



# Goldfields Money Limited

ABN 63 087 651 849

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## Notice of Annual General Meeting and Explanatory Memorandum

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To be held at:  
Level 6, 108 St George's Terrace  
Perth Western Australia 6000

Monday 23 October 2017 at 1:00pm (WST)

An electronic copy of the Goldfields Money Limited 2017 Annual Financial Report can be found at [www.goldfieldsmoney.com.au](http://www.goldfieldsmoney.com.au).

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Goldfields Money Limited ACN 087 651 849 (the **Company**) will be held at 1.00pm (WST) on Monday 23 October 2017 at Level 6, 108 St George's Terrace, Perth. Please refer to the attached map for directions to the meeting venue.

The Explanatory Memorandum to this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice of Annual General Meeting. Terms and abbreviations used in this Notice of Annual General Meeting and Explanatory Memorandum are defined in the Definitions section of the Explanatory Memorandum.

## AGENDA

### ORDINARY BUSINESS

#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report of the Company for the year ended 30 June 2017, together with the Directors' Report and the independent Auditor's Report.

No resolution is required to be moved for this item.

#### 2. RESOLUTION 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass, the following non-binding resolution:

*That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 30 June 2017.*

##### **Voting prohibition statement on Resolution 1:**

Votes cannot be cast on Resolution 1 by or on behalf of a member of the Company's Key Management Personnel (details of whose remuneration are included in the Remuneration Report) or any of their Closely Related Parties (collectively, referred to as a **Prohibited Voter**). However, a Prohibited Voter may vote directed proxies for someone other than a Prohibited Voter. Further, the Chairman can vote undirected proxies provided that the proxy form expressly authorises the Chairman to do so even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### 3. RESOLUTION 2: Ratification of issue of 4,504,213 fully paid ordinary Shares

To consider and, if thought fit, to pass the following ordinary resolution of the Company:

*That for the purposes of ASX Listing Rule 7.4 and all other purposes, the issue of 4,504,213 fully paid ordinary Shares to wholesale investors as described in the Explanatory Memorandum, be approved.*

##### **Voting exclusion statement on Resolution 2:**

A vote on Resolution 2 must not be cast (in any capacity) by, or on behalf of, (a) persons who have participated in the issue; and (b) an associate of that person. However, a person described above may cast a vote on Resolution 2 as a proxy if the vote is not cast on behalf of a person described above and (a) the proxy appointment is in writing that specifies the way the proxy is to vote on the resolution; or (b) the vote is cast by the chair of the meeting as proxy for the person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### 4. RESOLUTION 3: Approval of Additional 10% Placement Capacity

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*That for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue up to 10% of the Company's share capital calculated in accordance with Listing Rules 7.1A, and on the terms and conditions set out in the Explanatory Statement.*

##### **Voting exclusion statement on Resolution 3:**

The Company will disregard any votes cast on Resolution 3 by a person (and any associates of such a person) who may participate in the issue of additional equity pursuant to the Additional 10% Placement Capacity, and a person (and any such associates of such a person) who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if Resolution 3 is passed.

However the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- It is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

At the date of the Notice, the Company has not approached any particular existing Shareholder to participate in the issue of Equity Securities. No existing Shareholder's votes will therefore be excluded under this voting exclusion.

**5. RESOLUTION 4: Approval of Change of Company Name**

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

*That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the Company's name to be changed from Goldfields Money Limited to Bare Money Limited and that, for the purpose of section 136(2) of the Corporations Act and for all other purposes, all references to Goldfields Money Limited in the Company's constitution be replaced with references to Bare Money Limited and subsequently to the initial change of name and conditional upon the Commonwealth Government of Australia passing amendments to the Banking Act (1959) and the Australian Prudential Regulation Authority approving the Company's use of the word "Bank" in its name, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, the Company's name is then changed from Bare Money Limited to Bare Bank Limited and that, for the purpose of section 136(2) of the Corporations Act and for all other purposes, all references to Bare Money Limited in the Company's constitution be replaced with references to Bare Bank Limited.*

**6. RESOLUTION 5: Approval of KPMG as Auditor of the Company**

To consider and, if thought fit, to pass the following ordinary resolution of the Company:

*That KPMG, having consented in writing to act as auditor of the Company, be appointed as auditor of the Company, with such appointment to take effect from the time that the resignation of RSM Australia Partners takes effect.*

**7. RESOLUTION 6: Re-election of Mr James Austin**

To consider and, if thought fit, to pass, the following ordinary resolution of the Company:

*That Mr James Austin, being a Director of the Company who retires in accordance with Article 48(b) of the Company's constitution and Listing Rule 14.5, and being eligible, be re-elected as a Director.*

By order of the Board



**Malcolm Cowell**  
**Company Secretary**  
22 September 2017

## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted as the Annual General Meeting to be held at Level 6, 108 St George's Terrace, Perth at 1:00pm (WST) on 23 October 2017.

This Explanatory Memorandum forms part of this Notice of Annual General Meeting and should be read in conjunction with it. Unless the context otherwise requires, terms which are defined in this Explanatory Memorandum have the same meanings when used in the Notice of Annual General Meeting.

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### 1. Financial Statements and Reports

The first item of the Notice of Annual General Meeting deals with the presentation of the annual Financial Report of the Company for the financial year ended 30 June 2017, together with the Directors' Report in relation to that financial year and the independent Auditor's Report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered. No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the financial statements and reports and on the business, operations and management of the Company generally.

The Chairman will also provide Shareholders a reasonable opportunity to ask the auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the auditor in relation to the conduct of the audit.

Written questions must be submitted no later than 5 business days before the Annual General Meeting and the answers will be available at and after the Annual General Meeting.

Written questions should be addressed to:

Goldfields Money Limited  
Attention: Malcolm Cowell  
PO Box 10155, Kalgoorlie WA 6433

The Company will not provide a hard copy of the Company's annual Financial Report to Shareholders unless specifically requested to do so. The Company's annual Financial Report is available on its website at [www.goldfieldsmoney.com.au](http://www.goldfieldsmoney.com.au).

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### 2. RESOLUTION 1: Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to Shareholders the Remuneration Report as disclosed in the Company's 2017 Annual Report. The Remuneration Report is set out in the Company's 2017 Annual Report and is also available on the Company's website [www.goldfieldsmoney.com.au](http://www.goldfieldsmoney.com.au).

The Remuneration Report:

- a) explains the Board policies in relation to the nature and level of remuneration paid to Directors and Key Management Personnel;
- b) sets out remuneration details for each Director and Key Management Personnel for the financial year ended 30 June 2017 and any service agreements; and
- c) sets out the details of certain other compensation arrangements.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

At the Company's annual general meeting for the year ended 30 June 2016, the votes cast against the adoption of the remuneration report considered at that annual general meeting were less than 1%.

#### Recommendation:

The Directors of the Company, recommend that Shareholders vote in favour of this Resolution 1.

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### 3. RESOLUTION 2: Ratification of issue of 4,504,213 fully paid ordinary Shares

The purpose of this resolution is to approve and ratify, in accordance with Listing Rule 7.4, the prior issue of Shares in March and April 2017 to existing and new wholesale investors (as that term is defined in the Corporations Act) via a share placement (the Placement).

On 28 March 2017, the Company issued 4,398,951 Shares and on 29 March 2017, the Company issued 105,262 Shares at an issue price of \$0.95 per Share to existing and new wholesale investors (as that term is defined in the Corporations Act) via a placement. The Shares issued were fully paid ordinary Shares in the Company, ranking equally with all other Shares and having identical rights to existing Shares quoted on the ASX.

Under Listing Rule 7.1, the Company may issue up to 15% of its issued capital without obtaining Shareholder approval in any 12 month period. The issue of the Shares pursuant to the Placement was undertaken in compliance with Chapter 7 of the Listing Rules. If Shareholders do not approve this Resolution 2, the Shares issued under the Placement will continue to count towards the 15% limit under Listing Rule 7.1.

Listing Rule 7.4, however, provides that where Shareholders subsequently approve an issue of securities, that previous issue will be treated as having been made with approval for the purpose of Listing Rule 7.1. Therefore, the Company's 15% placement capacity under Listing Rule 7.1 will be refreshed and the Company will be able to issue further Shares up to that limit. Refreshing the limit under Listing Rule 7.1 will provide the Company with the flexibility to undertake equity raisings without shareholder approval subject to the 15% limit.

Funds raised under the Placement were or will be used towards the following:

- Digitise the back office and develop a banking platform to enable more effective third party distribution to existing and new distribution partners
- Revamp the brand and digital image of Goldfields Money (including a new website)
- Increase the Tier 1 Common Equity capital to facilitate more growth in the loan portfolio
- Provide working capital to fund further business expansion.

Recommendation:

The Directors of the Company, recommend that Shareholders vote in favour of Resolution 2.

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#### **4. RESOLUTION 3: Approval of Additional 10% Placement Capacity**

Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring Shareholder approval. In accordance with the Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less) can issue a further 10% of the Company's share capital over a 12 month period following the Annual General Meeting (provided Shareholder approval is obtained at the Annual General Meeting) on a non-pro rata basis.

The Company falls within the eligibility criteria required by Listing Rule 7.1A. The number of shares that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

$$(A \times D) - E$$

**A** = is the number of fully paid Shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- (C) plus the number of fully paid Shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% capacity pursuant to Listing Rule 7.1 without Shareholder approval; and
- (D) less the number of fully paid Shares cancelled in the 12 months.

**D** is 10%.

**E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

Additional disclosure obligations are imposed when the special resolution is proposed, when securities are issued and when any further approval is sought. For the purposes of Listing Rule 7.3A the Company provides the following information:

Minimum price at which the equity securities may be issued

The issue price of each Share must be no less than 75% of the volume weighted average price for the securities calculated over the 15 trading days on which trades in that class were recorded immediately before:

- a) the date on which the price at which the securities are to be issued is agreed; or
- b) if the securities are not issued within 5 trading days of the date in paragraph (a), the date on which the securities are issued.

Risk of economic and voting dilution

An issue of securities under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:

- a) the market price for Shares may be significantly lower on the issue date than on the date of the approval under Listing rule 7.1A; and
- b) the equity securities may be issued at a price that is at a discount to the market price for the Shares on the issue date.

In accordance with Listing Rule 7.3A.2 "Table A" describing the notional possible dilution, based upon various assumptions as stated, is set out in this section below.

Date by which the Company may issue the securities

The period commencing on the date of the Annual General Meeting at which approval is obtained and expiring on the first to occur of the following:

- a) the date which is 12 months after the date of the annual general meeting at which approval is obtained; and
- b) the date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rules 11.1.2 or 11.2.

The approval under Listing Rule 7.1A will cease to be valid in the event that holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.

Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration

It is the Board's current intention that any funds raised pursuant to an issue of securities will be applied towards the Company's growth strategies. This may include:

- a) increasing regulatory capital (Common Equity Tier 1)
- b) working capital for other corporate purposes including investment in systems and processes; and
- c) possible acquisitions of assets or investments, subject to any applicable ASX requirements.

The Company reserves the right to issue shares for non-cash consideration, including as non-cash consideration for any acquisition.

Details of the Company's allocation policy for issues under approval

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- a) the methods of raising funds that are available to the Company including but not limited to, rights issues or other issues in which existing security holders can participate;
- b) the effect of the issue of the Listing Rule 7.1A shares on the control of the Company;
- c) the financial situation and solvency of the Company; and
- d) advice from corporate, financial and broking advisers (if applicable).

The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Previous approvals under Listing Rule 7.1A

At the Company's last Annual General Meeting held on 18 November 2016, security holders approved the Company having the ability to grant 1,801,685 Shares under Listing Rule 7.1A.

Information required under Listing Rule 7.3A.6

GMY has issued 4,504,213 fully paid ordinary shares and 1,740,000 performance rights (equating to 20.0% and 7.7% respectively of equity securities on issue at the beginning of the 12 month period) during the previous 12 month period. The table below details the information required under Listing Rule 7.3A.6:

Date	3 February 2017	10 February 2017	28 March 2017	29 March 2017
<b>Class</b>	Unlisted performance rights* to Key Management Personnel	Unlisted performance rights* to Key Management Personnel	Ordinary shares to wholesale investors	Ordinary shares to wholesale investors
<b>Number issued</b>	40,000	1,700,000	4,398,951	105,262
<b>Issue price</b>	N/A	N/A	\$0.95 per share	\$0.95 per share
<b>Discount to market price</b>	N/A	N/A	\$0.06 per share	\$0.06 per share
<b>Total cash consideration</b>	N/A	N/A	\$4,179,003	\$99,999
<b>Amount of cash consideration spent</b>	N/A	N/A	\$2,150,000	\$99,999
<b>Use of consideration</b>	N/A	N/A	To fund the following: 1. Working capital 2. Continued growth in the loan portfolio 3. Core Banking System replacement 4. Rebranding costs	To fund the following: 1. Working capital 2. Continued growth in the loan portfolio 3. Core Banking System replacement 4. Rebranding costs
<b>Intended use for remaining cash</b>	N/A	N/A	As above	As above
<b>Non-cash consideration</b>	40,000 issued pursuant to an employment agreement	1,700,000 issued pursuant to employment agreements	N/A	N/A
<b>Current value of non-cash consideration</b>	\$40,000	\$844,347	N/A	N/A

\*The performance rights are not listed. They are rights to acquire fully paid ordinary shares in the Company, on the satisfaction of certain performance and/or service conditions pursuant to the Goldfields Money Limited Equity Incentive Plan approved by the Company at the 2016 Annual General Meeting held on 18 November 2016.

The unlisted performance rights issued on 3 February 2017 are subject to a service condition only and vest upon the executive remaining employed with the Company until 1 January 2018, and expire on 30 November 2021.

The unlisted performance rights issued on 10 February 2017 are subject to the continued employment of the executives with the Company and the following performance conditions:

- 33.33% of performance rights issued to participants may vest upon the Company obtaining an ASX Market Capitalisation of \$30 million and subject to the ASX Market Capitalisation exceeding the Company's Net Tangible Assets by 5%;
- 33.33% of performance rights issued to participants may vest upon the Company obtaining an ASX Market Capitalisation of \$45 million and subject to the ASX Market Capitalisation exceeding the Company's Net Tangible Assets by 5%;
- 33.34% of performance rights issued to participants may vest upon the Company obtaining an ASX Market Capitalisation of \$60 million and subject to the ASX Market Capitalisation exceeding the Company's Net Tangible Assets by 5%, or upon the Company being designated a "Bank" under the Banking Act 1959 (Cth), whichever occurs first.

These performance rights also have an expiry date of 30 November 2021.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at 20 September 2017.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at the date of this Notice. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the market price as at 20 September 2017.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		50% decrease in Issue Price	\$1.05 Issue Price	100% increase in Issue Price
Current Variable A* 22,521,066	10% Voting dilution	2,252,106 Shares	2,252,106 Shares	2,252,106 Shares
	Funds raised	\$1,182,356	\$2,364,711	\$4,729,423
50% increase in current Variable A* 33,781,599 Shares	10% Voting dilution	3,378,160 Shares	3,378,160 Shares	3,378,160 Shares
	Funds raised	\$1,773,533	\$3,547,067	\$7,094,134
100% increase in current Variable A* 45,042,132	10% Voting dilution	4,504,212 Shares	4,504,212 Shares	4,504,212 Shares
	Funds raised	\$2,364,711	\$4,729,423	\$9,458,845

\*Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2 which, in the Company's case, equates to the current issued share capital of the Company.

The table has been prepared on the following assumptions:

- the Company issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval;
- no options or performance rights are exercised to convert into Shares before the date of the issue of the Shares available under Listing Rule 7.1A;
- the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- the table does not show an example of dilution that may be caused to a particular Shareholder by reason of a share issue under Listing Rule 7.1A, based on that Shareholder's holding at the date of the Annual General Meeting;
- the table shows only the effect of issues of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- the issue of Shares under Listing Rule 7.1A consists only of Shares; and
- the issue price is \$1.05, being the closing price of the Shares on ASX on 20 September 2017 (rounded to nearest cent).

As at the date of the Notice of Meeting, the Company has on issue 22,521,066 Shares. Subject to Shareholder approval being obtained for Resolution 2 and 3, the Company will have capacity to issue the following equity securities as at the date of the Annual General Meeting:

- (a) 3,378,160 Shares (under Listing Rule 7.1); and
- (b) 2,252,106 Shares (under Listing Rule 7.1A).1

Listing Rule 7.1A requires Resolution 3 to be passed as a special resolution. A special resolution needs approval by at least 75% of the votes cast by members entitled to vote on the resolution.

Recommendation:

The Directors of the Company recommend that Shareholders vote in favour of this Resolution 3.

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## **5. RESOLUTION 4: Approval of Change of Company Name**

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

The Company proposes to change its name from Goldfields Money Limited to Bare Money Limited.

The Company is progressing the completion of a new core banking system which will enable it to deliver a broad range of banking products directly and through third party intermediaries across Australia, as it pursues its strategy of becoming a digital bank. Market research conducted by the Company noted little to no recognition of the brand outside its original market in the Goldfields region of Western Australia.

The new identity reflects the Company's aim of becoming a modern, customer-focussed digital bank catering to a broad range of customers across Australia. The Company has the core values of honesty, transparency and making banking easy for our customers. The name "Bare Money" aligns with these values and the objective of making banking services easy to access, with fair and equitable terms and conditions for our customers in a modern age.

Resolution 5 is a special resolution and therefore, requires approval of 75% or more of all votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a member which is a corporation, by a representative).

In accordance with section 157(3) of the Corporations Act, the change of name will take effect when ASIC alters the details of the Company's registration. The name Bare Money Limited has been reserved by the Company.

The Board will also request the ASX change the Company's ASX Listing Code from "GMY" to "BB1" after the change of name takes effect. The ASX Listing Code "BB1" has been reserved by the Company.

In the 2017 Federal Budget announced on 9 May 2017, the Commonwealth Government announced proposed changes to the Banking Act 1959 which would amend provisions within the Act for Authorised Deposit-taking Institutions to use the word "bank" in their name. The legislative changes are anticipated in the coming months. Approval is sought from shareholders to approve a subsequent change of name from "Bare Money Limited" to "Bare Bank Limited", which is conditional upon the amendments to the Act being approved by the Commonwealth Government, approval by the Australian Prudential Regulation Authority for the Company to use the word "Bank" in its name, and approval by the Australian Securities and Investments Commission, and will occur automatically upon those conditions happening.

Recommendation:

The Directors of the Company, recommend that Shareholders vote in favour of this Resolution 4.

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## **6. RESOLUTION 5: Appointment of KPMG as Auditor of the Company**

RSM has been the auditor of the Company for in excess of 20 years, during which time the audit of the Company has been conducted in an effective and competent manner.

Following a review of services provided to the Company, the Board recommends the appointment of KPMG as auditor. In appointing KPMG, the Board considered the results of a market tender conducted to consider proposals from major accounting firms.

Subject to shareholder approval, the appointment of KPMG will be effective from the resignation of RSM and for the 2017/18 financial year reporting. If KPMG are appointed, arrangements are in place for a smooth transition between audit firms.

RSM will tender its resignation as auditor to the Company and advised it has applied to the Australian Securities and Investment Commission (ASIC) for consent to resign under section 329(5) of the Corporations Act. It is anticipated that RSM's resignation will take effect upon the day that ASIC provides its consent in accordance with section 329(8) of the Corporations Act.

In accordance with subsection 328B(1) of the Corporations Act, notice in writing nominating KPMG as auditor has been received from a member, a copy of which is provided as Annexure A.

The Company has also received a consent to act as auditor of the Company under section 328A of the Corporations Act, duly executed by KPMG.



This Company, pursuant to this Resolution 5, requests shareholder approval pursuant to section 327B(1) of the Corporations Act to appoint KPMG as the Company's auditor.

Recommendation:

The Directors of the Company recommend that Shareholders vote in favour of this Resolution 5.

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**7. RESOLUTION 6: Re-election of Mr James Austin**

Mr James Austin, retires under Article 48(b) of the Company's constitution and seeks re-election. Article 48(b) requires that a Director must retire from office where the Listing Rules require that an election of Directors to be held at an annual general meeting. Directors who retire under Article 48(b) of the Company's constitution are eligible for re-election.

Recommendation:

The Directors of the Company (other than Mr Austin as he is the subject of the resolution), recommend that Shareholders vote in favour of this Resolution 6 and the Chairman will be voting any open proxies in favour of it.

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## VOTING ENTITLEMENTS

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that the shareholding of each Shareholder for the purpose of ascertaining voting entitlements for the Annual General Meeting will be as it appears in the Company's share register on 20 October 2017 at 7:00pm (Sydney time).

### PROXIES

In accordance with section 249L of the Corporations Act and the Company's constitution, Shareholders are advised that:

- each Shareholder has a right to appoint one proxy, and if the Shareholder may cast two or more votes, the Shareholder may appoint two proxies;
- a proxy need not be a Shareholder of the Company; and
- if a Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise; and
- if the appointment does not specify the proportion or number of the Shareholder's votes to be voted by each proxy, each proxy may exercise half of the Shareholder's votes.

In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments:

Online\*                    [www.advancedshare.com.au](http://www.advancedshare.com.au)  
By Mail                    Advanced Share Registry Ltd  
                                  PO Box 1156, Nedlands WA 6909  
By Facsimile            (618) 9262 3723

\*Refer to the Online Proxy Voting section, under "Investors" on the website.

The instrument appointing the proxy must be signed by the Shareholder, or by the Shareholder's attorney who is authorised to sign the instrument under a power of attorney. If a Shareholder is a company it must sign the instrument in accordance with section 127 of the Corporations Act.

A proxy is not entitled to vote unless the instrument appointing the proxy, and the authority under which the instrument is signed or a certified copy of the authority, is either deposited at the registered office of the Company or sent by facsimile to that office, and in each case to be received not less than 48 hours prior to the time of the Annual General Meeting.

If the Proxy Form specifies a way in which the proxy is to vote on any of the Resolutions stated above, then the following applies:

- a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way;
- b) if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands;
- c) if the proxy is the Chairman, the proxy must vote on a poll and must vote that way; and
- d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a Shareholder, the proxy can cast any votes the proxy holds as a Shareholder in any way that the proxy sees fit. If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they see fit.

Should any Resolution, other than those specified in this Notice of Annual General, be proposed at the meeting, a proxy may vote on that Resolution as they see fit.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their Proxy Forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the Resolutions proposed in this Notice of Annual General Meeting, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice of Annual General Meeting.

The Chairman intends to vote any undirected proxies in favour of the Resolutions only if the appointment expressly authorises the Chairman to exercise the proxy.

## VOTING BY CORPORATE REPRESENTATIVE

A corporation may elect to appoint a representative in accordance with section 250D of the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to the Company before the Annual General Meeting.

## DEFINITIONS

In this Explanatory Memorandum and the Notice of Annual General Meeting:

**Annual General Meeting** means the annual general meeting the subject of the Notice of Annual General Meeting.

**Auditor's Report** means the independent auditor's report of the Company.

**Board** means the board of Directors of the Company.

**Chairman** means the chairman or chairperson of the Annual General Meeting.

**Closely Related Party** means a spouse or child of the member; a child of the member's spouse; a dependent of the member or the member's spouse; anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; a company the member controls; or a person prescribed by the *Corporations Regulations 2001* (Cth).

**Company** or **Goldfields Money** means Goldfields Money Limited ACN 087 651 849.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Directors' Report** means the directors' report and declarations of the Company.

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Annual General Meeting.

**Financial Report** means the annual financial report of the Company.

**Key Management Personnel** or **KMP** has the same meaning as in the accounting standards issued by the Accounting Standards Board and broadly includes those persons have authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of the Australian Securities Exchange.

**Notice of Annual General Meeting** means the notice convening the Annual General Meeting, which accompanies this Explanatory Memorandum.

**Proxy Form** means the form of proxy accompanying this Notice of Annual General Meeting.

**Resolution** means a resolution proposed to be passed at the Annual General Meeting and contained in the Notice of Annual General Meeting.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means a person entered in the Company's register as a holder of a Share.

**WST** means Australian Western Standard Time

## MEETING VENUE

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The Goldfields Money Limited Annual General Meeting will be held at 1.00pm (WST) on Monday 23 October 2017 at Level 6, 108 St George's Terrace, Perth WA.

Parking is available at several parking locations close to the venue including:

- Wilson Parking Central Park, 152-158 St George's Terrace, Perth
- Wilson Parking The Quadrant, 1 William Street, Perth
- Wilson Parking The Esplanade, 40 The Esplanade, Perth
- City of Perth Parking – His Majesty's, 377 Murray Street, Perth
- City of Perth Parking – Perth Convention and Exhibition Centre, Mounts Bay Road, Perth

To get to the venue by public transport, please check with Transperth for current information on telephone 13 62 13 or visit [www.transperth.wa.gov.au](http://www.transperth.wa.gov.au).



## ANNEXURE A

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19 September 2017

The Company Secretary  
Goldfields Money Limited  
PO Box 10155  
Kalgoorlie WA 6433

### RE: NOMINATION OF AUDITOR

Pursuant to subsection 328B(1) of the Corporations Act, I nominate KPMG to be appointed as the auditor of Goldfields Money Limited at the Annual General Meeting to be held on 23 October 2017.

I am a shareholder of Goldfields Money Limited.

Yours sincerely

Simon Lyons

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

## Form of Proxy

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

**PLEASE NOTE:** This proxy is solicited on behalf of the management of Goldfields Money Limited ABN 63 087 651 849 (the "Company") for use at the meeting of the shareholders of the Company to be held at Level 6, 108 St George's Terrace, Perth at 1:00pm (WST) on 23 October 2017, or any adjournment thereof (the "Meeting").

I/We being a member/s of Goldfields Money Limited ABN 63 087 651 849 and entitled to attend and vote hereby appoint

	<b>the Chairman of the meeting</b> <u>OR</u> <b>(mark box)</b>	or if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as proxy		<b>PLEASE NOTE:</b> If you leave the section blank, the Chairman of the Meeting will be your proxy.
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or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions at the Meeting.

**Chairman to vote undirected proxies in favour:** I/we acknowledge that the Chairman of the Meeting intends to vote all undirected and available proxies in favour of each resolution.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default) and I/we have not marked any box in step 2 below for Resolution 1 (to indicate a voting intention), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 in accordance with the Chairman's voting intention set out below, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel.

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent \_\_\_\_\_% of my voting right and Proxy 2 is appointed to represent \_\_\_\_\_% of my total votes. My total voting right is \_\_\_\_\_ shares.

**PLEASE NOTE:** If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

**With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, management knows of no such amendment, variation or other matter.**

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for, against or abstain from each resolution by marking the appropriate box in step 2 below.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and your votes will not be counted in computing the required majority on that item.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Ratification of issue of 4,504,213 fully paid ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Approval of Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Appointment of KPMG as Auditor of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Re-election of Mr James Austin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. The Chairman intends to vote FOR each of the resolutions.

### SIGN Signature of Shareholder(s)

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

			/	/
Individual or Shareholder 1	Shareholder 2 (if joint holding)	Shareholder 3 (if joint holding)		
Sole Director and Sole Secretary	Director/Company Secretary	Director	Date	

## Lodge your vote:



### By Mail:

Advanced Share Registry Limited  
PO Box 1156  
Nedlands WA 6909

Alternatively you can fax your form to  
Facsimile: +61 (0) 8 9262 3723

### For Online Vote:

[www.advancedshare.com.au](http://www.advancedshare.com.au)

## For all enquiries call:

Telephone: +61 (0) 8 9389 8033  
Email: [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)

ABN 63 087 651 849

## Proxy Form

### Instructions

- Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
- You must sign this form as follows
  - Individual:** where the holding is in one name, the shareholder must sign.
  - Joint Holding:** where the holding is in more than one name, all shareholders must sign.
  - Power of Attorney:** To sign under Power of Attorney, you must lodge the Power of Attorney with the share registry. If you have not previously lodged this document for notation, 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, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.
- This proxy should be signed in the exact manner as the name that appears on the proxy.
- If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
- Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
- To be effective, proxies must be delivered by shareholders as follows:  
Shareholders must deliver their proxies not less than 48 hours prior to the time of the Meeting by mail to PO Box 1156, Nedlands, 6909, Western Australia or by facsimile at +61 (0) 8 9262 3723 or deliver to the Share Registry of the Company at 110 Stirling Hwy, Nedlands, Western Australia, 6009.
- The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
- This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
- This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
- The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

***Please bring this proxy form to the meeting to assist registration.***

***Turn over to complete the form***



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- Update your holding details
- Reprint various documents online

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