

Notice of Annual General Meeting 2011

Lycopodium Limited ABN 83 098 556 159



Notice is hereby given that the Annual General Meeting of Shareholders of Lycopodium Limited will be held at The Hyatt Hotel, 99 Adelaide Terrace, Perth, Western Australia on Wednesday, 23 November 2011 at 10.00 am.

Shareholders are urged to attend or vote by lodging the proxy form attached to this Notice.

Notice of Annual General Meeting

Lycopodium Limited ABN 83 098 556 159

Notice is hereby given that the Annual General Meeting of Shareholders of Lycopodium Limited (Company) will be held at The Hyatt Hotel, 99 Adelaide Terrace, Perth, Western Australia on Wednesday, 23 November 2011 at 10.00 a.m. (Meeting).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form comprise part of this Notice.

AGENDA

Financial, Directors' and Auditor's Reports

To receive the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2011.

1. Resolution 1 – Remuneration Report

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

“That the Remuneration Report be adopted by the Shareholders.”

2. Resolution 2 – Re-election of Mr Peter De Leo as Director

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

“That Mr De Leo, who retires in accordance with Article 6.3(c) of the Constitution and being eligible offers himself for re-election, be re-elected as a Director.”

PROXIES

In accordance with section 249L of the Corporations Act 2001 (Cth), members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments:

Registered Office: Level 5
1 Adelaide Terrace
East Perth WA 6004
Facsimile Number: +61 (0) 8 6210 5201
Postal Address: PO Box 6832
East Perth WA 6892

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Monday, 21 November 2011 at 5.00 p.m.

Dated 20 October 2011

By Order of the Board



Mr Keith Bakker
Company Secretary

Explanatory Memorandum

Lycopodium Limited ABN 83 098 556 159

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Hyatt Hotel, 99 Adelaide Terrace, Perth, Western Australia on Wednesday, 23 November 2011 at 10.00 a.m. (Meeting).

1. Financial, Directors' and Auditor's Reports

Shareholders will be offered the opportunity to discuss the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2011, copies of which are available on the company's website at www.lycopodium.com.au or by contacting the Company on telephone number +61 8 6210 5222.

Shareholders will be offered the opportunity to ask questions or make comment on the management of the Company.

2. Resolution 1 – Remuneration Report

Pursuant to Section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Financial Report for the year ended 30 June 2011 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Managing Director, executive directors and specified executives.

The vote on the resolution is advisory only and does not bind the directors or the Company, nor does it affect the remuneration paid or payable to the Company's directors or the executives. However, the Board will take the outcome of the resolution into account when considering future remuneration policy.

Section 250R(4) of the Corporations Act prohibits any votes on this resolution being cast by senior executives (or their associates) whose remuneration details are disclosed in the report. This prohibition extends to undirected proxy votes to be cast by the Chairman. In this regard, you should specifically note that if you appoint the Chairman as your proxy and you do not indicate on the Proxy Form how you wish your proxy to vote on Resolution 1, you will be deemed to have expressly directed the Chairman to cast your votes **in favour** of Resolution 1.

Therefore, if you wish to appoint the Chairman as your proxy but do NOT want your votes to be cast in favour of Resolution 1, you must indicate your voting intention by marking either 'against' or 'abstain' against Resolution 1 in the Proxy Form.

3. Resolution 2 – Re-election of Mr Peter De Leo as Director

Article 6.3(c) of the Constitution requires that one third of the Directors must retire at each Annual General Meeting (rounded down to the nearest whole number).

Article 6.3(e) of the Constitution provides that a Director who retires under Article 6.3(c) is eligible for re-election.

Pursuant to these Articles, Mr De Leo will retire by rotation and seek re-election.

A brief resume of Mr De Leo is contained in the Annual Report.

The Board believes that Mr De Leo has performed the duties and responsibilities of a director diligently and professionally, in the best interests of all Shareholders. Accordingly, the Board (with the exception of Mr De Leo) supports the re-election of Mr De Leo.

4. Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

The Chairman of the meeting intends to vote undirected proxies in favour of the Resolutions unless directed by the Shareholder to vote contrary to this stated voting intention or to abstain from voting on the Resolution(s).

The Company Secretary, Lycopodium Limited

For information on returning this proxy form please see instructions below.

I/We¹

of

being a Shareholder/Shareholders of the Company and entitled to

votes in the Company, hereby appoint²

or failing such appointment the chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of the Company to be held at The Hyatt Hotel, 99 Adelaide Terrace, Perth, Western Australia on Wednesday, 23 November 2011 at 10.00 am and at any adjournment thereof in the manner indicated below or, in the absence of indication, as he thinks fit.

If 2 proxies are appointed, the proportion or number of votes of this proxy is authorised to exercise is * []% of the Shareholder's votes*/ [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

¹Insert name and address of Shareholder ² Insert name and address of proxy *Omit if not applicable

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS IMPORTANT:

The Chairman of the Meeting intends to vote undirected proxies in favour of the Resolution.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you mark this box and you **do not** mark either 'for', 'against' or 'abstain' in relation to Resolution 1, you are expressly directing the Chairman to cast your votes **in favour** of Resolution 1. If you wish to appoint the Chairman as your proxy but do not wish for your votes to be cast **in favour** of Resolution 1, **you must indicate your voting intention by marking either 'against' or 'abstain' against Resolution 1 below.**

You must EITHER mark the boxes below directing your proxy how to vote on each resolution OR mark the box above indicating that you do not wish to direct you proxy how to vote. Otherwise the Chairman will not cast your votes on the resolution(s) and your votes will not be counted in calculating the required majority if a poll is called on the resolution(s).

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Peter De Leo as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Authorised signature/s

This section must be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
.....
.....
.....
Sole Director and Sole Company Secretary	Director	Director/Company Secretary
.....

Contact Name	Contact Daytime Telephone	Date
.....

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

- Joint Holding: where the holding is in more than one name all of the holders must sign.
- Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
- Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate 'Certificate of Appointment of Representative' should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Return of Proxy Forms

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the Company's office as set out below not less than 48 hours prior to the time of commencement of the annual general meeting.

