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Claremont WA 6010
Australia

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PO Box 352
Nedlands WA 6909
Australia

e : info@gippslandltd.com
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ABN 31 004 766 376

2007-10-26

NOTICE OF MEETING AND EXTENSION OF TIME

Gippsland Limited (ASX & AIM: "GIP") has pleasure in providing the attached letter to shareholders plus a Notice of Meeting and Proxy Form in respect of its 2007 Annual General Meeting.

It should be noted that due to director travel commitments, Australian Securities & Investments Commission acting in accordance with section 250P of the Corporations Act has consented to an application made by Gippsland Limited to extend the period within which the Company must hold its Annual General Meeting.

The Annual General Meeting will be held at 11am on 7 December 2007 at the Company's registered offices situated at Suite 4, 207 Stirling Highway, Claremont WA 6010, Australia.

A handwritten signature in black ink, appearing to read 'RJ Telford', written in a cursive style.

RJ (Jack) Telford
Executive Chairman

For further information please contact:

Jack Telford	Gippsland Limited	T: +61 (0)8 9340 6000
Luke Cairns	Hoodless Brennan Plc	T: +44 (0)20 7538 1166
Les Polden	Hoodless Brennan Plc	T: +44 (0)20 7538 1166
Fiona Owen	Grant Thornton Corporate Finance	T: +44 (0)20 7383 5100
Jane Stacey	Conduit PR	T: +44 (0)20 7429 6606
Ed Portman	Conduit PR	M: +44 (0)20 7429 6607
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ABN 31 004 766 376

26 October 2007

Dear Shareholder

The Directors look forward to your company at the Annual General Meeting of Gippsland Limited to be held at Suite 4, 1st Floor, 207 Stirling Highway, Claremont, Western Australia at 11am on Friday 7th December 2007. A Notice of Meeting and Proxy Form are enclosed.

We would also like to take this opportunity to advise that the Annual Report for the year ended 30 June 2007 is now available for download from the Company's website at www.gippslandltd.com.

Shareholders who have elected to receive a hard copy Annual Report will find their copy enclosed.

Yours sincerely

A handwritten signature in black ink, appearing to read "Jak Telford", written over a horizontal line.

RJ (Jak) Telford
Executive Chairman



GIPPSLAND
LIMITED

**NOTICE OF ANNUAL GENERAL MEETING AND
EXPLANATORY STATEMENT**

**For the Annual General Meeting to be held on
Friday 7th December 2007 at 11.00am (WDT) at
Suite 4, 1st Floor, 207 Stirling Highway, Claremont WA 6010, Australia.**

As this is an important document, please read it carefully.

*If you are unable to attend the Annual General Meeting, please complete
the proxy form enclosed and return it in accordance with the
instructions set out on that form.*

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of the shareholders of Gippsland Limited ("Gippsland" or the "Company") will be held at:

**Suite 4, 1st Floor, 207 Stirling Highway
Claremont WA 6010
Australia**

**Commencing at
11.00am (WDT)
on Friday 7th December 2007**

How to Vote

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

Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 11.00am.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- send the proxy by facsimile to the Company on facsimile number (08) 9340 6060 (International: + 61 8 9340 6060); or
- deliver the proxy to the registered office of the Company at Suite 4, 1st Floor, 207 Stirling Highway, Claremont WA 6010, Australia; or
- deliver the proxy to PO Box 352, Nedlands WA 6909, Australia;

so it is received not later than 11.00am (WDT) on 5th December 2007.

Your proxy form is enclosed.

NOTES:

1. A shareholder of the Company who is entitled to attend and vote at a general meeting of shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
2. Where a voting exclusion applies, 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 to vote as the proxy decides 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. For the purposes of the Corporations Act, the Directors have set a snapshot time and date to determine the identity of those entitled to attend and vote at the Annual General Meeting. The snapshot time and date is 5:00pm (WDT) on 5th December 2007.

GIPPSLAND LIMITED

ABN 31 004 766 376

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of Gippsland Limited ("Gippsland" or the "Company") will be held at Suite 4, 1st Floor, 207 Stirling Highway, Claremont WA 6010, Australia, at 11.00am (WDT) on Friday 7th December 2007.

AGENDA

BUSINESS

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered as ordinary business and special business. Certain abbreviations and other defined terms are used throughout this Notice. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in the Glossary contained in the Explanatory Statement.

ORDINARY BUSINESS

Annual Accounts

To receive and consider the financial report of the Company and the consolidated financial report of the consolidated entity for the year ended 30 June 2007 and the reports by the Directors and Independent Auditor.

Resolution 1: Remuneration Report

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

"The section of the report of the Directors for the financial year ending 30 June 2007 dealing with the remuneration of the Company's Directors, Company Secretary and Senior Executives be adopted."

- Although this resolution is advisory only, this resolution shall be determined as if it were an ordinary resolution.
- This resolution does not bind the Directors or the Company.

Resolution 2: Re-election of a Director (By Rotation)

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

"That Mr Robert John (Jack) Telford, being a director of the Company retires by rotation in accordance with clause 13.2 of the Constitution and, being eligible, is hereby re-elected as a director of the Company."

Short Explanation: Clause 13.2 of the Constitution requires that at the Annual General Meeting, one-third of the Directors for the time being shall retire from office. A retiring Director is eligible for re-election.

Resolution 3: Re-election of a Director (New Appointment)

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

"That Mr Jon Starink, being a director of the Company and having been appointed by the Directors since the date of the last annual general meeting of shareholders and, being eligible, is hereby re-elected as a Director of the Company."

Short Explanation: The Constitution requires that any director appointed by the Directors holds office only until the next following annual general meeting and is then eligible for re-election.

Resolution 4: Remuneration of Non-Executive Directors

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

"That, for all purposes, the maximum aggregate remuneration payable to non-executive Directors in any financial year be increased from \$60,000 to \$150,000."

The Company will disregard any votes cast on this resolution by each of the Directors and any associates of the Directors. 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 if 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.

Short Explanation: The maximum aggregate remuneration payable to non-executive Directors must be approved by shareholders in general meeting.

Resolution 5: Ratify Previous Issue Of Shares

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

"That for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment on 30 April 2007 of a total of 26,666,666 Shares at an issue price of £0.045 (equivalent to approximately \$0.108) per Share, further details of which are set out in the Explanatory Statement."

The Company will disregard any votes cast on this resolution by a person who participated in the issue and an associate of that person (or 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 if 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.

Short Explanation: The Company may issue no more than that number of securities that equate to 15% of its issued capital in any year without shareholder approval.

Resolution 6: Appointment of New Auditor

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

"That for the purposes of section 327B(1) of the Corporations Act and for all other purposes, PKF Chartered Accountants & Business Advisers, being qualified and having consented to act, be appointed as auditor of the Company effective immediately upon the close of this meeting and that they be paid the usual and proper professional fees as remuneration."

Short Explanation: In accordance with section 329(5) of the Corporations Act, the Company's auditors at the date of this notice of meeting, WHK Horwath have given notice of resignation as auditor that takes effect under section 329(8) of the Corporations Act on the date of this meeting. The Company is required to appoint a new auditor under section 327B(1) of the Corporations Act to fill the vacancy in the office of auditor, and may do so at the meeting.

DATED THIS 26th DAY OF OCTOBER 2007

BY ORDER OF THE BOARD

Mr RJ (Jack) Telford
Director



EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

Certain abbreviations and other defined terms are used throughout this Explanatory Statement. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in the Glossary contained in this Explanatory Statement.

This Explanatory Statement has been prepared for the shareholders of Gippsland in connection with the Annual General Meeting of the Company to be held on Friday 7th December 2007.

1. RESOLUTION 1 – REMUNERATION REPORT

In accordance with the Corporations Act, a resolution to adopt the Director's Remuneration Report must be put to Shareholders. The Remuneration Report which details the Company's policy on the remuneration of non-executive directors, executive directors, the company secretary and senior executives is set out on pages 23 – 25 of the Company's 2007 Annual Report. It is also available on the Gippsland website at www.gippslandltd.com.

Voting on this resolution is advisory only and does not bind the Company or the Directors.

2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR (BY ROTATION)

2.1 Background

Resolution 2 seeks approval for the re-election of Mr RJ (Jack) Telford as a Director.

Clause 13.2 of the Constitution requires that at an Annual General Meeting of the Company one third of the Directors (except the Managing Director or any alternate Director) for the time being shall retire from office. A retiring Director is eligible for re-election.

Mr RJ (Jack) Telford retires by rotation in accordance with this requirement, is eligible for re-election and puts himself forward for re-election at this Annual General Meeting.

2.2 Directors' Recommendation

All the Directors (excluding Mr Telford) recommend that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR (NEW APPOINTMENT)

3.1 Background

Resolution 3 seeks approval for the re-election of Mr Jon Starink as a Director.

Clause 13.5 of the Constitution requires that any Director appointed by the Directors, either as an addition to the existing Directors or to fill a casual vacancy, will hold office only until the next following annual general meeting and is then eligible for re-election.

Mr Jon Starink retires by rotation in accordance with this requirement, is eligible for re-election and puts himself forward for re-election at this Annual General Meeting.

Mr Starink's qualifications include Bachelor of Science with First Class Honours (University of Sydney), a Bachelor of Chemical Engineering with First Class Honours (University of Sydney) and a Master of Applied Science (University of Sydney).

His academic achievements include; Union Carbide Prize in Inorganic Chemistry, Western Mining Prize in Chemical Engineering and Beckman Coulter Postgraduate Prize for Best Overall Performance in Molecular Biotechnology. He held the position of Deputy Head Department of Chemical Engineering at Curtin University of Technology from 1984 to 1985 and again in 1987.

Based in London, Jon Starink is a Chartered Professional Engineer, a Chartered Scientist and a Chartered Industrial Chemist, a Fellow of the Institution of Engineers Australia, a Fellow of the Australasian Institute of Mining and Metallurgy, a Fellow of the Institution of Chemical Engineers, a Member of the Royal Australian Chemical Institute and a Member of The Metallurgical Society.

His corporate experience encompasses board level corporate governance, executive corporate management and administration, corporate finance and strategic business development, technical and financial project audit and evaluation, introductions to capital markets and investment risk management.

He has 30 years experience in the mining industry in the role of both executive and non-executive director. His extensive practical and operational experience includes engineering design and project management, mining exploration management, science and engineering research & development and process innovation & development.

Of particular relevance, for ten years he served in senior technical and engineering roles with the Sons of Gwalia Ltd Greenbushes tantalum-tin project where he was directly responsible for process development, project design and construction management for the tin smelter and tantalum extraction projects.

3.2 Directors' Recommendation

All the Directors (excluding Mr Starink) recommend that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4 - REMUNERATION OF NON-EXECUTIVE DIRECTORS

4.1 Background

Listing Rule 10.17 and clause 14.8 of the Constitution provide that the maximum aggregate amount of the remuneration payable to non-executive Directors is to be determined by Shareholders in a general meeting.

It is proposed that the maximum aggregate amount be increased by \$90,000 to \$150,000 per annum including Superannuation Guarantee Contributions made by the company. The existing level of remuneration has remained unchanged since 1999. This level of remuneration will allow the company the flexibility to adequately remunerate non-executive Directors and thereby attract and retain the highest quality non-executive Directors.

4.2 Directors' Recommendation

All the Directors (excluding Mr JSF Dunlop and Mr JD Kenny, who have a material personal interest in the outcome of the resolution) recommend that Shareholders vote in favour of Resolution 4.

5. RESOLUTION 5 - RATIFY PREVIOUS ISSUE OF SHARES

5.1 Background

On 26th April 2007, the Company announced to ASX that it had issued a total of 26,666,666 Shares at £0.045 per Share ("**April Placement**") raising gross funds of £1,200,000 (for an A\$ equivalent of \$2,895,753).

Subject to certain exceptions, none of which are relevant here, the Directors are restricted by Listing Rule 7.1 from issuing or agreeing to issue new securities in the Company in any 12 month period, which amount to more than 15% of the Company's ordinary securities on issue without Shareholder approval ("15% Limit).

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such ratification is to restore a company's maximum discretionary power to issue further securities up to 15% of the issued capital of the company without requiring shareholder approval.

Pursuant to section 708 of the Corporations Act, the offers of the Shares under the April Placement did not require the issue of a prospectus as they were made either to professional investors under section 708(11) of the Corporations Act, sophisticated investors under section 708(8) of the Corporations Act or as personal offers under section 708(1) of the Corporations Act.

The Company wishes to ratify this issue pursuant to Listing Rule 7.4, in order to allow the Company to have the right to place up to a further 15% of its issued capital at any time during the next 12 months.

The number of Shares issued under the April Placement represents approximately 11.45% of the Company's share capital on issue immediately prior to the issue of the placement Shares. This previous issue did not breach the 15% threshold set by Listing Rule 7.1.

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) A total of 26,666,666 Shares were allotted.
- (b) The Shares were issued for £0.045 per Share.
- (c) The Shares are fully paid ordinary shares that rank equally in all respect with existing Shares.
- (d) The names of the allottees to whom the Shares were allotted are as follows:

	No. of Shares	\$
HB Corporate	12,000,000	1,303,089
JM Finn & Co	3,640,000	395,270
Wills & Co	3,333,333	361,969
WH Ireland Limited	2,270,000	246,501
Smith & Williamson Securities	2,200,000	238,900
Fox-Davies	1,973,333	214,286
Savoy Asset Management	750,000	81,443
Brewin Dolphin	500,000	54,295
	26,666,666	\$2,895,753

- (e) None of the allottees are related parties to the Company or its associates.
- (f) The funds raised by the issue of the Shares the subject of Resolution 5 have, and will be used to fund exploration of the Company's Wadi Allaqi gold, copper and nickel projects and for working capital.

5.2 Directors' Recommendation

If Resolution 5 is passed, the 15% Limit imposed by Listing Rule 7.1 will be renewed to the extent of the ratification. The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 5.

6. RESOLUTION 6 – CHANGE OF AUDITORS

6.1 Background

WHK Horwath, the Company's existing auditors, has applied to ASIC for consent to resign their appointment effective from the date of conclusion of this meeting.

Following the conduct of a tender for the audit work, the Directors consider that PKF Chartered Accountants & Business Advisers offered the best proposal to audit the Company and therefore seeks to appoint PKF Chartered Accountants & Business Advisers as auditor of the Company. The nomination to the appointment of PKF Chartered Accountants & Advisers as auditor of the Company has been properly received from Eco International Pty Ltd in accordance with section 328B of the Corporations Act 2001 (Cth) and a copy is attached as Annexure A to this Explanatory Statement. PKF Chartered Accountants & Business Advisers has consented to act as auditor of the Company if this resolution is passed and subject to WHK Horwath receiving the consent of the ASIC to its resignation.

If approval is received from Shareholders and the ASIC, PKF Chartered Accountants & Business Advisers will commence as auditor of the Company on the date and from the conclusion of this meeting.

6.2 Directors' Recommendation

All of the Directors recommend that PKF Chartered Accountants & Business Advisers be appointed the auditor of the Company as in the Director's view PKF Chartered Accountants & Business Advisers' tender was the most appropriate for the Company given the nature and scale of its business and activities.

7. ENQUIRIES

Shareholders are invited to contact the Company Secretary, Rowan Caren on (08) 9340 6000 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

"**AIM**" means the Alternative Investment Market of the London Stock Exchange;

"**ASX**" means ASX Limited;

"**Board**" means the board of Directors;

"**Company**" or "**Gippsland**" means Gippsland Limited ABN 31 004 766 376;

"**Constitution**" means the Company's Constitution;

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

"**Directors**" means the directors of the Company;

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

"**Notice**", "**Notice of Meeting**" or "**Notice of Annual General Meeting**" means the notice of meeting which accompanies this Explanatory Statement;

"**Shareholders**" means the holders of the Shares;

"**Shares**" means fully paid ordinary shares in the Company; and

"**WDT**" means Australian Western Daylight Time.

ANNEXURE A

ECO INTERNATIONAL PTY LTD
ATF THE TELFORD UNIT TRUST, ABN 77 402 107 239
PO Box 352, Nedlands WA 6909
Tel: 0418 911 928

22 October 2007

The Company Secretary
Gippsland Limited
Suite 4
1st Floor, 207 Stirling Highway
Claremont WA 6010

Dear Sir

**NOMINATION OF PKF CHARTERED ACCOUNTANTS & BUSINESS ADVISERS
AS AUDITOR OF GIPPSLAND LIMITED**

We, Eco International Pty Ltd, being a shareholder of Gippsland Limited ("**Company**"), hereby nominate PKF Chartered Accountants & Advisers of Level 7, BGC Centre, 28 The Esplanade, Perth, Western Australia, for appointment as auditor of the Company at its 2007 Annual General Meeting.

We consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Annual General Meeting and Explanatory Statement for the 2007 Annual General Meeting of the Company as required by section 328B(3) of the Corporations Act 2001.

SIGNED for and on behalf of
Eco International Pty Ltd
by its Director, RJ Telford

)
)



PROXY FORM

APPOINTMENT OF PROXY

GIPPSLAND LIMITED
ABN 31 004 766 376

ANNUAL GENERAL MEETING

I/We _____

of (address) _____

being a Member of Gippsland Limited entitled to attend and vote at the Annual General Meeting, hereby
Appoint

Name of proxy _____

of (address) _____

or failing the person so named or, if no person is named, the Chairman of the Annual General Meeting, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at Suite 4, 1st Floor, 207 Stirling Highway, Claremont WA 6010, Australia on Friday 7th December 2007 at 11.00am (WDT) and at any adjournment thereof.

	FOR	AGAINST	ABSTAIN
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of a Director (by rotation)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of a Director (by casual appointment)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Remuneration of Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratify Previous Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Change of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 Resolution 4, please place a mark in the box.

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 Resolution 4 and that votes cast by him for Resolution 4 other than as proxy holder will be disregarded because of the 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 Resolution 4 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 4.

The Chairman intends to vote in favour of all of the resolutions in relation to undirected proxies.

YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM MAY BE HELD INVALID.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is ____%.

Signed this _____ day of _____ 2007

By:

Individuals and joint holders

Companies (affix common seal if appropriate)

Signature _____

Director _____

Signature _____

Director/Company Secretary _____

Signature _____

Sole Director and Sole Company Secretary _____

GIPPSLAND LIMITED

ABN 31 004 766 376

Instructions for Completing Appointment of Proxy Form

1. A member entitled to attend and vote at a general meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary - that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. 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. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the original power of attorney, or certified copy thereof, must be lodged in like manner as this proxy.