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## LODGE YOUR PROXY

### Online:

<https://investorcentre.linkmarketservices.co.nz/voting/SEA>

### Scan & email:

[meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)

### Mail:

Fax: +64 9 375 5990

### Deliver:

Link Market Services  
Level 11, Deloitte Centre,  
80 Queen Street, Auckland 1010

Use the enclosed reply paid envelope or address to:  
Link Market Services Limited  
PO Box 91976  
Auckland 1142

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### Scan this QR code with your smartphone and vote online



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### General Enquiries

+64 9 375 5998 | [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

## PROXY FORM/ADMISSION CARD FOR SEADRAGON LIMITED'S 2019 ANNUAL SHAREHOLDERS MEETING

The annual meeting of shareholders of SeaDragon Limited will be held at **the Centenary Lounge, Eden Park, Auckland on Friday, 13 September 2019 at 2:00 p.m.** (New Zealand time).

### Attending the meeting

If you will attend the meeting, please bring this form to assist with your registration. If you will not attend the meeting but wish to be represented by proxy, please complete and return this proxy form (in accordance with the lodgement instructions above) to SeaDragon's share registry, Link Market Services, by no later than **2:00 p.m., 11 September 2019**. You can also appoint your proxy and vote on the resolutions on the reverse of this proxy form online by going to <https://investorcentre.linkmarketservices.co.nz/voting/SEA> or by scanning the QR code above with your smartphone. You will require your CSN/Holder number and FIN to securely access the website. A corporation may appoint a person to attend and vote at the meeting as its representative in the same manner as that in which it could appoint a proxy.

### Appointment of proxy

The Chairman of the meeting or any director is willing to act as a proxy for any shareholder who wishes to appoint him/her. To appoint the Chairman of the meeting as your proxy, simply tick the box allocated next to "The Chairman of the meeting", or to appoint a director or another person as your proxy write the full name of that director or such other person (as applicable) in the space allocated on this proxy form. Your proxy need not also be a shareholder. If, in appointing a proxy, you do not name a person as your proxy but otherwise complete this proxy form in full, or your named proxy does not attend the meeting: (a) the Chairman of the meeting will act as your proxy and may only vote in accordance with your express direction; and (b) the Chairman of the meeting (if Bryan Mogridge) will not vote on resolution 6 if granted a discretion on how to vote on that resolution.

### Voting of your holding

Direct your proxy how to vote by making the appropriate election in respect of each resolution. If you do not tick any box for a particular resolution, then the proxy will vote or abstain from voting as he or she sees fit. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If you tick the 'Discretion' box for a particular resolution, you are directing your proxy to decide how to vote on that resolution on your behalf. If you tick the 'Abstain' box for a particular resolution, you are directing your proxy not to vote on that resolution. If a proxy does not vote on your behalf on a resolution, your votes will not be counted when calculating the majority of that resolution.

### Voting restrictions

Neither Bryan Mogridge, nor any of his Associated Persons (as that term is defined in the NZX Listing Rules), is entitled to vote, appoint a proxy or exercise discretionary proxies in respect of resolution 6.

### Appointing the Chairman of the meeting or a director as your proxy

If you expressly appoint the Chairman of the meeting or any other director as your proxy and elect to give them discretion on how to vote on a resolution, you acknowledge that such person will vote in favour of all Resolutions (except in respect of resolution 6 if such person is Bryan Mogridge, who is subject to the voting restrictions described above for resolution 6).

### Signing instructions for proxy forms

*Individual* - where the holding is in one name, the shareholder must sign this proxy form.

*Joint Holding* - where the holding is in more than one name, this proxy form may be signed by, or on behalf of, the joint shareholders (or their duly authorised attorney).

*Power of Attorney* - if this proxy form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this proxy form.

*Corporate Shareholder* - this proxy form must be signed on behalf of the company by a duly authorised person acting with the company's express or implied authority, or executed under the common seal of the corporate shareholder (if it has one).

# PROXY/CORPORATE REPRESENTATIVE FORM

## STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of SeaDragon Limited hereby appoint\*:

The Chairman of the meeting  (tick)

Or \_\_\_\_\_ of \_\_\_\_\_  
(Full Name) (Full Address)

As my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, the proxy may vote as he/she sees fit, to the extent permitted by law and by the NZX Listing Rules) at the annual meeting of shareholders of SeaDragon Limited to be held at the Centenary Lounge, Eden Park, Auckland on Friday, 13 September 2019 at 2:00 p.m. and at any adjournment of that meeting.

\* If, in appointing a proxy, you do not name a person as your proxy but otherwise complete this proxy form in full, or your named proxy does not attend the meeting: (a) the Chairman of the meeting will act as your proxy and may only on vote in accordance with your express direction; and (b) the Chairman of the meeting (if Bryan Mogridge) will not vote on resolution 6 if granted a discretion on how to vote on that resolution.

## STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you want to direct your proxy as to how the proxy should vote.

Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority for that item

### VOTING INSTRUCTIONS

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

	For	Tick (✓) in box to vote Against	Abstain	Discretion
1. That the existing constitution of the Company be revoked and the constitution tabled at the annual meeting of shareholders and signed by the Chairman for the purposes of identification be adopted with effect from the close of that meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

	For	Tick (✓) in box to vote Against	Abstain	Discretion
2. That Mr. Mogridge be elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Mr. Macintosh be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That Mr. McNamara be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. That the directors of the Company be authorised to fix the fees and expenses of the Company's auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. That, for the purposes of Listing Rule 4.2.1, the issue of 295,997,241 Share Options by the Company to the Option Holder under the Option Deed be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The proxy is appointed only in respect of the above meeting or any adjournment thereof.

## STEP 3: SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed

### Security Holder 1

or duly authorised officer or attorney

### Security Holder 2

or duly authorised officer or attorney

### Security Holder 3

or duly authorised officer or attorney

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

**Electronic Investor Communications:** If you received the Notice of Meeting and this proxy form by mail and wish to receive your future investor communications by email please provide your email address below.