



Goldfields Money Limited

ABN 63 087 651 849

Notice of Annual General Meeting and Explanatory Memorandum

The University Club of Western Australia
University of Western Australia
Seminar Room 3
Crawley Western Australia 6009

Friday 18 November 2016 at 11:00am (WST)

An electronic copy of the Goldfields Money Limited 2016 Annual Financial Report can be found at
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 11.00am (WST) on Friday 18 November 2016 at The University Club of Western Australia, Seminar Room 3, University of Western Australia, Crawley Western Australia 6009. Please refer to the attached map for directions to The University Club, University of Western Australia, Crawley.

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

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report of the Company for the year ended 30 June 2016, together with the Directors' Report and the independent Auditor's Report.

No resolution is required to be moved for this item.

RESOLUTION 1: Re-election of Mr Peter Wallace

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

That Mr Peter Wallace, being a Director of the Company who retires in accordance with Article 48(a) of the Company's constitution, and being eligible, be re-elected as a Director.

RESOLUTION 2: Re-election of Mr Keith John

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

That Mr Keith John, being a Director of the Company who retires in accordance with Article 48(c) of the Company's constitution, and being eligible, be re-elected as a Director.

RESOLUTION 3: Ratification of issue of 2,350,024 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 2,350,024 fully paid ordinary shares to sophisticated and institutional investors as described in the Explanatory Memorandum, be approved.

Voting exclusion statement on Resolution 3:

A vote on Resolution 3 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 3

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 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.

RESOLUTION 4: 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 4:

A person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or an associate of such person. In accordance with Listing Rule 14.11.1 and the relevant note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

RESOLUTION 5: 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 Financial Report for the financial year ended 30 June 2016.

Voting prohibition statement on Resolution 5:

Votes cannot be cast on Resolution 5 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.

RESOLUTION 6: Approval of Goldfields Money Limited Equity Incentive Plan

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

That, for the purpose of Listing Rule 7.2, Exception 9(b), section 260C(4) of the Corporations Act 2001 (Cth) and for all other purposes, shareholders approve the issue of securities under the Goldfields Money Equity Incentive Plan on the terms described in the Explanatory Memorandum that forms part of the Notice of Meeting.

Voting exclusion statement on Resolution 6:

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 6 by any director of the Company who is eligible to participate in the Goldfields Money Limited Equity Incentive Plan, their nominees (if applicable) and their associates.

However, the Company need not disregard a vote cast on Resolution 6 if (a) 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 (b) 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.

In addition, a vote must not be cast on Resolution 6 as a proxy by Prohibited Voter at the date of the AGM, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on

voting undirected proxies does not apply to the Chairman of the Meeting because Goldfields Money's proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

RESOLUTION 7: Remuneration of Non-Executive Directors

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

That in accordance with Listing Rule 10.17 and Article 51(a) of the Company's Constitution, the maximum aggregate remuneration provided by Goldfields Money Limited to all the Non-Executive Directors for their services to the Company as Directors be increase by \$300,000 to \$500,000 in any year, effective from the date of the meeting.

Voting exclusion statement on Resolution 7:

Pursuant to ASX Listing Rules 10.17 and 14.11, Directors and their "associates" within the meaning of the ASX Listing Rules are excluded from voting on Resolution 7. However, a Director or associate of a director may vote directed proxies for someone other than a Director or their associate. Further, the Chairman can vote undirected proxies provided that the proxy expressly authorises the Chairman to do so.

Voting prohibition statement on Resolution 7:

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

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

However, the above prohibition does not apply if:

- (d) the proxy is the Chair; and
- (e) 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.

By order of the Board

Michael Verkuylen
Company Secretary
13 October 2016

EXPLANATORY MEMORANDUM

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 The University Club of Western Australia, Seminar Room 3, The University of Western Australia, Crawley Western Australia 6009 at 11:00am (WST) on 18 November 2016.

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.

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 2016, 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: Michael Verkuylen

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.

RESOLUTION 1: Re-election of Mr Peter Wallace

Mr Peter Wallace, retires under Article 48(a) of the Company's constitution and seeks re-election. Article 48(a) requires that a Director must retire from office no later than the longer of the third Annual General Meeting of the Company or 3 years, following that Director's last election or appointment. Directors who retire under Article 48(a) of the Company's constitution are eligible for re-election.

Recommendation:

The Directors of the Company (other than Mr Wallace as he is the subject of the resolution), recommend that Shareholders vote in favour of this Resolution 1 and the Chairman will be voting any open proxies in favour of it.

RESOLUTION 2: Re-election of Mr Keith John

Mr Keith John, was appointed by the board of directors on 27 May 2016 and retires in accordance with Article 48(c) of the Company's constitution and seeks re-election. Article 48(c) requires that a Director appointed by the Board holds office until the next Annual General Meeting and is eligible for re-election.

Recommendation:

The Directors of the Company (other than Mr John as he is the subject of the resolution), recommend that Shareholders vote in favour of Resolution 2 and the Chairman will be voting any open proxies in favour of it.

RESOLUTION 3: Ratification of issue of 2,350,024 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 May 2016 to existing and new institutional and sophisticated investors via a share placement (the Placement).

On 10 May 2016, the Company issued 2,350,024 Shares at an issue price of \$0.90 per Share to existing and new institutional and sophisticated investors 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 3, 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 3.

RESOLUTION 4: 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 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 Shares 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 shares 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 a table describing the notional possible dilution, based upon various assumptions as stated, is set out 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

No previous approval has been given.

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 11 October 2016.

The table also shows:

- a) 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
- b) 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 11 October 2016.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.50 50% decrease in Issue Price	\$1.00 Issue Price	\$2.00 100% increase in Issue Price
Current Variable A* 18,016,853	10% Voting dilution	1,801,685 shares	1,801,685 shares	1,801,685 shares
	Funds raised	\$900,842	\$1,801,685	\$3,603,370
50% increase in current Variable A* 27,025,279 Shares	10% Voting dilution	2,702,528 shares	2,702,528 shares	2,702,528 shares
	Funds raised	\$1,351,264	\$2,702,528	\$5,405,056
100% increase in current Variable A* 36,033,706	10% Voting dilution	3,603,371 shares	3,603,371 shares	3,603,371 shares
	Funds raised	\$1,801,685	\$3,603,371	\$7,206,742

*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:

- a) the Company issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval;
- b) no options are exercised to convert into Shares before the date of the issue of the Shares available under Listing Rule 7.1A;
- c) 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%;
- d) 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;
- e) 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;
- f) the issue of Shares under Listing Rule 7.1A consists only of Shares; and
- g) the issue price is \$1.00, being the closing price of the Shares on ASX on 7 October 2016 (rounded to nearest cent).

As at the date of the Notice of Meeting, the Company has on issue 18,016,853 Shares. Subject to Shareholder approval being obtained for Resolution 3 and 4, the Company will have capacity to issue the following equity securities as at the date of the Annual General Meeting:

- (a) 2,702,528 Shares (under Listing Rule 7.1); and
- (b) 1,801,685 Shares (under Listing Rule 7.1A).1

Listing Rule 7.1A requires Resolution 4 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 4.

RESOLUTION 5: 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 2016 Annual Financial Report.

The Remuneration Report is set out in the Company's 2016 Annual Financial Report and is also available on the Company's website 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 2016 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 2015, the votes cast against the adoption of the remuneration report considered at that annual general meeting were less than 25%.

Recommendation:

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

RESOLUTION 6: Approval of Goldfields Money Limited Equity Incentive Plan

The Company seeks Shareholder approval for the approval of the Goldfields Money Limited Equity Incentive Plan (Plan). Resolution 6 seeks Shareholder approval for three years so that securities issued under the Plan are not included within the limit of 15% of issued shares that can be issued without Shareholder approval.

Background

The Board believes that an equity-based incentive is a key component of the "at-risk" remuneration arrangements for employees. As such the Directors of the Company seek authorisation to issue Plan Interests under the Goldfields Money Limited Equity Incentive Plan (the Plan) in accordance with ASX Listing Rule 7.2, Exception 9(b) so that any Shares issued under the Plan will be excluded from the maximum number of new Shares that may be issued by the Company in any 12 month period for a period of three years from the date of approval. The Board considers it desirable to maintain this flexibility so that it may access capital under ASX Listing Rule 7.1 through subsequent issues as required.

The Company is also seeking Shareholder approval of the Plan in order that it may obtain the benefit of the exemption in section 260C(4) of the Corporations Act for financial assistance provided under an employee share scheme approved by shareholders.

Overview of the Equity Incentive Plan

The Board believes that in order to attract and retain talented employees and provide at-risk incentives which continue to align Eligible Employees with the Company's strategies, a flexible equity plan should be established to allow the Board to grant different types of performance-based awards depending upon the prevailing circumstances.

Accordingly, the Board has established the Plan. Under the Plan, the Company will be able to grant appropriately structured short-term as well as long-term incentive awards to Eligible Employees. The Plan will provide the Board with flexibility to grant equity incentives to Eligible Employees in the form of Plan Shares, Rights or Options, collectively, Plan Interests, which will vest only on the satisfaction of appropriate hurdles.

A copy of the terms and conditions of the Plan is available at the Company's website, www.goldfieldsmoney.com.au or by calling the Company Secretary on (08) 9438 8888.

A summary of the terms of the Plan is set out below.

Disclosure Relief

ASIC Class Order 14/1000 provides that the Company is not required to issue a prospectus for the offer of eligible products (which include Plan Interests) to employees under the Plan provided a number of conditions are satisfied, including without limitation:

- the Plan Interests may not be exercised unless the Company's Shares have been quoted on ASX or an approved foreign exchange throughout the 12 month period immediately before the exercise of the Plan Interests without suspension for more than a total of 5 trading days during that period; and
- the total number of Shares that would be issued under the Plan, were each Option issued pursuant to the Plan exercised and each Right issued pursuant to the Plan vested and exercised, and the number of Shares issued by the Company pursuant to any employee share or option scheme implemented by the Company during the previous 3 years may not exceed 5% of the total number of Shares on issue as at the date any Plan Interests are offered pursuant to the Plan.

Summary of the Plan

The Board is empowered under the Plan terms and conditions to determine the key terms of any Plan Interest allocated under the Plan.

Eligibility

The Plan is open to eligible employees, namely employees and executives of the Company (or a subsidiary of the Company) or any other person whom the Board determines to be eligible to participate in the Plan from time to time (Eligible Employees).

Participation

Each Eligible Employee who acquires a legal or beneficial interest in a Plan Interest (including the legal personal representative of the person) becomes a 'Participant' in the Plan.

Invitation

An offer by the Board to acquire a Plan Interest and become a Participant in the Plan will be in such form and subject to such conditions as the Board determines.

The invitation will specify the terms attaching to the offer, including each of the following (as applicable):

- the number of Plan Interests to which the invitation relates;
- the date the Plan Interests will be allotted;
- any amount payable by Eligible Employees to acquire the Plan Interests;
- any exercise price payable by Participants;
- the date which unvested Plan Interests will lapse or expire (Expiry Date);
- any conditions that must be satisfied in relation to a Participant's and/or the Company's performance during a specified period (Performance Conditions);
- any requirements additional to the Performance Conditions that must be met to release Plan Interests from the Plan (and deliver Shares to Participants) (Vesting Conditions);
- any conditions that must be satisfied before a Plan Share can be disposed of by a Participant (Disposal Restrictions); and
- any conditions that will result in the forfeiture of a Plan Interest (Forfeiture Conditions).

Rights of Participants

Unless Forfeiture Conditions are triggered or the Expiry Date reached, Plan Interests remain subject to the terms and conditions of the Plan until all applicable Performance Conditions, Vesting Conditions and Disposal Restrictions are achieved.

Where Options or Rights have been granted, upon exercise or vesting (as applicable), Participants will receive either a beneficial entitlement to Plan Shares (ie subject to Disposal Restrictions) or a legal and beneficial entitlement to Shares (which are no longer held under the Plan). Plan

Shares will rank equally with Shares in respect of dividends and voting entitlements.

Where Rights are granted, depending on the invitation terms specified, the Board may determine in its absolute discretion that a vested Right will be satisfied by the Company making a cash payment to the Participant in lieu of allocating Shares (Indeterminate Rights).

Where Options or Rights have been granted, a Participant is not entitled to participate in a new issue of Shares made by the Company to Shareholders unless and until such Options or Rights have been exercised or vested (as applicable).

A holder of Plan Interests is not entitled to participate in a new issue of Shares or other securities made by the Company to Shareholders merely because he or she holds Options or Performance Rights.

The Company will apply for quotation on the official list of the ASX of the Plan Shares or Shares (as the case may be) issued upon the exercise of an Option or a vested Performance Right that vests under the Plan. The Company will not seek official quotation by ASX of any Options or Performance Rights.

In the event of a change of control, the Board may give notice to Participants and discretion to deal with the Plan Interests by:

- converting Participants' Performance Rights to Shares whether or not all conditions have been met;
- permitting the exercise of some or all Options whether or not Vesting Conditions have been met; and/or
- removing any Disposal Restrictions attaching to Plan Shares.

Assignment

Plan Interests issued under the Plan are not transferable or assignable.

Administration

The Plan will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to any applicable Listing Rules) in addition to those set out in the Plan.

Termination and amendment

The Plan may be terminated or suspended at any time by the Board but any such suspension or termination will not

affect nor prejudice rights of any Participant holding Plan Interests at that time. The Plan may be amended at any time by the Board.

Executive Award – FY17 Award

Under the Executive Award, Senior Executives will be allocated a number of Performance Rights that may vest in separate tranches upon each of the following milestones being achieved (each a "Vesting Date"):

- the Company obtaining an ASX Market Capitalisation amount of AUD\$30m – 33.33% of the Performance Rights will vest;
- the Company obtaining an ASX Market Capitalisation amount of AUD\$45m – 33.33% of the Performance Rights will vest; and
- the Company obtaining an ASX Market Capitalisation amount of AUD\$60m, or upon the Company being designated a "Bank" under the Banking Act 1959 (Cth) (whichever occurs first) - 33.34% of the Performance Rights will vest,

but provided that at the relevant Vesting Date:

- ASX Market Capitalisation exceeds the Net Tangible Assets of the Company by 5%; and
- the Participant remaining employed by the Company.

The Participant may exercise vested Performance Rights for the period up until 29 November 2021. Any unexercised Performance Rights will lapse on 30 November 2021.

Upon exercise, the Company will deliver the Participant fully paid ordinary Shares which will be either purchased on-market or issued from the capital of the Company at the election of the Board.

Generally, Performance Rights that have not vested will lapse on the earlier of:

- a relevant Performance Condition not being met by 31 August 2021; or
- if the Participant ceases employment with the Company.

Employee Award – FY17 Award

Under the Employee Award, all employees will be invited to acquire Shares via salary sacrifice. If employees wish to participate in this Award, then they can elect to participate in the:

- \$1,000 Tax Exempt Offer; or
- \$5,000 Tax Deferred Offer.

Under both Offers, Plan Shares will be held under the Plan until the earlier of

- 3 years from grant; or
- If the Participant ceases employment with the Company, that date.

Further information about the Executive Award and the Employee Award will be contained in the Company's 2017 Remuneration Report.

Technical Information (for the purposes of the ASX Listing Rules)

The Plan is being introduced in 2016 and as such, there have been no prior awards under the Plan.

RESOLUTION 7: Remuneration of Non-Executive Directors

Article 51(a) of the Company's Constitution provides that, the Company may pay or provide to the Non-Executive Directors fees in an amount or value determined by the Board which does not in any financial year exceed in aggregate the amount determined by the Company in general meeting. Currently the aggregate amount which may be provided to all Non-Executive Directors is \$200,000 as approved by Shareholders at the 2013 AGM.

The Board seeks approval to increase the aggregate amount from which all the Non-Executive Directors may be paid to \$500,000.

The proposed increase has been determined by the Board to provide for the following factors:

- The need to continue to be able to attract and retain candidates of the calibre and experience necessary to govern the Company;
- Align the amounts paid to directors more closely with amounts paid to other public company directors; and
- The wide ranging and increasing demands on directors of corporate legislation, governance and regulatory authorities.

The Board envisages the increase will provide sufficient scope for these factors over the next 3 years. It also envisages that for the current financial year the Board will not pay more than \$350,000 in aggregate to Non-Executive Directors.

Non-Executive Directors are not granted equity, nor are they eligible to receive bonus payments. Non-Executive Directors have not been issued to Non-Executive Directors under Listing Rules 10.11 or 10.14 with shareholder approval at any time within the preceding 3 years.

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 16 November 2016 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
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.

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.

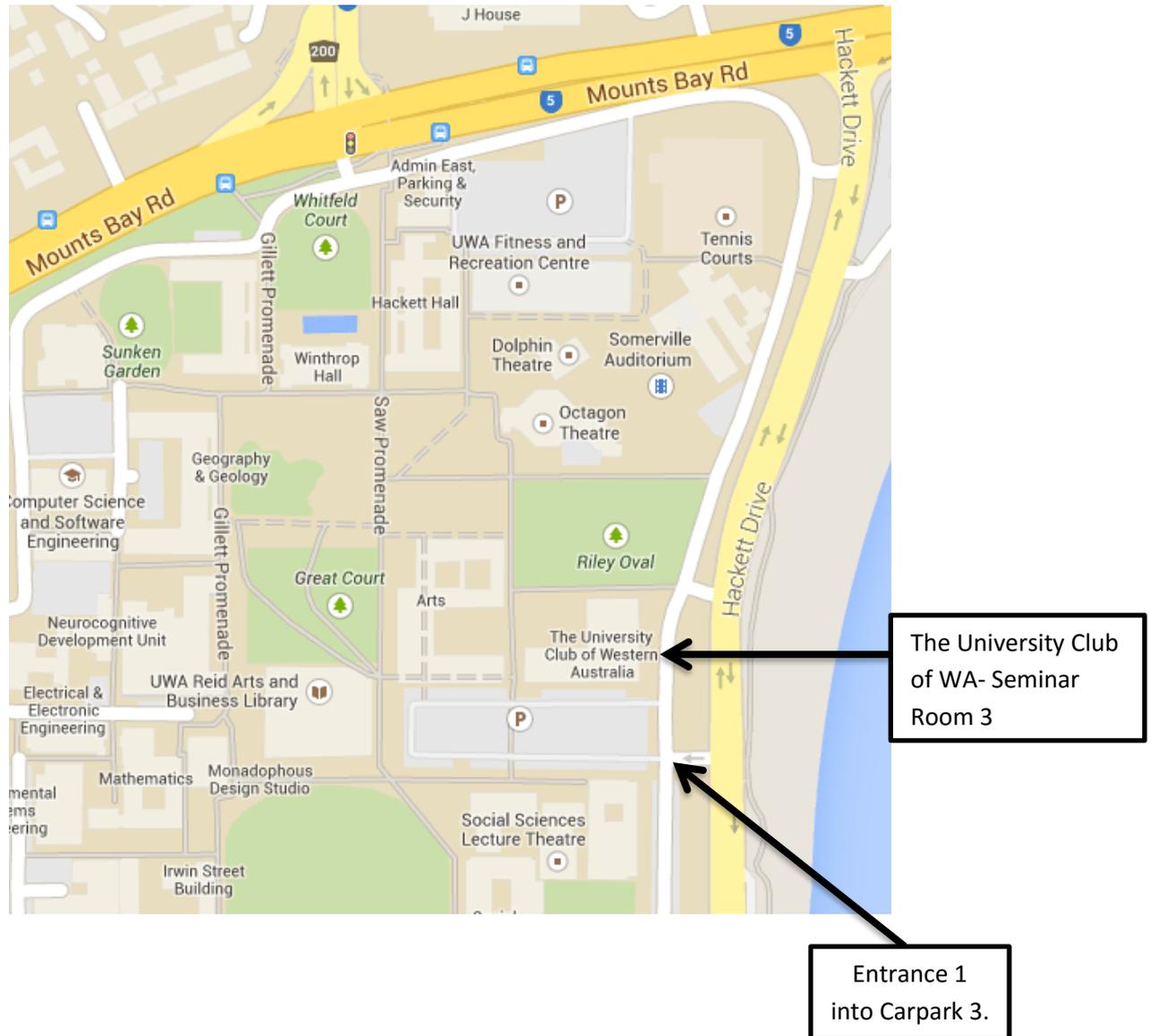
WST means Australian Western Standard Time.

The University of Western Australian (UWA) Campus Map

The Goldfields Money Limited Annual General Meeting will be held at 11.00am (WST) on Friday 18 November 2016 at The University Club of Western Australia, Seminar Room 3, University of Western Australia, Crawley Western Australia.

Direct entry to The University Club of Western Australia is recommended through Entrance 1, Carpark 3 where paid parking is available.

To get to UWA by public transport, please check with Transperth for current information on telephone 13 62 13 or visit www.transperth.wa.gov.au. Bus routes to UWA: 23, 23, 78, 79, 97, 98, 99, 102, 103 and 107.



NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4

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

For all enquiries call:

Telephone: +61 (0) 8 9389 8033

Email: admin@advancedshare.com.au

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 Unit 2, 150 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



CHECK OUT OUR WEBSITE at
www.advancedshare.com.au

- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online

Banking on Better Service Goldfields Money Limited

Perth
Suite 30, 118 Royal Street
WA 6004
T 08 9325 7300

**Customer Enquiries
Kalgoorlie (Registered Office)**
PO Box 10155 Kalgoorlie WA 6433
120 Egan Street Kalgoorlie WA 6430
T 08 9021 6444 | F 08 9021 4766

Esperance
90 Dempster Street
WA 6450
T 08 9071 3888 | F 08 9071 5151

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4

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 The University Club of Western Australia, Seminar Room 3, The University of Western Australia, Crawley Western Australia on Friday 18 November 2016 at 11.00am (WST) 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

the Chairman of the meeting **OR** (mark box)

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



PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

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 Resolutions 5,6,7 (to indicate a voting intention), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 5,6,7 in accordance with the Chairman's voting intention set out below, even though Resolutions 5,6,7 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 – Re-election of Director – Mr Peter Wallace	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director – Mr Keith John	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Ratification of issue of 2,350,024 fully paid ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Approval of Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Remuneration of Non-Executive Directors	<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

Sole Director and Sole Secretary

Shareholder 2 (if joint holding)

Director/Company Secretary

Shareholder 3 (if joint holding)

Director

/ /

Date