

# PROXY FORM

## CENTRAL IRON ORE LIMITED

ACN 072 871 133

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### MEMBER/S NAME/S AND ADDRESS/NUMBER OF SHARES

I/we appoint as my/our proxy the person named below to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held at 60 Havelock Street, West Perth, Western Australia on Wednesday, November 30, 2016 commencing at 10:00am (Western Standard Time) and at any adjournment or postponement thereof.

#### APPOINTMENT OF PROXY

Box A

I/we appoint.....  
as my/our proxy or failing him/her the Chair to exercise my/our votes for me/us on my/our behalf

**OR**

#### APPOINTMENT OF CHAIR

Box B

I/we appoint the Chair to exercise all of my/our votes for me/us on my/our behalf.

**I/we acknowledge that the Chair intends to vote all undirected proxies in favour of each Resolution.**

**Chair authorised to exercise proxies on remuneration related matter in Resolution 3:** If I/we have appointed the Chair of the Annual General Meeting as my/our proxy (or the Chair of the Annual General Meeting becomes my/our proxy by default), I/we expressly authorise the Chair of the Annual General Meeting to exercise my/our proxy in respect of Resolution 3 (except where I/we have indicated a different voting intention below) and acknowledge that the Chair may exercise my/our proxy even though the Chair is, and that item is connected directly or indirectly with the remuneration of, a member of key management personnel for the Company.

#### DIRECTING YOUR PROXY HOW TO VOTE

I/we direct my/our proxy to vote in the following manner:

No*	RESOLUTION	FOR	AGAINST	ABSTAIN
1.1	Re-election of Richard Homsany			
1.2	Re-election of Anthony Howland-Rose			
1.3	Re-election of Brett Hodgins			
2	Appointment of Auditors, at a fee to be fixed by the directors			
3	Ratification of Stock Option Plan			

\*The resolutions are numbered as in the Notice of Annual General Meeting. Where there are no directions indicated on how the proxy is to vote, the Chair, if a designated proxy, or other person as designated proxy will have the power to vote as they see fit. Any proxies given to the Chair which do not contain directions will be utilised to vote in favour of all resolutions. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made or if both choices are specified in respect of any matter, this proxy will be voted FOR all such matters described in this proxy.**

**INDIVIDUALS TO SIGN**

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**EXECUTION BY ATTORNEY**

Executed by \_\_\_\_\_  
(insert name of attorney)

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(attorney to sign here) as attorney for

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(insert name of individual or company)

in accordance with the company's constitution and the Corporations Act 2001. The authority or a certified copy of the authority under which the appointment is signed must be attached.

**COMPANIES TO SIGN**

Executed in accordance with the Company's constitution

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Director

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Director/Secretary

OR

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Sole Director and Sole Company Secretary

Affix seal if required

DATED \_\_\_\_\_

## NOTES FOR COMPLETION OF PROXY FORM

CENTRAL IRON ORE LIMITED

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### THIS PROXY IS SOLICITED BY THE MANAGEMENT OF CENTRAL IRON ORE LIMITED

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#### APPOINTMENT OF PROXY (see Proxy form)

- **To appoint a single proxy** - tick **BOX A**, complete name of proxy and sign Proxy Form; **OR**
- **To appoint the Chair only** - tick **BOX B** and sign Proxy Form

A proxy appointed to attend and vote for a member has the same rights as the member to vote (to the extent allowed by this appointment) and to join in the demand for a poll.

If you mark the abstention box for a particular item, you are directing your proxy not to vote on a show of hands or on a poll and your shares will not be counted in computing the required majority on a poll.

(To appoint 2 proxies to exercise a specified proportion of your votes - see below)

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth).

**The securities represented by this proxy will be voted in favour or withheld from voting or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.**

**This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that may be properly come before the meeting or any adjournment or postponement thereof.**

#### HOW TO SIGN PROXY FORM

- The proxy form must be signed by the member or by the member's attorney. If a joint holding then either shareholder may sign.
- If the proxy is signed by a person who is not the registered shareholder, then the relevant authority or a certified copy should either have been exhibited previously to the Company or be enclosed with this proxy. If sent by fax then the authority must be certified.
- If the member is a corporation, the proxy form must be signed in accordance with its constitution and relevant corporations legislation, or under the hand of an authorised officer or attorney who has not received any notice of revocation. A person intending to vote shares held in the name of a corporation **MUST** bring a properly executed authority from the corporation in favour of the person attending.

#### DEADLINE FOR RECEIPT OF PROXIES

This Proxy Form must be lodged with the Company **before** 10:00am (Western Standard Time) on **Monday, November 28, 2016** i.e. not less than 48 hours before the time for holding the meeting by:

- mailing your proxy to the Company at c/o Central Iron Ore Limited, Level 2, 49-51 York Street, Sydney NSW Australia 2000; **OR**
- depositing your proxy with the Company at c/o Central Iron Ore Limited, Level 2, 49-51 York Street, Sydney NSW Australia; **OR**
- faxing your proxy to (08) 9328 2660 (if within Australia) or +61 8 9328 2660 (if sent from overseas).

**VOTING ENTITLEMENT**

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at the close of business on November 28, 2016 (Western Standard Time). Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

**APPOINTMENT OF 2 PROXIES**

*If you are entitled to cast 2 or more votes at the meeting, you may appoint 2 proxies instead of a single proxy*  
(If you wish to appoint 2 proxies then complete below and note details for Appointment of Proxy on Proxy Form)

I/we appoint (Insert name of first proxy).....

to exercise (state number or proportion).....  
of my/our votes for me/us at the general meeting of the Company

**AND**

I/we appoint (Insert name of 2nd proxy).....

to exercise (state number or proportion).....  
of my/our votes for me/us at the general meeting of the Company

**OR**

failing one or both of my 1st and 2nd proxies, then the Chair is to exercise my/our votes for me/us in respect of the number or proportion of my/our shares allocated to the absent proxy/s, as set out above.

Note: If you appoint 2 proxies and do not specify the number or proportion of votes each proxy may exercise, then each will be entitled to exercise half of your votes (with fractions being disregarded.).