

Power of attorney

North West Queensland Water Pipeline Pty Ltd
ABN 13 070 999 218

Power of attorney

Date 3 JULY 2008

711775947

\$120.50

07/07/2008 14:07

Deed poll by

BE 804

Name North West Queensland Water Pipeline Pty Ltd ABN 13 070 999 218 of level 9, 120 Edward Street, Brisbane, Queensland, 4000 (Appointor)

1. Appointment of Attorneys

1.1 The Appointor appoints:

- (a) the person who from time to time holds the office of Chief Executive Officer of SunWater Limited ACN 131 034 985 (SunWater), and any person acting in that capacity (CEO); and
- (b) the person who from time to time holds the office of Company Secretary of SunWater, and any person acting in that capacity,

jointly and each of them severally to be the Appointor's attorneys (Attorneys) in accordance with its powers under the *Corporations Act 2001* (Qld).

2. Powers of Attorneys

2.1 Each Attorney may do in the name of the Appointor and on the Appointor's behalf everything which the Appointor may do, whether in or outside Queensland.

2.2 Without limiting the generality of each Attorney's appointment under clause 2.1, each Attorney may:

- (a) execute and deliver any contract, deed or agreement required to:
 - (i) acquire, hold, dispose of and deal with property;
 - (ii) determine charges for goods, services and information supplied by the Appointor;
 - (iii) fix terms for goods, services and information supplied by the Appointor;
 - (iv) engage employees and consultants; and
 - (v) perform a function of the Appointor given to the Appointor under any Act;
- (b) execute and deliver any other document which is referred to in the documents described in clause 2.2(a) or which is ancillary or related to or contemplated by them;
- (c) execute and deliver any document or do anything at the absolute discretion of the Attorney in any way relating to the Appointor's involvement in any transaction contemplated by the documents described in clause 2.2(a);
- (d) do everything necessary or expedient to give effect to any transaction contemplated by the documents described in clause 2.2(a), including, but not limited to, completing blanks and making alterations and additions considered necessary or desirable by the Attorney;

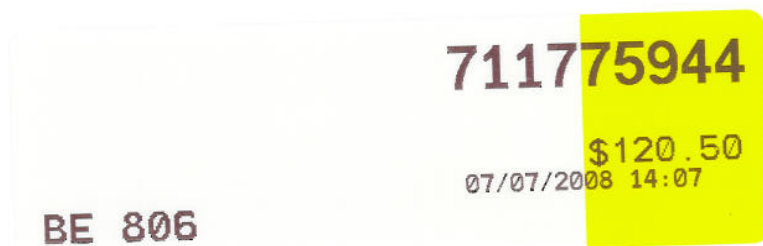
- (e) attend and vote at meetings of any company, corporation or any meeting of creditors of any person;
- (f) open and operate bank accounts or do anything necessary or expedient to the opening and operating of bank accounts;
- (g) grant any waiver, and set amended terms and times for payment, of any amounts due to the Appointor;
- (h) institute, prosecute, bring, appear to, interplead in, oppose, defend, compromise and do all things concerning any action, suit or other proceeding before any court, tribunal or regulatory board or authority; and
- (i) register and pay stamp duty and other taxes of a similar nature on this power of attorney (if required).

3. Declarations and Indemnity by Appointor

- 3.1 The Appointor declares that everything done by an Attorney in exercising powers under this power of attorney is as valid as if it had been done by the Appointor and agrees to ratify and confirm whatever an Attorney does in exercising powers under this power of attorney.
- 3.2 The Appointor indemnifies the Attorneys against liability, loss, costs, charges or expenses arising from the exercise in good faith of powers granted under this power of attorney.
- 3.3 The Appointor declares that a person (including, but not limited to, a firm, body corporate, unincorporated association or authority) who deals with an Attorney in good faith may accept a written statement signed by the Attorney to the effect that this power of attorney has not been revoked as conclusive evidence of that fact.
- 3.4 The Appointor declares that the Appointor and a person (including, but not limited to, a substitute or assign) claiming under the Appointor are bound by anything an Attorney does in exercising powers under this power of attorney.

4. Revocation of previous powers of attorney

- 4.1 With effect on the date of this deed, the Appointor revokes all previous powers of attorney executed by it appointing the CEO and/or SunWater's Chief Operating Officer as the Appointor's attorney, including but not limited to the power of attorney number 710957112 registered with the Queensland Land Registry.



Signing page

EXECUTED as a deed.

Executed and delivered by **North West Queensland Water Pipeline Pty Ltd**
ABN 13 070 999 218 in accordance with
section 127 of the *Corporations Act 2001*



Signature of director

PHILIP ARTHUR HENNESSY

Name of director (print)



Signature of director/company secretary
(Please delete as applicable)

JULIE BOYD

Name of director/company secretary (print)

REGISTRATION CONFIRMATION STATEMENT

NATURAL RESOURCES AND WATER, QUEENSLAND

Dealing Registered:

Date: 11/07/2008 at 12:54

POWER OF ATTORNEY No 711775947

NTH WEST

Lodgement No: 2529098

Office: BRISBANE

Email: Property@Sunwater.com.au

SUNWATER

P O BOX 15536

CITY EAST

QLD

CONTACT - PROPERTY DEPARTMENT 4002