



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
Crawley Western Australia 6009

Friday 14 November 2014 at 11:00am (WST)

An electronic copy of the Goldfields Money Limited 2014 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 14 November 2014 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

1. Financial Statements and Reports

To receive and consider the Financial Report of the Company for the year ended 30 June 2014, together with the Directors' Report and the independent Auditor's Report. No resolution is required to be moved in respect of this item.

2. Re-election of Directors

To consider and, if thought fit, to pass, the following resolutions as separate ordinary resolutions:

- a) *That Mr William McKenzie, 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.*
- b) *That Mr Peter Wallace, 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.*

3. Adoption of Remuneration Report

To consider and, if thought fit, to pass, the following resolution as a 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 2014 be adopted.

Note – the vote on this resolution is advisory only and does not bind the Directors or the Company.

4. Spill Resolution

Important Note: This resolution will only be put to the meeting if more than 25% of votes validly cast on Resolution 3 are cast against that Resolution.

To consider and if thought fit pass the following Resolution as an ordinary resolution:

That:

- a) *a meeting of Shareholders of Goldfields Money Limited be held within 90 days of this Annual General Meeting ("Spill Meeting"); and*
- b) *all of the Directors of Goldfields Money Limited who were Directors when the resolution to adopt the remuneration report as contained in the Company's annual financial report for the year ended 30 June 2014 was passed, other than a 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, cease to hold office immediately before the end of the Spill Meeting; and*
- c) *resolutions to appoint persons to the offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.*

Voting exclusion statement on items 3 and 4:

Votes cannot be cast on item 3 or 4 by or on behalf of a member of the Company's Key Management Personnel or any of their Closely Related Parties (such as close family members and any controlled companies) (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 expressly authorises the Chairman to do so.

By order of the Board



Michael Verkuylen
Company Secretary
9 October 2014

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 14 November 2014.

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.

1. Financial Statements and Reports

The first item of the Notice of Annual General Meeting deals with the presentation of the annual Financial Report of the Company for the financial year ended 30 June 2014, 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.

2. Election and Re-election of Directors

(a) Mr William McKenzie, 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 McKenzie as he is the subject of the resolution), recommend that Shareholders vote in favour of this Resolution 2(a) and the Chairman will be voting any open proxies in favour of it.

(b) Mr Peter Wallace, was appointed by the board of directors on 8 August 2014 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 Wallace as he is the subject of the resolution), recommend that Shareholders vote in favour of this Resolution 2(b) and the Chairman will be voting any open proxies in favour of it.

3. 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 2014 annual Financial Report.

The Remuneration Report is set out in the Company's 2013 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 (including the Managing Director) and Key Management Personnel for the financial year

ended 30 June 2014 and any service agreements; and

- c) sets out the details of certain other compensation arrangements.

Shareholders should note that under the Corporation Act the result of the vote on this resolution may result in a spill resolution (Resolution 4). As more than 25% of the eligible votes cast on the remuneration report at the last AGM were “against” the resolution, if more than 25% of the votes cast are “against” Resolution 3 a further resolution on whether to hold a meeting to spill the Board would need to be considered at this AGM.

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

Recommendation:

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

4. Spill Resolution

Important Note: in accordance with the Corporations Act, Resolution 4 will only be put to the meeting if more than 25% of the votes validly cast on Resolution 3 are against the adoption of the remuneration report.

The Corporations Act requires that if more than 25% of votes are cast against the adoption of the remuneration report at two consecutive Annual General Meetings, then a resolution must be put to shareholders at the second Annual General Meeting substantially in the form of Resolution 4.

At the 2013 Annual General Meeting, more than 25% of the votes validly cast against on the resolution concerning the adoption of the remuneration report presented at that meeting were cast against that resolution. Accordingly, if at this Annual General Meeting more than 25% of votes validly cast are against the adoption of the remuneration report (Resolution 3), then Resolution 4 will be put to the meeting.

If Resolution 4 is put to the Meeting and more than 50% of Shareholders vote in favour of that Resolution, then:

- a meeting of Shareholders will be held within 90 days of this Annual General Meeting (“Spill Meeting”);
- all current members of the Board other than the managing director who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected, will

vacate their offices immediately before the end of the Spill Meeting; and

- at the Spill Meeting, resolutions will be voted on to elect individuals to the vacated offices.

If all the current Directors other than the managing director who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected, cease to be Directors prior to the Spill Meeting, the meeting need not be held.

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 13 November 2014 at 11:00am (WST).

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 except Resolution 4 where the Chairman of the Meeting will be voting against.

However, in the case of Resolution 3 (Remuneration Report), if a Shareholder that is a Prohibited Voter appoints the Chairman of the meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on Resolution 3, the Chairman will vote on the Resolution only if the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

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 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 Act.

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 has the same meaning as in the accounting standards 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.

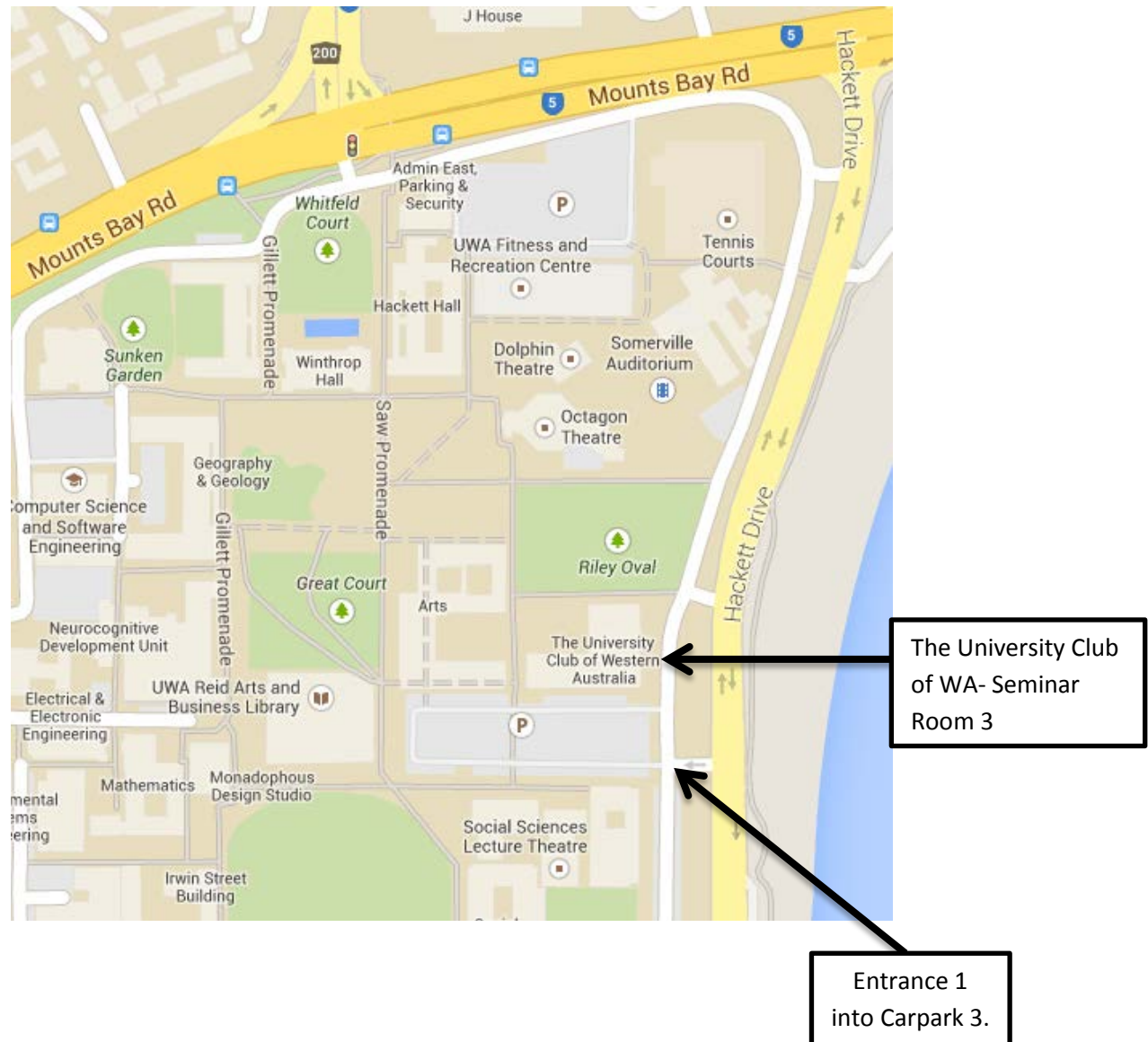
WST means Australian Western Standard Time.

The University of Western Australian (UWA) Campus Map

The Goldfields Money Limited Annual General Meeting will be held at 11.00am (WST) on Friday 14 November 2014 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.



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 9389 7871 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 with the exception of Resolution 4 where the Chairman of the Meeting will be voting against.
- 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
ABN 63 087 651 849 | AFSL / ACL 246884
www.goldfieldsmoney.com.au

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

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


Perth
3/355 Stirling Highway Claremont WA 6010
PO Box 1006 Claremont WA 6910
T 08 9384 9113 | F 08 9286 2138

☐ **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 14 November 2014 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 (mark box)** **OR** 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 with the exception of Resolution 4 where the Chairman of the Meeting will be voting against.

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 3 and 4 (to indicate a voting intention), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 3 and 4 in accordance with the Chairman's voting intention set out below, even though Resolutions 3 and 4 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 2 (a) – Re-election of Director – Mr William McKenzie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 (b) – Re-election of Director – Mr Peter Wallace	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Spill Meeting	<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. However, the Chairman intends to vote FOR each of the resolutions with the exception of Resolution 4 where the Chairman of the Meeting will be voting against.

SIGN Signature of Shareholder(s)

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

Individual or Shareholder 1	Shareholder 2 (if joint holding)	Shareholder 3 (if joint holding)	
<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director and Sole Secretary	Director/Company Secretary	Director	Date