

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Optiscan Imaging Limited

ACN/ARSN 077 771 987

1. Details of substantial holder (1)

The holder became a substantial holder on 22/03/2018

Name and ACN/ARSN	Semblance Pty Ltd <Graeme Mutton Retire S/Fund> (ACN 009 238 635), Semblance Pty Ltd <Graeme Mutton Retire S/F A/C>(ACN 009 238 635), Semblance Pty Ltd (ACN 009 238 635), Mr Graeme Lindsey Mutton
	Harech Pty Ltd <Porter Superfund A/C> (ACN 009 128 385)
	Mrs Susy Munro
	Stewart W Brash Pty Ltd <Superannuation Fund A/C> (ACN 009 042 611), Stewart W Brash Pty Ltd <S W Brash P/L S/F A/C> (ACN 009 042 611)
	Numeruno Superannuation Fund Pty Ltd (ACN 139 365 012), Gregory Linton Allen & Kaye Brenda Allen <Canadex Unit A/C>
	Mr Chris Graham & Mrs Diane Graham <C & D Graham S/F A/C>
	Kebin Nominees Pty Ltd (ACN 008 887 714)
	Sash Pty Ltd <Knezevic Super Fund A/C> (ACN 009 233 621), Mr Wally Knezevic
	Jongila Nominees Pty Ltd (ACN 008 818 139), Jongila Nominees Pty Ltd <Pension Fund A/C> (ACN 008 818 139)
	Project Management Pty Ltd <D & K Corps Family S/F A/C> (ACN 009 113 071)

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Ordinary Shares	61,273,214	61,273,214	14.21%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Semblance Pty Ltd <Graeme Mutton Retire S/Fund>, Semblance Pty Ltd <Graeme Mutton Retire S/F A/C>, Semblance Pty Ltd, Mr Graeme Lindsey Mutton, Harech Pty Ltd <Porter Superfund A/C>, Mrs Susy Munro, Stewart W Brash Pty Ltd <Superannuation Fund A/C>, Stewart W Brash Pty Ltd <S W Brash P/L S/F A/C>, Numeruno Superannuation Fund Pty Ltd, Gregory Linton Allen & Kaye Brenda Allen <Canadex Unit A/C>, Numeruno Superannuation Fund Pty Ltd, Gregory Linton Allen & Kaye Brenda Allen <Canadex Unit A/C>, Mr Chris Graham & Mrs Diane Graham <C & D Graham S/F A/C>, Sash Pty Ltd <Knezevic Super Fund A/C>, Mr Wally Knezevic, Jongila Nominees Pty Ltd, Jongila Nominees Pty Ltd <Pension Fund A/C>, Project Management Pty Ltd <D & K Corps Family S/F A/C>.	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove director of the company Mr Ian Mann and to elect as directors Mr Darren Lurie and Mr Graeme Mutton (Annexure A)	61,273,214 fully paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Semblance Pty Ltd <Graeme Mutton Retire S/Fund>, Semblance Pty Ltd <Graeme Mutton Retire S/F A/C>, Semblance Pty Ltd, Mr Graeme Lindsey Mutton	Semblance Pty Ltd <Graeme Mutton Retire S/Fund>, Semblance Pty Ltd <Graeme Mutton Retire S/F A/C>, Semblance Pty Ltd, Mr Graeme Lindsey Mutton	Semblance Pty Ltd <Graeme Mutton Retire S/Fund>, Semblance Pty Ltd <Graeme Mutton Retire S/F A/C>, Semblance Pty Ltd, Mr Graeme Lindsey Mutton	3,300,000 fully paid ordinary shares 3,000,000 fully paid ordinary shares 446,112 fully paid ordinary shares 1,500,000 fully paid ordinary shares
Harech Pty Ltd <Porter Superfund A/C>	Harech Pty Ltd <Porter Superfund A/C>	Harech Pty Ltd <Porter Superfund A/C>	12,042,805 fully paid ordinary shares
Mrs Susy Munro	Mrs Susy Munro	Mrs Susy Munro	3,788,056 fully paid ordinary shares
Stewart W Brash Pty Ltd <Superannuation Fund A/C>, Stewart W Brash Pty Ltd <S W Brash P/L S/F A/C>	Stewart W Brash Pty Ltd <Superannuation Fund A/C>, Stewart W Brash Pty Ltd <S W Brash P/L S/F A/C>	Stewart W Brash Pty Ltd <Superannuation Fund A/C>, Stewart W Brash Pty Ltd <S W Brash P/L S/F A/C>	1,400,000 fully paid ordinary shares 1,187,500 fully paid ordinary shares
Numeruno Superannuation Fund Pty Ltd, Gregory Linton Allen & Kaye Brenda Allen <Canadex Unit A/C>	Numeruno Superannuation Fund Pty Ltd, Gregory Linton Allen & Kaye Brenda Allen <Canadex Unit A/C>	Numeruno Superannuation Fund Pty Ltd, Gregory Linton Allen & Kaye Brenda Allen <Canadex Unit A/C>	1,600,000 fully paid ordinary shares 400,000 fully paid ordinary shares
Mr Chris Graham & Mrs Diane Graham <C & D Graham S/F A/C>	Mr Chris Graham & Mrs Diane Graham <C & D Graham S/F A/C>	Mr Chris Graham & Mrs Diane Graham <C & D Graham S/F A/C>	11,000,000 fully paid ordinary shares
Kebin Nominees Pty Ltd	Kebin Nominees Pty Ltd	Kebin Nominees Pty Ltd	4,545,405 fully paid ordinary shares
Sash Pty Ltd <Knezevic Super Fund A/C>, Mr Wally Knezevic	Sash Pty Ltd <Knezevic Super Fund A/C>, Mr Wally Knezevic	Sash Pty Ltd <Knezevic Super Fund A/C>, Mr Wally Knezevic	6,837,964 fully paid ordinary shares 2,984,260 fully paid ordinary shares
Jongila Nominees Pty Ltd, Jongila Nominees Pty Ltd <Pension Fund A/C>	Jongila Nominees Pty Ltd, Jongila Nominees Pty Ltd <Pension Fund A/C>	Jongila Nominees Pty Ltd, Jongila Nominees Pty Ltd <Pension Fund A/C>	1,000,000 fully paid ordinary shares 100,000 fully paid ordinary shares
Project Management Pty Ltd <D & K Corps Family S/F A/C>	Project Management Pty Ltd <D & K Corps Family S/F A/C>	Project Management Pty Ltd <D & K Corps Family S/F A/C>	6,141,112 fully paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Semblance Pty Ltd <Graeme Mutton Retire S/Fund>, Semblance Pty Ltd <Graeme Mutton Retire S/F A/C>, Semblance Pty Ltd, Mr Graeme Lindsey Mutton, Harech Pty Ltd <Porter Superfund A/C>, Mrs Susy Munro, Stewart W Brash Pty Ltd <Superannuation Fund A/C>, Stewart W Brash Pty Ltd <S W Brash P/L S/F A/C>, Numeruno Superannuation Fund Pty Ltd, Gregory Linton Allen & Kaye Brenda Allen <Canadex Unit A/C>, Numeruno Superannuation Fund Pty Ltd, Gregory Linton Allen & Kaye Brenda Allen <Canadex Unit A/C>, Mr Chris Graham & Mrs Diane Graham <C & D Graham S/F A/C>, Sash Pty Ltd <Knezevic Super Fund A/C>, Mr Wally Knezevic, Jongila Nominees Pty Ltd, Jongila Nominees Pty Ltd <Pension Fund A/C>, Project Management Pty Ltd <D & K Corps Family S/F A/C>.	22/03/2018		No consideration given for acquisition or relevant interest through association	61,273,214 fully paid ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Semblance Pty Ltd <Graeme Mutton Retire S/Fund>, Semblance Pty Ltd <Graeme Mutton Retire S/F A/C>, Semblance Pty Ltd, Mr Graeme Lindsey Mutton	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove director of the company Mr Ian Mann and to elect as directors Mr Darren Lurie and Mr Graeme Mutton (Annexure A) Mr Graeme Mutton and Mr Kenneth Mutton are Directors of Semblance Pty Ltd
Harech Pty Ltd <Porter Superfund A/C>	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove director of the company Mr Ian Mann and to elect as directors Mr Darren Lurie and Mr Graeme Mutton (Annexure A) Mr Raymond Porter and Mrs Jane Porter are Directors of Harech Pty Ltd
Mrs Susy Munro	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove director of the company Mr Ian Mann and to elect as directors Mr Darren Lurie and Mr Graeme Mutton (Annexure A)
Stewart W Brash Pty Ltd <Superannuation Fund A/C>, Stewart W Brash Pty Ltd <S W Brash P/L S/F A/C>	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove director of the company Mr Ian Mann and to elect as directors Mr Darren Lurie and Mr Graeme Mutton (Annexure A) Mr Stewart Brash and Mrs Ondina Brash are Directors of Stewart W Brash Pty Ltd
Numeruno Superannuation Fund Pty Ltd, Gregory Linton Allen & Kaye Brenda Allen <Canadex Unit A/C>	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove director of the company Mr Ian Mann and to elect as directors Mr Darren Lurie and Mr Graeme Mutton (Annexure A) Mr Greg Allen and Mrs Kaye Allen are Directors of Numeruno Superannuation Fund Pty Ltd
Mr Chris Graham & Mrs Diane Graham <C & D Graham S/F A/C>	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove director of the company Mr Ian Mann and to elect as directors Mr Darren Lurie and Mr Graeme Mutton (Annexure A) Mr Chris Graham and Mrs Diane Graham are Directors of C & D Graham S/F
Kebin Nominees Pty Ltd	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove director of the company Mr Ian Mann and to elect as directors Mr Darren Lurie and Mr Graeme Mutton (Annexure A) Richard Wilson-Haffenden and Patricia Wilson-Haffenden are Directors of Kebin Nominees Pty Ltd
Sash Pty Ltd <Knezevic Super Fund A/C>, Mr Wally Knezevic	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove director of the company Mr Ian Mann and to elect as directors Mr Darren Lurie and Mr Graeme Mutton (Annexure A) Dr Wally Knezevic and Mrs Beverley Knezevic are Directors of Sash Pty Ltd
Jongila Nominees Pty Ltd, Jongila Nominees Pty Ltd <Pension Fund A/C>	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove director of the company Mr Ian Mann and to elect as directors Mr Darren Lurie and Mr Graeme Mutton (Annexure A) Dr John Italiano and Mrs Gillian Italiano are Directors of Jongila Nominees Pty Ltd
Project Management Pty Ltd <D & K Corps Family S/F A/C>	Association pursuant to section 12(2)(b) of the Corporations Act by reason of proposal to move resolutions pursuant to section 249D of the Corporations Act to remove director of the company Mr Ian Mann and to elect as directors Mr Darren Lurie and Mr Graeme Mutton (Annexure A) Mr Darryl Corps and Mrs Kerrye Corps are Directors of Project Management Pty Ltd

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Semblance Pty Ltd <Graeme Mutton Retire S/Fund>, Semblance Pty Ltd <Graeme Mutton Retire S/F A/C>, Semblance Pty Ltd, Mr Graeme Lindsey Mutton	37 Hawford Way, Willetton, WA 6155
Harech Pty Ltd <Porter Superfund A/C>	PO Box 7121, Shenton Park, WA 6008
Mrs Susy Munro	11 Campsie Street, Shenton Park, WA 6009
Stewart W Brash Pty Ltd <Superannuation Fund A/C>, Stewart W Brash Pty Ltd <S W Brash P/L S/F A/C>	54 Riley Road, Dalkeith, WA 6009
Numeruno Superannuation Fund Pty Ltd, Gregory Linton Allen & Kaye Brenda Allen <Canadex Unit A/C>	1 Canning Highway, Fremantle, WA 6160
Mr Chris Graham & Mrs Diane Graham <C & D Graham S/F A/C>	62 Smith Street, Balmain, NSW 2041
Kebin Nominees Pty Ltd	2/44 Ranelagh Crescent, South Perth WA 6151
Sash Pty Ltd <Knezevic Super Fund A/C>, Mr Wally Knezevic	196 Broome Street, Cottesloe, WA 6011
Jongila Nominees Pty Ltd, Jongila Nominees Pty Ltd <Pension Fund A/C>	2 Goldsmith Road, Claremont, WA 6011
Project Management Pty Ltd <D & K Corps Family S/F A/C>	7 Collette Close, Karratha, WA 6714

Signature

print name

Graeme Mutton

Capacity Director of substantial shareholder

sign here



Date 25/03/2018

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Optiscan Imaging Limited CAN 077 771 987

Following is Annexure A of 11 pages referenced in the Form 603 – Notice of Initial Substantial Shareholder

Signed:



Print Name: Graeme Mutton

Capacity: Director of Substantial Shareholder

Date: 25/03/2018

Annexure A

Notice of Resolution Pursuant to Section 249D of the Corporations Act

**NOTICE REQUESTING GENERAL MEETING TO BE CALLED
PURSUANT TO SECTION 249D OF THE CORPORATIONS ACT 2001 (CTH)**

To: The Directors
Optiscan Imaging Limited
16 Miles Street
MULGRAVE VIC 3170

By Email to:

Mr Alan Hoffman, Chairman – AHoffman@optiscan.com
Mr Justin Mouchacca, Company Secretary – JMouchacca@optiscan.com

and

By Courier

Attention: Mr Justin Mouchacca, Company Secretary

We, the undersigned, being members of Optiscan Imaging Limited ACN 077 771 987 (**Company**) with at least 5% of the votes that may be cast at a general meeting of the Company, hereby request that you call and arrange to hold a general meeting of the Company pursuant to section 249D of the *Corporations Act 2001* (Cth) for the purpose of considering and, if thought fit, passing the following resolutions:

Resolution 1 – Removal of Mr Ian Mann as Director

“That, pursuant to section 203D of the *Corporations Act 2001* (Cth), Mr Ian Mann be removed as a director of the Company with effect from the conclusion of the general meeting at which this resolution is passed.”

Resolution 2 – Appointment of Mr Darren Lurie as Director

“That, pursuant to Article 56(3) of the Company’s Constitution, Mr Darren Lurie, having consented to act, be appointed as a director of the Company with effect from the conclusion of the general meeting at which this resolution is passed.”

Resolution 3 – Appointment of Mr Graeme Mutton as Director

“That, pursuant to Article 56(3) of the Company’s Constitution, Mr Graeme Mutton, having consented to act, be appointed as a director of the Company with effect from the conclusion of the general meeting at which this resolution is passed.”

Dated: 21 March 2018

Signed or executed by the following members of the Company:

(Pursuant to section 249D(3) of the Corporations Act 2001 (Cth), separate copies of this document containing identical wording of the above request may be used for signing by members.)

Member 1 – Semblance Pty Ltd <Graeme Mutton Retire S/Fund> (holder of 3,300,000 fully paid ordinary shares in the Company representing 0.77% of the votes that may be cast at a general meeting of the Company)

Executed by

Semblance Pty Ltd (ACN 009 238 635)

<Graeme Mutton Retire S/Fund>

in accordance with section 127 of the *Corporations Act 2001*:



 Signature of Director
Graeme Lindsey Mutton



 Signature of Director / Secretary
Kenneth Geoffrey Mutton


Member 2 – Semblance Pty Ltd <Graeme Mutton Retire S/F A/C> (holder of 3,000,000 fully paid ordinary shares in the Company representing 0.70% of the votes that may be cast at a general meeting of the Company)

Executed by

Semblance Pty Ltd (ACN 009 238 635)

<Graeme Mutton Retire S/F A/C>

in accordance with section 127 of the *Corporations Act 2001*:



 Signature of Director
Graeme Lindsey Mutton




 Signature of Director / Secretary
Kenneth Geoffrey Mutton

Member 3 – Semblance Pty Ltd (holder of 446,112 fully paid ordinary shares in the Company representing 0.10% of the votes that may be cast at a general meeting of the Company)


Executed by

Semblance Pty Ltd (ACN 009 238 635)

in accordance with section 127 of the *Corporations Act 2001*:



 Signature of Director
Graeme Lindsey Mutton



 Signature of Director / Secretary
Kenneth Geoffrey Mutton

Member 4 – Mr Graeme Lindsey Mutton (holder of 1,500,000 fully paid ordinary shares in the Company representing 0.35% of the votes that may be cast at a general meeting of the Company)

Signed by)
Graeme Lindsey Mutton in the presence of:)

) _____
Signature of Graeme Lindsey Mutton

Signature of Witness

Name of Witness (print)

Member 5 – Harech Pty Ltd <Porter Superfund A/C> (holder of 12,042,805 fully paid ordinary shares in the Company representing 2.79% of the votes that may be cast at a general meeting of the Company)

Executed by
Harech Pty Ltd (ACN 009 128 385)
<Porter Superfund A/C>
in accordance with section 127 of the *Corporations Act 2001*:

Signature of Director
Raymond John Porter

Signature of Director / Secretary
Jane Elizabeth Porter

Member 6 – Mrs Susy Munro (holder of 3,788,056 fully paid ordinary shares in the Company representing 0.87% of the votes that may be cast at a general meeting of the Company)

Signed by)
Susy Munro in the presence of:)

) _____
Signature of Susy Munro

Signature of Witness

Name of Witness (print)

Member 4 – Mr Graeme Lindsey Mutton (holder of 1,500,000 fully paid ordinary shares in the Company representing 0.35% of the votes that may be cast at a general meeting of the Company)

Signed by)
Graeme Lindsey Mutton in the presence of:)
)

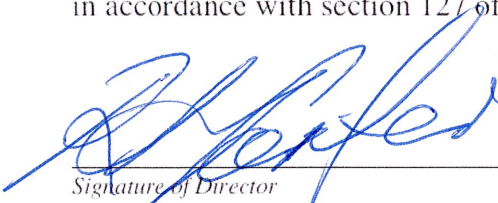
Signature of Graeme Lindsey Mutton

Signature of Witness

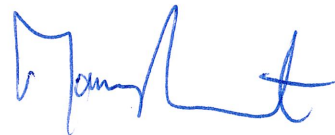
Name of Witness (print)

Member 5 – Harech Pty Ltd <Porter Superfund A/C> (holder of 12,042,805 fully paid ordinary shares in the Company representing 2.79% of the votes that may be cast at a general meeting of the Company)

Executed by
Harech Pty Ltd (ACN 009 128 385)
<Porter Superfund A/C>
in accordance with section 127 of the *Corporations Act 2001*:



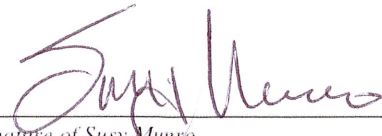
Signature of Director
Raymond John Porter



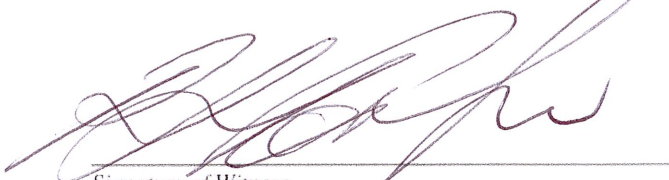
Signature of Director / Secretary
Jane Elizabeth Porter

Member 6 – Mrs Susy Munro (holder of 3,788,056 fully paid ordinary shares in the Company representing 0.87% of the votes that may be cast at a general meeting of the Company)

Signed by)
Susy Munro in the presence of:)
)



Signature of Susy Munro

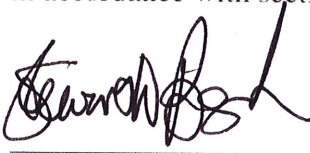


Signature of Witness
RAYMOND JOHN PORTER

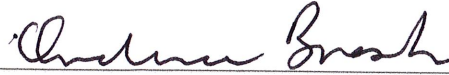
Name of Witness (print)

Member 7 – Stewart W Brash Pty Ltd <Superannuation Fund A/C> (holder of 1,400,000 fully paid ordinary shares in the Company representing 0.32% of the votes that may be cast at a general meeting of the Company)

Executed by
Stewart W Brash Pty Ltd (ACN 009 042 611)
<Superannuation Fund A/C>
in accordance with section 127 of the *Corporations Act 2001*:



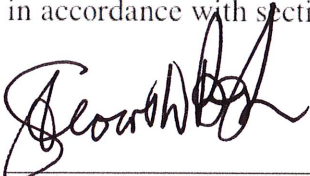
Signature of Director
Stewart William Brash



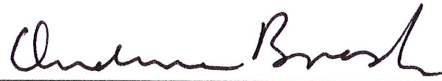
Signature of Director / Secretary
Ondina Ann Brash

Member 8 – Stewart W Brash Pty Ltd <S W Brash P/L S/F A/C> (holder of 1,187,500 fully paid ordinary shares in the Company representing 0.28% of the votes that may be cast at a general meeting of the Company)

Executed by
Stewart W Brash Pty Ltd (ACN 009 042 611)
<S W Brash P/L S/F A/C>
in accordance with section 127 of the *Corporations Act 2001*:



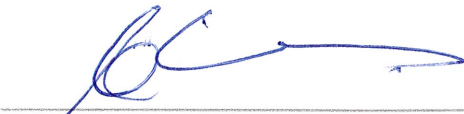
Signature of Director
Stewart William Brash



Signature of Director / Secretary
Ondina Ann Brash

Member 9 – Numeruno Superannuation Fund Pty Ltd (holder of 1,600,000 fully paid ordinary shares in the Company representing 0.37% of the votes that may be cast at a general meeting of the Company)

Executed by
Numeruno Superannuation Fund Pty Ltd (ACN 139 365 012)
in accordance with section 127 of the *Corporations Act 2001*:



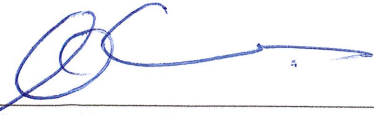
Signature of Director
Gregory Linton Allen



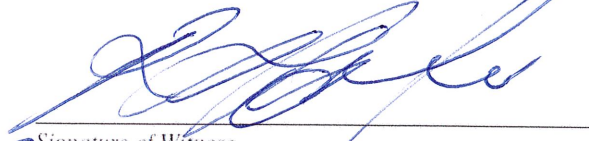
Signature of Director / Secretary
Kaye Brenda Allen

Member 10 – Gregory Linton Allen & Kaye Brenda Allen <Canadex Unit A/C> (holder of 400,000 fully paid ordinary shares in the Company representing 0.09% of the votes that may be cast at a general meeting of the Company)

Signed by)
Gregory Linton Allen in the presence of)

)


Signature of Gregory Linton Allen



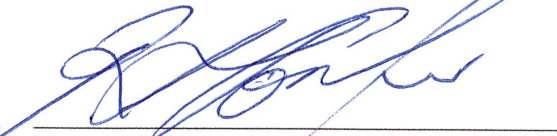
Signature of Witness
RAYMOND JOHN PORTER

Name of Witness (print)

Signed by)
Kaye Brenda Allen in the presence of)

)


Signature of Kaye Brenda Allen



Signature of Witness
RAYMOND JOHN PORTER

Name of Witness (print)

Member 11 – Mr Chris Graham & Mrs Diane Graham <C & D Graham S/F A/C> (holder of 11,000,000 fully paid ordinary shares in the Company representing 2.55% of the votes that may be cast at a general meeting of the Company)

Signed by)
Chris Graham in the presence of:)

)

Signature of Chris Graham

Signature of Witness

Name of Witness (print)

Signed by)
Diane Graham in the presence of:)

)

Signature of Diane Graham

Signature of Witness

Name of Witness (print)

Member 10 – Gregory Linton Allen & Kaye Brenda Allen <Canadex Unit A/C> (holder of 400,000 fully paid ordinary shares in the Company representing 0.09% of the votes that may be cast at a general meeting of the Company)

Signed by)
Gregory Linton Allen in the presence of:)
)

Signature of Gregory Linton Allen

Signature of Witness

Name of Witness (print)

Signed by)
Kaye Brenda Allen in the presence of:)
)

Signature of Kaye Brenda Allen

Signature of Witness

Name of Witness (print)

Member 11 – Mr Chris Graham & Mrs Diane Graham <C & D Graham S/F A/C> (holder of 11,000,000 fully paid ordinary shares in the Company representing 2.55% of the votes that may be cast at a general meeting of the Company)

Signed by)
Chris Graham in the presence of:)
)

Signature of Chris Graham

Braham

Signature of Witness

Bronwyn Graham

Name of Witness (print)

Signed by)
Diane Graham in the presence of:)
)

Signature of Diane Graham

Braham

Signature of Witness

Bronwyn Graham

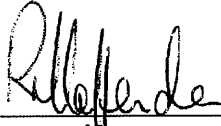
Name of Witness (print)

Member 12 – Kebin Nominees Pty Ltd (holder of 4,545,405 fully paid ordinary shares in the Company representing 1.05% of the votes that may be cast at a general meeting of the Company)

Executed by

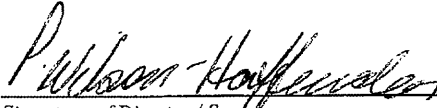
Kebin Nominees Pty Ltd (ACN 008 887 714)

in accordance with section 127 of the *Corporations Act 2001*:



Signature of Director

Richard Wilson-Haffenden



Signature of Director / Secretary

Patricia Wilson-Haffenden

Member 13 – Sash Pty Ltd <Knezevic Super Fund A/C> (holder of 6,837,964 fully paid ordinary shares in the Company representing 1.58% of the votes that may be cast at a general meeting of the Company)

Executed by

Sash Pty Ltd (ACN 009 233 621)

<Knezevic Super Fund A/C>

in accordance with section 127 of the *Corporations Act 2001*:

Signature of Director

Wally Knezevic

Signature of Director / Secretary

Beverley Knezevic

Member 14 – Mr Wally Knezevic (holder of 2,984,260 fully paid ordinary shares in the Company representing 0.69% of the votes that may be cast at a general meeting of the Company)

Signed by

Wally Knezevic in the presence of:

)

)

)

Signature of Wally Knezevic

Signature of Witness

Name of Witness (print)

Member 12 – Kebin Nominees Pty Ltd (holder of 4,545,405 fully paid ordinary shares in the Company representing 1.05% of the votes that may be cast at a general meeting of the Company)

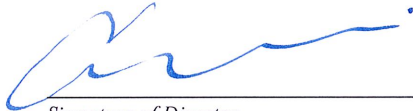
Executed by
Kebin Nominees Pty Ltd (ACN 008 887 714)
in accordance with section 127 of the *Corporations Act 2001*:

Signature of Director
Richard Wilson-Haffenden

Signature of Director / Secretary
Patricia Wilson-Haffenden

Member 13 – Sash Pty Ltd <Knezevic Super Fund A/C> (holder of 6,837,964 fully paid ordinary shares in the Company representing 1.58% of the votes that may be cast at a general meeting of the Company)

Executed by
Sash Pty Ltd (ACN 009 233 621)
<Knezevic Super Fund A/C>
in accordance with section 127 of the *Corporations Act 2001*:



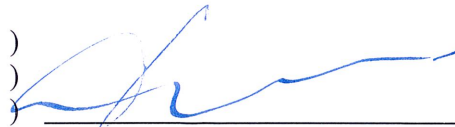
Signature of Director
Wally Knezevic

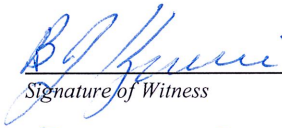


Signature of Director / Secretary
Beverley Knezevic

Member 14 – Mr Wally Knezevic (holder of 2,984,260 fully paid ordinary shares in the Company representing 0.69% of the votes that may be cast at a general meeting of the Company)

Signed by
Wally Knezevic in the presence of:

)
) 
) _____
Signature of Wally Knezevic



Signature of Witness
Beverley Joy KNEZEVIC

Name of Witness (print)

Member 15 – Jongila Nominees Pty Ltd (holder of 1,000,000 fully paid ordinary shares in the Company representing 0.23% of the votes that may be cast at a general meeting of the Company)

Executed by

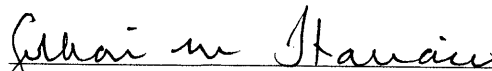
Jongila Nominees Pty Ltd (ACN 008 818 139)

in accordance with section 127 of the *Corporations Act 2001*:



Signature of Director

John Anthony Italiano



Signature of Director / Secretary

Gillian Mary Italiano

Member 16 – Jongila Nominees Pty Ltd <Pension Fund A/C> (holder of 100,000 fully paid ordinary shares in the Company representing 0.02% of the votes that may be cast at a general meeting of the Company)

Executed by

Jongila Nominees Pty Ltd (ACN 008 818 139)

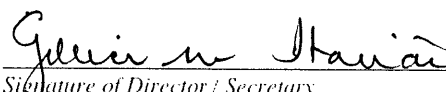
<Pension Fund A/C>

in accordance with section 127 of the *Corporations Act 2001*:



Signature of Director

John Anthony Italiano



Signature of Director / Secretary

Gillian Mary Italiano

Member 17 – Project Management Pty Ltd <D & K Corps Family S/F A/C> (holder of 6,141,112 fully paid ordinary shares in the Company representing 1.42% of the votes that may be cast at a general meeting of the Company)

Executed by

Project Management Pty Ltd (ACN 009 113 071)

<D & K Corps Family S/F A/C>

in accordance with section 127 of the *Corporations Act 2001*:

Signature of Director

Darryl John Corps

Signature of Director / Secretary

Kerrye Michelle Corps

Member 15 – Jongila Nominees Pty Ltd (holder of 1,000,000 fully paid ordinary shares in the Company representing 0.23% of the votes that may be cast at a general meeting of the Company)

Executed by
Jongila Nominees Pty Ltd (ACN 008 818 139)
in accordance with section 127 of the *Corporations Act 2001*:

Signature of Director
John Anthony Italiano

Signature of Director / Secretary
Gillian Mary Italiano

Member 16 – Jongila Nominees Pty Ltd <Pension Fund A/C> (holder of 100,000 fully paid ordinary shares in the Company representing 0.02% of the votes that may be cast at a general meeting of the Company)

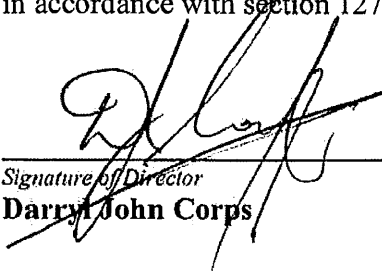
Executed by
Jongila Nominees Pty Ltd (ACN 008 818 139)
<Pension Fund A/C>
in accordance with section 127 of the *Corporations Act 2001*:

Signature of Director
John Anthony Italiano

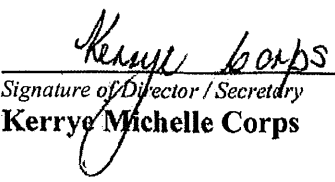
Signature of Director / Secretary
Gillian Mary Italiano

Member 17 – Project Management Pty Ltd <D & K Corps Family S/F A/C> (holder of 6,141,112 fully paid ordinary shares in the Company representing 1.42% of the votes that may be cast at a general meeting of the Company)

Executed by
Project Management Pty Ltd (ACN 009 113 071)
<D & K Corps Family S/F A/C>
in accordance with section 127 of the *Corporations Act 2001*:



Signature of Director
Darryl John Corps



Signature of Director / Secretary
Kerrye Michelle Corps