
STACPOOLE INVESTMENTS LTD

ABN 62 009 423 189

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00 (CST)

DATE: 27TH NOVEMBER 2013

PLACE: WALKABOUT HOTEL
MATTHEW FLINDERS DRIVE
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 Managing Director, Mr Ernie Smith, on 08 8987 3202.

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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 10:00am (CST) on Wednesday 27th November 2013 at :

Walkabout Hotel, Matthew Flinders Drive, Nhulunbuy NT

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the Annual 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.

PROXY FORM

**APPOINTMENT OF PROXY
STACPOOLE INVESTMENTS LTD
ABN 62 009 423 189**

ANNUAL 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 Walkabout Hotel, Matthew Flinders Drive, 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 – Adoption of Financial Reports

Resolution 2 – Adoption of remuneration report

Resolution 3 – Re appointment of Ernest Smith and Adam Smith

FOR AGAINST ABSTAIN

☐ ☐ ☐☐ ☐ ☐☐ ☐ ☐

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.*

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):** _____

NOTICE OF GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 10:00am (CST) on Wednesday, 27th November 2013 at Walkabout Hotel, Matthew Flinders Drive, Nhulunbuy NT.

The Proxy Form is attached and is 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 General Meeting are those who are registered Shareholders of the Company at 7:00pm (Darwin time) on Monday 25th November, 2013.

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

AGENDA

1. RESOLUTION 1 – ADOPTION OF ANNUAL FINANCIAL REPORT, DIRECTORS REPORT AND THE AUDITOR'S REPORT

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

"That the Annual financial report incorporating the Directors Report and Auditor's report be adopted for the year ended 30th June, 2013"

2. RESOLUTION 2 – REMUNERATION REPORT

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

"That the director's remuneration report as set out in the Annual Financials Statements be adopted"

3. RESOLUTION 3 - RE ELECTION OF DIRECTORS RETIRING BY ROTATION

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

That there being no other nominations for Director that Ernest Charles Smith and Adam Paul Smith be re-elected as Directors of the Company

DATED: 27TH October, 2013

BY ORDER OF THE BOARD



**ERNEST SMITH
DIRECTOR**

STACPOOLE INVESTMENTS LTD
ABN 62 009 423 189

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 jcsmithassoc@hotmail.com*

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

Proxy Forms received later than this time will be invalid