

Notice of annual general meeting

RungePincockMinarco Limited ACN 010 672 321

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Notice of annual general meeting

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Notice is given that the annual general meeting of RungePincockMinarco Limited ACN 010 672 321 (**Company**) will be held at:

Location	Katana Room, Christie Conference Centre, Level 2, 320 Adelaide Street Brisbane, Queensland, Australia
Date	Friday, 24 October 2014
Time	10:00 am (Brisbane time)

Ordinary Business

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the directors and the auditor for the financial year ended 30 June 2014.

Directors' remuneration report

To consider, and if in favour, to pass the following resolution under section 250R(2) *Corporations Act 2001* (Cth) (**Corporations Act**):

- 1 'That the remuneration report of the directors for the financial year ended 30 June 2014 be adopted.'

Note: This resolution will be decided as if it were an ordinary resolution, but under section 250R(3) *Corporations Act*, the vote on this resolution is advisory only and does not bind the directors or the Company.

Note: Key management personnel whose remuneration details are contained in the remuneration report (and their closely related parties) are restricted from voting on this resolution under section 250R(4) *Corporations Act*.

Re-election of director

To consider, and if in favour, to pass the following resolution as an ordinary resolution:

- 2 'That Mr Allan Brackin, who retires by rotation under rule 6.1(f) of the Company's constitution, and being eligible, be re-elected as a director of the Company.'

Note: Information about the candidate appears in the Explanatory Memorandum.

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Special business

Ratification and approval of previous allotment and issue of securities

To consider, and if in favour, to pass the following resolution as an **ordinary** resolution:

- 3 'That, for the purposes of ASX Listing Rule 7.4, shareholders ratify and approve the previous issue of 35,000,000 ordinary shares (20,861,905 ordinary shares issued under ASX Listing Rule 7.1 and 14,138,095 ordinary shares issued under ASX Listing Rule 7.1A) issued by the Company under a placement to institutional investors on 1 August 2014 at an issue price of \$0.60 as detailed in the Explanatory Memorandum.'

Additional capacity to issue equity securities

To consider and, if in favour, to pass the following resolution as a **special** resolution:

- 4 'That the Company be provided with an additional 10% placement capacity to issue equity securities under Listing Rule 7.1A on the terms set out in the Explanatory Memorandum.'

Dated 10 September 2014

By order of the board



James O'Neill
 Company Secretary

Notes

- (a) A shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a shareholder of the Company. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) Key management personnel (**KMP**) or their closely related parties (as defined in the Corporations Act) appointed as a proxy must not vote on a resolution connected directly or indirectly with the remuneration of KMP if the proxy is undirected unless:
 - (i) the proxy is the person chairing the meeting; and
 - (ii) the proxy appointment expressly authorises the person chairing the meeting to vote undirected proxies on that resolution.
- (e) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (f) The Company has determined under regulation 7.11.37 Corporations Regulations 2001 that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of shareholders as at 10.00am (Brisbane time) on Wednesday, 22 October 2014 (48 hours prior to the commencement of the meeting).
- (g) If you have any queries on how to cast your votes then please call or email James O'Neill, Company Secretary of the Company on +617 3100 7300 or companysecretary@rpmglobal.com during business hours.

Voting exclusion statement

Corporations Act

Resolution 1 - The Company will disregard votes cast by a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

ASX Listing Rules

Pursuant to the requirements of ASX Listing Rule 14.11, the Company will disregard any votes cast:

Resolution 3 – Approval of previous allotment and issue of securities	by any person who participated in the issue or any of their associates.
Resolution 4 - Approval of additional capacity to issue shares under Listing Rule 7.1A	by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or an associate of that person. Note: under Listing Rule 14.11.1 and the notes under that rule about Rule 7.1A, as at the date of this Notice of meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, under the directions on the proxy voting form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, under a direction on the proxy form to vote as the proxy decides.

Voting by Proxy

If you wish to appoint a proxy, to be effective, proxy forms must be received by the Company at its registered office or received by the share registry, no later than 10.00am (Brisbane time) on Wednesday, 22 October 2014 (48 hours prior to the commencement of the meeting):

By Post

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Vic 3001 Australia

By Fax

Within Australia 1800 783 447
Outside Australia +61 3 9473 2555

Online

Alternatively, you can submit your proxy online at www.investorvote.com.au and quoting the 6 digit control number found on the front of your proxy form. Intermediary Online subscribers (Custodians) can lodge a proxy online by visiting www.intermediaryonline.com.

Explanatory Memorandum

RungePincockMinarco Limited ACN 010 672 321 (**RPM** or **Company**)

This Explanatory Memorandum accompanies the notice of annual general meeting (**AGM**) of the Company (**Notice**) to be held at 10.00 am (Brisbane Time) on Friday, 24 October 2014.

The Explanatory Memorandum has been prepared to assist shareholders in determining how to vote on the resolutions set out in the Notice and is intended to be read in conjunction with the Notice.

Item 1 – Financial statements and reports

- 1 The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the directors, the auditor's report and the financial report be laid before the annual general meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of shareholders at the annual general meeting on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the meeting, shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, BDO Audit Pty Ltd (**BDO**), if the question is relevant to:
 - (a) the content of the auditor's report; or
 - (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) Corporations Act a shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

- 5 Written questions for the auditor must be delivered by Friday 17 October 2014. Please send any written questions for BDO by mail to Company Secretary, RungePincockMinarco Limited, GPO Box 2774, Brisbane, Qld 4001 or by email to companysecretary@rpmglobal.com.

Resolution 1: Directors' remuneration report

- 6 The Corporations Act requires that the section of the directors' report dealing with the remuneration of directors and other key management personnel be put to the vote of shareholders for adoption.
- 7 The resolution of shareholders is advisory only and **not binding** on the Company. However, if more than 25% of the votes cast on this resolution are against the adoption of the remuneration report, the remuneration report for the following year must either address any comments received from shareholders or explain why no action has been taken in response to those comments. If, at the following annual general meeting, the remuneration report is again voted against by 25% or more of votes cast, a 'spill resolution' will be put to shareholders. If at least 50% of the votes cast are in favour of the 'spill resolution' a special meeting of the Company will be held within 90 days at which the directors in office at the time of the second annual general meeting must resign and stand for re-election.

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8 The remuneration report for the 2013 financial year was unanimously passed by a show of hands at the Company's previous AGM. Further, the Company did not receive any specific feedback at that AGM or during the year on its remuneration practices.

9 The remuneration report is contained in the annual report, which is available on the Company's website at <http://www.rpmglobal.com.au>. It:

- (a) explains the board's policies in relation to the nature and level of remuneration paid to directors and other key management personnel within the RPM group;
- (b) discusses the link between the board's policies and RPM's performance;
- (c) sets out the remuneration details for each director and for each other member of RPM's key management personnel; and
- (d) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.

10 The Chairman will give shareholders a reasonable opportunity to ask questions about, or to make comments on, the remuneration report at the AGM.

11 The directors recommend you vote in favour of this resolution.

Note: As detailed on the proxy form, if you appoint the Chairman as your proxy, and you do not provide voting directions, the Chairman is entitled to cast your vote in accordance with his stated intentions, even though the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel. The Chairman intends to vote all available proxies in favour of this resolution.

If you appoint another director or member of the key management personnel as your proxy for this resolution, you **MUST** direct your proxy how to vote, otherwise your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

Resolution 2 – Re-election of director

12 Rule 6.1(f) of the Company's constitution requires that, at every annual general meeting, one-third of the directors (excluding the managing director) and any other director who, if he does not retire, will at the conclusion of the meeting have been in office for 3 or more years, and for 3 or more annual general meetings since he or she was last elected to office, must retire from office and stand for re-election.

13 The directors to retire under rule 6.1(f) are those who have been in office the longest since being appointed. As between directors who were elected on the same day, the directors to retire are (in default of agreement between them) determined by ballot.

14 Mr Allan Brackin retires from office under rule 6.1(f) of the Company's constitution and stands for re-election.

15 Appointed to the Company's board as Chairman on 30 November 2011 and subsequently re-elected by shareholders to the Board on 23 November 2012, Mr Brackin has been involved in the technology industry for more than 25 years. He is a Director of ASX listed GBST Holdings Limited, Chairman of Emagine Pty Ltd and Opticomm Pty Ltd, and acts in an advisory capacity to several IT companies. Mr Brackin was formerly Director and Chief Executive Officer of Volante Group Limited, and prior to this, co-founder of Applied Micro Systems, Netbridge Systems Integration, Prion Technology Distribution, Quadriga Consulting Group and Affinity Recruitment. These businesses were all part of the then AAG Holdings of which he was Managing Director. Mr Brackin is also the Chairman of the Human Resources and Remuneration Committee for RungePincockMinarco.

16 Mr Brackin holds a Bachelor of Applied Science from the Queensland University of Technology and has completed the OPM (Owner/President Management) Program at Harvard Business School.

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Directors' recommendation

- 17 The directors (with Mr Allan Brackin abstaining) recommend you vote in favour of this resolution.

Special business

Resolution 3 – Ratification and approval of previous allotment and issue of securities

- 18 The purpose of resolution 3 is for shareholders to approve and ratify, under ASX Listing Rule 7.4, those security issues which occurred during the 12 months before the date of the annual general meeting and which count toward the Company's 15% limit under ASX Listing Rule 7.1. The securities that are the subject of this resolution are a total of 35,000,000 ordinary shares issued by the Company under a placement to institutional investors on 1 August 2014. The ordinary shares were issued by the Company utilising part of its 15% placement capacity under ASX Listing Rule 7.1 to issue 20,861,905 ordinary shares and a further 14,138,095 ordinary shares issued under ASX Listing Rule 7.1A (**Placement**). The Placement can be ratified by shareholders under ASX Listing Rule 7.4.
- 19 Funds raised from the Placement, totalling \$21.0 million before costs, provide the capacity for the Company to expand through further acquisitions and investment in its software products. The Company announced completion of the first of these strategic transactions on 8 August 2014 with its acquisition of the rights to the Mine 2-4D software design product from South African based software company MineRP.
- 20 ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which is relevant to the Placement) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period.
- 21 ASX Listing Rule 7.4 provides that where an entity ratifies an issue of securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby replenishing that entity's 15% capacity and enabling it to issue further securities up to that limit.
- 22 Resolution 3 proposes the ratification and approval of the allotment and issue of securities for the purpose of satisfying the requirements of ASX Listing Rule 7.4.
- 23 The information required to be given to shareholders to satisfy ASX Listing Rule 7.4 is specified in ASX Listing Rule 7.5. In compliance with the information requirements of ASX Listing Rule 7.5, shareholders are advised of the following particulars in relation to the allotment and issue:

Date of issue	Number of securities under LR 7.1	Number of securities under LR 7.1A	Issue price per security	Terms of securities issued	Persons to whom securities were issued	Use of funds raised by the issue
1 August 2014	20,861,905 fully paid ordinary shares	14,138,095 fully paid ordinary shares	\$0.60	Shares rank equally with the existing shares on issue	Institutional investors	Providing capacity for potential expansion of the Company through acquisitions and investment in RPM's software products.

Directors' recommendation

- 24 The directors recommend you vote in favour of this resolution.

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Resolution 4 – Additional capacity to issue equity securities

- 25 ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its issued capital in any 12 month period without requiring shareholder approval.
- 26 Under ASX Listing Rule 7.1A, eligible entities, being companies that are outside the S&P/ASX 300 index and have a market capitalisation of \$300 million or less, can issue a further 10% (on top of the 15% permitted by ASX Listing Rule 7.1) of share capital in 12 months on a non pro rata basis.
- 27 The Company is an eligible entity as at the date of this Notice and must remain compliant with the requirements of ASX Listing Rule 7.1A to be able to utilise the additional capacity to issue shares under that Listing Rule.
- 28 The ability for the Company to issue shares under ASX Listing Rule 7.1A is subject to shareholder approval by way of special resolution at an annual general meeting.
- 29 For the purposes of ASX Listing Rule 7.3A the Company provides the following information:

Minimum price at which the equity securities may be issued (LR 7.3A.1)	<p>The issue price of each share must not be discounted by more than 25% (issue price must be no less than 75%) of the volume weighted average price for the shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> the date on which the price, at which the securities are to be issued, is agreed; or if the securities are not issued within five trading days of that date, the date on which the securities are issued.
Risk of economic and voting dilution (LR 7.3A.2)	<p>An issue of shares under ASX Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> the market price for shares may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and the equity securities may be issued at a price that is at a discount to the market price for the shares on the issue date. <p>A table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
Date by which the Company may issue the securities (LR 7.3A.3)	<p>The period commencing on the date of the annual general meeting (24 October 2014) and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> the date which is 12 months after the date of the Annual General Meeting (24 October 2015); and the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2.
Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration (LR 7.3A.4)	<p>It is the Board's current intention that any funds raised under an issue of securities pursuant to Listing Rule 7.1A will be applied towards general working capital requirements, product development, or as consideration for strategic investments or acquisitions by the Company.</p> <p>The Company reserves the right to issue shares for non-cash consideration.</p>

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Details of the Company's allocation policy for issues under approval (LR 7.3A.5)

The Company does not currently know the nature of the capital raising which may be conducted under ASX Listing Rule 7.1A (if any). No allocation policy has therefore been determined.

Consistent with prior capital raisings, the Company will consider the most timely and cost effective sources of capital to achieve its commercial objectives, as well as prioritising issues to parties which may assist in strengthening the Company's share register or market standing and in turn, potentially its objective of delivering an increase in share price.

Previous approvals under Listing Rule 7.1A (LR 7.3A.6)

Number of RPM Securities issued in twelve months preceding the date of the AGM (24 October 2014) *	Percentage issued Securities represent of Equity Securities on issue as at 24 October 2013 *
36,142,246 ordinary shares *	25.57%
2,343,000 options	1.66%

Date of issue	Number of RPM Securities issued *	Class of Equity Securities Issued	Names of persons to whom RPM issued securities or basis on which those persons were determined	Issue price & discount (if any) on closing market price on date of issue	Total cash consideration	Total non-cash consideration
29/11/13	6,667	Ordinary shares	Exercise of options issued to option holder under RPM Share Option Plan	\$0.57 (a 19% discount to the closing price of shares on 29/11/13)	\$3,800.19	N/A
29/11/13	1,743,000	Options	Eligible holders under RPM Share Option Plan	N/A – options issued for nil consideration	N/A	N/A
20/02/14	350,000	Options	Eligible holders under RPM Share Option Plan	N/A – options issued for nil consideration	N/A	N/A
01/04/14	250,000	Options	Eligible holders under RPM Share Option Plan	N/A – options issued for nil consideration	N/A	N/A
1/04/14	6,667	Ordinary shares	Exercise of options issued to option holder under RPM Share Option Plan	\$0.57 (a 21% discount to the closing price of shares on 1/04/14)	\$3,800.19	N/A
20/05/14	22,400	Ordinary shares	Exercise of options issued to option holder under RPM Share Option Plan	\$0.57 (a 5% discount to the closing price of shares on 20/05/14)	\$12,768	N/A
01/08/14	35,000,000	Ordinary shares	Placement to institutional investors under LR 7.1 and LR 7.1A	\$0.60 (an 8% discount to the closing price of shares on 31/07/14 being the day before announcement of the Placement)	\$21,000,000	N/A
05/09/14	1,106,512	Ordinary shares	Issue of shares to applicants under Share Purchase Plan (SPP)	\$0.60 (an 8% discount to the closing price of shares on 31/07/14 being the day before announcement of the Placement)	663,910.80	N/A

* the Number of RPM Securities issued detailed in the above tables above is complete as at the date of this Notice (10 September 2014) and as such does not detail any equity securities issued between the date of this Notice (10 September 2014) and the date of the AGM (24 October 2014). The Company expects to be required to issue securities on or

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before 30 September 2014 as a result of the exercise of vested options by Option holders under the RungePincockMinarco Limited Share Option Plan which expire and lapse on 30 September 2014 (unless exercised) and are (as at the date of this Notice) in the money. As at the date of this Notice there are 294,935 options which are capable of being exercised at an exercise price of \$0.57 per option. Any exercise of options will be disclosed by the Company to the ASX in the ordinary course however are not detailed in the above table.

- 30 Of the \$21,000,000 raised under the Placement and the \$663,910.80 raised under the SPP, the Company has committed a total of \$1,250,000 at the date of this Notice, on the acquisition of the rights to the Mine 2-4D software design product as outlined above.
- 31 The balance of the funds will be used by the Company for further acquisitions and investment in the Company's software products and for working capital purposes.
- 32 The table below shows the dilution of existing shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable "A" calculated under the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice.
- 33 The table shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at the date of the Notice. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlement issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.
- 34 The table also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price of the Company's shares.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.33 50% decrease in issue price	\$0.65 issue price	\$1.30 100% increase in issue price
Current Variable A* 177,487,462 shares	10% Voting Dilution	17,748,746 shares	17,748,746 shares	17,748,746 shares
	Funds raised	\$5,768,343	\$11,536,685	\$23,073,370
50% increase in current Variable A* 266,231,193 shares	10% Voting Dilution	26,623,119 shares	26,623,119 shares	26,623,119 shares
	Funds raised	\$8,652,514	\$17,305,028	\$34,610,055
100% increase in current Variable A* 354,974,924 shares	10% Voting Dilution	35,497,492 shares	35,497,492 shares	35,497,492 shares
	Funds raised	\$11,536,685	\$23,073,370	\$46,146,740

* Current Variable A refers to current maximum issued capital after the annual general meeting (including capital issued in the previous twelve months proposed to be ratified by shareholders under resolution 3), assuming no further issues of shares from the date of this Notice (10 September 2014) to the date of the AGM (24 October 2014). As detailed above - the Company expects to be required to issue up to a maximum of 294,935 securities on or before 30 September 2014 as a result of the exercise of vested options by Option holders under the RungePincockMinarco Limited Share Option Plan which expire and lapse on 30 September 2014 (unless exercised) and are (as at the date of this Notice) in the money. These potential additional issues do not form a part of the Variable A in the calculations in the above table.

- 35 The table has been prepared on the assumptions set out below.
- (a) The Company issues the maximum number of shares available under the ASX Listing Rule 7.1A approval.

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- (b) No options are exercised to convert into shares before the date of the issue of the shares available under Listing Rule 7.1A.
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- (e) The issue of shares under ASX Listing Rule 7.1A consists only of ordinary shares in the Company.
- (f) The issue price is \$0.65, being the closing price of the shares on ASX on 4 September 2014.

Directors' recommendation

- 36 The directors recommend that you vote in favour of this resolution.

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Runge Pincock Minarco

ABN 17 010 672 321

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
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┌ 000001 000 RUL
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10:00am (Brisbane time) Wednesday 22 October 2014.**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of RungePincocKMinarco Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of RungePincocKMinarco Limited to be held in the **Katana Room, Christie Conference Centre, Level 2, 320 Adelaide Street, Brisbane, Queensland, Australia on Friday, 24 October 2014 at 10:00 am** (Brisbane time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 1** by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

	For	Against	Abstain
1 Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Allan Brackin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

3 Ratification and approval of previous allotment and issue of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Additional capacity to issue equity securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____

RUL

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