

# **A-CAP RESOURCES LIMITED**

A C N 104 028 542

**TO: THE STOCK EXCHANGE OF NEWCASTLE LIMITED**

**DATE: 17<sup>th</sup> January 2006**

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## **NOTICE OF GENERAL MEETING**

A Notice of a General Meeting of A-Cap Resources Limited to be held on Monday 13<sup>th</sup> February 2006 together with the accompanying notes was dispatched to shareholders on Monday 16<sup>th</sup> January 2006.

Shareholders are being asked to re-approve a proposal passed at an earlier meeting on 31<sup>st</sup> October 2005 for Directors to issue up to a further 25 million new shares. The original approval was conditional on the securities being placed no later than 30<sup>th</sup> January 2006, a date that can not now be achieved due to unavoidable delays in the completion of the prospectus.

The Notice and accompanying notes are attached.

JOHN WILSON  
**Company Secretary**

# **A-CAP RESOURCES LTD**

**(ACN 104 028 542)**

## **NOTICE OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT A GENERAL MEETING OF SHAREHOLDERS OF A-CAP RESOURCES LTD (ACN 104 028 542) ("COMPANY") WILL BE HELD AT SUITE 5.10, LEVEL 5 PACIFIC TOWER, 737 BURWOOD ROAD, HAWTHORN IN THE STATE OF VICTORIA ON 13 FEBRUARY 2006 AT 9.30AM (AEST)**

## **AGENDA**

### **BUSINESS:**

### **ORDINARY: NIL**

### **SPECIAL: To consider and, if thought fit, to pass the following resolution as an Ordinary resolution.**

#### **Resolution : – Placement of Shares**

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

"That in accordance with the provisions of Listing Rule 6.25 of Section IIA of the Listing Rules of Stock Exchange of Newcastle Limited, the directors of the Company be authorised to place up to 25,000,000 ordinary shares in the capital of the Company with such shares being placed at an issue price of \$0.20 (20 cents) per share with such shares being placed pursuant to a prospectus to be issued by the Company with such issue not being required to be by way of an entitlements issue but with liberty for the directors to make such issue open to any person resident within Australia and New Zealand and with directors having the right, but not the obligation, to include as a term of the issue that a general priority as to whole or part of the issue be reserved for members of the Company."

By Order of the Board of  
**A-Cap Resources Limited**

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Company Secretary

Dated: 11<sup>TH</sup> of January 2006.

## VOTING

- (a) A Member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Member's voting rights.
- (b) A proxy duly appointed need not be a Member. In the case of joint holders all must sign.
- (c) A form of proxy accompanies this Notice and, to be effective, the form and any document necessary to show the validity of the form of proxy must be lodged at the registered office of the Company not less than 48 hours before the time appointed for the Meeting. Any proxy lodged after that time will be treated as invalid.
- (d) Directors and Officers of all corporate shareholders should note that unless the corporate shareholder either:
  - (i) completes and lodges with the Company a valid appointment of proxy in accordance with the instructions on the enclosed Proxy Form; or
  - (ii) completes and either lodges with the Company prior to the meeting a form of appointment of or certificate of appointment of personal representative in accordance with the provisions of Section 250D of the Corporations Act or causes such personal representative to attend the meeting with such form of appointment or certificate; or
  - (iii) has appointed an attorney;and such proxy, personal representative or attorney attends the relevant meeting, then such corporate shareholder will be unable to exercise any votes at the relevant meeting.
- (e) Proxies and corporate appointment of representative forms may be returned to the Company by delivery (by hand, mail, courier or facsimile) to the Company Secretary, A-Cap Resources Limited at its registered office at:

Suite 5.10  
Level 5  
Pacific Tower  
737 Burwood Road  
Hawthorn Vic 3122  
Facsimile: **+61 3 9813-2668**
- (f) Corporate Members should comply with the execution requirements set out on the proxy form or otherwise comply with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - (i) 2 directors of the company; or
  - (ii) a director and a company secretary of the company; or
  - (iii) for a proprietary company that has a sole director who is also the sole company secretary - that director.

For the Company to rely on the assumptions set out in Sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

- (g) Completion of a proxy form will not prevent individual Members from attending the meetings in person if they wish. Where a Member completes and lodges a valid proxy form and attends the meeting in person then the proxy's authority to speak and vote for that Member is suspended while the Member is present at the meeting.
- (h) Where a proxy form or form of appointment of or certificate of appointment of personal representative is lodged and is executed under power of attorney the power of attorney must be lodged in like manner as a proxy.

## **EXPLANATORY MEMORANDUM**

**This Explanatory Memorandum is provided for the information of shareholders of A-Cap Resources Limited ('the company') in connection with the resolution being put to shareholders at the General Meeting to be held at Ground Floor, Pacific Tower 737 Burwood Road Hawthorn Victoria 3122 on Monday 13<sup>th</sup> of February 2006 at 9.30 am AEST. It forms part of the Notice of Meeting convening the meeting.**

### **Resolution: Approval for placement of shares**

A general meeting of shareholders of the Company held on 31<sup>st</sup> October 2005 approved the same resolution being put to shareholders on the 13<sup>th</sup> of February 2006. The earlier approval however was granted on the basis of the information provided in the Notice of Meeting which included inter alia the condition that the securities be placed not later than 30<sup>th</sup> of January 2006, being a date not more than three (3) months from the date of the meeting.

Delays in the preparation of the Prospectus for the placement has meant that although it is likely to be lodged before the end of January 2006, the securities will not be placed before the 30<sup>th</sup> of January 2006.

This Resolution is therefore being put again to shareholders on the 13<sup>th</sup> of February 2006 to extend the time for the securities to be placed and on the basis of the following information:

- (i) **Maximum Number of Securities proposed to be placed**  
The maximum number of securities proposed to be placed is 25,000,000 ordinary shares as set out in the resolution.
- (j) **Date by which Securities will be placed.**  
The securities will be placed, if at all by not later than 12 May 2006 being a date not more than 3 months from the date of the meeting. Depending on whether the proposed shares are placed in one or more tranches, placement will occur either at one time or progressively as such shares are placed.
- (k) **Price at which Securities proposed to be placed**  
As set out in the resolution the securities are to be issued at a minimum price of \$0.20 (20 cents) per share.
- (l) **Names of allottees of Securities proposed to be placed**  
The names of the proposed allottees of the shares are not known at this stage. The shares will be placed in accordance with the requirements of the Corporations Act 2001. Placement may be to excluded offerees under Section 708 of that Act or pursuant to a disclosure statement as defined therein (either a prospectus or offer information statement) and may be by way of general offer with a general priority to existing members at the time the offer is made or otherwise by way of entitlements issue. Related parties will not participate in the proposed issue other than in accordance with the Listing Rules and the Corporations Act or unless the offer is by way of entitlements issue. Save as aforesaid, no placement or allotment of the securities or any of them will be made to any director or related party or any of its associates within the meaning of the Corporations Act 2001.
- (m) **Terms of Securities proposed to be placed**  
The securities will be ordinary shares which will rank pari passu with all other ordinary shares on issue with effect from the date of allotment.
- (n) **Use of funds raised**  
The funds raised will be used as working capital generally. Details of the use of Funds will be set out in particular in the Prospectus to be issued in relation to the issue.
- (o) **Voting Exclusion Statement: Proposed Allottees**  
The Company advises that it will disregard any votes cast on the resolution by any proposed allottee or any associate thereof within the meaning of the Corporations Act 2001. However, the Company will not disregard a vote if:
  - (i) it is cast by any such person or any of its associates as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
  - (ii) 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.

# A-CAP RESOURCES LTD

(ACN 104 028 542)

Name: \_\_\_\_\_

Address: \_\_\_\_\_

## Appointment of Proxy for General Meeting of members of A-Cap Resources Limited

I/We the shareholder(s) named above hereby appoint(s) as proxy

**OR**

the Chairman of the Meeting (mark box)

**OR** failing that person, **OR** if no person is named above, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of Members to be held at 9.30 am on the 13<sup>th</sup> of February 2006 and at any adjournment thereof for the purpose of considering and if thought fit, agreeing (with or without modification) to the proposals referred to in the Notice convening the General Meeting, and at that meeting and any adjournment thereof to vote for me/us in my/our name as indicated below with the mark "X" in the required square.

If two proxies are being appointed, the proportion of voting rights that this proxy is authorised to exercise is \_\_\_\_\_%.

Subject of Resolution	FOR	AGAINST	ABSTAIN
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To approve a placement of up to 25,000,000 shares

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006

Shareholder or Attorney signature(s) (please sign below)

Holder 1 Director or Sole Director  
Or Sole Company Secretary (delete one)

Holder 2 Director or Company Secretary (delete as applicable)

Companies



## NOTES

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2. A proxy duly appointed need not be a Member. In the case of joint holders all must sign.
3. To be effective, this proxy form and any document necessary to show the validity of this form of proxy must be lodged at the registered office of the Company not less than 48 hours before the time appointed for the Meeting. Any proxy lodged after that time will be treated as invalid.
4. Directors and Officers of all corporate shareholders should note that unless the corporate shareholder either:
  - (a) completes and lodges with the Company a valid appointment of proxy in accordance with the instructions on this Proxy Form; or
  - (b) completes and either lodges with the Company prior to the meeting a form of appointment of or certificate of appointment of personal representative in accordance with the provisions of Section 250D of the Corporations Act 2001 or causes such personal representative to attend the meeting with such form of appointment or certificate; or
  - (c) has appointed an attorney;and such proxy, personal representative or attorney attends the relevant meeting, then such corporate shareholder will be unable to exercise any votes at the relevant meeting.
5. Proxies and corporate appointment of representative forms may be returned to the Company by delivery (by hand, mail, courier or facsimile) to the Company Secretary, A-Cap Resources Limited at its registered office at :

Suite 5.10  
Level 5  
Pacific Tower  
737 Burwood Road  
Hawthorn Vic 3122  
Facsimile: +61 3 9813-2668

6. Corporate Members should comply with the execution requirements set out on this proxy form or otherwise comply with the provisions of Section 127 of the Act. Section 127 of the Act provides that a company may execute a document without using its common seal if the document is signed by:
  - 2 directors of the company; or
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary - that director.

For the Company to rely on the assumptions set out in Sections 129(5) and (6) of the Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. **In particular a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.**

7. Completion of this proxy form will not prevent individual Members from attending the meetings in person if they wish. Where a Member completes and lodges a valid proxy form and attends the meeting in person then the proxy's authority to speak and vote for that Member is suspended while the Member is present at the meeting.
8. Where a proxy form is lodged and is executed under power of attorney the power of attorney must be lodged in like manner as the executed proxy form.