

MINUTES OF MEETING

Minutes of Extraordinary General Meeting ("EGM") held at the Head Office of Capilano Honey Limited, 399 Archerfield Road, Richlands, Queensland on Friday, 4 May 2012.

PRESENT (EGM 523)

Directors: Trevor Morgan (Chairman), Phillip McHugh (Deputy Chairman), Roger Masters (Managing Director) and Simon Tregoning.

Staff by Invitation: David Graham (Company Secretary), Ben McKee (General Manager - Operations), Bill Winner (Beekeeper Services Manager), Annette Zbasnik (Corporate Secretary) and Lynne De-Roule (Beekeeper Administrator).

Shareholders: 20 members & partners, as per attendance register.

OPENING & WELCOME (EGM 524)

Mr Morgan opened the meeting at 11.00am and welcomed those present.

APOLOGIES (AGM 525)

The Chairman called for apologies from those shareholders unable to attend and these were received from Rosemary & Irwyn Doherty, Trevor & Marion Weatherhead, Peter Barnes and Vince & Della Elliott.

DECLARATION OF POLL (AGM 526)

The Chairman referred to the explanatory note accompanying the proxy forms forwarded to shareholders and declared that voting on the resolution dealing with the amendments to the Constitution would be by poll.

Tellers

On a motion moved by Clive Smith and seconded by Neville Bradford it was resolved that Annette Zbasnik be appointed to count the votes.

Voting Slips

On a motion moved by Graeme Stevens and seconded by Wayne Bischoff it was resolved that all voting slips and associated computer records be destroyed once they were counted and the poll declared.

Proxies held by Directors and Management

The Chairman advised the following details of proxies received by directors and management:

	Proxies received by Directors	Votes Available	Proxies received by Management	Votes Available
Voted on the Resolutions	42	2,833,518	5	499,175
Not voted in any way	11	53,940	2	45,232
Total Proxies Received	53	2,887,458	7	544,407

AMENDMENTS TO THE CONSTITUTION (AGM527)

The Chairman then moved to the Resolution dealing with the amendments to the Constitution.

Following is an extract of the Chairman's report tabled to the meeting:

"This Resolution is a special resolution to amend the Company's constitution in respect of CBL's right to appoint directors to the board of CHL in the event that CHL's main business operations or undertaking ceases to be involved in the honey business, or CHL ceases to be supplied honey by beekeepers represented by CBL.

Background

CHL intends to apply for listing on the Australian Securities Exchange ('ASX').

The exchange on which CHL is currently listed, the Bendigo Stock Exchange ('BSX'), will no longer be available to CHL from 1 July 2012, necessitating either a move to a new exchange or a delisting.

ASX has determined that CHL's constitution contains a provision which, in its present form, makes CHL unsuitable for listing on that

exchange. ASX has indicated that, while CHL remains in the honey business and continues to source honey from beekeepers represented by CBL, the provision enabling CBL to appoint two directors to the board of CHL is acceptable. However, ASX's view is that if CHL's main business operations or undertaking ceases to be involved in the honey business or CHL otherwise ceases to source honey from the CBL Beekeepers, the continued operation of CBL's appointment rights is unacceptable.

CHL has no plans to exit the honey business or to cease sourcing honey from CBL Beekeepers.

What are the reasons for this proposal?

As discussed above, the reason for the proposed amendments to CHL's constitution is to facilitate the listing of CHL on the ASX.

What are the proposed changes?

There are no proposed changes to the existing honey supply agreements between CHL and its supplier shareholders.

The Resolution is to approve the amendment of the constitution of CHL to remove CBL's director appointment rights if CHL's main business operations or undertaking ceases to be involved in the honey business or CHL ceases to source honey from CBL Beekeepers.

Details of all the proposed changes and their effect were set out in the table in Annexure A of the Notice of Meeting.

Advantages and disadvantages for members

As discussed above, the main advantage for members of the proposal is the removal of an impediment to the listing of CHL on the ASX. CHL believes that moving CHL's listing to ASX is the best option.

Advantages from being listed on the ASX relate to enhancing the prospect of an increase in share price through increased level of broker promotion and support, ease of transactions through on-line and electronic trading, increased level of information about the company and increased level of visibility.

CHL does not believe there are any material disadvantages for members flowing from the proposed amendments.

The directors unanimously believe that the proposed changes to CHL's constitution are in the best interests of the Company and recommend that Shareholders vote in favour of the Resolution.

CBL has consented in writing to the amendments to the Company's constitution proposed in the Resolution."

Mr Phillip McHugh then moved that the amendments to the Constitution be adopted in accordance with the details appearing in the Notice of Meeting. Roger Masters then seconded the motion.

Questions on the changes to the Constitution were asked by a number of shareholders and answered to the satisfaction of the meeting. The Chairman then asked them to vote on the ballot papers provided.

RESULTS OF POLL – AMENDMENTS TO CONSTITUTION (AGM 528)

At the invitation of the Chairman, the Secretary reported the results of the poll as follows:

IN FAVOUR of the motion	:	3,801,234 (98%)
AGAINST the motion	:	85,748
ABSTAINED for voting	:	Nil

The Company Secretary advised that the motion was passed.

CLOSURE (AGM 529)

There being no other business relating to the Extraordinary General Meeting, the Chairman thanked shareholders for their attendance and attention to business and closed the meeting at 11.35am.