

Ferrum Crescent Limited

ACN 097 532 137

NOTICE OF GENERAL MEETING

AND

EXPLANATORY STATEMENT TO SHAREHOLDERS

FOR A GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON WEDNESDAY, 22 JUNE 2016 at The Hovia Room, Metro Hotel Perth, 61 Canning Highway, South Perth, Western Australia 6151 at 11.00 a.m. (Perth time).

You are encouraged to attend the meeting but, if you cannot, you are requested to complete and return the enclosed Proxy Form without delay (and no later than 48 hours before the meeting) to Computershare Investor Services Pty Limited at GPO Box 242, Melbourne, Victoria 3001, Australia, or by facsimile on facsimile number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

NOTICE IS HEREBY GIVEN that a General Meeting of the members of FERRUM CRESCENT LIMITED (**Ferrum** or the **Company**) will be held on the date and at the location and time specified below:

DATE: Wednesday, 22 June 2016

LOCATION: The Hovia Room, Metro Hotel Perth, 61 Canning Highway, South Perth, Western Australia 6151

TIME: 11.00 a.m. (Perth time)

BUSINESS: The business to be transacted at the General Meeting is the proposal of the Resolutions set out below.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

A General Meeting of Shareholders of Ferrum Crescent Limited will be held at The Hovia Room, Metro Hotel Perth, 61 Canning Highway, South Perth, Western Australia 6151 on Wednesday, 22 June 2016 at 11.00 a.m. (Perth time).

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

Shareholders may attend the General Meeting on the date and at the place set out above and vote in person.

Holders of Depository Interests (**DI Holders**) may attend the General Meeting but will not be permitted to vote at the Meeting. For their votes to be counted, DI Holders must submit their CREST Voting Instruction to the Company's agent by the required cut-off time set out below. Alternatively, DI Holders can vote using the enclosed Form of Instruction as per the instruction set out below.

VOTING BY PROXY

Please note that:

- a. a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- b. a proxy need not be a member of the Company;
- c. a Shareholder may appoint a body corporate or an individual as its proxy;
- d. a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- e. a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the total votes.

Australia (Proxy Forms)

The enclosed Proxy Form provides further details on voting entitlement, appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

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

- a. deliver the Proxy Form by post to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001, Australia; or
- b. fax the form to Computershare Investor Services Pty Limited on facsimile number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia),

so that it is received not later than **11.00 a.m. (Perth time) on Monday, 20 June 2016**. Proxy forms received later than this time will be invalid.

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South Africa (Proxy Forms)

The enclosed Proxy Form provides further details on voting entitlement, appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

To vote by proxy, please complete and sign the Proxy Form enclosed and deliver the proxy form to:

Computershare Investor Services (Proprietary) Ltd, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107), to reach them by no later than **5.00 a.m. (SA time) on Monday, 20 June 2016**.

United Kingdom (CREST Voting Instruction)

Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "**CREST Voting Instruction**") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than **4.00 a.m. (UK Time) on Thursday, 16 June 2016**. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of depositary interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the DI Holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, DI Holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

United Kingdom (Form of Instruction)

Alternatively, DI Holders can vote by completing, signing and returning the enclosed Form of Instruction to the Company's agent (3RA50) no later than **4.00 a.m. (UK Time) on Thursday, 16 June 2016**.

CUSTODIAN VOTING

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

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Notice is given that a General Meeting of Shareholders of Ferrum Crescent Limited will be held at 11.00 a.m. (Perth time) on Wednesday, 22 June 2016 at The Hovia Room, Metro Hotel Perth, 61 Canning Highway, South Perth, Western Australia 6151.

The Explanatory Statement to this Notice of General Meeting provides additional information on the matters to be considered at the General Meeting and a glossary of defined terms not defined in full in this Notice. The Explanatory Statement and the enclosed Proxy Form, or Form of Instruction if you are a DI Holder, form part of this Notice of General Meeting. Terms and abbreviations used in this Notice of General Meeting and Explanatory Statement are defined in the Glossary.

The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Regulations that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at **5.00 p.m. (Perth time) on Monday, 20 June 2016**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

AGENDA

RESOLUTIONS

1. Approval of grant of Options

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

"That, pursuant to and in accordance with ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the grant of up to 500,000,000 Options on the terms and conditions set out in the Explanatory Statement".

Voting Exclusion: The Company will disregard any votes cast on this resolution by:

- a person who may participate in the grant of Options and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of Shares) if the resolution is passed; and
- an associate of that person (or those persons).

However, the Company need not disregard a vote cast on this resolution if:

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

The Chairman intends to vote all available proxies **IN FAVOUR** of Resolution 1.

2. Ratification of issue of Shares to Beaufort Securities Limited

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

"That, pursuant to and in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,807,692 Shares at a deemed issue price of 0.13 pence per Share to Beaufort Securities Limited on the terms and conditions set out in the Explanatory Statement."

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Voting Exclusion: The Company will disregard any votes cast on this resolution by:

- Beaufort Securities Limited; and
- an associate of Beaufort Securities Limited.

However, the Company need not disregard a vote cast on this resolution if:

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

The Chairman intends to vote all available proxies **IN FAVOUR** of Resolution 2.

3. Ratification of issue of Shares to TH Crestgate GmbH

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

"That, pursuant to and in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,000,000 Shares at a deemed issue price of 0.13 pence per Share to TH Crestgate GmbH on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this resolution by:

- TH Crestgate GmbH; and
- an associate of TH Crestgate GmbH.

However, the Company need not disregard a vote cast on this resolution if:

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

The Chairman intends to vote all available proxies **IN FAVOUR** of Resolution 3.

BY ORDER OF THE BOARD



Grant Button
Company Secretary
DATED 17 May 2016

EXPLANATORY STATEMENT TO SHAREHOLDERS

INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the Resolutions to be considered at a General Meeting to be held at The Hovia Room, Metro Hotel Perth, 61 Canning Highway, South Perth, Western Australia 6151 at 11.00 a.m. (Perth time) on Wednesday, 22 June 2016.

This Explanatory Statement should be read in conjunction with the accompanying Notice of General Meeting.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice of General Meeting.

1. BACKGROUND

At a General Meeting held on 6 April 2016, Shareholders approved the placement of up to 500 million Shares to sophisticated and professional investors to raise funds for ongoing working capital requirements, including to meet the costs of the Company's ongoing commitment to maintain its option to acquire 100 per cent of GoldQuest Iberica, S.L. (**GoldQuest**), details of which were announced on 16 February 2016.

On 27 April 2016 the Company announced that it had conditionally raised £650,000 before expenses through the issue of, in aggregate, 500 million Shares, each at an issue price of 0.13 pence (the **Placement**). The Placement comprised the issue of:

(a) 403,846,154 Shares to clients of Beaufort Securities Limited (**Beaufort**); and

(b) 96,153,846 Shares through a direct subscription with the Company,

(together, the **Placement Shares**).

As part of the Placement each investor was offered, subject to shareholder approval in accordance with the Listing Rules, Options on the basis of one Option for every Share subscribed under the Placement.

Resolution 1 seeks Shareholder approval to grant Options to those investors who subscribed for Placement Shares.

Resolutions 2 and 3 seek Shareholder ratification of Shares issued in settlement of certain fees, as announced on 27 April 2016.

2. RESOLUTION 1 – Approval of grant of Options

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 for the grant of 500,000,000 Options to those investors who subscribed for Shares under the Placement, on the basis of one Option for every one Placement Share subscribed.

Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, without the approval of its ordinary security holders (and subject to a number of exceptions, including issues within a company's 10% placement facility under Listing Rule 7.1A), issue or agree to issue securities in excess of its 15% placement facility under Listing Rule 7.1. The proposed grant of Options would exceed the Company's placement capacity and therefore requires Shareholder approval.

Resolution 1 is an Ordinary Resolution.

Technical information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in connection with the proposed grant of Options:

(a) Up to 500,000,000 Options will be granted.

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- (b) The Company will grant the Options by no later than three months after the date of the Meeting (or such later date permitted by an ASX waiver of the Listing Rules).
- (c) The Options were offered, for no consideration but subject to Shareholder approval, to investors who subscribed for Shares under the Placement. Accordingly, no funds will be raised from the grant of the Options. Funds raised, from time to time, on exercise of the Options will be used for working capital purposes, as the Board thinks fit.
- (d) The Options will be granted to sophisticated and professional investors who subscribed for Shares under the Placement, none of whom are related parties or associates of the Company.
- (e) The terms and conditions of the Options are set out in Schedule 1.
- (f) The Company intends to grant the Options on one date, but reserves the right to grant the Options progressively.
- (g) A voting exclusion statement for Resolution 1 is included in the Notice of General Meeting.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1. The Chairman intends to vote available undirected proxies in favour of Resolution 1.

3. RESOLUTION 2 – Ratification of issue of Shares to Beaufort Securities Limited

As announced on 27 April 2016, the Company has issued 4,807,692 Shares to Beaufort, the Company's broker, in settlement of Beaufort's corporate broking services of £6,250 to the Company for the period of 20 May 2016 to 19 August 2016 (the **Beaufort Shares**).

Resolution 2 seeks Shareholder ratification, pursuant to ASX Listing Rule 7.4, of the issue of the Beaufort Shares.

Listing Rule 7.4

Listing Rule 7.4 provides that, where a company in general meeting approves a previous issue of securities made pursuant to Listing Rule 7.1 or Listing Rule 7.1A, the issue of those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

The effect of Shareholders passing Resolution 2 and ratifying the issue of the Beaufort Shares will be to replenish the Company's 15% Placement Facility to the extent of the Beaufort Shares.

Resolution 2 is an Ordinary Resolution.

Technical information required by Listing Rule 7.5

The following information is provided in accordance with Listing Rule 7.5:

- (a) 4,807,692 Shares were issued.
- (b) The Shares were issued at a deemed issue price of 0.13 pence, in settlement of broking services of £6,250.
- (c) The Shares were issued to Beaufort in settlement of Beaufort's corporate broking services for the period 20 May 2016 to 19 August 2016.
- (d) The Shares issued are fully paid ordinary shares on the same terms and conditions as the Company's existing Shares.
- (e) The Shares were issued to Beaufort which is not a related party or associate of the Company.

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- (f) No funds were raised from the issue of the Beaufort Shares as the Beaufort Shares were issued in settlement of broking services.
- (g) A voting exclusion statement for Resolution 2 is included in the Notice of General Meeting.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2. The Chairman intends to vote available undirected proxies in favour of Resolution 2.

4. RESOLUTION 3 – Ratification of issue of Shares to TH Crestgate GmbH

As announced on 27 April 2016, the Company has issued 5,000,000 Shares to TH Crestgate GmbH (**Crestgate**) in connection with the extension of certain escrow arrangements under the terms of the Company's option and sale agreement in respect of GoldQuest (the **Crestgate Shares**).

Resolution 3 seeks Shareholder ratification, pursuant to ASX Listing Rule 7.4, of the issue of the Crestgate Shares.

Listing Rule 7.4

As noted above, Listing Rule 7.4 provides that, where a company in general meeting approves a previous issue of securities, the issue of those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

The effect of Shareholders passing Resolution 3 and ratifying the issue of Shares to Crestgate will be to replenish the Company's 15% Placement Facility to the extent of the Shares issued to Crestgate.

Resolution 3 is an Ordinary Resolution.

Technical information required by Listing Rule 7.5

The following information is provided in accordance with Listing Rule 7.5:

- (a) 5,000,000 Shares were issued to Crestgate.
- (b) The Shares were issued at a deemed issue price of 0.13 pence.
- (c) The Shares were issued to Crestgate in connection with the extension of certain escrow arrangements under the terms of the Company's option and sale agreement in respect of GoldQuest.
- (d) The Shares issued are fully paid ordinary shares on the same terms and conditions as the Company's existing Shares.
- (e) The Shares were issued to Crestgate which is not a related party or associate of the Company.
- (f) No funds were raised from the Shares as they were issued to extend escrow services, as noted above.
- (g) A voting exclusion statement for Resolution 3 is included in the Notice of General Meeting.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3. The Chairman intends to vote available undirected proxies in favour of Resolution 3.

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GLOSSARY

15% Placement Facility	a listed entity's facility to issue a number of equity securities equal to up to 15% of its issued ordinary share capital during any rolling 12-month period pursuant to Listing Rule 7.1.
Admission	means admission of the Placement Shares, Beaufort Shares and Crestgate Shares to trading on AIM, the JSE and the ASX for as long as the Company's shares are admitted to trading on any such stock exchange.
AIM	means the AIM market of the London Stock Exchange.
ASX	means the Australian Securities Exchange.
ASX Listing Rule or Listing Rule	means the official listing rules of the ASX.
Beaufort	means Beaufort Securities Limited.
Beaufort Shares	has the meaning given in Section 3 of the Explanatory Memorandum.
Board	means the current board of directors of the Company.
Bonus issue	means a Pro Rata issue to the holders of Shares for which no consideration is payable by them.
Chairman	means the person appointed to chair the General Meeting of the Company convened by this Notice.
Company or Ferrum	means Ferrum Crescent Limited (ACN 097 532 137).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Crestgate	means TH Crestgate GmbH.
DI Holders	means holders of depositary interests in the Company.
Directors	means the current directors of the Company.
Exercise Price	means 0.165 pence per Share.
Explanatory Statement	means the explanatory statement accompanying the Notice of General Meeting.
Form of Instruction	means, for DI Holders, the form of instruction enclosed with this Notice.
General Meeting or Meeting	means the General Meeting of Shareholders to be held at The Hovia Room, Metro Hotel Perth, 61 Canning Highway, South Perth, Western Australia 6151 on Wednesday, 22 June 2016 at 11.00 a.m. (Perth time).
GoldQuest	has the meaning given in the Background section.

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Notice of General Meeting or Notice	means this notice of General Meeting including the Explanatory Statement.
Option	means an option to acquire a Share on the terms and conditions set out in Schedule 1.
Ordinary Resolution	means a Resolution to be passed by a simple majority of Shareholders entitled to vote on the Resolution (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).
Placement	has the meaning given in Section 1 of the Explanatory Memorandum.
Placement Shares	has the meaning given in Section 1 of the Explanatory Memorandum.
Pro Rata issue	means an issue which has been offered to all holders of securities in a class on a pro rata basis, including without limitation a rights issue.
Proxy Form	means, for Shareholders, the proxy form enclosed with this Notice.
Resolution	means a resolution set out in the Notice of General Meeting.
Share	means an ordinary share in the Company.
Shareholder	means a holder of Shares in the Company.

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Schedule 1 – Terms and conditions of the Options

The terms and conditions of the Options are summarised below.

- (a) Each Option entitles the holder to acquire one Share.
- (b) The exercise price of the Options is 0.165 pence per Option (**Exercise Price**).
- (c) The expiry date of the Options is two years from the date on which the Shares issued under the Placement are admitted to trading on AIM (**Expiry Date**). Any Option not exercised before the Expiry Date will lapse on the Expiry Date.
- (d) Each Option may be exercised on any business day on or before the Expiry Date by lodging a duly completed Notice of Exercise, together with payment for the Exercise Price multiplied by the number of Options being exercised.
- (e) Shares to be issued on exercise of Options must be allotted not later than 10 business days after valid lodgement of the Notice of Exercise and payment in full of the aggregate Exercise Price.
- (f) A Notice of Exercise is irrevocable, save with the consent of the Board.
- (g) The Options are non-transferable.
- (h) The Company will not apply for quotation of the Options on AIM, the ASX, or the JSE but will apply for quotation of Shares issued on the exercise of the Options.
- (i) Shares issued on exercise of the Options will be fully paid and will rank equally with all Shares on issue.
- (j) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will give Optionholders notice of any proposed issue prior to the record date for determining entitlements to participate in any such issue. The Company will also give Optionholders notice of a proposed buy-back.
- (k) In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the Optionholder will be changed to the extent necessary to comply with the ASX Listing Rules.
- (l) If the Company completes a Bonus Issue during the term of an Option, the number of Shares the holder is then entitled to will be increased by the number of shares which the holder would have been issued in respect of Options if they were exercised immediately prior to the record date of the Bonus Issue.
- (m) If a Pro Rata Issue (except a Bonus Issue) is made to the holders of the underlying securities of the Company, the Exercise Price of the Options will be adjusted in accordance with the ASX Listing Rules.
- (n) Optionholders will be given written notice of all adjustments.
- (o) Rights attached to Options may only be altered by agreement of Optionholders and Shareholders in accordance with the ASX Listing Rules.
- (p) The Company will give notice to Optionholders of any offer to Shareholders to acquire all or part of the share capital of the Company which will result in control of the Company becoming vested in the offeror, including an offer by way of a scheme of arrangement.



FCR
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
 (outside Australia) +61 3 9415 4000



Proxy Form

XX

For your vote to be effective it must be received by 11:00am (Perth time) Monday, 20 June 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.



Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔

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 <p>View your securityholder information, 24 hours a day, 7 days a week: www.investorcentre.com</p>	<p>Your secure access information is: SRN/HIN: I9999999999</p>
<p><input checked="" type="checkbox"/> Review your securityholding <input checked="" type="checkbox"/> Update your securityholding</p>	<p> PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p>

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Ferrum Crescent Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate 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 (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Ferrum Crescent Limited to be held at The Hovia Room, Metro Hotel Perth, 61 Canning Highway, South Perth, Western Australia on Wednesday, 22 June 2016 at 11:00am (Perth time) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Approval of grant of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of issue of Shares to Beaufort Securities Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of issue of Shares to TH Crestgate GmbH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /