
STACPOOLE INVESTMENTS LTD

ABN 79 150 351 483

NOTICE OF GENERAL MEETING

TIME: 10:00 (CST)
DATE: 27TH SEPTEMBER 2013
PLACE: SHOP 6B ARNHEM ROAD
NHULUNBUY NT 0880

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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Chairman of Directors, Mr Ernie Smith, on 08 8987 3202.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (CST) on Friday 27th September 2013 at:

Shop 6B Arnhem Road, Nhulunbuy NT

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the 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.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders will be held at 10:00am (CST) on Friday, 27th September 2013 at Shop 6B Arnhem Road Nhulunbuy NT.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the 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 that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 7:00pm (Sydney time) on Wednesday 25th September 2013.

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

AGENDA

1. RESOLUTION 1 – REMOVAL OF AUDITOR

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

“That PWC, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting.”

2. RESOLUTION 2 – APPOINTMENT OF AUDITOR

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

“That, subject to the passing of Resolution 1, Robert L Martin being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company effective from the date of the Meeting and the Directors be authorised to agree the remuneration.”

DATED: 29TH AUGUST 2013

BY ORDER OF THE BOARD



ERNEST SMITH
DIRECTOR

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 10:00am (CST) on Friday 27th September 2013 at Shop 6B Arnhem Road Nhulunbuy NT.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. RESOLUTIONS 1 AND 2 – REMOVAL AND APPOINTMENT OF AUDITOR

Under Section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months notice of intention to move the resolution has been given. The notice of intention to remove PWC is provided to Shareholders with this Notice of General Meeting.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

The Company provides the notice of intention to Shareholders at Appendix A to this Notice and seeks the approval to remove the auditor even though the meeting will be held less than 2 months after the notice of intention is given.

Under Section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under Section 329 of the Corporations Act.

If PWC is removed under Resolution 1, the Directors propose that Robert L Martin be appointed as the Company's auditor effective from the Meeting. The notice of intention to remove PWC as auditor of the Company and nomination of Robert L Martin as auditor of the Company is provided to Shareholders in Annexure A to this Notice of General Meeting. Robert L Martin has given written consent to act as the Company's auditor in accordance with Section 328A (1) of the Corporations Act.

If Resolutions 1 and 2 are passed, the appointment of Robert L Martin as the Company's auditor will take effect at the close of this General Meeting.

2. ENQUIRIES

Shareholders are required to contact Ernie Smith on 08 8987 3202 the Chairman of Directors if they have any queries in respect of the matters set out in these documents.

GLOSSARY

Board means the current board of directors of the Company.

Company means Stacpoole Investments Ltd (ABN 79 150 351 483).

Corporations Act means the Corporations Act 2001.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting

General Meeting means the meeting convened by the Notice of Meeting.

Notice of Meeting or Notice of General Meeting means this notice of general meeting including the Explanatory Statement.

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

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

Shareholder means a holder of a share.

CST means Central Standard Time as observed in Darwin, Northern Territory.

PROXY FORM

**APPOINTMENT OF PROXY
STACPOOLE INVESTMENTS LTD
ABN 79 150 351 483**

GENERAL MEETING

I/We

Of

Being a member of Stacpoole Investments Ltd entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR

☐

the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 10:00am (CST) on Friday 27th September 2013 at Shop 6B Arnhem Road Nhulunbuy NT and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

OR

Voting on Business of the General Meeting

Resolution 1 – Removal of Auditor

Resolution 1 – Appointment of Auditor

FOR AGAINST ABSTAIN

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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 to be counted in computing the required majority on a poll.*

Signature of Member(s):

Date: _____

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

**STACPOOLE INVESTMENTS LTD
ABN 79 150 351 483**

Instructions for Completing 'Appointing of Proxy' Form

1. **(Appointing a Proxy):** *A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.*
2. **(Direction to Vote):** *A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. 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 member must sign.*
 - . **(Joint Holding):** *Where the holding is in more than one name, all of the members 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 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.*
4. **(Attending the Meeting):** *Completion of a proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.*
5. **(Return of Proxy Form):** *To vote by proxy, please complete and sign the enclosed Proxy Form and return by:*
 - (a) *post to Stacpoole Investments Ltd, PO Box 1294, Nhulunbuy NT 0881.*
 - (b) *facsimile to the Company on facsimile number 08 8987 3199.*
 - (c) *email to the Company at docsmith@live.com.au*

so that it is received not later than 10:00am (CST) on Wednesday 25th September 2013.

Proxy Forms received later than this time will be invalid.

ANNEXURE A – REMOVAL OF AUDITOR

31st July, 2013

The Board of Directors

Dear Sirs

REMOVAL OF PWC AS COMPANY AUDITOR

I Ernest Charles Smith C/- Shop 6B Arnhem Road, Nhulunbuy, Northern Territory, request the company to convene a general meeting of the company at the first available opportunity to consider and if thought fit pass a resolution that PWC be removed as auditors of the company.

Signed by

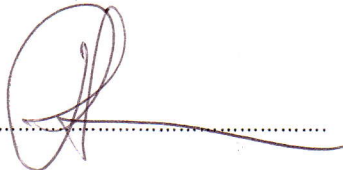
Ernest Charles Smith

)



).....

In the presence of:



Signature of Witness

Peter John Smith

Full name of witness

Of 6 Klyn Circuit, Nhulunbuy NT

ANNEXURE A – NOMINATION OF AUDITOR

29th August, 2013

The Board of Directors

Dear Sirs

NOMINATION OF ROBERT L MARTIN AS COMPANY AUDITOR

I Ernest Charles Smith C/- Shop 6B Arnhem Road, Nhulunbuy, Northern Territory, request the company to convene a general meeting of the company at the first available opportunity to consider and if thought fit pass a resolution that Robert L Martin be appointed the new auditor of the company.

Signed by

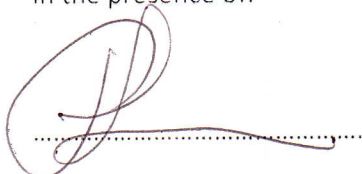
Ernest Charles Smith

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).....

In the presence of:



Signature of Witness

Peter John Smith

Full name of witness

Of 6 Klyn Circuit, Nhulunbuy NT