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# **INTERNATIONAL GOLDFIELDS LIMITED**

**ACN 099 544 680**

## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the **2016 Annual General Meeting** will be held at:

**TIME:** 9:00am

**DATE:** 29 March 2018

**PLACE:** 32 Harrogate Street, West Leederville, WA, 6007

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

*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.*

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### Venue

The annual general meeting of the Shareholders to which this Notice of Meeting relates will be held at 9:00am (WST) on Thursday, 29 March 2018 at 32 Harrogate Street, West Leederville WA 6007.

### Voting in person

To vote in person, attend the Meeting at the time, date and 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.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9380 9555.***

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the annual general meeting of Shareholders will be held at 9:00am (WST) on Thursday, 29 March 2018 at 32 Harrogate Street, West Leederville, Western Australia.

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are 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 Annual General Meeting are those who are registered Shareholders at 9:00am (Perth time) on 27 March 2018.

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

### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*"That, for the purposes 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 financial report for the financial year ended 30 June 2016"*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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**3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DAVID TASKER**

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

*“That, for the purpose of clause 13.2 of the Constitution, and for all other purposes, David Tasker, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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**4. RESOLUTION 3 – ELECTION OF DIRECTOR – KENNY KEOGH**

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

*“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Kenny Keogh, a Director who was appointed casually on 5 January 2018, retires, and being eligible, is elected as a Director.”*

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**5. RESOLUTION 4 – ELECTION OF DIRECTOR – NICHOLAS SAGE**

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

*“That, for the purpose of clause 13.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Nicholas Sage, a Director who was appointed casually on 5 January 2018, retires, and being eligible, is elected as a Director.”*

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**6. RESOLUTION 5 – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF CONVERTIBLE NOTES – OKEWOOD PTY LTD**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 350,000,000 Shares to Okewood Pty Limited (or its nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

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**7. RESOLUTION 6 – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF CONVERTIBLE NOTES – CAPE LAMBERT RESOURCES LTD**

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 392,307,692 Shares (or its nominees) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

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**8. RESOLUTION 7 – PLACEMENT – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF CONVERTIBLE NOTES – MAX KAWECKI SUPERANNUATION FUND**

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 75,000,000 Shares to the Max Kaweck Superannuation Fund (or its nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

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**9. RESOLUTION 8 – PLACEMENT – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF CONVERTIBLE NOTES – ANTHONY TORRE**

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 50,000,000 Shares to Anthony Torre (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

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**10. RESOLUTION 9 – PLACEMENT – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF CONVERTIBLE NOTES – NESVEDA GROUP**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 161,500,000 Shares to Nesveda Group (or its nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

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**11. RESOLUTION 10 – PLACEMENT – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF CONVERTIBLE NOTES – DR LIM**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 50,000,000 Shares to Dr Lim (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

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**12. RESOLUTION 11 – PLACEMENT – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF DEBT TO EQUITY - CREDITORS**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 34,890,335 Shares to various creditors of the Company on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person

as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the 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.

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**13. RESOLUTION 12 – APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR’S FEES – STEVEN BROCKHURST**

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

*“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 28,819,984 Director Shares to Mr Brockhurst (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Brockhurst (or his nominee) and any associate of Mr Brockhurst. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled, to vote in accordance with the directions of the Proxy Form or it is cast by the 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.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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**14. RESOLUTION 13 – APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR’S FEES – DAVID TASKER**

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

*“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 41,800,000 Director Shares to Mr Tasker (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Tasker (or his nominee) and any associate of Mr Tasker. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions of the Proxy Form or it is cast by the 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.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or

- (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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**15. RESOLUTION 14 – APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR’S FEES – RAY SHORRICKS**

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

*“That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 28,819,984, Director Shares to Mr Shorricks (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Mr Shorrick (or his nominee) and any associate of Mr Shorrick. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions of the Proxy Form or it is cast by the 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.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

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**Dated: 26 February 2018**

**By order of the Board**



**David Tasker**  
**Director**



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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

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 from [www.asx.com.au](http://www.asx.com.au).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

### **2.3 Previous voting results**

At the Company's previous annual general meeting on 26 November 2015, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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## **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DAVID TASKER**

### **3.1 General**

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Tasker, who has served as a director since 3 May 2013 and was last re-elected on 21 November 2014, retires by rotation and seeks re-election.

### **3.2 Qualifications and other material directorships**

Mr Tasker has extensive experience in the global capital markets, having led the capital markets function, as National Director – Investor Relations, for WWP ANZ owned company Professional Public Relations for more than 13 years. In this role, he directly oversaw the media and investor relations strategy, and associated implementation, for a large range of listed and unlisted companies. He has extensive contacts throughout the Australasian media and investor communities and he has served as a director of Australian public companies.

He is the Managing Director / Founder of boutique investor relations agency Chapter One Advisors. He has also launched and retains co-ownership of leading investor focused publishing assets The Pick and TechInvest (website and magazine).

Mr Tasker holds a Bachelor of Commerce from Murdoch University, Western Australia.

### **3.3 Independence**

If elected the board considers Mr Tasker to be an independent director.

### **3.4 Board recommendation**

The Board supports the re-election of Mr Tasker and recommends that Shareholders vote in favour of Resolution 2.

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## **4. RESOLUTION 3 – ELECTION OF DIRECTOR – KENNY KEOGH**

### **4.1 General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Keogh, having been appointed by other Directors on 5 January 2018 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

#### **4.2 Qualifications and other material directorships**

Mr Keogh is an experienced finance and development professional with experience in mining, oil and gas and renewable projects. Mr Keogh is currently Executive General Manager at UON Pty Ltd. Mr Keogh is based in Western Australia and consults to various private companies and holds key management positions in UON Pty Ltd. Mr Keogh also runs his own successful investment firm which holds interests in mining, services and hospitality businesses. Mr Keogh holds a degree in Accounting and Finance from DBS and also holds an MBA (AIB).

#### **4.3 Independence**

Mr Keogh has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Mr Keogh to be an independent director.

#### **4.4 Board recommendation**

The Board supports the re-election of Mr Keogh and recommends that Shareholders vote in favour of Resolution 3.

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### **5. RESOLUTION 4 – ELECTION OF DIRECTOR – NICHOLAS SAGE**

#### **5.1 General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Sage, having been appointed by other Directors on 5 January 2018 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

#### **5.2 Qualifications and other material directorships**

Mr Sage is an experienced marketing and communications professional with in excess of 25 years in various management and consulting roles. Mr Sage is

based in Western Australia and currently consults to various companies and has held various management roles with Tourism Western Australia. He also funds his management consulting business.

Mr Sage is currently a director of ASX listed companies Cauldron Energy Limited and FE Limited.

### 5.3 Independence

Other than as set out below, Mr Sage has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

Mr Nicholas Sage is the brother of Mr Tony Sage, who controls Okwood. Mr Nicholas Sage has advised the Board that he and Mr Tony Sage are associates or that their relationship will affect his ability to discharge his duties as a Director.

### 5.4 Other material information

To comply with Corporate Governance Recommendation 1.2, disclosure of any material adverse information revealed by background checks of the director the subject of this Resolution should be disclosed in the Notice. Where there is no material adverse information there is no requirement to include a positive statement to that effect (i.e. the Notice can remain silent). Company to provide any information on Directors that could be considered materially adverse.

### 5.5 Board recommendation

The Board supports the re-election of Mr Sage and recommends that Shareholders vote in favour of Resolution 4.

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## 6. INTRODUCTION TO RESOLUTIONS 5 TO 13 – DEBT FOR EQUITY CONVERSIONS

As disclosed in the 2016 Annual Report, the Company financial position is critical, with total debts as at 30 June 2016 of approximately \$4,561,825. To facilitate its recapitalisation and subject to Shareholder approval, the Company proposes the following debt for equity conversions, with the Company's capital structure to be as follows:

Holder	Shares <sup>1</sup>	% <sup>1</sup>
Existing Shareholders	814,542,456	40.17
Okewood Pty Limited, which holds convertible loan agreements with a face value of \$350,000	350,000,000	17.26
Cape Lambert Resources Limited, which is owed \$392,308	392,307,692	19.35
Creditors with loans of a collective face value of \$573,000	336,500,000	16.60
Trade creditors	34,890,335	1.72

Directors (former Directors and Mr Tasker, a current Director), in lieu of Directors' fees	99,439,967	4.90
Total	2,027,680,450	

This assumes all creditors agree conversion on the terms proposed.

The Directors, other than Mr Tasker with respect to Resolution 13, recommend that Shareholders approve Resolutions 5 to 13 as it will recapitalise the Company and provide it with an opportunity to seek acquisitions and raise further capital, which may provide a return for Shareholders.

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## 7. RESOLUTION 5 – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF CONVERTIBLE NOTES – OKEWOOD PTY LTD

### 7.1 General

On 11 September 2013, the Company entered into the following loan agreements:

- (a) a loan agreement with Phillip John Coulson (**Coulson**) with a face value of \$150,000 (**Coulson Loan**);
- (b) a loan agreement with Kobia Holdings Pty Ltd (ACN 127 642 264) (**Kobia**) with a face value of \$100,000 (**Kobia Loan**); and
- (c) a loan agreement with Troca Enterprises Pty Ltd (ACN 092 766 839) (**Troca**) with a face value of \$100,000 (**Troca Loan**),

(together, the **2013 Loans**).

The Company entered into the 2013 Loans for the purposes of assisting with the proposed WinterGarden acquisition (this transaction was subsequently terminated).

On 1 November 2017, Okewood Pty Ltd (**Okewood**), an entity controlled by Mr Tony Sage, entered into a deed of novation with each of the Company, Coulson, Kobia and Troca, under which Okewood assumed all rights and obligations of Coulson, Kobia and Troca under the 2013 Loans (**Okewood Deeds of Novation**).

On 14 February 2018 the Company and Okewood agreed that the Company would issue 350,000,000 Shares in full satisfaction of the 2013 Loans (as novated), with that number of Shares to be issued following this Meeting such that Okewood will not exceed the 20% threshold in the Corporations Act, and the balance to be issued when Okewood can acquire the Shares without exceeding the 20% threshold in the Corporations Act.

Resolution 5 seeks Shareholder approval for the issue of up to 350,000,000 Shares at a deemed issue price of \$0.001 in consideration for full satisfaction of amounts owed under the 2013 Convertible Loans (as novated).

### 7.2 Technical information required by ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month

period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The effect of Resolution 5 will be to allow the Directors to issue the New Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of the New Shares:

- (a) the maximum number of Shares to be issued is 350,000,000.
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Shares will occur on the same date;
- (c) the Shares will be issued for nil cash consideration in satisfaction of amounts owed to pursuant to the Okewood Deeds of Novation;
- (d) the New Shares will be issued to Okewood, who is not a related party of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue as the Shares will be issued in satisfaction of all amounts owing under the 2013 Loans (as novated).

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## **8. RESOLUTION 6 – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF CONVERTIBLE NOTES – CAPE LAMBERT RESOURCES LTD**

### **8.1 General**

The Company entered into two loan agreements with Cape Lambert Resources Limited (ACN 095 047 920) (**Cape Lambert**) as follows:

- (a) \$200,000 entered on 24 May 2014; and
- (b) \$192,308 (US\$150,000) entered on 12 May 2015,

(together, **the Cape Lambert Loans**).

The Company entered into the Cape Lambert Loans for exploration of the Company's current projects and working capital purposes.

On 14 February 2018 the Company and Cape Lambert agreed that the Company would issue 392,307,692 Shares in full satisfaction of the Cape Lambert Loans, with that number of Shares to be issued following this Meeting such that Cape Lambert will not exceed the 20% threshold in the Corporations Act, and the balance to be issued when Cape Lambert can acquire the Shares without exceeding the 20% threshold in the Corporations Act.

Resolution 6 seeks Shareholder approval for the issue of 392,307,692 Shares at a deemed issue price of \$0.001 in full satisfaction of amounts owed to the Cape Lambert Loans.

A summary of ASX Listing Rule 7.1 is set out in Section 7.2 above.

The effect of Resolution 6 will be to allow the Company to issue the Shares pursuant to Resolution 6 during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

## **8.2 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue:

- (a) the maximum number of Shares to be issued is 392,307,692.
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares will be issued for nil cash consideration in satisfaction of amounts owed to pursuant to the convertible note;
- (d) the Shares will be issued to Cape Lambert Resources Limited (or nominee), who is not a related party of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue as the Shares are being issued in consideration for satisfaction of amounts owing to the Convertible Noteholders.

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## **9. RESOLUTION 7 – PLACEMENT – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF CONVERTIBLE NOTES – MAX KAWECKI SUPERANNUATION FUND**

### **9.1 General**

The Company is currently negotiating with the Max Kawecky Superannuation Fund to convert a debt owing under a convertible loan facility with the Company to Shares. Resolution 7 seeks Shareholder approval for, in the event conversion on the terms set out in this Notice of Meeting is agreed, the issue of 75,000,000 Shares at a deemed issue price of \$0.002 in consideration for the full satisfaction of amounts owed to the Max Kawecky Superannuation Fund under the convertible loan facility.

A summary of ASX Listing Rule 7.1 is set out in Section 7.2 above.

The effect of Resolution 7 will be to allow the Company to issue the Shares pursuant to Resolution 7 during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

The Company will, in the event agreement is not reached with the Max Kawecky Superannuation Fund, withdraw the Resolution from consideration at the Meeting.

## **9.2 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue:

- (a) the maximum number of Shares to be issued is 75,000,000.
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares will be issued for nil cash consideration in satisfaction of amounts owed to pursuant to a convertible loan facility;
- (d) the Shares will be issued to Max Kaweck Super Fund (or nominee), who is not a related party of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue as the Shares are being issued in consideration for satisfaction of amounts owing to the Convertible Noteholders.

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## **10. RESOLUTION 8 – PLACEMENT – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF CONVERTIBLE NOTES – ANTHONY TORRE**

### **10.1 General**

The Company is currently negotiating with Mr Anthony Torre to convert a debt owing under a convertible loan facility with the Company to Shares. Resolution 8 seeks Shareholder approval for, in the event conversion on the terms set out in this Notice of Meeting is agreed, the issue of 50,000,000 Shares at a deemed issue price of \$0.002 in consideration for the full satisfaction of amounts owed to Mr Torre under the convertible loan facility.

A summary of ASX Listing Rule 7.1 is set out in Section 7.2 above.

The effect of Resolution 8 will be to allow the Company to issue the Shares pursuant to Resolution 8 during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

The Company will, in the event agreement is not reached with Mr Torre, withdraw the Resolution from consideration at the Meeting.

### **10.2 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue:

- (a) the maximum number of Shares to be issued is 50,000,000.
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver



or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;

- (c) the Shares will be issued for nil cash consideration in satisfaction of amounts owed to pursuant to a convertible loan facility;
- (d) the Shares will be issued to Anthony Torre (or nominee), who is not a related party of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue as the Shares are being issued in consideration for satisfaction of amounts owing to the Convertible Noteholders.

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## **11. RESOLUTION 9 – PLACEMENT – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF CONVERTIBLE NOTES – NESVEDA GROUP**

### **11.1 General**

The Company is currently negotiating with Nesveda Group to convert a debt owing under a convertible loan facility with the Company to Shares. Resolution 9 seeks Shareholder approval for, in the event conversion on the terms set out in this Notice of Meeting, the issue of 161,500,000 Shares at a deemed issue price of \$0.002 in to the Nesveda Group in consideration for the full satisfaction of amounts owed under the convertible loan facility.

A summary of ASX Listing Rule 7.1 is set out in Section 7.2 above.

The effect of Resolution 9 will be to allow the Company to issue the Shares pursuant to Resolution 9 during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

The Company will, in the event agreement is not reached with Nesveda Group, withdraw the Resolution from consideration at the Meeting.

### **11.2 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue:

- (a) the maximum number of Shares to be issued is 161,500,000.
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares will be issued for nil cash consideration in satisfaction of amounts owed to pursuant to the convertible note;
- (d) the Shares will be issued to the Nesveda Group (or its nominee), who are not related parties of the Company;

- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue as the Shares are being issued in consideration for satisfaction of amounts owing to the Convertible Noteholders.

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## **12. RESOLUTION 10 – PLACEMENT – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF CONVERTIBLE NOTES – DR LIM**

### **12.1 General**

The Company is currently negotiating with Dr Lim to convert a debt owing under a convertible loan facility with the Company to Shares. Resolution 10 seeks Shareholder approval for, in the event conversion on the terms set out in this Notice of Meeting, the issue of 50,000,000 Shares at a deemed issue price of \$0.002 in consideration for the full satisfaction of amounts owed under the convertible loan facility.

A summary of ASX Listing Rule 7.1 is set out in Section 7.2 above.

The effect of Resolution 10 will be to allow the Company to issue the Shares pursuant to Resolution 10 during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

The Company will, in the event agreement is not reached with Dr Lim, withdraw the Resolution from consideration at the Meeting.

### **12.2 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue:

- (a) the maximum number of Shares to be issued is 50,000,000.
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares will be issued for nil cash consideration in satisfaction of amounts owed to pursuant to the convertible note;
- (d) the Shares will be issued to Dr Lim (or nominee), who is not a related party of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue as the Shares are being issued in consideration for satisfaction of amounts owing to the Convertible Noteholders.

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**13. RESOLUTION 11 – PLACEMENT – APPROVAL FOR ISSUE OF SHARES ON CONVERSION OF DEBT TO EQUITY – TRADE CREDITORS****13.1 General**

Resolution 11 seeks Shareholder approval for the issue of up to 34,890,335 Shares at a deemed issue price of \$0.002 in consideration for the full satisfaction of debts arising from the provision of services to the Company for corporate, capital raising, accounting, company secretarial, business development or management services and the provision of general advise.

A summary of ASX Listing Rule 7.1 is set out in section 7.2 above.

The effect of Resolution 11 will be to allow the Company to issue the Shares pursuant to Resolution 11 during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

**13.2 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue:

- (a) the maximum number of Shares to be issued is 34,890,335;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares will be issued for nil cash consideration in satisfaction of debts arising from consultancy, corporate, capital raising, accounting, business development, management and company secretarial services previously provided to the Company;
- (d) the Shares will be allotted and issued to the following persons (or their nominees), who are not related parties of the Company;

<b>Person</b>	<b>Shares</b>
ANTHONY EASTMAN	3,944,550
BDO	7,241,110
Intuitive Pty Ltd	3,201,000
Okewood Pty Ltd	8,309,125
Stocks Digital	6,600,000
Tournesol Consulting Ltd	3,944,550
Ventnor Capital	1,650,000

- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and

- (f) no funds will be raised from the issue as the Shares are being issued in consideration for the consultancy, management and company secretarial services provided to the Company.

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## 14. RESOLUTIONS 12, 13 AND 14 – APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR'S FEES

### 14.1 General

The Directors (including former Directors) have elected to accrue a portion of their fees for services to the Company.

These fees have been treated as accrued expenses in the records of the Company and reported in the audited accounts of the Company. The Company is proposing that accrued director fees are converted into Shares in the Company.

The Shares (**Director Shares**) to be issued to the Directors have been determined based on the same terms and conditions of the conversions referred to in Resolutions 6 to 11, at a deemed issue price of \$0.002 per Share.

Resolutions 12, 13 and 14 seek Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of the 99,439,967 Director Shares (together, the **Director Securities**) to Messrs Steven Brockhurst, David Tasker and Ray Shorricks in lieu of accrued fees as follows:

- (a) 28,819,984 Director Shares to Mr Steven Brockhurst (or his nominee) pursuant to Resolution 12;
- (b) 41,800,000 Director Shares to Mr David Tasker (or his nominee) pursuant to Resolution 13; and
- (c) 28,819,984 Director Shares to Mr Ray Shorricks (or his nominee) pursuant to Resolution 14,

### 14.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Director Securities constitutes giving a financial benefit and Messrs Brockhurst, Tasker and Shorricks are related parties of the Company by being Directors or former Directors.

The Board has considered Chapter 2E of the Corporations Act (Related party provisions) and, as the Director Securities are being issued at the same deemed issue price as under Resolutions 7 to 11, determined that the issue of Director Securities is on terms that are reasonable in the circumstances if the Company

and the persons to be issued the Director Securities were dealing at arm's length so that Shareholder approval is not required by Chapter 2E.

### **14.3 ASX Listing Rule 10.11**

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Director Securities involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

### **14.4 Technical information required by ASX Listing Rule 10.11**

Pursuant to and in accordance with ASX Listing Rule 10.13, the information below is provided in relation to the issue of the Director Securities:

- (a) the Director Securities will be granted to Messrs Brockhurst, Tasker and Shorricks (or their nominees);
- (b) the number of Director Securities to be issued is 99,439,967 Director Shares as follows:
  - (i) 28,819,984 Director Shares to Mr Steven Brockhurst (or his nominee) in satisfaction of director fees owing from September 2016 through to December 2017;
  - (ii) 41,800,000 Director Shares to Mr David Tasker (or his nominee) in satisfaction of director fees owing from July 2017 to January 2018 and
  - (iii) 28,819,984 Director Shares to Mr Ray Shorricks (or his nominee) in satisfaction of director fees owing from September 2016 to December 2017,
- (c) the Director Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules). It is intended that allotment will occur on the same date and as soon as practicable following the Meeting;
- (d) the Director Securities will be issued for no cash consideration rather the Director Securities are being issued in lieu of the following fees owing to the Directors:
  - (i) Steven Brockhurst: \$57,640;
  - (ii) David Tasker \$83,600; and
  - (iii) Ray Shorricks: \$57,640;

- (e) the Director Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised as the Director Securities are being issued in consideration for director services provided to the Company.

Approval pursuant to Listing Rule 7.1 is not required to issue the Shares as approval is being obtained under ASX Listing Rule 10.11. The issue of the Shares will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

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## GLOSSARY

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**\$** means Australian dollars.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) 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;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means International Goldfields Limited (ACN 099 544 680).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Managing Director** means the managing director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2016 or 30 June 2017 as the context requires.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**WST** means Western Standard Time as observed in Perth, Western Australia.



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**PROXY FORM**

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**INTERNATIONAL GOLDFIELDS LIMITED**  
**ACN 099 544 680**

**2016 ANNUAL GENERAL MEETING**

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

**OR:**

the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 9:00am, on 29 March 2018 at 32 Harrogate Street, West Leederville, WA, 6007, and at any adjournment thereof.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**

**Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.**

**CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES**

**The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.**

**Voting on business of the Meeting**

		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1	ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	RE_ELECTION OF DIRECTOR – DAVID TASKER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	ELECTION OF DIRECTOR – KENNY KEOGH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	ELECTION OF DIRECTOR – NICHOLAS SAGE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	APPROVAL ISSUE OF SHARES ON CONVERSION OF DEBT TO EQUITY – OKEWOOD PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	APPROVAL ISSUE OF SHARES ON CONVERSION OF DEBT TO EQUITY – CAPE LAMBERT RESOURCES PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	APPROVAL ISSUE OF SHARES ON CONVERSION OF DEBT TO EQUITY - MAX KAWECKI SUPERANNUATION FUND	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	APPROVAL ISSUE OF SHARES ON CONVERSION OF DEBT TO EQUITY – ANTHONY TORRE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	APPROVAL ISSUE OF SHARES ON CONVERSION OF DEBT TO EQUITY – NESVEDA GROUP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	APPROVAL ISSUE OF SHARES ON CONVERSION OF DEBT TO EQUITY – DR LIM	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	APPROVAL ISSUE OF SHARES ON CONVERSION OF DEBT TO EQUITY – CREDITORS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	APPROVAL FOR ISSUE OF SHARES IN LIEU OF DIRECTORS FEES – STEVEN BROCKHURST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	APPROVAL FOR ISSUE OF SHARES IN LIEU OF DIRECTORS FEES – DAVID TASKER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14	APPROVAL FOR ISSUE OF SHARES IN LIEU OF DIRECTORS FEES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Voting on business of the Meeting**

– RAY SHORRICKS

**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.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

**Signature of Shareholder(s):**

**Individual or Shareholder 1**

Sole Director/Company Secretary

**Shareholder 2**

Director

**Shareholder 3**

Director/Company Secretary

**Date:** \_\_\_\_\_

**Contact name:** \_\_\_\_\_

**Contact ph (daytime):** \_\_\_\_\_

**E-mail address:** \_\_\_\_\_

**Consent for contact by e-mail  
in relation to this Proxy Form:**

YES  NO

## Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. 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 Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders 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 Proxy 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. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** 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.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to International Goldfields Limited, PO Box 1385, West Leederville, WA, 6901; or
  - (b) facsimile to the Company on facsimile number +61 8 9380 9666; or
  - (c) email to the Company at melissac@capelam.com.au **AND** catherineg@felimited.com.au,

so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**