



Intec Ltd

ABN 25 001 150 849

Superior and Sustainable Metals Production

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ASX code: INL

8 October 2012

Dear Shareholder

Included with this letter is the Notice of Meeting for the 2012 Annual General Meeting (AGM) for Intec Ltd (Intec or the Company).

At Intec's 2011 AGM, the Company received a 'first strike' when greater than 25% of the votes cast were against the adoption of the Remuneration Report.

Prior to your consideration of the Notice of Meeting for the 2012 AGM, I would like to provide information on the changes that have occurred in the Company's remuneration policies and practices since the 2011 AGM. As the Remuneration Report encompasses payments to Non-executive Directors, Executive Directors and Key Management Personnel, I will deal with each separately.

Non-executive Directors

At the conclusion of the 2011 AGM, Mr. John Moyes, a Non-executive Director, retired reducing the number of Non-executive Directors on the Intec board to two thus reducing the amount of Non-executive Director fees.

Historically, it was the Company's policy to pay additional fees to Non-executive Directors for their membership, where applicable, of both the Audit Committee and the Nomination and Remuneration Committee. The additional annual fee payable to a Non-executive Director for being a member of a relevant committee was \$5,000 per committee. The practice of paying Non-executive Directors committee membership fees was discontinued as of 31 March 2012.

The aggregate Non-executive Directors cash remuneration limit is currently \$400,000 per annum as approved by shareholders at the 2007 AGM. The Company is currently operating well within this limit, with only two Non-executive Directors. The Company foresees no need to increase either the cash remuneration limit or the number of Non-executive Directors until there is a commensurate increase in the Company's asset base and operating activities.

Executive Directors

The number of Executive Directors reduced from two to one during the year with the resignation of Mr. Philip Wood on 6 February 2012. Mr. Wood was replaced as Managing Director by Mr. Kieran Rodgers, previously the Company's Finance Director. As Mr. Wood's employment with the Company was terminated, the Company was required to make certain payments to Mr. Wood under his Executive Employment Agreement with the Company. This agreement provided that in the event of termination of Mr. Wood's employment he was to be paid 12 month's salary in addition to accrued entitlements such as annual leave and long service leave. Consequently, as shown on page 12 of the 2012 Annual Report, Mr. Wood received a termination benefit of \$370,532 being 12 months' salary plus superannuation on this amount.

Mr. Rodgers in his previous capacity as Finance Director was on an annual salary of \$265,000 excluding superannuation. Having been appointed Managing Director on 6 February 2012, Mr. Rodgers entered into an Executive Employment Agreement with the Company that provides for an annual salary of \$215,000 excluding superannuation.

Key Management Personnel

In relation to Key Management Personnel of the Company, there was no salary increases granted for the year commencing 1 July 2012. In addition, the Company's attendance bonus scheme whereby employees were paid for sick leave not taken was discontinued as of 1 July 2012.

Intec Option Plan

It is not proposed to grant options, under the Intec Option Plan, to Directors, employees or consultants in 2012. In addition, the Company has enforced the policy allowed under the rules of the Intec Option Plan that options held by persons who leave the Company lapse after 30 days.

In summary, the Board took note of the 'first strike' received at the 2011 AGM and has taken various actions, including a reduction in the number of directors, the elimination of committee fees etc., which will reduce the Company's remuneration cost base going forward. The Board is of the view that the Company's remuneration policies and practices are now better aligned with the Company's current asset base and operating activities.

Given the actions taken by the Board, I recommend that you vote in favour of the adoption of the Remuneration Report (Resolution 2) at the Company's 2012 AGM.

Yours sincerely,



Trevor A. Jones
Chairman



Intec Ltd

ABN 25 001 150 849

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ASX code: INL

NOTICE OF 2012 ANNUAL GENERAL MEETING

Notice is hereby given that the 2012 Annual General Meeting (Meeting) of shareholders of Intec Ltd ('Intec' or 'the Company') will be held as follows:

Time: 2:00pm
Date: Tuesday, 13 November 2012
Place: The offices of Intec Ltd,
Level 3, 2 Elizabeth Plaza
North Sydney NSW 2060 Australia

This notice should be read in conjunction with the accompanying Explanatory Statement. This notice is accompanied by a proxy form for those shareholders wishing to vote by proxy. Please follow the instructions on the proxy form carefully.

ORDINARY BUSINESS

Resolution 1 Adoption of Financial Report

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

"That the Company's Financial Report for the financial year ended 30 June 2012 together with the related Directors' and Auditor's Reports be received, approved and adopted."

Resolution 2 Adoption of Remuneration Report

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

"That the Company's Remuneration Report for the financial year ended 30 June 2012 be received, approved and adopted."

Voting Exclusion Statement – Resolution 2

In accordance with Section 250R(4) of the Corporations Act, the Company will disregard votes cast on Resolution 2 by a member of the Company's Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member, unless the vote is cast:

- (a) As a proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- (b) By the Chairman of the meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

The following resolution will be put to Shareholders **ONLY** if 25% or more of the votes cast on Resolution 2, are against that Resolution.

Resolution 3 Spill Resolution

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

"That, pursuant to Section 250V of the Corporations Act, the Company will hold another meeting within 90 days of this Meeting to re-elect the Directors of the Company (other than the Managing Director)".

NOTICE OF 2012 ANNUAL GENERAL MEETING (CONTINUED)

Resolution 4 Election of Director – Mr Trevor A Jones

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

"That Mr. Trevor A Jones, a Director appointed since 2007 and retiring in accordance with the Corporations Act 2001 and the Company's Constitution, and being eligible for re-election, be re-elected a Director of the Company."

SPECIAL BUSINESS

Resolution 5 Change to the Constitution (Unmarketable Parcels)

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

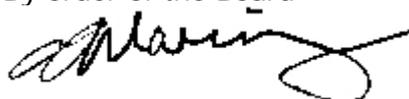
"To amend the constitution of the Company by inserting a new clause 28A into the Constitution immediately following existing clause 28, in the terms set out in Annexure A to this notice of the meeting at which this resolution is passed."

OTHER BUSINESS

To transact any other business, which may be properly brought before the meeting.

Dated: 8 October 2012

By order of the Board



Robert J Waring
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement sets out information in connection with the business to be considered at the 2012 Annual General Meeting ('AGM') of Intec Ltd ('Intec' or 'the Company').

ORDINARY BUSINESS

The following items of ordinary business will be considered at the AGM.

Resolution 1 Adoption of Financial Report

This item of business relates to the receipt, approval and adoption of the Company's Financial Report for the year ended 30 June 2012 together with the related Directors' and Auditor's Reports.

Resolution 2 Adoption of Remuneration Report

The Corporations Act requires that a resolution be put to the members to receive, approve and adopt the Remuneration Report as disclosed in the Directors' Report. The vote on this resolution is advisory only and non-binding. The resolution gives the members the opportunity to ask questions or make comments concerning the Remuneration Report during the meeting. Under the Corporations Act 2001, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election. At the 2011 AGM, more than 25% of the votes cast on the Adoption of the Remuneration Report were against that resolution.

In a letter accompanying this Notice of Meeting the Chairman of Intec has outlined the changes made to the Company's remuneration policies and practices since the 2011 AGM.

Resolution 3 Spill Resolution

At the 2011 AGM, more than 25% of the votes cast on the Adoption of the Remuneration Report were against that resolution. As a consequence, the Company was deemed to have received a 'first strike' under the 'two strikes rule'.

If 25% or more of the votes cast on Resolution 2, Adoption of Remuneration Report, are against that Resolution at this AGM, then this will be the 'second strike', and the Company is then required by the Corporations Act to put to Shareholders a resolution to determine whether the Company should hold a spill meeting within 90 days of this AGM.

That is the purpose of Resolution 3. If Resolution 3 is passed by 50% or more of the eligible votes cast, then the Company will be required to hold a further meeting of shareholders within 90 days of this AGM. At that meeting, all of the Directors (other than the Managing Director), will be required to stand for re-election.

Resolution 4 Election of Director –Mr Trevor A Jones

Mr Trevor A Jones was appointed as a Director of the Company in 2007. Under the Company's Constitution, Mr Jones retires by rotation and, being eligible, wishes to stand for re-election.

SPECIAL BUSINESS

The following item of special business will be considered at the AGM:

Resolution 5 Change to the Constitution (Unmarketable Parcels)

As of 8 October 2012, the Company had 3,088 shareholders, many of which hold a very small number of shares. The financial impact of maintaining a large register is significant both in terms of the cost of maintain the register, processing notices of meeting, annual reports and shareholder communications as well as in terms of the amount of executive time devoted to dealing with the resulting administration issues.

EXPLANATORY STATEMENT (CONTINUED)

In order to reduce the costs associated with maintaining the share register, the Company proposes to use provisions permitted by the Listing Rules of ASX Limited ('Listing Rules') which allow a company to include provisions in its constitution entitling the company to sell small shareholdings (also known as 'Unmarketable Parcels'). A small shareholder (or Unmarketable Parcel) is one that has a value of less than \$500. The Company had 2,580 such shareholdings on its register as at 8 October 2012.

The proposal, if approved, will be implemented by inserting a new clause 28A into the Company's constitution. The Listing Rules provide various safeguards for existing shareholders who may be affected by the change including the ability of those shareholders to 'opt out' of the sale process. Listing Rule safeguards for existing shareholders have been incorporated into the proposed clause 28A including:

1. the Company may only seek to sell a small shareholding once in a 12 month period;
2. the Company must notify the holder of the small shareholding in writing of its intention to sell that small shareholding;
3. the holder of the small shareholding must be given not less than 6 weeks from the date of the Company's notice, in which to inform the Company that they wish to retain their small shareholding i.e. to 'opt out' of the sale process; and
4. the power to sell a small shareholding lapses once the announcement of a takeover bid for the Company is made, but can be started again once offers under the takeover bid have been closed.

If an existing holder of a small shareholding fails to provide the Company with written notice of their intention to retain their small shareholding after receiving notice of the Company's intention to sell those shares (or the holder fails to respond within the time frame specified in the notice), the Company is entitled to sell the shares. Positive action is therefore required by existing small shareholdings in order to retain their shareholdings.

Unmarketable Parcels created after the adoption of clause 28A will not have the ability to opt out of the sale process. The Company will be able to sell these without further notice to the shareholder.

The costs of selling the shares (apart from income tax, capital gains tax or other personal taxes of the former holder) will be borne by either the Company or the purchaser. If the costs are borne by the Company, the costs of sale will be deducted from the proceeds of sale and the net proceeds (if any) from the sale will be forwarded to the former shareholder less any amounts due but not yet paid by the former shareholder. Returned moneys will be held by the Company without interest and, if and when applicable, dealt with under unclaimed money legislation.

Existing shareholders should be aware that the costs of selling the shares may be such that they equal or exceed the proceeds of sale. In that case if the costs are initially borne by the Company, once deducted from the proceeds of sale there may be no net proceeds to distribute to shareholders whose shares are sold. If the costs of sale exceed the proceeds of sale, the excess costs will be borne by the Company.

In accordance with the Listing Rules, the proposed clause 28A provides that, where applicable, the net sale proceeds (if any) will not be sent until the Company has either received any certificate relating to the small shareholding or the Company is satisfied that the certificate has been lost or destroyed.

If the Company is entitled to exercise its sale powers, unless the directors resolve otherwise, the exercise of the powers removes the right to vote the shares. Any unpaid interim or final dividends will be forwarded with the net sale proceeds or if there are no such proceeds then sent separately. Former shareholders will not be entitled to receive distributions from the time the power of sale becomes effective. If the record date for such a distribution occurs before sale, where applicable the securities distributed will also be sold and in any event the cash proceeds of sale or other cash distribution will be sent to the former holder with the net sale proceeds.

The Board believes this provision strikes an appropriate balance between the rights of shareholders and seeking to control the significant costs associated with a large share register with a high level of shareholders holding Unmarketable Parcels.

EXPLANATORY STATEMENT (CONTINUED)

A copy of proposed clause 28A is set out in Annexure A to this Explanatory Statement.

Shareholders should consider clause 28A carefully. There may be taxation or social security implications of sale of an Unmarketable Parcel under the proposed clause 28A. Those implications will be dependent on your personal circumstances. If you are in doubt as to the effect of the clause or its possible impact on you, you should consult your financial or other professional adviser.

ANNEXURE A – PROPOSED CLAUSE 28A

28A Small Shareholdings (Unmarketable Parcels)

28A.1 In this clause 28A:

Marketable Parcel has the same meaning as given to that term in the Listing Rules; and

Unmarketable Parcel means a shareholding which is less than a Marketable Parcel, and any other terms and expressions given a meaning in the Listing Rules, the ASX Settlement Operating Rules or other rules relating to CHESS, have the same meaning as given to these terms in those rules.

28A.2 The Directors may cause to be sold, and the Company may sell, a shareholder's shares if the shareholder holds an Unmarketable Parcel of shares of a particular class, in accordance with this clause 28A. In that respect:

- (a) clauses 28A.3 to 28A.6 (inclusive) apply to Unmarketable Parcels held at the date on which this clause 28A is adopted by special resolution;
- (b) clauses 28A.7 and 28A.8 apply to Unmarketable Parcels created after the date on which this clause 28A is adopted by special resolution; and
- (c) clause 28A.9 and following, apply to all Unmarketable Parcels,

and, in each case except to the extent provided to the contrary by law or the Listing Rules, the Company may treat a holding of shares in a class as an Unmarketable Parcel whether or not it knows or ought to know the holder of that parcel holds (legally or beneficially) shares of the same class under a similar name, another name or through a trustee, nominee or custodian.

28A.3 The Company may give written notice to a shareholder that:

- (a) generally explains the effect of this clause 28A;
- (b) states that the shareholder's shares which form the Unmarketable Parcel will be sold or disposed of by the Company;
- (c) allows the shareholder to be exempt from this clause 28A in respect of the notice given but without limiting the Company's ability to give further notices in respect of that Unmarketable Parcel when permitted to do so under this clause 28A, if the shareholder provides the Company with written notice by the date specified in the Company's notice (being a date not less than 6 weeks from the date of the Company's notice) informing the Company that the shareholder wishes to retain its Unmarketable Parcel and the relevant shares are not to be sold or disposed of; and
- (d) provides a form of election for the purposes of allowing the shareholder to notify their intention to retain their Unmarketable Parcel which is the subject of the notice.

Accidental or immaterial defects in the notice given by the Company will not invalidate the notice.

28A.4 If by 5.00pm in the place and on the date specified in the Company's notice:

- (a) the Company has not received from the shareholder a notice electing to be exempt from this clause 28A in respect of the notice given by the Company and stating their intention to retain their Unmarketable Parcel; or
- (b) the shareholder has not increased their holding to a Marketable Parcel of shares,

then the shareholder is taken to have irrevocably appointed the Company as their agent to sell or otherwise dispose of the Unmarketable Parcel which is the subject of the notice.

ANNEXURE A – PROPOSED CLAUSE 28A (CONTINUED)

28A.5 Subject to clause 28A.6, the Directors and the Company can only send a notice to a shareholder under clause 28A.3 once in any 12 month period.

28A.6 If:

- (a) a takeover bid for the Company is announced or made (as applicable) after notice is given in accordance with clause 28A.3, but before an agreement for the sale of shares is entered into, the notice by the Company lapses and the agency of the Company ends; and
- (b) a new notice may be given by the Company under clause 28A.3 after the close of offers under the takeover bid despite clause 28A.5.

28A.7 The Company may also sell a shareholder's Unmarketable Parcel if the shares of a particular class held by the shareholder are in a new holding created by a transfer of shares on or after the date this clause 28A is adopted by special resolution, and the number of shares of that class in the remaining holding is less than a Marketable Parcel at the time:

- (a) a transfer document is initiated; or
- (b) if applicable, a paper based transfer is lodged for registration.

28A.8 The Company may give a shareholder referred to in clause 28A.7 a notice in writing stating that the Company intends to sell or dispose of the relevant Unmarketable Parcel. Whether or not the Company gives notice under this clause, a shareholder to whom clause 28A.7 applies cannot opt out of the sale process and, on the transfer being initiated or the transfer being lodged as referred to in clause 28A.7 (as applicable), the shareholder is irrevocably taken to have appointed the Company as their agent to sell or otherwise dispose of the Unmarketable Parcel that has been created. If a notice is given to a holder of an Unmarketable Parcel under this clause, accidental or immaterial defects in the notice will not invalidate the notice.

28A.9 If the Company exercises its powers under clauses 28A.3 and 28A.4, 28A.6 or 28A.7 (and unless the Directors decide otherwise):

- (a) all the former shareholders' interests in the shares forming the Unmarketable Parcel are extinguished (including, but not limited to the right to vote);
- (b) all monetary claims against the Company in respect of the Unmarketable Parcel for interim or final dividends declared but not paid or for other forms of monetary distribution due but not paid, are to become a debt due under and in accordance with this clause 28A irrespective of the date(s) on which they would otherwise have been due for payment but without affecting the characterisation of the amount as a dividend or otherwise; and
- (c) all claims against the Company in respect of the Unmarketable Parcel, for bonus shares or other securities or distributions, the record date for which is after the date on which the Company's appointment as sale agent is effective but before the date of sale or transfer, are to likewise be sold by the Company with the net proceeds after deducting the costs of sale to become a debt due under and in accordance with this clause 28A.

28A.10 The Company may sell, transfer or otherwise dispose of an Unmarketable Parcel (which, for the purposes of clause 28A.10 and following, includes any right to a bonus share, security or distribution to be sold under clause 28A.9(c)):

- (a) through a broker, or electronic broking system and as soon as reasonably practicable at a price the Directors consider to be the best price reasonably obtainable for the shares at the time they are sold, transferred or disposed of; or
- (b) by any other means or in any other manner and on any terms that the Directors may determine.

ANNEXURE A – PROPOSED CLAUSE 28A (CONTINUED)

28A.11 The Company may:

- (a) initiate an Holding Adjustment to move all shares or other securities relating to an Unmarketable Parcel from a CHESS Holding to an Issuer Sponsored Holding or a Certificated Holding or to take any other action the Company considers necessary or desirable to effect a sale, transfer or disposal of an Unmarketable Parcel;
- (b) exercise any and all powers under applicable law to effect a sale, transfer or disposal of an Unmarketable Parcel;
- (c) receive the purchase money or any other form of consideration considered acceptable by the Directors (with or without security for payment) for sale, transfer or disposal of an Unmarketable Parcel;
- (d) convert any non-cash consideration or security received in respect of sale, transfer or disposal of an Unmarketable Parcel, into cash;
- (e) appoint a person to sign any agreement, transfer or other necessary instruments and documents considered by the Directors to be necessary or convenient to effect a sale, transfer or disposal of an Unmarketable Parcel;
- (f) appoint brokers and other professional advisers to assist with, or advise in respect of, the Company's exercise of its powers and discretions under this clause 28A; and
- (g) enter into the applicable register the name of any person to whom the shares, securities or other distribution which comprise an Unmarketable Parcel, are sold, or transferred or disposed.

28A.12 Any person who acquires shares, securities or other form of distribution which formed all or part of an Unmarketable Parcel, is entitled to assume that the Company and the Directors (as applicable):

- (a) properly exercised its powers and discretions under this clause 28A in respect of the sale, transfer or disposal of the shares, securities or other form of distribution; and
- (b) properly applied, or will properly apply, the proceeds from the sale, transfer or disposal of the shares, securities or other form of distribution in accordance with this clause 28A,

and the buyer or transferor will receive good title to the shares, securities or other form of distribution without being affected by any actual or claimed breach of this clause 28A by the Company or any other person in respect of the exercise of the Company's powers and discretions under this clause 28A. The remedy (if any) of any person aggrieved by an actual or claimed breach of this constitution in respect of the exercise of the Company's powers and discretions under this clause 28A is in damages only and against the Company exclusively.

28A.13 The costs and expenses associated with the sale, transfer or disposal of an Unmarketable Parcel, including any brokerage and stamp duty (if applicable), are payable by the Company or the purchaser as the Directors may determine or as required by law. Where costs and expenses are incurred and paid by the Company, the amount paid is to be deducted from the proceeds of sale of the Unmarketable Parcels and where they are paid in respect of a number of Unmarketable Parcels, the costs and expenses may be allocated to the parcels sold in such manner as the Directors may determine to be appropriate in all the circumstances. For the avoidance of doubt, if following the deduction or allocation the resulting amount is negative or zero, nothing is payable to the holder of the relevant Unmarketable Parcel.

28A.14 The Company may deduct from the proceeds of sale, transfer or disposal of an Unmarketable Parcel, any amounts due to the Company by the former holder of that Unmarketable Parcel.

ANNEXURE A – PROPOSED CLAUSE 28A (CONTINUED)

28A.15 The:

- (a) net proceeds (if any) of sale, transfer or disposal of an Unmarketable Parcel of a former holder; and
- (b) any moneys that are a debt due to that former holder under clause 28A.9(b) or
- (c) less any amounts due to the Company by that former holder,

(together called Sale Proceeds) will be paid by the Company to the former holder of the Unmarketable Parcel by sending the Sale Proceeds by cheque to the address noted on

the share or securities register for the holder before the sale, transfer or disposal of the Unmarketable Parcel took place. The sending of the Sale Proceeds discharges the Company from its obligation to pay any or all of the Sale Proceeds as a debt due by the Company. If applicable, the Sale Proceeds will not be sent to the former holder of an Unmarketable Parcel unless:

- (c) the Company has received any share certificate or other indicia of title to securities relating to the Unmarketable Parcel; or
- (d) the Directors are satisfied that the certificate or other indicia has been lost or destroyed.

The Directors may require such evidence as to loss or destruction (including the provision of statutory declarations) as they may determine and neither the Directors nor the Company will be liable to the former holder of an Unmarketable Parcel or to any other person for reliance on such evidence.

Interest will not be payable by the Company to the former holder of an Unmarketable Parcel in respect of any of the Sale Proceeds (irrespective of the length of time the Sale Proceeds may be held by the Company). However, the Company is entitled to the interest on any account into which the Sale Proceeds may be deposited pending the Sale Proceeds being paid to the former holder. Nothing in this clause obliges the Company to pay such Sale Proceeds into an account with a financial institution or, if in fact paid into such an account, a separate account for the former holder(s) to the intent the account may be a Company account into which Sale Proceeds of other former holders of Unmarketable Parcels, other Company moneys or both are inter-mingled.

28A.16 If:

- (a) certificates are not provided by the former holder of an Unmarketable Parcel under clause 28A.15 within any period determined by the Directors; or
- (b) the Sale Proceeds sent to a former holder of an Unmarketable Parcel are returned to the Company for any reason,

the Company's obligation to:

- (c) in the case of non-provision of certificates or other indicia of title, pay the Sale Proceeds and thereby to pay any debt due under clause 28A.9(b) or (c); or
- (d) deal with the Sale Proceeds in any way (but without affecting the discharge of debt under clause 28A.15),

will be discharged by depositing the relevant Sale Proceeds into an account with a financial institution. The deposit may be into an account that also holds proceeds in respect of other former holders of Unmarketable Parcels, other Company moneys or both. Pending deposit of Sale Proceeds into the account, interest will not be payable by the Company to the former holder of an Unmarketable Parcel for the period before Sale Proceeds are paid into an account (irrespective of the length of time the money is held by the Company). The former holder will also not be entitled to any interest (or a pro rata proportion of any interest) payable in respect of deposited Sale Proceeds. All such interest will accrue for the benefit of the Company.

ANNEXURE A – PROPOSED CLAUSE 28A (CONTINUED)

28A.17 Sale Proceeds deposited into an account under clause 28A.16 (less applicable account fees, costs, charges and taxes.) after such period as the Directors may determine or the law may permit, may be dealt with by the Company as unclaimed property or unclaimed moneys under the Corporations Act or other unclaimed money legislation in the State of New South Wales (as applicable) irrespective of the jurisdiction in which the former holder(s) of an Unmarketable Parcel(s) may be resident or domiciled.

28A.18 A certificate in writing from the Company signed by a Director or company secretary, certifying:

- (a) that an Unmarketable Parcel was sold or disposed of in accordance with this clause 28A; or
- (b) any other act, matter of thing in respect of the exercise of powers or discretions by the Company under this clause 28A,

is sufficient evidence of those matters for all purposes and may be relied on by third parties.



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

Name/Address 1
Name/Address 2
Name/Address 3
Name/Address 4
Name/Address 5
Name/Address 6

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 RECEIVED BEFORE 2.00 PM (SYDNEY TIME) ON 11TH NOVEMBER 2012

Reference Number: SR+I_XXXXXX
Please note it is important you keep this confidential

TO VOTE ONLINE



STEP 1 : VISIT www.boardroomlimited.com.au/vote/intecagm2012

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number and VAC: **VAC_XXX**

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.

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; and
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You should 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 they chose. 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 securities 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 **2.00 pm (Sydney time) on 11 November 2012** (48 hours before the commencement of the Meeting). 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 - Securities Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

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

Vote online at:

www.boardroomlimited.com.au/vote/intecagm2012
or turnover to complete the Form →

Attending the Meeting

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



Name/Address 1
Name/Address 2
Name/Address 3
Name/Address 4
Name/Address 5
Name/Address 6



STEP 1 - Appointment of Proxy

I/We being a member/s of Intec Ltd hereby appoint

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

PLEASE NOTE: Leave this box blank if you have appointed the Chairman of the Meeting as your proxy. 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 at the **Annual General Meeting of Intec Ltd to be held at Level 3, 2 Elizabeth Plaza, North Sydney NSW 2060 on Tuesday, 13 November 2012 at 2.00pm (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.

Chairman authorised to exercise undirected proxies on remuneration related resolution: 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 Resolution 2 (Adoption of Remuneration Report) (except where I/we have indicated a different voting intention below) even though Resolution 2 is connected with the remuneration of Key Management Personnel, which includes the Chairman.

The Chairman of the Meeting will vote all undirected proxies in favour of Resolutions 1, 2, 4 & 5 and against Resolution 3. If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an Item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that Item.

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

Ordinary Business		For	Against	Abstain*
Resolution 1	Adoption of Financial Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

A vote **FOR** Resolution 3 is a vote to support the spill motion. The Directors unanimously recommend that Shareholders vote **AGAINST** Resolution 3.

Resolution 3	Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director – Mr Trevor A Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business		For	Against	Abstain*
Resolution 5	Change to the Constitution (Unmarketable Parcels)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*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
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone Date / / 2012