

FYI RESOURCES LIMITED

ACN 061 289 218

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

**For a General Meeting to be held on
29 March 2018 at
2:30pm (Western Standard Time) at**

**HLB Mann Judd Boardroom
Level 4, 130 Stirling Street
Perth, Western Australia**

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

For personal use only

TIME AND PLACE OF GENERAL MEETING AND HOW TO VOTE

Venue

The General Meeting of FYI Resources Limited will be held at:

HLB Mann Judd Boardroom	Commencing
Level 4, 130 Stirling Street	at 2:30pm (Western Standard Time)
Perth WA 6000	on Thursday, 29 March 2018.

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 2:30pm (Western Standard Time).

Voting by Proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- Hand to the Company's office at 53 Canning Highway, Victoria Park, Western Australia, 6100;
- Facsimile to fax number +61 (8) 9361 3154;
- Post to 53 Canning Highway, Victoria Park, Western Australia, 6100; or
- Email to pmacleod@gapcs.com.au,

so that it is received not later than 2:30pm (WST) on 27 March 2018.

FYI RESOURCES LIMITED
ACN 061 289 218

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Shareholders of FYI Resources Limited will be held at the HLB Mann Judd Boardroom, Level 4, 130 Stirling Street, Perth, Western Australia on Thursday, 29 March 2018 at 2:30pm (WST) for the purpose of transacting the following business.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

AGENDA

BUSINESS

Resolution 1 – Ratification of Prior Placement of Shares Under Listing Rule 7.1

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 7.4 and for all other purposes, Shareholders ratify the issue of 4,093,330 Shares in the capital of the Company at 4.5 cents each on the terms set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any associates of 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.

Resolution 2 – Ratification of Prior Placement of Shares Under Listing Rule 7.1A

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 7.4 and for all other purposes, Shareholders ratify the issue of 9,240,000 Shares in the capital of the Company at 4.5 cents each on the terms set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any associates of 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.

Resolution 3 – Ratification of Prior Issue of Options Under Listing Rule 7.1

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 7.4 and for all other purposes, Shareholders ratify the issue of 8,666,668 Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any associates of 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.

Resolution 4 – Ratification of T1 Placement of Shares Under Listing Rule 7.1

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 7.4 and for all other purposes, Shareholders ratify the issue of 7,325,312 Shares in the capital of the Company at 8 cents each on the terms set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any associates of 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.

Resolution 5 – Ratification of T1 Placement of Shares Under Listing Rule 7.1A

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 7.4 and for all other purposes, Shareholders ratify the issue of 4,150,207 Shares in the capital of the Company at 8 cents each on the terms set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any associates of 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.

Resolution 6 – Approval to Issue T2 Placement Shares

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 issue of up to 26,025,000 Shares in the capital of the Company at 8 cents each on the terms set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by any 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 any associates of 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.

By order of the Board



Phillip MacLeod
Company Secretary
Dated: 27 February 2018

Voting and Proxies

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the 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.
3. The Chairman of the Meeting will vote undirected proxies in favour of all Resolutions.
4. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 27 March 2018 at 5:00pm (Western Standard Time).
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

FYI RESOURCES LIMITED
ACN 061 289 218

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

1. RESOLUTION 1 – RATIFICATION OF PRIOR PLACEMENT OF SHARES UNDER LISTING RULE 7.1

1.1 Background

During November 2017, the Company undertook an issue of approximately 13.3 million Shares to sophisticated investors at a price of 4.5 cents per Share to raise \$600,000 (**Placement**). As part of the Placement, approximately 6.67 million free attaching unlisted Options were issued on the basis of one Option for every two Shares issued. The Options have an exercise price of 10 cents each and expire 31 January 2019. The Company also issued a further 2,000,000 Options with the same terms to the nominee of Peloton Capital as part consideration for managing the Placement. Approximately 4.1 million Shares were issued under the Company's placement capacity pursuant to Listing Rule 7.1 and 9.2 million under Listing Rule 7.1A. The Options were issued under Listing Rule 7.1.

The funds raised from the Placement will be used for continued high purity alumina (**HPA**) metallurgical studies and refining of the process; commencement of economic studies; continued HPA product marketing review; progressing the Company's southeast Asia potash strategy; and costs of the issue and working capital.

On 17 November 2017, the Company issued the 13,333,330 Shares and 8,666,668 Options and on 20 November 2017 lodged an Appendix 3B and cleansing notice with ASX relating to the Placement. 4,093,330 Shares and 8,666,668 Options were issued under Listing Rule 7.1 and 9,240,000 Shares were issued under Listing Rule 7.1A.

1.2 ASX Listing Rules

This Resolution seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 4,093,330 Shares issued under Listing Rule 7.1.

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.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

1.3 Information required by ASX Listing Rule 7.1

Listing Rule 7.5 provides that for Shareholders to approve an issue subsequently, the notice of meeting must include particular information. This information is as follows:

- (a) the number of securities issued was 4,093,330 Shares;

- (b) the Shares were issued at a price of 4.5 cents per Share;
- (c) the Shares are fully paid ordinary shares in the Company and rank equally with the Company's existing Shares on issue;
- (d) the Shares were issued to sophisticated investor clients of Peloton Capital. These parties are not related parties of the Company; and
- (e) the funds raised from the Placement of Shares is set out in Section 1.1 above.

2. RESOLUTION 2 – RATIFICATION OF PRIOR PLACEMENT OF SHARES UNDER LISTING RULE 7.1A

2.1 Background

As outlined in Section 1.1 above, 9,240,000 Shares of the total of 13,333,330 Shares issued in the Placement at a price of 4.5 cents per Share were issued in November 2017 pursuant to Listing Rule 7.1A.

2.2 ASX Listing Rules

This Resolution seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 9,240,000 Shares issued under Listing Rule 7.1A.

Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue, during the period the approval is valid, a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Having obtained Shareholder approval at the Company's Annual General Meeting on 29 November 2017, the Company has an additional 10% placement capacity under Listing Rule 7.1A.

Issues of securities made under Listing Rule 7.1A can also, after they have been made, be ratified under Listing Rule 7.4. This has the effect of refreshing the Company's ability to issue Shares within the additional 10% limit, and restoring the Company's ability to make placements within that limit without the need for shareholder approval.

By ratifying this issue, the Company will retain the flexibility to issue Shares within the additional 10% limit under Listing Rule 7.1A.

2.3 Information required by ASX Listing Rule 7.1

Listing Rule 7.5 provides that for Shareholders to approve an issue subsequently, the notice of meeting must include particular information. This information is as follows:

- (a) the number of securities issued was 9,240,000 Shares;
- (b) the Shares were issued at a price of 4.5 cents per Share;
- (c) the Shares are fully paid ordinary shares in the Company and rank equally with the Company's existing Shares on issue;
- (d) the Shares were issued to sophisticated investor clients of Peloton Capital. These parties are not related parties of the Company; and
- (e) the funds raised from the Placement of Shares is set out in Section 1.1 above.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF OPTIONS UNDER LISTING RULE 7.1

3.1 Background

As outlined in Section 1.1 above, the 8,666,668 Options issued in November 2017 as part of the Placement were issued pursuant to Listing Rule 7.1.

3.2 ASX Listing Rules

This Resolution seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 8,666,668 Options issued under Listing Rule 7.1.

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.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

3.3 Information required by ASX Listing Rule 7.1

Listing Rule 7.5 provides that for Shareholders to approve an issue subsequently, the notice of meeting must include particular information. This information is as follows:

- (a) the number of securities issued was 8,666,668 Options;
- (b) 6,666,668 Options were issued for free attaching to the Shares issued in the Placement. 2,000,000 Options were issued as part consideration for the management of the Placement;
- (c) the terms of the Options are set in Schedule 1 of this Notice;
- (d) the 6,666,668 attaching Options were issued to sophisticated investor clients of Peloton Capital. 2,000,000 Options were issued to Judge Thatcher Pty Ltd. These parties are not related parties of the Company; and
- (e) no funds were raised from the issue of the Options.

4. RESOLUTION 4 – RATIFICATION OF T1 PLACEMENT OF SHARES UNDER LISTING RULE 7.1

4.1 Background

On 14 February 2018, the Company announced that it had agreed to raise up to \$3 million through the issue of 37.5 million Shares to sophisticated and professional investors at a price of 8 cents per Share. The raising is being managed by Foster Stockbroking Pty Limited. The capital raising was subject the Company's placement capacity under Listing Rules 7.1 and 7.1A and was to be done in two tranches. Approximately 11.5 million Shares were to be issued to raise approximately \$918,000 (**T1 Placement**) following a Shareholder meeting held 19 February 2018 and the issue of Shares pursuant to that meeting. The balance of approximately 26 million Shares (**T2 Placement**) were to be issued subject to Shareholder approval.

The funds raised from the T1 Placement will be used for continued development of the Company's HPA strategy including a pre-feasibility study and other associated works and studies up to a bankable feasibility study; progressing the Company's southeast Asia potash strategy; and costs of the issue and working capital.

On 22 February 2018, the Company issued 11,475,519 Shares and lodged an Appendix 3B and cleansing notice with ASX relating to the T1 Placement. 7,325,312 Shares were issued under Listing Rule 7.1 and 4,150,207 Shares were issued under Listing Rule 7.1A.

4.2 ASX Listing Rules

This Resolution seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 7,325,312 Shares issued under Listing Rule 7.1.

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.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.3 Information required by ASX Listing Rule 7.1

Listing Rule 7.5 provides that for Shareholders to approve an issue subsequently, the notice of meeting must include particular information. This information is as follows:

- (a) the number of securities issued was 7,325,312 Shares;
- (b) the Shares were issued at a price of 8 cents per Share;
- (c) the Shares are fully paid ordinary shares in the Company and rank equally with the Company's existing Shares on issue;
- (d) the Shares were issued to sophisticated and professional investor clients of Foster Stockbroking Pty Limited. These parties are not related parties of the Company; and
- (e) the funds raised from the Placement of Shares is set out in Section 4.1 above.

5. RESOLUTION 5 – RATIFICATION OF T1 PLACEMENT OF SHARES UNDER LISTING RULE 7.1A

5.1 Background

As outlined in Section 4.1 above, 4,150,207 Shares of the total of 11,475,519 Shares issued in the T1 Placement at a price of 8 cents per Share were issued pursuant to Listing Rule 7.1A.

5.2 ASX Listing Rules

This Resolution seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 4,150,207 Shares issued under Listing Rule 7.1A.

Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue, during the period the approval is valid, a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Having obtained Shareholder approval at the Company's Annual General Meeting on 29 November 2017, the Company has an additional 10% placement capacity under Listing Rule 7.1A.

Issues of securities made under Listing Rule 7.1A can also, after they have been made, be ratified under Listing Rule 7.4. This has the effect of refreshing the Company's ability to issue Shares within

the additional 10% limit, and restoring the Company's ability to make placements within that limit without the need for shareholder approval.

By ratifying this issue, the Company will retain the flexibility to issue Shares within the additional 10% limit under Listing Rule 7.1A.

5.3 Information required by ASX Listing Rule 7.1

Listing Rule 7.5 provides that for Shareholders to approve an issue subsequently, the notice of meeting must include particular information. This information is as follows:

- (a) the number of securities issued was 4,150,207 Shares;
- (b) the Shares were issued at a price of 8 cents per Share;
- (c) the Shares are fully paid ordinary shares in the Company and rank equally with the Company's existing Shares on issue;
- (d) the Shares were issued to sophisticated and professional investor clients of Foster Stockbroking Pty Limited. These parties are not related parties of the Company; and
- (e) the funds raised from the T1 Placement of Shares is set out in Section 4.1 above.

6. RESOLUTION 6 – APPROVAL TO ISSUE T2 PLACEMENT SHARES

6.1 Background

As set out in Section 4.1 above, the Company agreed to raise up to \$3 million at a price of 8 cents per Share in two tranches (T1 Placement and T2 Placement). This Resolution seeks Shareholder approval for the issue of up to approximately 26 million Shares at a price of 8 cents per Share to raise up to \$2.08 million (T2 Placement).

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 without the approval of Shareholders.

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

6.2 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 this Resolution:

- (a) the maximum number of Shares to be issued is 26,025,000;
- (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);
- (c) it is intended that issue will occur on the same date;
- (d) the Shares will be issued at a price of 8 cents each;
- (e) the Shares will be issued to sophisticated and professional investor clients of Foster Stockbroking Pty Limited. These parties are not related parties of the Company;
- (f) 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
- (g) the funds will be raised from the T2 Placement of Shares is set out in Section 4.1 above.

7. ENQUIRIES

Shareholders may contact Phil MacLeod on (+ 61 8) 9389 7050 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

In the Notice and this Explanatory Statement the following expressions have the following meanings:

"**ASX**" means the ASX Limited (ABN 98 008 624 691).

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

"**Board**" means the 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.

"**Chairman**" means the chairman of the Company.

"**Company**" or "**FYI Resources**" means FYI Resources Ltd (ACN 061 289 218).

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

"**Directors**" mean the directors of the Company from time to time.

"**Explanatory Statement**" means this Explanatory Statement.

"**General Meeting and Meeting**" means the meeting convened by this Notice.

"**Notice**" means the notice of meeting that accompanies this Explanatory Statement.

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

"**Resolution**" means a resolution referred to in the Notice.

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

"**Shareholder**" means a registered holder of shares in the Company.

"**WST**" or "**Western Standard Time**" means Western Standard Time, Perth, Western Australia.

"**\$**" means Australian dollars unless otherwise stated.

SCHEDULE 1

TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (k), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5.00pm (WST) on 31 January 2019 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the later of the following:

- (i) the Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

- (iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (iv) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **No Quotation of the Options**

The Company will not apply for quotation of the Options on ASX.

(j) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(k) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(l) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(m) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(n) **Transferability**

The Options are only transferable with the consent of the Board of the Company.

FYI RESOURCES LIMITED

ACN 061 289 218

PROXY FORM

APPOINTMENT OF PROXY

I/We

of

being a shareholder of FYI Resources Limited and entitled to attend and vote hereby appoint:

the Chair of the Meeting

OR

(Mark box with an X)

(Insert the name of the person (or body corporate) you are appointing if this person is **someone other than** the Chair of the Meeting. Do not insert your own name.)

or failing attendance at the Meeting of the person named, or if no person is named, the Chair of the Meeting as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the directions on this proxy form or, if no directions have been given and to the extent permitted by law, as the proxy sees fit at the Meeting of FYI Resources Limited to be held at HLB Mann Judd Boardroom, Level 4, 130 Stirling Street, Perth, Western Australia on 29 March 2018 at 2:30pm (WST) and at any adjournment thereof.

IMPORTANT NOTES

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. If the Chair of the Meeting is your proxy (or becomes your proxy by default) and you do not mark a voting box for any of the items of business then by signing and returning this Proxy Form you will be expressly authorising the Chair to exercise your proxy in respect of the relevant items. If you appoint the Chair of the Meeting as your proxy you can direct him/her to vote for or against or to abstain from voting on the items by marking the appropriate box below.

Voting on Business of the General Meeting

		For	Against	Abstain
Resolution 1	Ratification of Prior Placement of Shares Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Prior Placement of Shares Under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Issue of Options Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of T1 Placement of Shares Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of T1 Placement of Shares Under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to Issue T2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 that your Shares are not to 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 _____ %

Please return this Proxy Form to the Company Secretary, FYI Resources Limited, 53 Canning Highway, Victoria Park, Western Australia, 6100 or by fax to (08) 9361 3154 or by email to pmacleod@gapcs.com.au by 2:30pm (WST) on 27 March 2018.

Signed this _____ day of _____ 2018.

By:

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

FYI RESOURCES LIMITED
ACN 061 289 218

Instructions for Completing Appointment of Proxy Form

1. In accordance with section 249L of the Corporations Act, a shareholder of the Company who is entitled to attend and cast two or more votes at a general meeting of shareholders is entitled to appoint two proxies. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with sections 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of sections 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. 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. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. In accordance with section 250BA of the Corporations Act the Company specifies the following for the purposes of receipt of proxy appointments:

Registered Office: 53 Canning Highway, Victoria Park, Western Australia, 6100

Fax Number: +61 (8) 9361 3154

Email Address: pmacleod@gapcs.com.au

Postal Address: 53 Canning Highway, Victoria Park, Western Australia, 6100

by no later than 48 hours prior to the time of commencement of the Meeting.

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