

KALGOORLIE-BOULDER RESOURCES LIMITED
ACN 106 732 487

NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

DATE OF MEETING

Wednesday, 29 November 2006

TIME OF MEETING

10.00am

PLACE OF MEETING

The Park Business Centre
45 Ventnor Avenue
West Perth WA 6005

These papers should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

KALGOORLIE-BOULDER RESOURCES LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2006 Annual General Meeting of the shareholders of Kalgoorlie-Boulder Resources Limited ("**Company**") will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Wednesday, 29 November 2006 at 10.00am WST for the purpose of transacting the following business referred to in this Notice of Meeting.

AGENDA

BUSINESS

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies and forms part of this Notice of Meeting.

ANNUAL REPORT

To receive and consider the financial report of the Company for the year ended 30 June 2006, together with the directors' report, and the auditors' report.

RESOLUTION 1 – Remuneration Report

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

That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report be adopted.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

RESOLUTION 2 – Re-Election of Mr Ken Allen as a Director of the Company

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

That Mr Ken Allen, being a Director, retiring by rotation in accordance with Rule 11.2 of the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company.

RESOLUTION 3 – Ratification of Issue of 375,000 Shares

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

That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the allotment and issue of 375,000 fully paid ordinary shares in the capital of the Company on 21 April 2006 for the purposes, on the terms and in the manner set out in the Explanatory Memorandum accompanying this Notice of Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution 3 by persons who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

RESOLUTION 4 – Ratification of Issue of 5,000,000 Shares

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

That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the allotment and issue of 5,000,000 fully paid ordinary shares in the capital of the Company on 10 July 2006 for the purposes, on the terms and in the manner set out in the Explanatory Memorandum accompanying this Notice of Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution 4 by persons who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

RESOLUTION 5 – Approval of Issue of 2,500,000 Options

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

That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, the Company authorises and approves the issue and allotment of 2,500,000 options, each exercisable at 20 cents on or before 31 July 2008, for the purposes, on the terms and in the manner set out in the Explanatory Memorandum accompanying this Notice of Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution 5 by a person who may participate in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed, or any associate of those persons. However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

RESOLUTION 6 – Approval of Issue of 10,000,000 Shares and 10,000,000 Options

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

That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, the Company authorises and approves the allotment and issue of up to 10,000,000 fully paid ordinary shares in the capital of the Company and up to 10,000,000 options, each exercisable at 20 cents on or before 31 July 2008, for the purposes, on the terms and in the manner set out in the Explanatory Memorandum accompanying this Notice of Meeting.

Voting Exclusion Statement

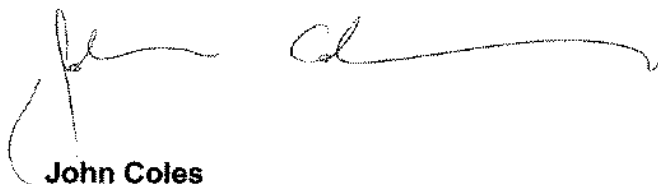
The Company will disregard any votes cast on this Resolution 6 by a person who may participate in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed, or any associate of those persons. However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

OTHER BUSINESS

To deal with any other business which may be lawfully brought forward.

BY ORDER OF THE BOARD



John Coles

Company Secretary

Dated: 26 October 2006

PROXIES

- A shareholder entitled to attend and vote at the above annual general meeting of shareholders may appoint not more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights.
- A proxy may, but need not be, a shareholder of the Company.
- The instrument appointing a proxy must be in writing, executed by the appointor or his/her attorney duly authorised in writing or, if such appointer is a corporation, either under seal or under hand of an officer, or officers, or his/her attorney(s) duly authorised.
- The instrument or proxy (and the power of attorney or other authority, if any, under which it is signed, or a certified copy of the same) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the meeting. For the convenience of shareholders a Proxy Form is enclosed.

ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company determines that members holding ordinary shares at the close of business on 27 November 2006 will be entitled to attend and vote at the annual general meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting ("**Notice of Meeting**") of the Kalgoorlie-Boulder Resources Limited ("**Company**").

The Directors of the Company recommend Shareholders read this Explanatory Memorandum (which forms part of the Notice of Meeting) in full before making any decision in relation to the Resolutions. If you have any questions regarding the matters set out in this Explanatory Memorandum or the Notice of Meeting, please contact your stockbroker or other professional adviser.

Terms used in this Notice of Meeting have defined meanings which are explained in the Glossary appearing at the end of this Explanatory Memorandum.

ANNUAL REPORT

The Corporations Act requires that the Annual Report (which includes the financial report, directors' report and the audit report) be laid before the Annual General Meeting.

Shareholders will be given an opportunity to ask questions and make comments about the Annual Report or the Company generally but there will be no formal resolution submitted to the Meeting in respect of it.

RESOLUTION 1 – Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, the Company must put a resolution that the Remuneration Report be adopted to vote at the Annual General Meeting.

Shareholders are advised that pursuant to Section 250R(3) of the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

RESOLUTION 2 – Re-Election of Mr Ken Allen as a Director

Rule 11.2 of the Company's Constitution provides that at every annual general meeting of the Company one-third of the Directors (other than alternate Directors and the Managing Director) shall retire from office. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. A retiring Director is eligible for re-election.

Pursuant to Rule 11.2 of the Company's Constitution, Mr Ken Allen, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company. Details regarding Mr Ken Allen's profile are set out in the Annual Report.

The Directors recommend the re-election of Mr Ken Allen.

RESOLUTION 3 – Ratification of Issue of 375,000 Shares

On 21 April 2006, the Company issued 375,000 Shares pursuant to an agreement dated 17 August 2005 for the acquisition of Prospecting Licences 24/3880 to 24/3899 inclusive.

Listing Rule 7.4

Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of equity securities if the equity securities will, when aggregated with the equity securities issued by a company during the previous 12 months, exceed 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members approve it.

Under Resolution 3, the Company seeks from Shareholders ratification, for the purposes of Listing Rule 7.4 (and all other purposes) of the issue of 375,000 Shares on 21 April 2006 (discussed above). This is so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of equity securities in the next 12 months, and restore the Company's ability to issue equity securities within the 15% limit under Listing Rule 7.1, to the extent of the 375,000 Shares.

Information Requirements

Listing Rule 7.5 requires that the following information be given to Shareholders:

- (a) the number of Shares allotted was 375,000;
- (b) the Shares were issued as consideration for the acquisition of Prospecting Licences 24/3880 to 24/3899 inclusive under an agreement dated 17 August 2005 between the Company and Peter Romeo Gianni, Michael Harry Lewis, and Kim James Harris. The deemed price for accounting purposes was 19.5 cents per Share totalling \$73,215;
- (c) the issued Shares are fully paid ordinary shares in the capital of the Company which rank *pari passu* with existing Shares;
- (d) 125,000 Shares were allotted and issued to each of Peter Romeo Gianni, Michael Harry Lewis, and Kim James Harris ; and
- (e) No funds were raised by the issue of the Shares.

RESOLUTION 4 – Ratification of Issue of 5,000,000 Shares

On 10 July 2006, the Company issued 5,000,000 Shares at an issue price of 20 cents per share to raise \$1,000,000 before expenses pursuant to a placement with institutions and other professional and sophisticated investors under section 708 of the Corporations Act ("**Placement**").

The Placement was made with, subject to shareholder approval, one free attaching option to acquire one Share for 20 cents on or before 31 July 2008 for each two Shares applied for and issued under the Placement ("**Placement Options**").

The purpose of the Placement was to provide working capital in the lead up to the development of the Jackpot gold mine.

Listing Rule 7.4

Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of equity securities if the equity securities will, when aggregated with the equity securities issued by a company during the previous 12 months, exceed 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that an issue by a company of equity securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members approve it.

Under Resolution 4, the Company seeks from Shareholders ratification for the purposes of Listing Rule 7.4 (and all other purposes), of the issue of 5,000,000 Shares on 10 July 2006. This is so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of equity securities in the next 12 months, and restore the Company's ability to issue equity securities within the 15% limit under Listing Rule 7.1, to the extent of the 5,000,000 Shares.

Information Requirements

Listing Rule 7.5 requires that the following information be given to Shareholders:

- (a) the number of Shares allotted was 5,000,000;
- (b) the issue price of the Shares was 20 cents per share;
- (c) the Shares issued are fully paid ordinary shares in the capital of the Company which rank *pari passu* with existing Shares;
- (d) the allottees were institutions and other professional and sophisticated investors organised by Delta Capital (who are not related parties of the Company); and
- (e) the purpose of the issue of the Shares was to provide working capital in the lead up to the development of the Jackpot gold mine.

RESOLUTION 5 – Approval of Issue of 2,500,000 Options

On 10 July 2006, the Company issued 5,000,000 Shares pursuant to the Placement.

The Placement was made with, subject to shareholder approval, one free attaching Placement Option for each two Shares applied for and issued under the Placement.

The purpose of the Placement was to provide working capital in the lead up to the development of the Jackpot gold mine.

Listing Rule 7.1

Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of equity securities if the equity securities will, when aggregated with the equity securities issued by a company during the previous 12 months, exceed 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Under Resolution 5 the Company seeks prior approval from Shareholders for the purposes of Listing Rule 7.1 (and all other purposes), of the issue of up to 2,500,000 Placement Options to participants in the Placement. This is so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of equity securities in the next 12 months, and restore the Company's ability to issue equity securities within the 15% limit under Listing Rule 7.1, to the extent of the 2,500,000 Placement Options.

Information Requirements

Listing Rule 7.3 requires that the following information be given to Shareholders:

- (a) the maximum number of Placement Options to be granted under Resolution 5 is 2,500,000;
- (b) the Options will be allotted and issued on a date no later than three months after the date of this Meeting (or such later date as approved by ASX by way of a waiver to the Listing Rules);
- (c) the Placement Options will be issued for no consideration;
- (d) the proposed allottees are the institutions and other professional and sophisticated investors organised by Delta Capital (who are not related parties of the Company) that participated in the Placement;
- (e) the Placement Options will be issued on the terms and conditions set out in Annexure A to this Explanatory Memorandum; and
- (f) no funds will be raised by the issue of the Placement Options.

RESOLUTION 6 – Approval of Issue of 10,000,000 Shares and 10,000,000 Options

The Company is proposing a placement ("**Proposed Placement**") of up to 10,000,000 Shares at an issue price of 10 cents per Share, together with 1 free attaching Option exercisable at 20 cents on or before 31 July 2008 ("**Proposed Placement Option**") for each Share applied for and issued pursuant to the Proposed Placement.

The purpose of the Proposed Placement is to raise funds to meet costs associated with assessing new projects and business opportunities, and to meet corporate

overheads and provide additional working capital as and when required by the Company.

Listing Rule 7.1

Listing Rule 7.1 provides that prior approval of shareholders is required for an issue of equity securities if the equity securities will, when aggregated with the equity securities issued by a company during the previous 12 months, exceed 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Under Resolution 6 the Company seeks prior approval from Shareholders for the purposes of Listing Rule 7.1 (and all other purposes), of the issue of up to 10,000,000 Shares and 10,000,000 Options to participants in the Proposed Placement. This is so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of equity securities in the next 12 months, and restore the Company's ability to issue equity securities within the 15% limit under Listing Rule 7.1, to the extent of the Shares and Options issued pursuant to the Proposed Placement.

Information Requirements

Listing Rule 7.3 requires that the following information be given to Shareholders:

- (a) the maximum number of securities to be issued under Resolution 6 is 10,000,000 Shares and 10,000,000 Proposed Placement Options;
- (b) the Shares and Proposed Placement Options will be allotted and issued on a date no later than three months after the date of this Meeting (or such later date as approved by ASX by way of a waiver to the Listing Rules);
- (c) the Shares will be issued at an issue price of 10 cents per Share, and the Proposed Placement Options will be issued free on the basis of 1 Proposed Placement Option for every Share applied for and issued pursuant to the Proposed Placement;
- (d) the proposed allottees will be clients of selected brokers (who are not related parties of the Company) who are approved by the Directors;
- (e) the Shares issued pursuant to the Proposed Placement will be fully paid ordinary shares in the capital of the Company which rank *pari passu* with existing Shares. The Proposed Placement Options will be issued on the terms and conditions set out in Annexure A to this Explanatory Memorandum; and
- (f) funds raised through the issue of the Shares will be applied to meet costs associated with assessing new projects and business opportunities, and to meet corporate overheads and provide additional working capital as and when required by the Company. No funds will be raised by the issue of the Placement Options.

GLOSSARY

Annual Report means the Company's annual report including the reports of the Directors and the auditor and the financial statements of the Company for the year ended 30 June 2006, which can be downloaded from the Company's website at www.kalgoorlieboulderres.com.au.

ASX means the Australian Stock Exchange Limited.

Board means the board of Directors.

Company means Kalgoorlie-Boulder Resources Limited ACN 106 732 487.

Corporations Act means Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum which accompanies and forms part of the Notice of Meeting.

Listing Rules means the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List of the ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

Meeting means the annual general meeting of the Company for the year ended 30 June 2006.

Notice of Meeting means the notice of Meeting.

Option means an option to acquire a Share.

Placement means the placement 5,000,000 Shares at an issue price of 20 cents per share to raise \$1,000,000 before expenses pursuant to a placement with institutions and other professional and sophisticated investors under section 708 of the Corporations Act.

Placement Option means an option to acquire a Share for 20 cents on or before 31 July 2008 on the terms and conditions set out in Annexure A to this Explanatory Memorandum.

Proposed Placement means the proposed placement of up to 10,000,000 Shares at an issue price of 10 cents per Share, together with 1 free attaching Proposed Placement Option for each Share applied for and issued.

Proposed Placement Option means an option to be issued pursuant to the Proposed Placement to acquire a Share for 20 cents on or before 31 July 2008 on the terms and conditions set out in Annexure A to this Explanatory Memorandum.

Remuneration Report means the remuneration report appearing in the Annual Report.

Resolution means a resolution proposed pursuant to the Notice of Meeting.

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

Shareholder means a holder of a Share.

WST means Western Standard Time in Perth, Western Australia.

ANNEXURE A

TERMS AND CONDITIONS OF OPTIONS

1. No monies will be payable for the issue of the options.
2. Each option entitles the holder to subscribe for one ordinary fully paid share in the capital of Kalgoorlie-Boulder Resources Limited ("**Company**") at an exercise price of 20 cents.
3. The options are exercisable at any time in whole or in part on or prior to 31 July 2008 ("**Expiry Date**") by notice in writing to the Company accompanied by payment of the exercise price in full.
4. The options are transferable and will be listed for official quotation on Australian Stock Exchange Ltd ("**ASX**").
5. The options have no voting rights.
6. Shares issued upon exercise of the options will be allotted within five days of receipt of a properly executed notice and of payment in full of the exercise price. All shares issued upon exercise of the options will rank pari-passu in all respects with the Company's then existing fully paid ordinary shares. If the shares are listed on ASX, the Company will apply for listing of the new shares within five days of allotment.
7. The options carry no entitlement to participate in dividends or rights to participate in new issues of capital offered to shareholders during the currency of the options. The Company will give the holder 10 days notice of the closing date for applications for new issued shares so that the holder may exercise his/her options and participate in the issues.
8. In the event of a reorganisation of the issued capital of the Company, the options will be reorganised in accordance with the ASX Listing Rules.
9. An exercise of only some options shall not affect the rights of the option holder to the balance of the options held by him/her.

KALGOORLIE-BOULDER RESOURCES LIMITED

ACN 106 732 487

PROXY FORM

The Company Secretary
Kalgoorlie-Boulder Resources Limited
PO Box 312
Northbridge WA 6003
Facsimile: (08) 9228 8685

I/We (name of shareholder)

of (address)

being a member/members of Kalgoorlie-Boulder Resources Limited HEREBY APPOINT:

(name)

of (address)

and/or failing him/her (name)

of (address)

or failing that person then the Chairman of the Annual General Meeting as my/our proxy to act generally for me/us and to vote in accordance with the following directions or, if no directions are given, as the proxy sees fit at the Annual General Meeting of the Company to be held on 29 November 2006 at 10.00am WST at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia and at any adjournment of the meeting.

Should you so desire to direct the proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:

	For	Against	Abstain
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-Election of Mr Ken Allen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of Issue of 375,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of Issue of 5,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of Issue of 2,500,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of Issue of 10,000,000 Shares and 10,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.
It is the Chairman's intention to vote all undirected proxies in favour of the resolutions.

*This Proxy is appointed to represent _____% of my voting right, or if two proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my/our total votes.
My/our total voting right is _____ shares.*

IF THE SHAREHOLDER IS AN INDIVIDUAL OR JOINT HOLDER:

Signature: _____

Signature: _____

IF THE SHAREHOLDER IS A COMPANY:

Affix common seal (if required by Constitution)

Director/Sole Director and Secretary

Director/Secretary

Dated:

In addition to signing the Proxy Form above please provide the information below in case we need to contact you.

Contact name

Contact Daytime Telephone

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A shareholder entitled to attend and to cast two or more votes is entitled to appoint no more than two proxies to attend and vote at this Annual General Meeting as the shareholder's proxy. A proxy need not be a shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded. Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available from the Company, or alternatively you may copy this form.
3. The proxy form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by each of the joint shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of this Annual General Meeting by post, facsimile or email to the address stipulated in this proxy form.
6. If the proxy form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (b) 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
 - (c) if the proxy is Chairman, the proxy must vote on a poll and must vote that way; and
 - (d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
7. If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.
8. The Chairman intends to vote all undirected proxies in favour of all resolutions.