

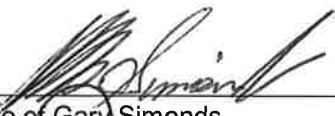
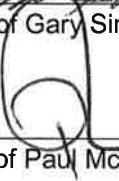
**SIMONDS GROUP LIMITED**  
**ACN 143 841 801**  
**(Company)**

**Circular Resolution of Members in accordance with Rule 12.8 of the Company's constitution**

We, the undersigned, being all the directors entitled to attend a Board meeting and to vote on the resolution, record that the following resolution is passed on the date the last director signs this document:

**1. Listing Rule 1.2.5A**

*That, in accordance with Listing Rule 1.2.5A, the directors confirm that they have made enquiries and nothing has come to their attention to suggest that the Company is not continuing to earn profit from continuing operations up to the date of the listing application, being 22 October 2014."*

 _____ Signature of Gary Simonds	<u>14/11/14</u> _____ Date signed
 _____ Signature of Paul McMahon	<u>14/11/14</u> _____ Date signed
_____ Signature of Susan Oliver	_____ Date signed
_____ Signature of Richard Colless	_____ Date signed
_____ Signature of Matthew Chun	_____ Date signed
_____ Signature of Leon Gorr	_____ Date signed

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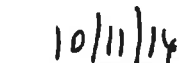
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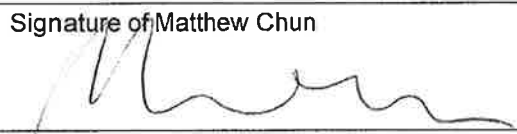
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