

FYI RESOURCES LIMITED

ACN 061 289 218

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

**For a General Meeting to be held on
19 February 2018 at
9:30am (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.***

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 9:30am (Western Standard Time)
Perth WA 6000	on Monday, 19 February 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 9:30am (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 3184;
- 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 9:30am (WST) on 17 February 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 Monday, 19 February 2018 at 9:30am (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 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 4,315,000 Shares in the capital of the Company at 7 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 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 2,113,571 Shares in the capital of the Company at 7 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 – Approval to Issue Shares – Placement to Regal Funds Management

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 714,286 Shares in the capital of the Company at 7 cents each to Regal Funds Management (or their nominee), 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.

Resolution 4 – Approval to Issue Shares – Tranche 2 for Purchase of Kokardine Kaolin Pty Ltd

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company issue up to 12,500,000 Shares 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 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.

Resolution 5 – Approval to Issue Shares to Capstone Capital Pty Ltd in Lieu of Fees

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 10.11 and for all other purposes, approval is given for the issue of up to 420,000 Shares in the capital of the Company at 12 cents each to Capstone Capital Pty Ltd, an associate of Director Roland Hill, on the terms set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by Capstone Capital Pty Ltd and Roland Hill or any of their associates. 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: 18 January 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 16 February 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 PLACEMENT OF SHARES UNDER LISTING RULE 7.1

1.1 Background

On 8 December 2017, the Company announced that it had agreed to issue approximately 7.1 million Shares to Regal Funds Management Pty Limited at a price of 7 cents per Share to raise \$500,000 (**Placement**). The Placement was to be undertaken in 2 tranches with approximately 6.4 million shares issued under the Company's placement capacity pursuant to Listing Rule 7.1 and 7.1A and the balance of approximately 0.7 million to be issued subject to shareholder approval.

The funds raised from the Placement will be used for continued high purity alumina (**HPA**) metallurgical studies and advancing the Company's stated HPA development strategy.

On 13 December 2017, the Company issued 6,428,571 Shares and lodged an Appendix 3B and cleansing notice with ASX relating to tranche 1 of the Placement. 4,315,000 Shares were issued under Listing Rule 7.1 and 2,113,571 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 4,315,000 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 4,315,000 Shares;
- (b) the Shares were issued at a price of 7 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 Merrill Lynch (Australia) Nominees Pty Limited as the nominee of Regal Funds Management 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 1.1 above.

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

2.1 Background

As outlined in Section 1.1 above, 2,113,571 Shares of the total of 6,428,571 Shares issued in the Placement to Regal Funds Management Pty Limited at a price of 7 cents per Share were issued 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 2,113,571 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 2,113,571 Shares;
- (b) the Shares were issued at a price of 7 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 Merrill Lynch (Australia) Nominees Pty Limited as the nominee of Regal Funds Management 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 1.1 above.

3. RESOLUTION 3 – APPROVAL TO ISSUE SHARES – PLACEMENT TO REGAL FUNDS MANAGEMENT

3.1 Background

As set out in Section 1.1 above, the Company agreed to issue approximately 7.1 million Shares in the Placement to Regal Funds Management Pty Limited in two tranches. This Resolution seeks Shareholder approval for the issue of the 714,286 Tranche 2 Shares at a price of 7 cents per Share to raise \$50,000.

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.

3.2 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 714,286;
- (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 7 cents each;
- (e) the Shares will be issued to Regal Funds Management Pty Limited (or their nominees). Regal Funds Management Pty Limited is not a related party 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 tranche 2 of the Placement of Shares is set out in Section 1.1 above.

4. RESOLUTION 4 – APPROVAL TO ISSUE SHARES – TRANCHE 2 FOR THE PURCHASE OF KOKARDINE KAOLIN PTY LTD

4.1 General

On 8 May 2017, the Company announced that it had entered a share purchase agreement (**Agreement**) to purchase Kokardine Pty Ltd which owns the Cadoux kaolin project (E70/4673) in Western Australia. Kaolin from the Cadoux project is proposed to be used as feedstock in the production of high purity alumina. The Agreement was subject to due diligence in respect to the size and quality of the kaolin deposit and the tenement being in good standing. Under the Agreement, the consideration for the purchase of Kokardine Pty Ltd is the issue of three tranches of Shares:

- (a) tranche 1 is the issue of 21,428,571 Shares;
- (b) tranche 2 is the issue of 12,500,000 Shares; and
- (c) tranche 3 is the issue of 10,000,000 Shares.

The tranche 2 and 3 issues are contingent on project and Share price milestones being:

- (a) tranche 2 is contingent upon:
 - (i) the Company establishing a JORC total Mineral Resource of 12.0Mt inclusive of at least 2.5Mt in the Indicated Resource category of kaolin with an average aluminium grade in excess of 11% and cut-off industry standard specifications for kaolinite of maximum values of 0.7% Fe₂O₃, 0.5% TiO₂ and 2% K₂O impurities by September 2017; and
 - (ii) the Company Share price achieving 6 cents for a period of 30 consecutive days.
- (b) tranche 3 is contingent upon:
 - (i) a positive prefeasibility study for the Project being completed by 31 March 2018; and
 - (ii) the Company Share price achieving 10 cents for a period of 30 consecutive days.

The issue of all consideration Shares is subject to Shareholder approval. On 26 September 2017, the Company announced that, following a positive due diligence review, it was proceeding with the purchase of Kokardine Pty Ltd. At the annual general meeting of the Company held 29 November 2017, Shareholders approved the issue of the 21,428,571 tranche 1 Shares. These Shares were issued on 7 December 2017.

The Company announced on 26 July 2017 that it had upgraded the mineral resource at the Cadoux project with this upgrade meeting the tranche 2 project milestone. From 1 December 2017 to the date of this Notice, the Company's Share price has been above 6 cents, meeting the tranche 2 price milestone.

This Resolution seeks Shareholder approval for the issue of 12,500,000 Shares to the vendors of Kokardine Pty Ltd being the tranche 2 consideration pursuant to the Agreement.

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.

4.2 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 12,500,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) it is intended that issue will occur on the same date;
- (d) the Shares will be issued for nil cash consideration as they are being issued as consideration for the purchase of Kokardine Pty Ltd;
- (e) the Shares will be issued to the vendors of Kokardine Pty Ltd (or their nominees). The vendors 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) no funds will be raised from the issue of the Shares as the Shares will be issued as consideration for the purchase of Kokardine Pty Ltd.

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES TO CAPSTONE CAPITAL PTY LTD, AN ASSOCIATE OF DIRECTOR, ROLAND HILL

5.1 Background

The Company entered into an agreement with Capstone Capital Pty Ltd (**Capstone**) in February 2011, for the provision of the services by Roland Hill as CEO of the Company. Under the terms of that agreement Capstone was to be paid a fee of \$15,000 per month. With the agreement of Mr Hill and Capstone, the Company has been accruing fees for the services of Mr Hill in order to preserve the Company's cash. Capstone has agreed not to request the payment of the outstanding fees of \$405,000 accrued to 30 June 2017 until such time as the Company's cash reserves are considered sufficient. The Company has reached an agreement with Capstone that:

- (a) subject to Shareholder approval, the Company will issue up to 420,000 Shares at 12 cents each in lieu of fees of \$50,400; and
- (b) the balance will continue to be accrued to be paid in cash.

By issuing Shares in lieu of paying cash, the Company is able to preserve its cash reserves. The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares upon the terms proposed. The independent Directors resolved to issue the Shares at a deemed issue price of 12 cents each which was the Company's Share market price at the time the resolution was made. This price is in excess of the Company's volume weight average price of approximately 10 cents for the month prior to the time the 12 cent issue price was agreed. The independent Directors (Messrs Sargeant, Jessup and Babington) support Resolution 5.

5.2 ASX Listing Rule 10.11

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

As an entity associated with Director Roland Hill, Capstone is a related party of the Company. Accordingly, approval is sought pursuant to Listing Rule 10.11 from Shareholders for the issue of the Shares to Capstone.

Listing Rule 10.11 provides that for Shareholders to approve an issue to a related party, the notice of meeting must include particular information set out in Listing Rule 10.13. This information is as follows:

- (a) the Shares to be issued are proposed to be issued to Capstone or its nominee;
- (b) the maximum number of securities to be issued is 420,000 Shares;
- (c) the Company proposes to issue the Shares to Capstone no later than 1 month after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) Capstone is an associate of Director Roland Hill;
- (e) the Shares are to be issued at a deemed price of 12 cents per Share;
- (f) the Shares are fully paid ordinary shares in the Company and rank equally with the Company's current issued Shares; and
- (g) no funds will be raised on the issue of these Shares as they are being issued in part consideration for fees accrued and owing by the Company to Capstone.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Shares to Capstone as approval is being sought under Listing Rule 10.11. Accordingly, the issue of the Shares to Capstone will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

6. 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:

"**ASIC**" means the Australian Securities and Investments Commission.

"**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).

"**Constitution**" means the constitution of the Company.

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

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

"**Equity Securities**" has the same meaning as in the Listing Rules.

"**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.

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 19 February 2018 at 9:30am (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 Placement of Shares Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Placement of Shares Under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to Issue Shares – Placement to Regal Funds Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to Issue Shares – Tranche 2 for Purchase of Kokardine Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to Issue Shares to Capstone Capital in Lieu of Fees	<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 9:30am (WST) on 17 February 2018.

Signed this _____ day of _____ 2018.

By:

Individual or Member 1

Member 2

Member 3

--

Sole Director/Company Secretary

--

Director

--

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.