



NOTICE OF ANNUAL GENERAL MEETING

PLATSEARCH NL

ACN 003 254 395

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

29 November 2011

Time of Meeting

4.00 p.m. (Sydney time)

Place of Meeting

Northern Suburbs Rugby Club, 80 Christie Street, St Leonards, NSW



NOTICE OF ANNUAL GENERAL MEETING

PLATSEARCH NL

ACN 003 254 395

NOTICE IS HEREBY GIVEN that the 25th Annual General Meeting (AGM) of the members of PlatSearch NL (the "Company") will be held at the Northern Suburbs Rugby Club, 80 Christie Street, St Leonards, NSW on Tuesday 29 November 2011 commencing at 4.00 pm Sydney time.

The business to be considered at the meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Notes, which contains information in relation to each of the following resolutions. A Proxy Form also accompanies this Notice of Meeting.

ORDINARY BUSINESS

2011 Financial Statements

To receive the Reports of the Directors and Auditors, and the Financial Report for the year ended 30 June 2011.

Resolution 1 - Remuneration Report

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

"That the Remuneration Report of the Company for the year ended 30 June 2011 be adopted."

Resolution 2 – Re-Election of Patrick J D Elliott as a Director

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

"That Patrick J D Elliott, having retired as a director of the Company pursuant to clause 71 of the Company's Constitution and, being eligible, having offered himself for re-election, be re-elected as a director of the Company."

Resolution 3 – Election of Alan Breen as a Director

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

"That Alan Breen, having retired as a director of the Company pursuant to clause 69 of the Company's Constitution and, being eligible, having offered himself for re-election, be elected as a director of the Company."

Resolution 4 – Grant of Options to Non-Executive Director, Alan Breen

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

"That for the purposes of Section 208 of the Corporations Act and Listing Rule 10.11 and for all other purposes, approval is given for the grant of 1,000,000 options to Alan Breen (or his nominee) for nil consideration with an exercise price of 25 cents each, an expiry date of 6 October 2014 and otherwise on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice."



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Resolution 5 - Amendment to Employee Share Option Plan (ESOP)

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

“That, Rule 3 of the PlatSearch NL Employee Share Option Plan, be amended as follows:

“The Company shall not offer or issue Options to any Eligible Person in accordance with the Plan if the total number of shares the subject of Options, when aggregated with:

- 3.1 the number of shares in the same class which would be issued were each outstanding offer or option to acquire unissued shares in the Company, being an offer made or option acquired pursuant to the Plan to be accepted or exercised (as the case may be); and*
- 3.2 the number of shares in the same class issued during the previous five years pursuant to the Plan,*

(but disregarding any offer made, or option acquired or share issued by way of or as a result of an offer to a person situated at the time of receipt of the offer outside Australia or any offer which, pursuant to section 708 of the Corporations Act, does not need disclosure to investors), would exceed 10% of the total number of issued shares in that class of the Company as at the time of the proposed offer.”

Resolution 6 - Appointment of Auditor

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of section 327D of the Corporations Act and for all other purposes, approval is given for the Directors to appoint HLB Mann Judd as auditor of the Company, having been nominated by a Shareholder and consented in writing to act in the capacity of auditor.”

BY ORDER OF THE BOARD

Ivo Polovineo
Company Secretary

Date: 10 October 2011



Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting, and should be read in conjunction with this Notice of Annual General Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used both in this Notice of Annual General Meeting and the Explanatory Memorandum.

Voting Exclusions

Resolution 1

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a person described in paragraphs (a) or (b) above.

The Chair will not vote any undirected proxies in relation to Resolution 1 unless the shareholder specifically authorises the Chair to vote in accordance with the Chair's stated voting intentions. If a shareholder wishes to nominate the Chair as their proxy for the purpose of Resolution 1 the shareholder must either tick the 'for' or 'against' box, directing the Chair how to vote, or tick the box authorising the Chair to vote in accordance with his or her stated voting intentions, on the enclosed Proxy Form in order for their proxy vote to be counted. Alternatively, shareholders can nominate as their proxy for the purpose of Resolution 1 a proxy who is not a member of the Company's Key Management Personnel. That person would be permitted to vote undirected proxies.

Resolution 4

The Company will disregard any votes in respect of this resolution if they are cast by or on behalf of the person who is named in the resolution or an associate of that named person.

However the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the relevant proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.



NOTICE OF ANNUAL GENERAL MEETING

Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

A form of proxy accompanies this Notice of Annual General Meeting.

New sections of the Corporations Act took effect on 1 August 2011 and apply to voting by proxy on or after 1 August 2011 (whether or not the proxy was appointed before, on or after that date). Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Record date

The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth), that the holders of shares of the Company recorded in the Company's register as at 7pm (Sydney time) on 27 November 2011 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time.

Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.



EXPLANATORY MEMORANDUM

This explanatory memorandum sets out information in connection with the business to be considered at the 2011 PlatSearch NL Annual General Meeting.

ORDINARY BUSINESS

Financial Report

This item of business relates to the receipt and adoption of the Company's Financial Report for the year ended 30 June 2011. The 2011 Annual Report can be accessed on the Company's website at www.platsearch.com.au.

Resolution 1

Adoption of Remuneration Report

The Remuneration Report is required to be considered for adoption in accordance with the Corporations Act. The Remuneration Report is contained in pages 23 to 28 of the Company's 2011 Annual Report.

The Remuneration Report:

- explains the Board's policies relating to remuneration of directors, secretaries and executives of the Company;
- discusses the relationship between such policies and the Company's performance;
- provides details of any performance conditions attached to such remuneration; and
- sets out remuneration details for each director and certain named executives.

Shareholders should note that the vote on Resolution 1 is advisory only and, subject to the matters outlined below, will not bind the Company or the Directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration policy.

With effect from 1 August 2011 the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth) amended the Corporations Act to:

- (a) prohibit a vote on this resolution being cast (in any capacity) by or on behalf of any of the following persons:
- (i) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; or
 - (ii) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 if:

- (iii) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and

- (iv) the vote is not cast on behalf of a person described in paragraphs (a) or (b) above.

The Chair will not vote any undirected proxies in relation to Resolution 1 unless the shareholder specifically authorises the Chair to vote in accordance with the Chair's stated voting intentions. If a shareholder wishes to nominate the Chair as their proxy for the purpose of Resolution 1 the shareholder must either tick the 'for' or 'against' box directing the Chair how to vote, or tick the box authorising the Chair to vote in accordance with his or her stated voting intentions, on the enclosed Proxy Form in order for their proxy vote to be counted. Alternatively, shareholders can nominate as their proxy for the purpose of Resolution 1 a proxy who is not a member of the Company's Key Management Personnel. That person would be permitted to vote undirected proxies.

The Chair intends to vote all undirected proxies in favour of Resolution 1.

- (b) Introduce a 'two-strike' process in relation to the advisory and non-binding vote on the remuneration report, whereby if at two consecutive AGMs of a listed company at least 25% of votes cast on a resolution that the remuneration report be adopted are against adoption of the report, at the second of these AGMs there must be put to the vote a resolution that another meeting be held within 90 days at which all directors (except the managing director) who were directors at the date the remuneration report was approved at the second AGM must stand for re-election. So, in summary, shareholders will be entitled to vote in favour of holding a general meeting to re-elect the Board if the Remuneration Report receives 'two strikes'.

Resolution 2

Re-election of Director - Mr P J D Elliott

Pursuant to clause 71 of the Company's Constitution, at each annual general meeting of the Company 1/3 of all the directors must retire from office and are eligible for re-election.

The Company provides the following information concerning Mr Elliott:

Biographical details

Mr Elliott was appointed a Director of the Company on 22 December 2008 and is a company director specialising in the resources sector with 36 years experience in investment and corporate management. His early career was at Consolidated Gold Fields Australia Limited and covered investment analysis and management, minerals marketing (copper, tin, rutile and zircon). In 1979 he went into investment banking and became Head of Corporate Finance for Morgan Grenfell Australia Limited in 1982. Mr Elliott subsequently became Managing Director of Natcorp Investments Ltd in 1986 which owned a number of manufacturing businesses. After its takeover he



EXPLANATORY MEMORANDUM

became an active early stage venture capital investor with an emphasis on resources.

Details of relationships between the Candidate and the Company

Mr Elliott is the non-executive Chairman of the Company

Details of relationships between the Candidate and Directors of the Company

Not applicable

Other directorships held

Mr Elliott is Chairman of Argonaut Resources NL, Australia Oriental Minerals NL and MIL Resources Ltd, the latter company in which he is also the managing director. He is also a director of Crossland Uranium Mines Limited, Global Geoscience Limited and a number of privately owned companies.

The term of office already served by Mr Elliott

Mr Elliott was appointed a Director of the Company on 22 December 2008

The Directors (other than Mr Elliott) do not have an interest in the outcome of Resolution 2 and recommend that shareholders vote in favour of Resolution 2.

Resolution 3

Election of Director - Mr A M Breen

Pursuant to clause 69 of the Company's Constitution the directors may at any time appoint any person as a director. That person shall hold office until the end of the next following annual general meeting and shall be eligible for election at that meeting.

The Company provides the following information concerning Mr Breen:

Biographical details

Mr Breen was appointed a Director of the Company on 6 October 2011 and is a metallurgist and with over 35 years operational and executive management experience across a diverse range of commodities in Australasia, Europe and Africa. He has held senior and executive management roles with Xstrata, Rio Tinto Aluminium and, more recently, at Ok Tedi Mining where he held the position of Managing Director for 4 years.

Mr Breen has previously been a director of Britannia Refined Metals Limited, Britannia Recycling Limited, MIM Holdings (UK) Ltd and Ok Tedi Mining Limited.

Details of relationships between the Candidate and the Company

Mr Breen is a non-executive Director of the Company

Details of relationships between the Candidate and Directors of the Company

Not applicable

Other directorships held

Nil

The term of office already served by Mr Breen

Mr Breen joined the Board on 6 October 2011.

The Directors (other than Mr Breen) do not have an interest in the outcome of Resolution 3 and recommend that shareholders vote in favour of Resolution 3.

Resolution 4

Grant of Options to Alan Breen

In accordance with Resolution 4 the Company proposes to grant 1,000,000 options to Alan Breen being a newly appointed Director of the Company.

Further terms and conditions of the options are set out in the schedule to this Explanatory Memorandum.

The grant of options is designed to incentivise the Director by participating in the future growth and prosperity of the Company through share ownership and in recognition of the contribution made to the Company by the Directors and their ongoing responsibility.

Shareholder approval of the grant of options is being sought for all purposes including for the purposes of Chapter 2E of the Corporations Act and ASX Listing Rule 10.11. If shareholder approval is given under ASX Listing Rule 10.11, shareholder approval is not required under ASX Listing Rule 7.1.

Shareholder Approval under Chapter 2E of the Corporations Act

Resolution 4 seeks shareholder approval under Chapter 2E of the Corporations Act.

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless an exception applies or shareholder approval is obtained. The financial benefit must be given to the related party within 15 months after shareholder approval is obtained.

Section 228 of the Corporations Act defines "related party" widely and includes a director of a public company and specified members of the director's family.

Section 229 of the Corporation Act also defines "financial benefit" widely and for the purpose of Resolution 4 includes a public company granting options to a director.

Requirements under section 219 of the Corporations Act for the grant of Options to Directors

In accordance with section 219 of the Corporations Act, the following information is given to shareholders:

If Resolution 4 is passed, it will permit the Company giving of a financial benefit to Alan Breen who is a Director, and therefore a related party, of the Company.



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The nature of the financial benefit is the grant of the number of Options set out above for nil consideration. The Options will vest immediately.

Other information

If the Company's Shares are trading on ASX at a higher price than the exercise price of the Options at the time of exercise, the effect will be to give an immediate financial benefit to Mr Breen at the time the Options are exercised.

The Directors (other than Mr Breen) recommend this resolution for approval by shareholders.

All other information reasonably required by members for the purposes of Chapter 2E of the Corporations Act is set out below.

Additional Information regarding Resolution 4 for the purpose of Chapter 2E of the Corporations Act

1) Reasons for grant of Options

The Company has been fortunate to attract a high quality Board of Directors, and given the relatively small size of the Company it is important that the Company retain its leadership.

The grant of the Options has been chosen to provide an incentive to Mr Breen as a Director in line with prior issues of Options to Directors to increase shareholder value by increasing the price of the Company's Shares and to enable the Directors to participate in that value increase.

2) Dilution effect on existing members' interests

If the Options to be granted pursuant to Resolution 4 are exercised, the effect will be to dilute the interests of existing shareholders. The table below sets out the impact on the number of Shares and Options on an undiluted and fully diluted basis:

	Number of Shares
Shares on issue at date of this notice	175,737,592
Add Options and Convertible Notes already on issue (upon exercise)	40,636,667
Total potential issued capital	216,374,259
Options to be granted to Mr Breen	1,000,000
Potential issued capital fully diluted	217,374,259
Dilution effect	0.46%

If all the Options are exercised, a further 1,000,000 Shares will be on issue and \$250,000 (based on the

exercise price of the options per Share) will be raised by the Company.

3) Trading History

The market price of the Company's Shares during the period the Options are issued and unexercised may be one factor in determining whether or not Mr Breen will exercise the Options. The Company's Shares may be trading on ASX at a price which is higher than the exercise price of the Options. In these circumstances, if Mr Breen then sells the Shares arising from the exercise of the Options, he would realise an immediate profit.

The highest, lowest and last recorded market price of the Company's shares quoted on ASX from the date of the previous AGM (25 November 2010) to 10 October 2011 (being the day immediately before the date this Notice was lodged at ASIC) were:

Lowest	\$0.08
Highest	\$0.20
Last	\$0.11

4) Opportunity costs and taxation consequences to the Company

A-IFRS requires the Company to expense options granted to Directors with the expense being transferred to an Options Expense Reserve. The amount to be expensed and transferred to the Options Expense Reserve in relation to Resolution 4 is estimated at \$45,200 for the financial year ended 30 June 2012. This amount will be transferred from the Option Expense Reserve to Issued Capital based on the exercise of the Options. If the Options lapse, the amount will remain as Options Expense Reserve.

5) Valuation of Options

The Options to be granted have been valued using the Binomial methodology, as recommended in the Accounting Standard AASB 2 "Share Based Payments".

The Binomial methodology calculated the average value of the Options in relation to Resolution 4 at \$0.0452 per option with a total value of \$45,200. The valuation assumes an exercise price of \$0.25. In calculating the Option valuation the following inputs were used in the Binomial methodology:

Exercise Price	\$0.25
Expected Life	3 years
Volatility	118.33%
Risk free rate (3 year Government Bond Rate)	3.485%
Base share price	\$0.085



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6) Directors Remuneration and Equity holdings in the Company

In addition to the Options proposed to be granted, Mr Breen will receive Directors fees of \$36,000 per annum.

Directors are also entitled to reimbursement of all reasonable travelling, accommodation and other expenses that they properly incur in attending meetings of Directors or any meetings of committees of Directors, in attending meetings of shareholders or in connection with the business of the Company.

Mr Breen does not currently hold any Shares or Options in the Company.

7) Further Information

Apart from the information set out in this Explanatory Statement there is no other information that is known to the Company or any of its directors that is reasonably required by shareholders to decide whether or not it is in the Company's interests to pass Resolution 4.

Information required by the ASX Listing Rules for Resolution 4

Listing Rule 10.11 requires shareholder approval for an issue of equity securities to a related party. Approval is therefore being sought for the proposed grant of Options to the Director.

Listing Rule 10.13 requires this Notice of Meeting to include the following specified information in relation to the Options to be granted to Directors to the extent that such information is not disclosed elsewhere in this Explanatory Memorandum:

- a) The maximum number of securities to be issued to Mr Breen is 1,000,000 Options. The valuation of the Options is \$45,200.
- b) No funds will be raised by the grant of the options as they are being granted for no consideration.
- c) The Company intends to grant the Options to Mr Breen as soon as practicable after the date of the Annual General Meeting but in any event, no later than one month after the date of the Meeting.

In accordance with ASX Listing Rules 6.16, 6.19 - 6.23 and 7.22, it is noted that there are not participating rights or entitlements inherent in the options to be considered at the meeting, or the other options on issue, and that the holder of options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the options, and the option holder can only participate in new issues by exercising the options. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the number and exercise price of options will be reconstructed in the same proportion as the issued capital of the Company is reconstructed and in a manner which will not result in any additional benefits being conferred on option holders that

are not conferred on shareholders (subject to the same provisions with respect to round-off of entitlements as sanctioned by the meeting of shareholders at which the reconstruction of capital is approved). In all other respects, the terms of exercise will remain unchanged. The terms of the options, including provisions relating to any reorganisation or reconstruction of capital, shall be in accordance with the Listing Rules of ASX.

With regard to Resolution 4 and in accordance with ASX Listing Rule 7.2, exception 14, if approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

In accordance with the Corporations Act and the Company's Constitution, in order for the resolution to be effective it must be passed as an ordinary resolution. This means that the resolution must be passed by shareholders who are the registered holders of more than 50% of the shares, and who attend the meeting (either in person or by proxy) and are entitled to vote on the resolution.

Resolution 5

Amendment to Employee Share Option Plan (ESOP)

The Directors consider it appropriate to make the proposed amendment to the PlatSearch NL Employee Share Option Plan ("Plan") for the following reasons:

- (a) Currently the Plan states, in essence, that the maximum number of options outstanding at any time pursuant to rule 3 of the Plan is no greater than 5% of the total ordinary shares on issue subject to the basis of calculation stated in rules 3.1 and 3.2;
- (b) The company currently has on issue 8,730,000 options pursuant to the Plan which represents 4.98% of total ordinary shares on issue; and
- (c) The Directors believe that an increase in the threshold from 5% to 10% is required in order to continue to provide long term incentives to retain and attract the necessary employees and contractors to enable the company to effectively fulfil its strategies.

Resolution 6

Appointment of Auditor

Ernst & Young has advised the Company that it intends to resign as the Company's auditor. Ernst & Young has applied to the Australian Securities and Investments Commission (ASIC) for consent to resign effective 29 November 2011. It is anticipated that Ernst & Young's resignation will take effect from the later of that date or the day on which ASIC gives its consent.

The Company proposes, subject to ASIC consenting to the resignation of Ernst & Young, to appoint HLB Mann Judd as the auditor of the Company. In accordance with section 328B(1) of the Corporations Act 2001 (Cth), notice in writing nominating HLB Mann Judd as auditor has been given to the Company by a Shareholder. A copy of this notice is shown in Annexure A to this Explanatory Memorandum.



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The Company's expectation is that ASIC's consent will be forthcoming prior to the date of the Annual General Meeting.

Accordingly, Resolution 6 seeks Shareholder approval to the appointment of HLB Mann Judd of Level 19, 207 Kent Street, Sydney, New South Wales to the office of auditor of the Company. HLB Mann Judd has consented in writing to its appointment.

If this Resolution is passed, the appointment of HLB Mann Judd as the Company's auditor will take effect at the close of the Meeting or upon receipt of ASIC's consent to the resignation of Ernst & Young, whichever is the latter.

In accordance with the Corporations Act, in order for the resolution to be effective it must be passed as a special resolution. This means that the resolution must be passed by shareholders who are the registered holders of more than 75% of the shares, and who attend the meeting (either in person or by proxy) and are entitled to vote on the resolution.

GLOSSARY

In this Explanatory Memorandum and Notice of Annual General Meeting the following expressions have the following meanings unless stated otherwise or unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691;

ASX Listing Rules means the official listing rules of ASX;

Board means the board of Directors;

Closely Related Party of a member of the Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependant of the member or of the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- e) a company the member controls; or
- f) a person prescribed by the *Corporations Regulations 2001* (Cth);

Company means PlatSearch NL ACN 003 254 395;

Corporations Act means *Corporations Act 2001* (Cth);

Directors means the directors of the Company;

Key Management Personnel has the same meaning as in the accounting standards (so the term broadly includes those persons having authority and responsibility for planning, directing and controlling the

activities of the Company, directly or indirectly, including any director, whether executor or otherwise, of the Company);

Meeting means the meeting of shareholders convened by the Notice of Annual General Meeting; and

Notice or Notice of Annual General Meeting means the notice of annual general meeting to which this Explanatory Memorandum is attached.



ANNEXURE A

106 Copeland Road
Beecroft NSW 2119

10 October 2011

The Directors
PlatSearch NL

APPOINTMENT OF AUDITOR

Pursuant to section 328B(1) of the Corporations Act 2001, we, Gregory F P Jones and Allison A Jones, as trustees of <The Jones Family Trust> a shareholder of PlatSearch NL ACN 003 254 395 ("the Company"), hereby nominate HLB Mann Judd of Level 19, 207 Kent Street, Sydney, NSW, to be appointed as auditor of the Company at the next Annual General Meeting to be held 29 November 2011 or any adjournment thereof.

Please distribute copies of this notice of nomination as required by section 328B(3) of the Corporations Act 2001.

Yours sincerely

G Jones
On behalf of
Gregory F P Jones and Allison A Jones
as trustees of <The Jones Family Trust>



Name and Address

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 4.00 pm (Sydney time) ON SUNDAY 27 NOVEMBER 2011

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting that is by **4.00 pm (Sydney time) on Sunday 27 November 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

PlatSearch NL

<Address 1>
 <Address 2>
 <Address 3>
 <Address 4>
 <Address 5>
 <Address 6>

<BARCODE>

STEP 1 - Appointment of Proxy

I/We being a member/s of **PlatSearch NL** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the **Annual General Meeting of PlatSearch NL to be held at the Northern Suburbs Rugby Football Club, 80 Christie Street, St Leonards NSW 2065 on Tuesday 29 November 2011 at 4.00 pm** (Sydney time) and at any adjournment of that meeting, to act 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.

If the Chairman 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 in respect of resolution 1, please mark this box. *By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. By marking this box I/we acknowledge the Chairman of the Meeting can exercise my/our proxy even though he has an interest in the outcome of the resolution and unless a specific voting direction has been specified below, the Chairman of the Meeting is directed to vote in accordance with his voting intention as set out below.*

The Chair will vote all undirected proxies in favour of resolution 1

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Patrick Elliott as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Alan Breen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Grant of Options to Alan Breen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Amendment to Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone Date / / 2011