STACPOOLE INVESTMENTS LTD ABN 62 009 423 189 NOTICE OF ANNUAL GENERAL MEETING

TIME:

10:00 (CST)

DATE:

4th March 2015

PLACE:

Conference Room J C Smith & Associates

6 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 Managing Director, Mr Ernie Smith, on 08 8987 3202.

CONTENTS PAGE	
Notice of Annual General Meeting (setting out the proposed resolutions)	3
Proxy Form	4
Instructions for completing Proxy Form	5
TIME AND PLACE OF MEETING AND HOW TO VOTE	
VENUE	

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (CST) on Wednesday 4th March 2015 at:

Conference Room J C Smith & Associates, 6 Arnhem Road, 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.

NOTICE OF GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 10:00am (CST) on Wednesday, 4th March, 2015 at Conference Room J C Smith & Associates 6 Arnhem Road, 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 2nd March, 2015.

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

AGENDA

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 - RENUMERATION REPORT

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

"That the directors 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 Brendan Selby Scorer be re-elected as Directors of the Company

DATED: 4th February, 2015

BY ORDER OF THE BOARD

ERNEST SMITH DIRECTOR