

16 January 2012

Dear Shareholder

### **Notice of Annual General Meeting**

Notice is hereby given that the eighth Annual General Meeting of Heemskirk Consolidated Limited will be held at the RACV Club, Level 2, 501 Bourke Street, Melbourne, Victoria on Thursday 23 February 2012 at 11:00am (AEDT).

### **Items of Business**

#### **Item 1 Receipt of Financial Report, Directors' Report and Auditor's Report**

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

### **Ordinary Resolutions**

#### **Item 2 Adoption of Remuneration Report**

To consider, and if thought fit, pass the following resolution as a non binding ordinary resolution:

"That for the purpose of section 250R(2) of the Corporations Act, the Remuneration Report of the Company for the financial year ended 30 September 2011 be adopted."

**Voting exclusion:** The Company will disregard any votes cast on this resolution by certain persons. Details of the Voting Exclusion applicable to this Resolution are set out in Item 2 of the Explanatory Notes below.

#### **Item 3 To Elect Mr Graham Lenzner as Director**

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

"That Mr Graham Lenzner, having been appointed as a Director by the Board of the Company since the last Annual General Meeting, retires in accordance with Rule 13.2 of the Company's Constitution and being eligible, offers himself for election."

*Notes: The non-candidate directors unanimously support the election of Mr Graham Lenzner. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Graham Lenzner's election.*

#### **Item 4 To Elect Mr Garry Cameron as Director**

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

"That Mr Garry Cameron, having been appointed as a Director by the Board of the Company since the last Annual General Meeting, retires in accordance with Rule 13.2 of the Company's Constitution and being eligible, offers himself for election."

*Notes: The non-candidate directors unanimously support the election of Mr Garry Cameron. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Garry Cameron's election.*

**Item 5 To Elect Mr John Taylor as Director**

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

"That Mr John Taylor, having been appointed as a Director by the Board of the Company since the last Annual General Meeting, retires in accordance with Rule 13.2 of the Company's Constitution and being eligible, offers himself for election."

*Notes: The non-candidate directors unanimously support the election of Mr John Taylor. The Chairman of the meeting intends to vote undirected proxies in favour of Mr John Taylor's election.*

**Item 6 To Elect Mr Peter Bird as Director**

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

"That Mr Peter Bird, having been appointed as a Director by the Board of the Company since the last Annual General Meeting, retires in accordance with Rule 13.2 of the Company's Constitution and being eligible, offers himself for election."

*Notes: The non-candidate directors unanimously support the election of Mr Peter Bird. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Peter Bird's election.*

**Item 7 To Re-elect Mr William (Lex) Hansen as Director**

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

"That Mr William (Lex) Hansen, who retires by rotation in accordance with Rule 16.1 of the Company's Constitution, being eligible offers himself for re-election as a Director."

*Notes: The non-candidate directors unanimously support the re-election of Mr William (Lex) Hansen. The Chairman of the meeting intends to vote undirected proxies in favour of Mr William (Lex) Hansen's re- election.*

Further details of the above resolutions are set out in the Explanatory Notes to this Notice of Annual General Meeting.

By order of the Board

Yours sincerely



Colin Walker  
Company Secretary

## **Explanatory Notes to Shareholders**

### **Item 1 - Financial Statements and Results**

The Corporations Act 2001 (Cth) ("Corporations Act") requires the Financial Report (which includes Financial Statements, Notes to the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report to be tabled at the Annual General Meeting. The Constitution of Heemskirk Consolidated Limited provides for these reports to be received and considered at the Meeting. There is no requirement either in the Corporations Act or the Constitution for shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports.

The Company's Annual Report (which includes the Financial Report and associated reports of the Directors and the Auditors) is available on the Company's website at [www.heemskirk.com](http://www.heemskirk.com)

### **Item 2 –Remuneration Report**

In accordance with the requirements of the Corporations Act, the Board is submitting its Remuneration Report to shareholders for consideration and adoption by way of advisory resolution. This resolution does not bind the Directors or the Company. The Directors' Report on page 20 of the 2011 Annual Report sets out the Remuneration Policy for Heemskirk and explains the remuneration arrangements in place for Executive Directors, Senior Executives and Non-Executive Directors.

A reasonable opportunity will be provided for shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

Pursuant to the Corporations Amendment (Improving Accountability for Director and Executive Remuneration) Bill 2011 which amended the Corporations Act from 1 July 2011, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings (effectively, "two strikes"), shareholders will be required to vote at the second of those annual general meetings on a resolution (referred to as a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must go up for re-election. The spill resolution requirements will only be triggered where both strikes occur after 1 July 2011. On this basis, while votes on the Remuneration Report at this Annual General Meeting will be counted towards the two strikes, the first spill resolution can only potentially occur following the Company's 2013 Annual General Meeting.

Also, the Corporations Amendment (Improving Accountability for Director and Executive Remuneration) Bill 2011 has introduced new prohibitions on key management personnel and their closely related parties from voting or voting undirected proxies on a resolution for the adoption of the Remuneration Report. Accordingly, any undirected proxies held by the Chairman of the meeting, other Directors or by other Key Management Personnel or their closely related parties for the purposes of the Resolution in item 2 will not be voted on the Resolution in item 2.

The Company encourages all Shareholders to cast their votes in relation to the Resolution in item 2 and if Shareholders choose to appoint a proxy, Shareholders are encouraged to direct their proxy how to vote on the Resolution in item 2 by marking either "For", "Against" or "Abstain" on the proxy form or by marking the Chairman's box (in which case the Chairman of the meeting will vote in favour of the Resolution in item 2 as your proxy).

### **Voting exclusion statement in respect of Item 2**

The following persons may not vote, and the Company will disregard any votes cast by the following persons on the Resolution in Item 2:

- a) each of the 6 Directors of the Company named in the table on page 26 of the 2011 Annual Report;
- b) each of the key management personnel of the Company named in the table on page 27 of the 2011 Annual Report;
- c) each "closely related party" (as defined in Section 9 of the Corporations Act) of a person in a) or b) above.

However, a person described above may cast a vote on the Resolution in Item 2 if all of the following are satisfied:

- a) the person in the above paragraph is appointed as a proxy; and
- b) the shareholder making the appointment does not fall within the above paragraph; and
- c) the shareholder directs in the Proxy Form how the proxy is to vote (either “for” or “against”) on Resolution in Item 2.

### **Recommendation on Item 2**

The Remuneration Report forms part of the Directors’ Report for the year ended 30 September 2011 and is made in accordance with a unanimous resolution of the Directors. While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

### **Item 3 – Election of Director - Mr Graham Lenzner**

A profile of Mr Graham Lenzner is set out below:

**Graham Lenzner**  
*BEC, FAICD*  
**Non Executive Chairman**

Mr Graham Lenzner has had a career spanning over 35 years in the funds management industry, insurance, stockbroking, the building industry and financial markets. He brings extensive management, financial and strategic planning experience to Heemskirk. Graham is also Chairman of Device Technologies Australia Ltd and former Chairman of Aevum Ltd.

He was an Executive Director of the Armstrong Jones Group for 12 years, the last four as Joint Managing Director. Previous roles include Finance and Deputy MD of Aquila Steel and GM Finance and Investments of MMI Insurance Ltd.

Mr Lenzner joined the Board on 24 February 2011.

### **Recommendation on Item 3**

The Board (other than Mr Graham Lenzner) unanimously recommends that Shareholders vote in favour of Mr Lenzner’s election.

### **Item 4 – Election of Director - Mr Garry Cameron**

A profile of Mr Garry Cameron is set out below:

**Garry Cameron PSM**  
*BBus(A/c,) BEc(Hons), MEc, FAICD, FCPA*  
**Non Executive Director and Chairman of the Audit & Risk Committee**

Mr Garry Cameron was Managing Director of a listed property group for 10 years and prior executive roles include Executive Director Finance for Telstra. He is currently a Non Executive Director with ANZ Specialised Asset Management, ANZ Balanced Equity Funds Ltd and AHS Hospitality Ltd and Molopo Energy Limited. The ANZ roles over the past five years have been in funds management of energy and infrastructure projects particularly focussed on large coal, gas and biofuels projects from exploration to delivery.

Mr Cameron was recognised in 1992 on the Australia Day honours list for his contributions to the Finance and Telecommunications industries.

Mr Cameron is Chairman of the Audit & Risk Committee and a member of the Remuneration & Nomination Committee. He joined the Board on 24 February 2011.

#### **Recommendation on Item 4**

The Board (other than Mr Garry Cameron) unanimously recommends that Shareholders vote in favour of Mr Cameron's election.

#### **Item 5 – Election of Director - Mr John Taylor**

A profile of Mr John Taylor is set out below:

##### **John Taylor**

*BE(Chem), MBA, FIChemE.*

##### **Non-Executive Director**

Mr John Taylor recently retired from a long career as Managing Director of Outotec Australasia Pty Ltd (previously Outokumpu Technology and prior to that, Lurgi Australia). He has held senior positions in management, process engineering and plant construction, primarily in the mining, minerals processing and environmental sectors.

Mr Taylor is a Non Executive Director of Kentor Gold Limited and was previously a Non Executive Director of listed companies Ticor Ltd, Environmental Group Ltd and Ausmelt Limited.

He is a part time consultant to Outotec South East Asia Pacific.

Mr Taylor is a member of the Audit & Risk Committee. He joined the Board on 9 May 2011.

#### **Recommendation on Item 5**

The Board (other than Mr John Taylor) unanimously recommends that Shareholders vote in favour of Mr Taylor's election.

#### **Item 6 – Election of Director – Mr Peter Bird**

A profile of Mr Peter Bird is set out below:

Mr Peter Bird retired from the Board of Heemskirk on 24 February 2011. Peter joined the Board on incorporation and was a member of the Risk Committee and a representative of the Pajingo Mine Joint Venture Committee. Peter remained at the Company as Executive General Manager Corporate.

On 1 December 2011 the Board appointed Peter Bird Managing Director of the Company and an Executive Director of the Board. Peter has worked in the resource industry for over 20 years. He brings operational and corporate experience combined with a strong understanding of company analysis and global investment markets.

Peter is a geologist and has held technical, management, investment and human resource positions with major companies such as Western Mining Corporation Limited, Merrill Lynch Equities and Newmont Mining Corporation and executive positions with Normandy Mining Limited and Newcrest Mining Limited. Peter is Non Executive Chairman of Excelsior Gold Limited.

#### **Recommendation on Item 6**

The Board (other than Mr Peter Bird) unanimously recommends that Shareholders vote in favour of Mr Bird's election.

#### **Item 7 – Re-election of Director – Mr William (Lex) Hansen**

Rule 16.1 of the Company's Constitution requires one third of Directors (except for the Managing Director) to retire each year (by rotation). Mr William (Lex) Hansen retires this year in accordance with this Rule. He is permitted to seek re-election.

A profile of Mr William (Lex) Hansen is set out below:

**William A (Lex) Hansen**

*BSc, MBA, FAusIMM, FAICD*

**Non-Executive Director and Chairman of the Remuneration & Nomination Committee**

Mr William (Lex) Hansen has more than 45 years' experience within the mining industry. He was an Executive Director of Corporate Finance (Mining) at HSBC Bank Australia Limited with regional responsibility for resources debt and equity investment appraisals and underwriting transactions.

Mr Hansen was a Director and Partner of share-broking firm Roach & Co. Prior to that, he held technical and finance positions with CSR Limited, Tenneco Corp and Utah Development Company. Lex is a Non-Executive Director of Platinum Australia Limited and Endocoal Limited and is also a key adviser to London-based Anglo Pacific Group plc.

Mr Hansen is Chairman of the Remuneration & Nomination Committee and a member of the Audit & Risk Committee. He joined the Board on 1 March 2004.

**Recommendation on Item 7**

The Board (other than Mr William (Lex) Hansen) unanimously recommends that Shareholders vote in favour of Mr Hansen's re-election.

## General Notes

### Entitlement to Vote

The Company has determined in accordance with Part 7.11 of the Corporations Regulations that for the purpose of voting at the Meeting, shares will be taken to be held by those persons recorded on the Company's register as at 7:00pm Australian Eastern Daylight Saving Time on Tuesday 21 February 2012.

### Corporate Representatives

For a corporate representative to vote, they will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act.

### Voting

On a show of hands, every member present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote and on a poll one vote for every share held provided that if a member appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

### Proxies

A member entitled to attend and vote at the Annual General Meeting may appoint one or two persons to attend and vote at the Meeting as the member's proxy. If you wish to appoint a second proxy you will need to complete a second form. Computershare Investor Services Pty Limited will provide additional proxy forms upon request.

A proxy need not be a member. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

*Under recent amendments to the Corporations Act, if:*

- *an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at the meeting;*
- *the appointed proxy is not the Chairman of the meeting;*
- *at the meeting, a poll is duly demanded on the resolution; and*
- *either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,*

*the Chairman of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.*

To be effective, proxy forms must be received by the registry:

In person: Computershare Investor Services Pty Limited  
Yarra Falls, 452 Johnston Street  
Abbotsford VIC 3067

By mail:  
(reply paid envelope enclosed); Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001

By fax: Computershare Investor Services Pty Limited  
1800 783 447 (within Australia)  
+ 61 3 9473 2555 (outside Australia)

Custodian voting: For Intermediary Online subscribers only (custodians)  
please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your  
voting intentions.

Online: Vote online at [www.investorvote.com.au](http://www.investorvote.com.au)

by no later than 11.00am Australian Eastern Daylight Saving Time on Tuesday 21 February 2012.

**Important Information Regarding Appointment of Proxies for the Resolution for Item 2:**

If you appoint the Chairman of the Meeting as your proxy or the Chairman is appointed as your proxy by default, you must either:


- (a) mark the bolded second box under step 1 on the proxy form to direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions for the Resolution in Item 2;  
or
- (b) give directions as to how your proxy must vote in the tick box under step 2 in the proxy form.

If you do not mark the bolded second box under step 1, and you have not directed your proxy how to vote on the Resolution in item 2, the Chairman of the meeting will **not** cast your votes on the Resolution in item 2 and your votes will **not** be counted in computing the required majority if a poll is called on this item.

The Chairman of the meeting intends voting all available proxies in **favour** of the Resolution in item 2.

## 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  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**www.investorvote.com.au**

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

*Your secure access information is:*



**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 11:00am (AEDT), Tuesday 21 February 2012**

### 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 as they choose. 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 information tab, "Downloadable 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** →

**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.

# 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 Heemskirk Consolidated 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, as the proxy sees fit) at the Annual General Meeting of Heemskirk Consolidated Limited to be held at the RACV Club, Level 2, 501 Bourke Street, Melbourne on Thursday 23 February 2012, at 11:00am (AEDT) and at any adjournment of that meeting.

### Important for Item 2 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 2, the Chairman of the Meeting will not cast your votes on Item 2 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 2).

The Chairman of the Meeting intends to vote all available proxies in favour of Item 2 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel.

## 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
Item 2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 To Elect Mr Graham Lenzner as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 To Elect Mr Garry Cameron as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 To Elect Mr John Taylor as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 To Elect Mr Peter Bird as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 To Re-elect Mr William (Lex) Hansen as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

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

<b>Individual or Securityholder 1</b>	<b>Securityholder 2</b>	<b>Securityholder 3</b>

Sole Director and Sole Company Secretary	Director	Director/Company Secretary
Contact Name _____	Contact Daytime Telephone _____	Date / / _____