# INTERNATIONAL GOLDFIELDS LIMITED ACN 099 544 680

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the **2017 Annual General Meeting** will be held at:

**TIME**: 9:00am

- DATE: 14 September 2018
- PLACE: 32 Harrogate Street, West Leederville, WA, 6007

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Notice of Annual General Meeting - IGS 2017 (KPC00165827-010) FINAL

# TIME AND PLACE OF MEETING AND HOW TO VOTE

# Venue

The annual general meeting of the Shareholders to which this Notice of Meeting relates will be held at 9:00am (WST) on Friday, 14 September 2018 at 32 Harrogate Street, West Leederville WA 6007.

## Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

## Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9380 9555.

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Shareholders will be held at 9:00am (WST) on Friday, 14 September 2018 at 32 Harrogate Street, West Leederville, Western Australia.

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 9:00am (Perth time) on 12 September 2018.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

### AGENDA

#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

#### 2. **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2017"

# Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

#### Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either 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 (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### 3. **RESOLUTION 2 – RE-ELECTION OF DIRECTOR – KENNY KEOGH**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 13.2 of the Constitution, and for all other purposes, Kenny Keogh, a Director, retires by rotation, and being eligible, is re-elected as a Director."

# 4. RESOLUTION 3 – APPROVAL FOR ISSUE OF SHARES – BOONYIN INVESTMENTS PTY LIMITED

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 50,000,000 Shares to Boonyin Investments Pty Limited (or his nominee) on the terms and conditions set out in the Explanatory Statement."

**Voting Exclusion**: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person 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 person chairing the meeting 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.

#### 5. RESOLUTION 4 – PLACEMENT – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF DEBT TO EQUITY - CREDITORS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 6,533,525 Shares to various creditors of the Company on the terms and conditions set out in the Explanatory Statement."

**Voting Exclusion**: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person 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 person chairing the meeting 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.

#### Dated: 13 August 2018

By order of the Board

David Tasker Director

# EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

#### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available from www.asx.com.au.

### 2. **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

A company is required, if at consecutive annual general meetings at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**).

#### 2.3 Previous voting results

At the Company's previous annual general meeting for the 2016 year held on 29 March 2018, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

#### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – KENNY KEOGH

#### 3.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Keogh, who has served as a director since 5 January 2018 and was last reelected on 29 March 2018, retires by rotation and seeks re-election.

## 3.2 Qualifications and other material directorships

Mr Keogh is an experienced finance and development professional with experience in mining, oil and gas and renewable projects. Mr Keogh is currently Executive General Manager at UON Pty Ltd. Mr Keogh is based in Western Australia and consults to various private companies and holds key management positions in UON Pty Ltd. Mr Keogh also runs his own successful investment firm which holds interests in mining, services and hospitality businesses. Mr Keogh holds a degree in Accounting and Finance from DBS and also holds an MBA (AIB).

Further information on Mr Keogh is contained in the Company's 2017 Annual Report, a copy of which is available from www.internationalgoldfields.com.au.

### 3.3 Independence

Mr Keogh has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Mr Keogh to be an independent director.

#### 3.4 Board recommendation

The Board supports the re-election of Mr Keogh and recommends that Shareholders vote in favour of Resolution 2.

### 4. INTRODUCTION TO RESOLUTIONS 3 TO 4 – SHARE ISSUE

As disclosed in the 2017 Annual Report (the most recent available financial statements), the Company's financial position is critical, with total debts as at 30 June 2017 of approximately \$2,932,695. To facilitate its recapitalisation and subject to Shareholder approval, the Company proposes the following debt for equity conversions, with the Company's capital structure to be as follows:

Holder	Shares <sup>1</sup>	%
Existing Shareholders	2,027,680,450	97.29
Shares issued to Boonyin Investments Pty Limited <sup>1</sup>	50,000,000	2.40
Trade creditors <sup>2</sup>	6,533,525	0.31
Total	2,084,213,975	

<sup>1</sup> Boonyin Investments Pty Ltd currently has a relevant interest in 113,600,000 Shares, or approximately 5.60% of the Company's current issued share capital (including 50 million Shares issued to Dr Kok Kian Lim in satisfaction of convertible notes held by Dr Lim (as approved by Shareholders on 29 March 2018)). Boonyin's total voting power will be approximately 7.85% following the Share issues the subject of Resolutions 3 and 4 (assuming all creditors accept the proposal and convert their debts).

<sup>2</sup>This assumes all creditors agree conversion on the terms proposed.

The Directors recommend that Shareholders approve Resolutions 3 to 4 as it will recapitalise the Company and provide it with an opportunity to seek acquisitions and raise further capital, which may provide a return for Shareholders.

# 5. RESOLUTION 3 – APPROVAL FOR ISSUE OF SHARES – BOONYIN INVESTMENTS PTY LIMITED

#### 5.1 General

In December 2015 the Company and Boonyin Investments Pty Limited, an entity controlled by Dr Kok Kian Lim, (**Boonyin**) entered into a marketing consultancy agreement (**MCA**) under which Dr Lim was to organise meetings with potential investors to the Company, distribute Company material to Dr Lim's network of investors, attend Company functions as required, and advise the Company on increasing investor awareness in Asia. In addition to this, Dr Lim (both prior to and after the Company entered into the MCA, assisted the Company in raising US\$6.6 million for, and promoting, Sante Fe Gold Corp, a company that the Company holds 9,520,520 shares (**Santa Fe Shares**) (worth approximately US\$952k as at the date of this announcement) in, and its Chapter 11 bankruptcy and recommencement of trading in 2016.

In consideration the Company agreed to, subject to Shareholder approval, issue Boonyin 100 million Shares and 40 million Options. Following the MCA the Company's Shares were suspended from trading and Shareholder approval was not sought. It was in the Company's best interests to see Sante Fe Gold Corp recapitalised (through the US\$6.6 million raising) and reinstated to trading on the OTC Pink Market as the Sante Fe Shares were the Company's only asset, and the Company was reliant on these shares having value to itself remaining solvent.

As disclosed in the Company's annual report for the year ended 30 June 2018:

- (a) The Company's auditors noted that the trading volume of Sante Fe shares during the year ended 30 June 2018 was relatively low and that the Company had not been able to open an account to trade the Santa Fe Shares on the OTC trading platform due to the Company's current trading suspension status on ASX.
- (b) In preparing the financial statements the Company's management valued the Santa Fe Shares at the then quoted price on the OTC Pink Market without incorporating a discount, given the factors noted above, that may be required to sell the Santa Fe Shares.
- (c) The Company's auditors have not been able to obtain sufficient appropriate audit evidence to determine whether the valuation adopted by the Company's management from the quoted price on the OTC Pink Market represents the fair value of the Sante Fe Shares, and consequently had not been able to determine whether any adjustments were necessary to:
  - (i) the carrying amount of the Santa Fe Shares as at 30 June 2018;
  - (ii) the going in for value of financial assets at fair value through profit and loss for the period ending 30 June 2018; and
  - (iii) the associated disclosures.

To facilitate the recapitalisation of the Company and ultimately its reinterment to trading, the Company and Dr Lim have agreed that, subject to Shareholder approval, Boonyin will accept 50 million Shares in full satisfaction of its claims under the MCA. Resolution 3 seeks that approval.

## 5.2 Technical information required by ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

As a result of prior breaches of Listing Rule 7.1, the Company can only issue Shares either with Shareholder approval or in reliance of an exception contained in the Listing Rules. The effect of Resolution 3 will be to allow the Directors to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX).

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of Shares to Dr Lim:

- (d) the maximum number of Shares to be issued is 50,000,000.
- (e) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Shares will occur on the same date;
- (f) the Shares will be issued for services provided by Boonyin to the Company as described above in relation to the Company's investment in Sante Fe Gold Corp;
- (g) the Shares will be issued to Boonyin (or nominee), who is not a related party of the Company;
- (h) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (i) no funds will be raised from the issue as the Shares will be issued in satisfaction of the Company's obligations under the MCA and for other services provided by Dr Lim to the Company with respect to its investment in Santa Fe Gold Corp.

### 5.3 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 as it will allow the Company to comply with its obligations under the MCA and reward Dr Lim for services provided to the Company with respect to its investment in Santa Fe Gold Corp.

### 6. RESOLUTION 4 – PLACEMENT – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF DEBT TO EQUITY – TRADE CREDITORS

### 6.1 General

Resolution 4 seeks Shareholder approval for the issue of up to 6,533,525 Shares at a deemed issue price of \$0.002 in consideration for the full satisfaction of debts arising from the provision of services to the Company for tax and general consulting.

A summary of ASX Listing Rule 7.1 is set out in section 5.2 above.

The effect of Resolution 4 will be to allow the Company to issue the Shares pursuant to Resolution 4 during the period of 3 months after the Meeting (or a longer period, if allowed by ASX).

#### 6.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue:

- (a) the maximum number of Shares to be issued is 6,533,525;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares will be issued for nil cash consideration in satisfaction of debts arising from consultancy, corporate, capital raising, accounting, business development, management and company secretarial services previously provided to the Company;
- (d) the Shares will be allotted and issued to the following persons (or their nominees), who are not related parties of the Company;

Person	Debt owed	Shares to be issued
AustAsia Accounting Services Pty Ltd – Provision of tax services	\$10,750.00	5,375,000
Tournesol Consulting Ltd – Provisions of consulting services for 2015	\$2,317.05	1,158,525

- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue as the Shares are being issued in consideration for the consultancy, management and company secretarial services provided to the Company.

# GLOSSARY

**\$** means Australian dollars.

Annual General Meeting or Meeting means the meeting convened by the Notice.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**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 dependent of the member or 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means International Goldfields Limited (ACN 099 544 680).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group. **Managing Director** means the managing director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**WST** means Western Standard Time as observed in Perth, Western Australia.

#### **PROXY FORM**

INTERNATIONAL GOLDFIELDS LIMITED

ACN 099 54	4 680 2017 ANNUAL GENERAL MEETING
l/We	
of:	
being a S	hareholder entitled to attend and vote at the Meeting, hereby appoint:
Name:	
OR:	the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 9:00am, on 14 September 2018 at 32 Harrogate Street, West Leederville, WA, 6007, and at any adjournment thereof.

#### AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

#### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	ADOPTION OF REMUNERATION REPORT			
Resolution 2	RE_ELECTION OF DIRECTOR – KENNY KEOGH			
Resolution 3	APPROVAL ISSUE OF SHARES – DR LIM			
Resolution 4	APPROVAL ISSUE OF SHARES ON CONVERSION OF DEBT TO EQUITY – CREDITORS			

**Please note**: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is:	9
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#### Signature of Shareholder(s):

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director/Company Secretary	Director	Director/Company Secretary
Date:		_
Contact name:		Contact ph (daytime):
E-mail address:		Consent for contact by e-mail in relation to this Proxy Form: YES 🗌 NO 🗌

#### Instructions for completing Proxy Form

- 1. (Appointing a proxy): A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
- 2. (Direction to vote): A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.

#### 3. (Signing instructions):

- (Individual): Where the holding is in one name, the Shareholder must sign.
- (Joint holding): Where the holding is in more than one name, all of the Shareholders should sign.
- (**Power of attorney**): If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
- (Companies): Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
- 4. (Attending the Meeting): Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
- 5. (**Return of Proxy Form**): To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to International Goldfields Limited, PO Box 1385, West Leederville, WA, 6901; or
  - (b) facsimile to the Company on facsimile number +61 8 9380 9666; or
  - (c) email to the Company at melissac@capelam.com.au AND catherineg@felimited.com.au,

so that it is received not less than 48 hours prior to commencement of the Meeting.

#### Proxy Forms received later than this time will be invalid.