) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 1 and 2.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Options to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Options to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

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## GLOSSARY

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**\$** means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**AWST** means Australian Western Standard Time as observed in Perth, Western Australia.

**Board** means the current board of Directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Company** means Capricorn Metals Ltd (ACN 121 700 105).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Executive Director(s)** means Mr Peter Thompson or Mr Peter Langworthy, or both of them, as the context requires.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form accompanying the Notice.

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

**Section** means a section of this Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

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## SCHEDULE 1 – OPTION TERMS AND CONDITIONS

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The Options will entitle the holders to subscribe for Shares on the following terms:

1. Each Option entitles the holder to subscribe for and be allotted one Share.
2. The Options are exercisable at 10 cents each, payable in cash (**Exercise Price**).
3. The Options will vest as follows:
  - (a) One third of the Options granted will vest 12 months after the date of issue;
  - (b) One third of the Options granted will vest 24 months after the date of issue; and
  - (c) One third of the Options granted will vest 36 months after the date of issue (**Vesting Date**).
4. The Options shall expire at 5.00pm WST on 31<sup>st</sup> May 2020 (**Expiry Date**).
5. Options may be exercised at any time after the Vesting Date and on or before the Expiry Date.
6. Taxation of any discount arising in relation to the issue of the Options will be deferred until the Options are exercised.
7. Options not exercised on or before the Expiry Date will automatically lapse.
8. On an Option lapsing, all rights of the Option holder in respect of the Option cease and no consideration or compensation will be payable for or in relation to that lapse.
9. Following allotment of the Options, a transaction confirmation statement will be issued by the Company for the Options.
10. Subject to these conditions, Options may be exercised on or before the Expiry Date by the Option holder:
  - (a) lodging with the Company a Notice of Exercise signed by the Option holder for a parcel of not less than one thousand (1,000) except that if the Option holder holds less than one thousand (1,000) Options then such Options may be exercised; and
  - (b) paying the Company the Exercise Price in respect of the Options exercised.

An exercise of Options will only be valid and effective once the Company has received, in cleared funds, the full amount of the Exercise Price payable.
11. A Notice of Exercise, once lodged with the Company, is irrevocable and by giving a Notice of Exercise the Option holder:
  - (a) agrees to subscribe for that number of Shares equivalent to the number of Options exercised in the Notice of Exercise;
  - (b) agrees to be bound by the Constitution on the issue of Shares; and
  - (c) without limiting any other clause in these conditions, must pay the Exercise Price in respect of the Options exercised at the time the Notice of Exercise is lodged with the Company.
12. The Options may be exercised in whole or in part.
13. For each Option that is exercised, the Company must issue to the Option holder one Share, credited as fully paid and, within 10 Business Days (or such other period as is required by the Listing Rules) after the date of exercise of the Option, issue (or cause to be issued) to the Option holder a holding statement or other appropriate evidence of title for each Share that is issued.

14. If an Option holder exercises only some of the Options held, the Company must issue (or cause to be issued) a holding statement or other appropriate evidence of title for each remaining Option held by the Option holder.
15. In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the rights of the Option holder will be treated in the manner prescribed by the ASX Listing Rules applying to reconstructions at that time.
16. If:
  - (a) a takeover bid within the meaning of the Corporations Act is made for the Shares and the bidder becomes entitled to compulsorily acquire Shares, any Options not exercised by the end of the bid period will lapse; or
  - (b) a court orders a meeting to be held in relation to a proposed scheme of arrangement under Part 5.1 of the Corporations Act in relation to the Company, which, if implemented, would result in a person having a relevant interest in at least 90% of Shares, any Options not exercised during the period that ends seven days after the date of the court order will lapse.
17. The options will not be listed on the ASX.
18. All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then existing Shares. The Company will apply for Official Quotation by the ASX of all Shares issued upon exercise of the Options.
19. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, if from time to time on or prior to the Expiry Date the Company makes an issue of new Shares to Shareholders, the Company will announce the issue to ASX prior to the record date in accordance with the requirements of the ASX Listing Rules. This will give holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
20. There is no right to a change in the Exercise Price of the Options or to the number of Shares over which the Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Options.
21. Options are not transferrable.
22. Unless otherwise authorised by Directors, vested Options which are not exercised within thirty days of cessation of employment, for whatever reason, will lapse.
23. Unless otherwise authorised by Directors, Options which have not vested at the date of cessation of employment will lapse.
24. These conditions will be interpreted and applied in a manner that is consistent with the Listing Rules. If any of these conditions are inconsistent with the requirements of the Listing Rules, they may be amended by the Company to comply with the Listing Rules. The Company will advise Option Holders of any such amendments.

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## SCHEDULE 2 – VALUATION OF OPTIONS

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The Options to be issued to the Related Parties pursuant to Resolutions 1 and 2 have been valued by internal management.

Using the Black & Scholes option pricing model and based on the assumptions set out below, the Options were ascribed the following value:

<b>Assumptions:</b>	
Valuation date	9 March 2016
Market price of Shares	9.0 cents
Exercise price	10.0 cents
Expiry date	31 May 2020
Risk free interest rate	2.02%
Volatility	100%
Discount for non-negotiability	20%
Indicative value per Option	4.991 cents
Total value of Options	\$539,028
<b>Allocation of value of Options to be issued to:</b>	
<b>Mr Peter Thompson</b>	\$299,460
<b>Mr Peter Langworthy</b>	\$239,568

Note: The valuation noted above is not necessarily the market price at which the Options could be traded and is not automatically the market price for taxation purposes.

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**PROXY FORM**

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**CAPRICORN METALS LTD ACN 121 700 105  
GENERAL MEETING**I/We of: 

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name: **OR:**  the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 9:30 am AWST, on 20<sup>th</sup> April 2016 at Celtic Club, 48 Ord Street, West Perth WA 6005, and at any adjournment thereof.

**CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES**

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

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**Voting on business of the Meeting**

		FOR	AGAINST	ABSTAIN
Resolution 1	Issue of Options to a related party – Mr P Thompson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Options to a related party – Mr P Langworthy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

**Signature of Shareholder(s):****Individual or Shareholder 1**

Sole Director/Company Secretary

**Shareholder 2**

Director

**Shareholder 3**

Director/Company Secretary

Date: \_\_\_\_\_

Contact name: \_\_\_\_\_

Contact ph (daytime): \_\_\_\_\_

E-mail address: \_\_\_\_\_

Consent for contact by e-mail  
in relation to this Proxy Form: YES  NO

## Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - a) post to Capricorn Metals Ltd, 15 Lovegrove Close, Mount Claremont WA 6010; or
  - b) facsimile to the Company on facsimile number +61 (0)8 9284 3801; or
  - c) email to the Company at [anzel.dutoit@bigpond.com](mailto:anzel.dutoit@bigpond.com),

so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**