



1<sup>st</sup> March 2006

The Manager  
Company Announcements  
Stock Exchange of Newcastle Limited  
384 Hunter Street  
NEWCASTLE NSW 2300

Dear Sir,

**Notice of General Meeting**

Please find following the notice of general meeting.

Yours faithfully

**FLORIN MINING INVESTMENT COMPANY LIMITED**

A handwritten signature in black ink, appearing to read 'D Di Stefano'.

**DANIEL DI STEFANO**  
**COMPANY SECRETARY**

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# **FLORIN MINING INVESTMENT COMPANY LIMITED**

## **ABN 60 111 170 882**

### **NOTICE OF GENERAL MEETING**

NOTICE IS HEREBY GIVEN that a General Meeting of Florin Mining Investment Company Limited will be held at Level 5, 10 Spring Street, Sydney NSW 2000, on 30 March, 2006 at 4.30pm.

#### **BUSINESS**

1. Approval of issue of up to 100,000,000 Shares and 200,000,000 Options.

By Order of the Board

Daniel Di Stefano

Secretary

Date 1 March 2006

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in their stead. That person need not be a member of the company, but should be a natural person over the age of 18 years. Forms must be lodged at the registered office of the company not less than 48 hours before the timing of the meeting.

**PROXY FORM**

Registered Office: 10 Murray Street, Hamilton NSW 2303

Fax: 02 4920 2878

I/We \_\_\_\_\_

of \_\_\_\_\_

being a member/members of Florin Mining Investment Company Limited hereby appoint \_\_\_\_\_

\_\_\_\_\_

or in his/her absence, \_\_\_\_\_

of \_\_\_\_\_

or in his/her absence, the Chairman of the Meeting as my/our general/special proxy to vote on my/our behalf at the General Meeting of the company to be held 30<sup>th</sup> March 2006 or at any adjournment of that meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2006

Signature of Shareholder

Unless otherwise instructed the proxy will vote as he or she thinks fit, or abstain from voting. If the chairman is appointed proxy, he will vote all undirected proxies in favour of all resolutions. Should the member wish to direct the proxy how to vote, the following should be completed.

Agenda item No.:

1. Approval of issue of up to 100,000,000  
Shares and 200,000,000 Options.

FOR

AGAINST

ABSTAIN

## **Explanatory Memorandum**

This explanatory memorandum has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting of the Company's Shareholders to be held at Level 5, 10 Spring Street, Sydney, New South Wales on Thursday 30 March 2006 at 4.30 pm.

The purpose of this Explanatory Statement is to provide Shareholders with information so that they can decide how to vote upon the resolutions to be voted on at the meeting.

The directors of the Company recommend that Shareholders read the Notice of General Meeting and explanatory memorandum in their entirety before deciding whether to vote for or against the resolution.

### **Resolution 1 – Approval of the issue of up to 100,000,000 Shares and 200,000,000 Options**

Resolution 1 authorises the issue of up to 100,000,000 Shares each with two free attaching Options pursuant to a Prospectus to be dated on or about 15 April 2006.

The issue price of the Shares will be the greater of:

- a. \$0.20; and
- b. the net tangible asset (NTA) After Tax value per share as announced at the next NTA Announcement Date after the application is received.

The number of Shares issued will be rounded up to the next whole Share.

For each Share issued, subscribers will receive one Option to subscribe for a Share at an exercise price of \$0.40 exercisable by 15 December 2008, together with one Option to subscribe for a Share at an exercise price of \$0.50 exercisable by 15 December 2010.

The issue and allotment of Shares and Options will occur progressively.

The prospectus will be open for the maximum time allowed under the Corporations Act i.e. 13 months from the date of the prospectus.

Funds raised under the Prospectus will be used by the Company for further investment consistent with the Company's investment objectives and to pay the costs of the issue.

The Board of the Company believes that the following benefits will flow from this issue:

- Benefit 1. Lower per share expenses. Most of the Company's expenses are fixed. Therefore an increase in the net tangible assets of the Company will reduce expenses on a per share basis.
- Benefit 2. As the shares will be issued at the greater of 20 cents or at the NTA within 7 days of the NTA announcement there will be negligible or no dilution of existing shareholders ownership in the Company.

Benefit 3. More meaningful stakes in investee companies can be established.

Benefit 4. There may be greater liquidity in the shares and options traded on the Stock Exchange of Newcastle Limited. This may allow existing share and option holders to increase or decrease their holdings without materially affecting the share price during their transactions.

Listing Rule 6.25 requires the Company to obtain approval by ordinary shareholders before issuing equity securities (including Shares and Options) where the issue would exceed 15% of the capital of the Company. Resolution 1 provides shareholder approval for the purposes of Listing Rule 6.25.