

# 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 27 September 2010 at the Celtic Club Inc, 48 Ord Street, West Perth WA 6005 at 10:00 am (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 Ltd 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:** 27 September 2010

**LOCATION:** Celtic Club Inc, 48 Ord Street, West Perth WA 6005

**TIME:** 10:00 am (Perth time)

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

**FERRUM CRESCENT LIMITED**  
**ACN 097 532 137**

**NOTICE OF MEETING**

**TIME AND PLACE OF MEETING AND HOW TO VOTE**

**VENUE**

The General Meeting of Shareholders of Ferrum Crescent Limited will be held at the Celtic Club Inc, 48 Ord Street, West Perth WA 6005 (Perth time) on 27 September 2010 at 10:00 am (Perth time).

**YOUR VOTE IS IMPORTANT**

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

**VOTING IN PERSON**

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

**VOTING BY PROXY**

**Proxies:**

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 Shareholders 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. Shareholders 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.

The enclosed proxy form provides further details on 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;
- 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 10:00 am (Perth time) on 25 September 2010. Proxy forms received later than this time will be invalid.

**Your proxy form is enclosed as a separate document.**

**CUSTODIAN VOTING**

For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

**FERRUM CRESCENT LIMITED**  
**ACN 097 532 137**

**NOTICE OF MEETING**

**NOTICE OF GENERAL MEETING**

Notice is given that a General Meeting of Shareholders of Ferrum Crescent Limited will be held at 10:00 am (Perth time) on 27 September 2010 at the Celtic Clun Inc, 48 Ord Street, West Perth WA 6005.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at the close of business on the day which is 2 days before the date of the General Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

**AGENDA**

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**RESOLUTION – FUTURE ISSUE OF SECURITIES**

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

*“That, for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Company to allot and issue up to 50,000,000 Shares at an issue price which is at least 80% of the average market price for the Company’s Shares on the ASX over the 5 trading days preceding the date on which the issue is made (or if issued pursuant to a disclosure document, over the last 5 trading days on which sales were recorded before the date of the disclosure document) and otherwise 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 proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution is passed and any person associated with these persons. However, the Company need not disregard a vote 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 if 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.

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**BY ORDER OF THE BOARD**



**Robert Hair**  
Company Secretary

**DATED** 23 August 2010

**FERRUM CRESCENT LIMITED**  
**ACN 097 532 137**

**NOTICE OF MEETING**

**NOTES**

A member entitled to vote at this General Meeting is entitled to appoint a proxy to attend and vote for the member at the General Meeting. A proxy need not be a member. If the member is entitled to cast 2 or more votes at the General Meeting the member may appoint 2 proxies. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the members votes each proxy may exercise, each proxy may exercise half of the votes. A proxy form is attached to the back of this booklet.

For the purposes of determining voting entitlements at this General Meeting, Shares will be taken to be held by persons who are registered as holding Shares at 5.00pm (Perth time) on the day which is 2 days before the date of the General Meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of General Meeting.

**FERRUM CRESCENT LIMITED**  
**ACN 097 532 137**

**NOTICE OF MEETING**

**EXPLANATORY STATEMENT TO  
SHAREHOLDERS**

This Explanatory Statement has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at 10:00 am (WST) on 27 September 2010 at the Celtic Club, 48 Ord Street, West Perth WA 6005.

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 in the Notice of Meeting.

**FERRUM CRESCENT LIMITED**  
**ACN 097 532 137**

**NOTICE OF MEETING**

**INTRODUCTION**

This Explanatory Statement has been prepared for the information of Shareholders of Ferrum Crescent Limited in connection with a Resolution to be considered at the General Meeting of members to be held at the Celtic Club, 48 Ord Street, West Perth WA 6005 at 10:00 am (Perth time) on 27 September 2010.

This Explanatory Statement should be read in conjunction with the accompanying Notice of General Meeting. Please refer to this Explanatory Statement for the glossary of terms.

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 Resolution in the Notice of Meeting.

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**RESOLUTION - FUTURE ISSUE OF SECURITIES**

**1. Background**

As has been announced previously, the Company is considering applying for admission of its Shares on AIM. The Board has not yet resolved to proceed with any application for admission to trading on AIM. However, if it does, it is likely to conduct a capital raising in the United Kingdom in conjunction with the application for admission to trading on AIM.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period. As the number of Shares that the Company may wish to issue, if it proceeds with the proposed application for admission to trading on AIM, may exceed the 15% limit, the Resolution seeks Shareholder approval for the allotment and issue of 50,000,000 Shares in conjunction with any application for admission to trading on AIM (**Future Share Issue**).

The effect of the Resolution will be to allow the Directors to issue the Shares pursuant to the Future Share Issue during the period of 3 months after the General Meeting (or a longer period, if allowed by the ASX), without using the Company's 15% annual placement capacity. The Company will only issue Shares in accordance with the Resolution if the Company makes an application for admission of the Company's securities to trading on AIM.

Shareholders will recall that an equivalent approval was sought and obtained at the General Meeting of Shareholders of the Company held on 21 June 2010 (**Previous Meeting**). As approval under Listing Rule 7.1 is valid for a period of 3 months, the approval obtained at the Previous Meeting is due to expire on 21 September 2010. The Resolution seeks Shareholder approval for the Future Share Issue in order to retain the Company's flexibility to issue Shares in conjunction with any possible application for admission to trading on AIM during the period of 3 months after the General Meeting (in effect, extending the effect of the shareholder approval granted at the Previous Meeting to 27 December 2010).

**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 the Future Share Issue:

- a. the maximum number of Shares to be allotted and issued pursuant to the Resolution is up to 50,000,000;

**FERRUM CRESCENT LIMITED**  
**ACN 097 532 137**

**NOTICE OF MEETING**

- b. the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment of all Shares will occur on the same date;
- c. the issue price of the Shares proposed to be allotted and issued will be a price which is at least 80% of the weighted average market price of the Company's Shares on ASX over the 5 trading days preceding the day on which the issue is made (or where issued pursuant to a disclosure document, over the last 5 trading days on which sales of Shares are recorded before the date of the disclosure document);
- d. the names of the allottees are not yet known. The Company will announce details of the allottees (or the basis on which they have been determined) once that information is available;
- e. the Shares 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
- f. the Company intends to use the funds raised by the issue of the Shares for working capital purposes and specifically for the purposes of the Turquoise Moon Iron Project and studies in relation thereto.

**3. Directors' resolution**

The Directors recommend that shareholders vote in favour of the Resolution.

**4. Voting Exclusion**

The Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the Resolution is passed and any person associated with these persons. However, the Company need not disregard a vote 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 if 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.

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**FERRUM CRESCENT LIMITED**  
**ACN 097 532 137**

**NOTICE OF MEETING**

**GLOSSARY**

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<b>ASX</b>	means Australian Securities Exchange.
<b>ASX Listing Rules</b>	means the official listing rules of ASX.
<b>Board</b>	means the current board of directors of the Company.
<b>Company</b>	means Ferrum Crescent Limited A.C.N. 097 532 197.
<b>Corporations Act</b>	means the <i>Corporations Act 2001 (Cth)</i> .
<b>Directors</b>	mean the current directors of the Company.
<b>Explanatory Statement</b>	means the explanatory statement accompanying the Notice of Meeting.
<b>Ferrum or Ferrum Crescent</b>	means Ferrum Crescent Limited A.C.N. 097 532 197
<b>General Meeting or Meeting</b>	means the meeting convened by the Notice of Meeting.
<b>Notice of Meeting</b>	means this notice of general meeting including the Explanatory Statement.
<b>Resolution</b>	means the resolution set out in the Notice of Meeting.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company and <b>Shares</b> has a corresponding meaning.
<b>Shareholder</b>	means a holder of Shares in the Company.
<b>WST</b>	means Western Standard Time as observed in Perth, Western Australia.
<b>\$</b>	means Australian dollars.



# Ferrum Crescent Limited

ABN 58 097 532 137

## 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](http://www.intermediaryonline.com)

### For all enquiries call:

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

000001 000 FCR  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

For your vote to be effective it must be received by 10:00am (Perth time) Saturday 25 September 2010

### 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 as they choose. 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](http://www.investorcentre.com) under the information tab, "Downloadable 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** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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, as the proxy sees fit) at the General Meeting of Ferrum Crescent Limited to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Monday, 27 September 2010 at 10:00am (Perth time) and at any adjournment of that meeting.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for the Resolution, 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.

Resolution Future Issue of Securities

	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the Resolution.

### 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 \_\_\_\_/\_\_\_\_/\_\_\_\_

FCR

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