
NOTICE OF THE 2014 ANNUAL GENERAL MEETING

Notice is hereby given that the 2014 Annual General Meeting (AGM) of shareholders of Intec Ltd (Intec or the Company) will be held as follows:

Time: 2:00pm (Sydney time)
Date: Friday, 28 November 2014
Place: Zulu Room, Christie Corporate,
Level 4, 100 Walker Street
North Sydney, NSW

This Notice of AGM should be read in conjunction with the attached Explanatory Statement and 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 Consideration of the Financial Report

To consider and, if thought fit, to pass the following ordinary resolution:
"To consider the Company's Financial Report for the financial year ended 30 June 2014, together with the related Directors' and Auditor's Reports."

Resolution 2 Adoption of the 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 2014 be received, approved and adopted."

Voting Exclusion Statement for 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 AGM as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as he sees fit.

Resolution 3 Election of a Director – Mr Daniel (Don) J Cronin

To consider and, if thought fit, to pass the following ordinary resolution:
"That Mr Daniel (Don) J Cronin, who was appointed as a Director on 26 November 2013, retires in accordance with Clause 46 of the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."

Resolution 4 Election of a Director – Mr Trevor A Jones

To consider and, if thought fit, to pass the following as an ordinary resolution:
"That Mr Trevor A Jones, a Director appointed since 28 February 2007, retiring by rotation in accordance with clause 46 of the Company's Constitution and with the Corporations Act 2001, being eligible for re-election, be re-elected as a Director of the Company."



SPECIAL BUSINESS

Resolution 5 Approval of the Intec Employee Share Scheme

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

"That pursuant to ASX Listing Rule 7.2 (exception 9) and for all other purposes, the Intec Employee Share Scheme, as set out in the Explanatory Statement, be approved."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by any Director, other than any Directors who are ineligible to participate in any Intec Employee Share Scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the AGM as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 6 Approval of Options for the Directors

Resolution 6(a) Approval of Options for the Director – Mr Trevor A Jones

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

"That the Meeting approves the issue of 1,000,000 options to Mr Trevor A Jones on the terms summarised in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 6(a) by Mr Trevor A Jones or by any associate of his, or by any Director, as all Directors are eligible to participate in the Plan, or by any associate of any Director, as provided for in ASX Listing Rule 14.11. However, the Company need not disregard any vote by such person if:

- it is cast by them, as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the Chairman of the AGM, as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the Chairman decides.

Resolution 6(b) Approval of Options for the Director – Mr Kieran G Rodgers

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

"That the Meeting approves the issue of 2,000,000 options to Mr Kieran G Rodgers on the terms summarised in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 6(b) by Mr Kieran G Rodgers or by any associate of his, or by any Director, as all Directors are eligible to participate in the Plan, or by any associate of any Director, as provided for in ASX Listing Rule 14.11. However, the Company need not disregard any vote by such person if:

- it is cast by them, as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the Chairman of the AGM, as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the Chairman decides.

Resolution 6(c) Approval of Options for the Director – Mr Daniel (Don) J Cronin

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

"That the Meeting approves the issue of 2,000,000 options to Mr Daniel (Don) J Cronin on the terms summarised in the Explanatory Statement accompanying this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 6(c) by Mr Daniel (Don) J Cronin or by any associate of his, or by any Director, as all Directors are eligible to participate in the Plan, or by any associate of any Director, as provided for in ASX Listing Rule 14.11.

However, the Company need not disregard any vote by such person if:

- it is cast by them, as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the Chairman of the AGM, as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the Chairman decides.

Resolution 7 Appointment of Auditor

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

"That for the purposes of section 327B of the Corporations Act 2001, and for all other purposes, Rothsay Chartered Accountants, having been nominated by a shareholder and consented in writing to act in the capacity of Auditor, be appointed as Auditor of the Company."

OTHER BUSINESS

To transact any other business that may be properly brought before the Meeting.

Further information in relation to these Resolutions is set out in the attached Explanatory Statement.

Important Information Concerning Proxy Votes on Resolutions 2, 5 and 6

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their closely-related parties to vote on resolutions connected directly or indirectly with the remuneration of the Key Management Personnel. Their closely-related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control. At the AGM, these laws will impact on Resolutions 2, 5 and 6. For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and consider appointing someone other than one of the Key Management Personnel; as such persons may not be able to vote undirected proxies. Shareholders are also encouraged to direct their proxy as to how to vote on all Resolutions. If you do not do so, you risk your vote not being cast.

Undirected proxies held by relevant Key Management Personnel or their closely-related parties will not be voted on Resolutions 2, 5 and 6 with the exception that the Chairman of the Meeting is expressly authorised to vote undirected proxies on Resolution 2 as he sees fit. However, undirected proxies held by the Chairman will not be voted on Resolutions 5 and 6 unless you mark the box indicated on the Proxy Form. Marking this box will constitute an express authorisation by you directing the Chairman to vote your proxy in favour of Resolutions 5 and 6 (unless you have exercised your right to direct the Chairman otherwise by marking the 'against' column in respect of one or both of the relevant Resolutions). This express authorisation acknowledges that the Chairman may vote your proxy even if he has an interest in the outcome of Resolutions 5 and 6, and that votes cast by the Chairman for those Resolutions, other than an authorised proxy holder, will be disregarded because of that interest.

Eligibility to Vote

For the purposes of Regulation 7.11.37 of the Corporations Act, the Directors have set 7:00pm (Sydney time) on 26 November 2014 as the time and date to determine holders of the Company's Shares for the purposes of the AGM. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

On a show of hands every Shareholder has one vote, and on a poll, every Shareholder has one vote for each Share held.

Voting Intentions of the Chairman

The Chairman intends to vote all undirected proxies in favour of all Resolutions, unless otherwise indicated in the Notice of AGM or Explanatory Statement.

Definitions

AGM or **Annual General Meeting** mean the annual general meeting to be held at 2:00pm (Sydney time) on 28 November 2014 and notified to Shareholders by this Notice.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

Board means the board of Directors.

Chairman means the Chairman of the Board.

Company means Intec Ltd (ABN 25 001 150 849).

Constitution means the constitution of the Company, as amended from time-to-time.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Director means a director of the Company from time-to-time.

Employees means Intec Ltd's eligible staff, Executive and Non-Executive Directors, and other Officers, as provided in the definition in the Plan.

Explanatory Statement means the explanatory statement incorporated in this Notice.

Intec means Intec Ltd (ABN 25 001 150 849).

Key Management Personnel has the same meaning given in the accounting standards. Broadly speaking, this includes the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The 2014 Annual Financial Report identifies the Key Management Personnel for the financial year ended 30 June 2014.

Meeting means the annual general meeting to be held at 2:00pm (Sydney time) on 28 November 2014 and notified to Shareholders by this Notice.

Notice means this notice, incorporating the Explanatory Statement.

Option means an entitlement to receive a Share subject to the satisfaction of any applicable Performance Conditions (including any vesting conditions) and payment of the applicable exercise price.

Plan means the Intec Employee Share Scheme.

Plan Rules means the rules of the Plan.

Proxy Form means the proxy form accompanying this Notice.

Resolution means a resolution set out in this Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means the holder of a Share.

Sydney Time means the time in Sydney, NSW, Australia.

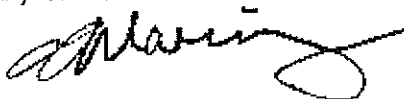
Proxies

To be effective, proxy forms must be received by the Company at its registered office at least 48 hours before the time for holding the meeting.

A member entitled to attend and vote is entitled to appoint not more than two persons as his/her proxy to attend and vote instead of the member. A proxy need not be a member of the Company. If more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. Unless under Power of Attorney (which should have been noted by the Company) a proxy form by a corporation should be executed under its common seal or in accordance with the Corporations Act.

Dated: 22 October 2014

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 2014 Annual General Meeting (AGM) of Intec Ltd (Intec or the Company).

ORDINARY BUSINESS

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

Resolution 1 Consideration of the Financial Report

This item of business relates to the consideration of the Company's Financial Report for the year ended 30 June 2014, together with the related Directors' and Auditor's Reports, as required by the Corporations Act. Shareholders who elected to do so will have received a printed or emailed version of the Company's Annual Report, and a copy is available on the ASX and Company's websites. In accordance with Intec's approach to corporate governance, shareholders are being asked to vote on a Resolution to consider the Financial Report.

Resolution 2 Adoption of the 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, 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. Any undirected proxies held by Directors, with the exception of the Chairman of the Meeting, or other Key Management Personnel, or any of their closely-related parties, will not be voted on Resolution 2. Their closely-related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control. The Chairman of the Meeting has received express authority to vote undirected proxies on Resolution 2 as he sees fit.

Resolution 3 Election of a Director – Mr Daniel (Don) J Cronin

Mr Daniel (Don) J Cronin was appointed as a Non-Executive Director of the Company on 26 November 2013. Under Clause 46 of the Company's Constitution, Mr Cronin retires and, being eligible, wishes to stand for re-election. Mr Cronin's qualifications and experience are set out in the Directors' Report on page 7 of the Annual Report.

Resolution 4 Election of a Director – Mr Trevor A Jones

Mr Trevor A Jones was appointed as a Director of the Company on 28 February 2007. Under Clause 46 of the Company's Constitution, Mr Jones retires by rotation and, being eligible, wishes to stand for re-election. Mr Jones' qualifications and experience are set out in the Directors' Report on page 7 of the Annual Report.

Special Business

The following items of special business will be considered at the Meeting:

Resolution 5 Approval of the Intec Employee Share Scheme

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its expanded capital in any 12-month period without requiring shareholder approval. Listing Rule 7.1 does not apply in certain cases (as set out in Listing Rule 7.2, including exception 9) if within three years before the date of issue, where an issue under an employee incentive plan is made, the terms of the plan are approved by shareholders. Accordingly, the terms and conditions of the Intec Employee Share Scheme are submitted to shareholders for approval at this Meeting.

The Intec Option Plan was adopted by the Board on 29 May 2000. Following a recent review of that Plan, and in view of the significant legislative changes since that date, the Board has decided to replace the 2000 Option Plan with a totally new Plan. A copy of the full rules of the new Plan, as summarised below (Annexure A), is available to shareholders free of charge on request.

Resolution 6 Approval of Options for the Directors

Resolutions 6(a), 6 (b) and 6(c)

Approval by shareholders for the issue of securities to Directors under the Intec Employee Share Scheme (the Plan) is required under ASX Listing Rule 10.14. The following information is provided pursuant to ASX Listing Rules 10.15 and 10.15A.

The Plan was adopted by the Board of Intec on 26 September 2014 in order to grant options to purchase shares in Intec to its eligible staff, Executive and Non-Executive Directors, and other Officers (all together defined as Employees). The intention of the Plan is to align, as closely as possible, the longer-term interests of all Employees with those of Intec's shareholders by encouraging all Employees to add value to Intec over time through their demonstrated loyalty and hard work. In keeping with statutorily-approved guidelines, Intec continues to limit the number of options at any time granted under the Plan to not more than 5% of the issued capital of the Company (presently 299,818,669 shares).

On 6 October 2014, Intec's Nomination and Remuneration Committee met and approved the granting of 5,500,000 options to the three Directors (5,000,000) and the Company Secretary (500,000). The exercise price of the options is \$0.025 and they are exercisable at any time up until their expiry date, which is five-years from the date of issue. The options will be issued for no cash consideration. Approval is now being sought for the issue of a total of 5,000,000 options to the three Directors of the Company on the above terms, pursuant to the Plan, as set out below. Assuming that these options are approved, they will be issued within one month of the Meeting and the total number of options granted, and outstanding, under the previous Intec Option Plan and the current Employee Share Scheme will remain at less than 5% of Intec's issued share capital.

The last approval of shareholders was sought and obtained at the 21 November 2011 AGM for the proposed issue of 3,800,000 options to the Directors of the Company at the time, and comprised the following options to the Directors: 1,400,000 options to Phillip R Wood, 1,200,000 options to Kieran G Rodgers, 500,000 options to A John Moyes, 400,000 options to Trevor A Jones and 300,000 options to James R G Bell. These options were issued pursuant to the Intec Option Plan for no cash consideration, had an exercise price of \$0.03 and an expiry date of 21 November 2016 and were granted after the 2011 AGM. Of the options issued after the 2011 AGM approval, 2,200,000 options have since expired and 1,600,000 options remain on issue.

It is proposed that the following Directors be issued options in the following respective amounts totalling 5,000,000 options under the Plan, subject to shareholder approval:

- Mr Trevor A Jones (Non-Executive Chairman) – 1,000,000 options
- Mr Kieran G Rodgers (Managing Director) – 2,000,000 options
- Mr Daniel (Don) J Cronin (Non-Executive Director) – 2,000,000 options

These options are proposed to be issued to the above Directors within one month following the Meeting, the options expire on 28 November 2019 and may be exercised (and shares will be issued) at a price payable by the relevant Director of \$0.025. No Director shall participate in an issue under the Plan unless shareholders, in general meeting, approve the specific issue. It is proposed that the options be granted in recognition of the contribution to the Company by the Directors during the past year and the ongoing responsibility that they assume for the affairs of the Company. It is noted that Mr Daniel (Don) J Cronin, in addition to being a Non-Executive Director, acts as a consultant to the Company in certain areas, including being an Intec nominee on the Science Developments Pty Ltd board, advising the Company on specific aspects of managing and growing the value of this investment, and helping with the investigation of other potential investments. The Directors mentioned above are entitled to participate in the Plan.

At the date of this Notice, the price of the Company's shares is \$0.008 compared with the range of between \$0.007 and \$0.01 during the previous six months. In valuing the options at \$0.00542 each, the Binomial option valuation methodology assumed a valuation date of 13 October 2014 when the closing share price was \$0.008. In valuing the options the non-transferability of the options has not been taken into account.

The valuation of the options proposed to be granted to Directors is shown in the table below.

Executive Director	Number of Options	Value \$
Kieran G Rodgers	2,000,000	10,748
Non-Executive Directors		
Trevor A Jones	1,000,000	5,374
Daniel (Don) J Cronin	2,000,000	10,748
Total	5,000,000	26,870

The assumptions used in the calculations include:

Exercise price	\$0.025
Grant date	28 November 2014
Expiry date	28 November 2019
Share price at the grant date	\$0.008
Expected price volatility of the Company's shares	112%
Expected dividend yield	0.0%
Risk-free interest rate	3.2%

As of 22 October 2014 the Directors held the following shares and options, either directly or indirectly:

Executive Director	Shares	Options
Kieran G Rodgers	20,004,623	1,200,000
Non-Executive Directors		
Trevor A Jones	1,268,954	400,000
Daniel (Don) J Cronin	3,000,000	-

The dilution effect from the exercise of these 5,000,000 options to the Directors will be 1.64% of the expanded shares and options on issue. Currently there are 299,818,669 fully paid ordinary shares on issue. At the date of this Notice there were 3,300,000 options on issue under the previous Intec Option Plan with an exercise price of \$0.03 and an expiry date of 21 November 2016. Details of any securities issued under the Intec Plan will be published in each Annual Report of Intec together with confirmation that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

The Directors do not make any recommendation to members on Resolutions 6(a), 6(b) or 6(c) because of their personal interest in the subject matter of these Resolutions.

Copy of the Intec Employee Share Scheme Rules

Copies of the Rules of the Intec Employee Share Scheme are available, free of charge, to shareholders on request.

Resolution 7 Appointment of Auditor

Crowe Horwath, Sydney has given notice of its intention to resign as Auditor of the Company under Section 329(5) of the Corporations Act. This is subject to the receipt of the consent of ASIC and shareholder approval of this Resolution for the appointment of Rothsay Chartered Accountants as Auditor. Subject to ASIC consenting to the resignation of Crowe Horwath, Sydney, and Crowe Horwath, Sydney submitting a resignation to the Company, it is proposed that the Company appoint Rothsay Chartered Accountants as Auditor of the Company. In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a shareholder for Rothsay Chartered Accountants to be appointed as the Company's Auditor. A copy of this nomination is set out below as Annexure B. Rothsay Chartered Accountants has given its written consent to act as the Company's Auditor, subject to shareholder approval of the Resolution. If this Resolution is passed, the appointment of Rothsay Chartered Accountants as the Company's Auditor will take effect at the close of this AGM.

ANNEXURE A

Copy of the Rules of the Intec Employee Share Scheme

The Company has established the Intec Employee Share Scheme (the Plan) to assist in the attraction, retention and motivation of employees and officers, including Directors, of the Company. A summary of the proposed Rules of the Plan is set out below.

Plan Summary

The Company has adopted a new Plan. If the Plan is approved by shareholders, issues of securities under the Plan will fall within ASX Listing Rule 7.2, exception 9. The effect of this will be that such issues will not count towards the limitation in ASX Listing Rule 7.1 on issues of securities exceeding 15% of issued capital in any rolling 12-month period. Key terms of the Plan are summarised below.

Eligibility

The Plan is open to full-time or permanent part-time employees and officers (including Directors) of the Company, and any related body corporate of the Company (Employees).

Types of Awards

Under this Plan the Company may issue any of the following (called Awards):

- Options to acquire Shares on terms, being the exercise price, the option life and the vesting conditions, as set by the Company in its discretion;
- Performance Rights, which are the rights to be issued Intec Shares for nil exercise price upon the satisfaction of specified vesting conditions;
- Service Rights, being the rights to be issued Intec Shares for nil exercise price upon the satisfaction of vesting conditions specified in the offer;
- Deferred Share Awards, which will generally be issued in lieu of salary, Directors' fees or other remuneration. Shares issued as Deferred Share Awards are subject to restrictions on disposal for up to 10 years;
- Exempt Share Awards, which are Shares to an Employee for no cash consideration or at an issue price which is at a discount to market price with the intention that up to \$1,000 of the total discount received by the Employee will be exempt from tax. Shares issued as Exempt Share Awards are subject to restrictions on disposal for up to three years;
- Cash Rights, being the rights to cash payments for nil exercise price upon the satisfaction of specified vesting conditions; and
- Stock Appreciation Rights, based on the increase in the fair market value of the Company's shares from the date of grant to the date of exercise, and payable in either cash or shares, or a combination of both, at the discretion of the Board.

Board Discretions

The Board has broad discretions under the Plan, including as to the terms of issue of Awards (such as vesting conditions and performance hurdles) and the ability to waive or shorten restrictions on disposal. The Board may only exercise its powers in accordance with the ASX Listing Rules.

5% Limit

The total number of outstanding Awards, when added to the total number of Shares issued during the previous five years under both this Plan and any previous incentive plan (but excluding existing Shares that are purchased for an Employee instead of being issued), cannot exceed 5% of the Company's issued capital. In accordance with ASIC Class Order 03/184, the 5% limit does not include in the calculation any offers that would otherwise be exempt from the prospectus provisions of the Corporations Act.

Change of Control

In the event of a change of control, such as may result from a takeover bid, scheme of arrangement or similar transaction, restrictions on disposal will generally lapse so that Employees are able to accept the bid or participate in the transaction, subject to Board discretion, which will consider such matters as the waiver of unsatisfied vesting conditions.

Hedging Unvested Awards

Participants must not enter into transactions or arrangements, including by way of derivatives or similar financial products, which limit the economic risk of holding unvested Awards.

Adjustment Terms

Employees are not entitled to participate in a new issue of Shares, or other securities made by the Company to holders of its Shares, without exercising their Awards before the record date for the relevant issue.

If the Company makes a pro-rata bonus issue, and an Award is not exercised prior to the record date for that bonus issue, then on exercise of the Award the holder will receive the number of bonus shares that would have been issued if the Award had been exercised prior to the record date, subject to the balance of the restriction period that applied to restricted rewards.

If, prior to the exercise of an Award, the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) the terms of issued Awards will be changed to the extent necessary to comply with the ASX Listing Rules as they apply at the relevant time.

ANNEXURE B

PO Box R750
Royal Exchange, NSW 1225

14 October 2014

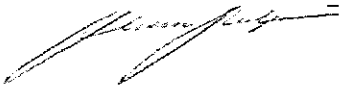
The Directors
Intec Ltd
Level 3
100 Mount Street
North Sydney, NSW 2060

Dear Sirs

NOMINATION OF AUDITOR

Following the resignation of Crowe Horwath, Sydney and subject to ASIC consent, I, Kieran G Rodgers, being a shareholder (member) of Intec Ltd, hereby nominate Rothsay Chartered Accountants for appointment as Auditor of the Company at the Annual General Meeting to be convened on 28 November 2014. Please distribute copies of this notice of nomination as required by section 328B(3) of the Corporations Act 2001.

Yours sincerely



Kieran G Rodgers

All Correspondence to:

 **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

 **By Fax:** +61 2 9290 9655

 **Online:** www.boardroomlimited.com.au

 **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (Sydney Time) on Wednesday 26 November 2014.**

TO VOTE ONLINE

- STEP 1: VISIT www.votingonline.com.au/intecagm2014
- STEP 2: Enter your holding/investment type:
- STEP 3: Enter your Reference Number:
- STEP 4: Enter your VAC:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair 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 Chair 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.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting 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

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

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.

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 should 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 should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm (Sydney Time) on Wednesday, 26 November 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged:

-  **Online** www.votingonline.com.au/intecagm2014
-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
-  **In Person** 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.

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 in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of Intec Ltd (Company) and entitled to attend and vote hereby appoint:

the Chair of the Meeting (mark box)

OR if you are NOT appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the Zulu Room, Christie Corporate, Level 4, 100 Walker Street, North Sydney NSW 2060 on Friday, 28 November 2014 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.

Chair of the Meeting authorised to exercise undirected proxies on Resolution 2: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of Resolution 2 even though Resolution 2 is connected with the remuneration of a member of the key management personnel for the Intec Ltd.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business with the exception of Resolutions 5 and 6. In respect of Resolutions 5 and 6, undirected proxies held by the Chair of the Meeting will not be voted. If you wish to appoint the Chair 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 resolution.

STEP 2 VOTING DIRECTIONS
 * 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Consideration of the Financial Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of a Director – Mr Daniel (Don) J Cronin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of a Director – Mr Trevor A Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of the Intec Employee Share Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6(a)	Approval of Options for the Director – Mr Trevor A Jones	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6(b)	Approval of Options for the Director – Mr Kieran G Rodgers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6(c)	Approval of Options for the Director – Mr Daniel (Don) J Cronin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
 This form must be signed to enable your directions to be implemented.

<p>Individual or Securityholder 1</p> <div style="border: 1px solid black; height: 30px; width: 100%;"></div> <p>Sole Director and Sole Company Secretary</p>	<p>Securityholder 2</p> <div style="border: 1px solid black; height: 30px; width: 100%;"></div> <p>Director</p>	<p>Securityholder 3</p> <div style="border: 1px solid black; height: 30px; width: 100%;"></div> <p>Director / Company Secretary</p>
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