

Ferrum Crescent Limited

ACN 097 532 137

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT TO SHAREHOLDERS

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

DATE: 30 November 2016

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

TIME: 11.00am (Perth time)

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

Holders of depositary interests (**DI Holders**) may attend the Annual 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 (3RA50) by the required cut-off time set out below. Alternatively, DI Holders can vote using the enclosed Form of Instruction as per the instructions set out below.

VOTING BY PROXY

Please note that:

- a. a Shareholder entitled to attend and vote at the Annual 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.

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 Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Australia (Proxy Forms)

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 no later than **11.00am (Perth time) on Monday, 28 November 2016**.

South Africa (Proxy Forms)

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

Computershare Investor Services (Proprietary) Ltd, Ground Floor, 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107) so that it is received no later than **5.00am (SA time) on Monday, 28 November 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 **11.00am (GMT) on Friday, 25 November 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 DI 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 regard, 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 **11.00am (GMT) on Friday, 25 November 2016**.

CUSTODIAN VOTING

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

Ferrum Crescent Limited

ACN 097 532 137

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Ferrum Crescent Limited will be held at 11.00am (Perth time) on Wednesday, 30 November 2016 at The Hovia Room, Metro Hotel Perth, 61 Canning Highway, South Perth, Western Australia 6151.

The Explanatory Statement to this Notice of Meeting provides additional information on the matters to be considered at the Annual 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 Meeting. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

The Directors have determined pursuant to the Corporations Act that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company at **4.00pm (Perth time) on Monday, 28 November 2016**.

AGENDA

Financial Statements and Directors' Report

The financial statements, Directors' Report and Auditor's Report for the year ended 30 June 2016 are to be tabled.

RESOLUTIONS

1. Adoption of Remuneration Report (Non-binding)

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

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes the remuneration report for the Company for the year ended 30 June 2016 be adopted."

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

Voting Prohibition: In accordance with section 250(R) of the Corporations Act, a vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member. However, a person described above may cast a vote on this resolution if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1 (as set out above), and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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

2. Re-election of Klaus Borowski as a director

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

"That Mr Klaus Borowski, who retires by rotation in accordance with clause 11.3 of the Constitution, and, being eligible, offers himself for election, be re-elected as a director of the Company."

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

3. Re-election of Evan Kirby as a director

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

"That Dr Evan Kirby, having been appointed as a director in accordance with clause 11.11 of the Constitution by resolution of the Board, retires in accordance with clause 11.12 of the Constitution and being eligible, offers himself for election, be re-elected as a director of the Company."

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

4. Re-election of Justin Tooth as a director

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

"That Mr Justin Tooth, having been appointed as a director in accordance with clause 11.11 of the Constitution by resolution of the Board, retires in accordance with clause 11.12 of the Constitution and being eligible, offers himself for election, be re-elected as a director of the Company."

The Chairman intends to vote all available proxies **IN FAVOUR** of Resolution 4.

5. Ratification of issue of Consideration Shares

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, Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 100,000,000 fully paid ordinary shares (**Consideration Shares**) to GoldQuest Mining (Spain) Corp. in part consideration for the acquisition of 100% of the issued capital of GoldQuest Iberica, S.L., on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion: The Company will disregard any votes cast on this Resolution by GoldQuest Mining (Spain) Corp. and any associate of GoldQuest Mining (Spain) Corp. However, the Company will 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
- 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 5.

6. Approval of 10% Placement Facility

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

"That, pursuant to, and in accordance with, Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and 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 holder of ordinary securities) if this Resolution is passed, and any associates of those persons. However, the Company will 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
- 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 6.

BY ORDER OF THE BOARD



Grant Button
Company Secretary
DATED 24 October 2016

Ferrum Crescent Limited

ACN 097 532 137

EXPLANATORY STATEMENT TO SHAREHOLDERS

INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of Ferrum in connection with the Resolutions to be considered at the Annual General Meeting to be held at The Hovia Room, Metro Hotel Perth, 61 Canning Highway, South Perth, Western Australia 6151 at 11.00am (Perth time) on Wednesday, 30 November 2016.

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

1. FINANCIAL STATEMENTS AND DIRECTORS' REPORT

The Corporations Act requires the reports of the Directors and of the auditor of the Company and the annual financial report, including the financial statements, to be put before the Meeting. The Corporations Act does not require a vote of Shareholders at the Meeting on the reports or statements. However, Shareholders will be given an opportunity to raise questions on the reports and statements for the year ended 30 June 2016 at the Meeting.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Directors' Report in the Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to a non-binding vote of Shareholders at the Meeting. As Resolution 1 is "advisory only", it does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. However, the Board recognises that the Shareholder vote on Resolution 1 is an indication of Shareholder sentiment and will have regard to the outcome of the vote and any discussion when setting the remuneration practices of the Company.

Voting restriction where proxy is member of Key Management Personnel

Pursuant to the Corporations Act, if you elect to appoint a member of Key Management Personnel or any Closely Related Party as your proxy to vote on Resolution 1, you must direct the proxy how they are to vote. Where you do not direct such persons on how to vote on Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote which will not be counted in relation to Resolution 1.

If the Chairman is appointed as your proxy (either directly or by default) and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

The Directors unanimously recommend that you vote **IN FAVOUR** of Resolution 1.

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

3. RESOLUTIONS 2, 3 AND 4 – RE-ELECTION OF DIRECTORS

Clause 11.3 of the Constitution provides that each year, at the annual general meeting, one-third of the directors, or, if their number is not three nor a multiple of three, then the number nearest one-third, must retire from office. A Director who retires in accordance with clause 11.3 of the Constitution is eligible for re-election.

Pursuant to clause 11.3 of the Constitution, Mr Klaus Borowski retires by rotation at the Meeting and, being eligible, has offered himself for re-election as a non-executive director of the Company.

Mr Justin Tooth and Dr Evan Kirby were both appointed as Directors since the last annual general meeting of the Company and, in accordance with clause 11.12 of the Constitution, hold office until the next annual general meeting of the Company and are then eligible for re-election. Being eligible, both Mr Tooth and Dr Kirby offer themselves for election as Directors.

In the event that Resolutions 2, 3 and 4 are passed, the Board will consist of Klaus Borowski (non-executive director), Justin Tooth (Executive Chairman and director), Evan Kirby (non-executive director) and Grant Button (Company Secretary and non-executive director).

A profile of each of Klaus Borowski, Evan Kirby and Justin Tooth is provided below.

3.1 Candidate Director's Profile - Mr Klaus Borowski

Non-executive director

Mr Borowski is a metallurgical engineer by background, having studied in his home country of Germany. He first arrived in South Africa in 1966, where he was Technical Director of Dunsward Steel until 1979. After a short period in Europe within the steel industry, he returned to South Africa in 1982 and subsequently held several positions in the iron and steel industry in South Africa, including managing director of Krupp South Africa and as executive director of Industrial Metal Supply Co. In 1998, Mr Borowski formed Applied Metallurgical Technologies (Pty) Ltd, and, amongst other things, he was on the steering committee of Saldhana Steel (Pty) Ltd and Duferco Steel Processing. Save for Ferrum, he has not been a director of any other listed company in the last three years. Mr Borowski is chairman of the Company's Remuneration Committee and a member of the Company's Audit Committee and Nominations Committee.

Mr Borowski has an interest in Resolution 2 and refrains from making any recommendation as to how Shareholders should vote on the Resolution. The Company's remaining Directors recommend that Shareholders vote **IN FAVOUR** of Resolution 2.

3.2 Candidate Director's Profile - Dr Evan Kirby

Non-executive director

Dr Kirby is a metallurgist with over 30 years of international experience in the mining sector. He has held senior management positions with Impala Platinum, Rand Mines and Rustenburg Platinum Mines and worked as a director and technical consultant for a number of mining companies. Dr Kirby has a broad understanding of operational and engineering issues associated with process design, optimisation and management. His experience covers gold, platinum group metals, diamonds, copper, nickel, cobalt, zinc, tin, uranium, iron ore, chromite, arsenic, mercury, vanadium, fluorspar, and sulfuric acid production. He is currently a director of Bezant Resources plc (AIM).

Dr Kirby became a non-executive director of Ferrum in March 2016.

Dr Kirby has an interest in Resolution 3 and refrains from making any recommendation as to how Shareholders should vote on the Resolution. The Company's remaining Directors recommend that Shareholders vote **IN FAVOUR** of Resolution 3.

3.3 Candidate Director's Profile - Mr Justin Tooth

Executive Chairman

Mr Tooth is a financial sector professional with over twenty years' experience in equity sales and corporate broking and has a comprehensive knowledge of the natural resources sector. Between 1994 and 2009, Mr Tooth held senior roles at SBC Warburg, Lehman Brothers, Paribas and Deutsche Bank, amongst others, primarily in equity sales and management roles. From 2009 to 2014, he was employed by the specialist brokerage Ocean Equities Limited (now Pareto Securities Limited) in the role of sales and business development manager. Mr

Tooth is also founder and director of Oxford Mining Club Ltd, a mining sector information and networking company with events held regularly in South Africa and the United Kingdom.

Mr Tooth was appointed to the Board as non-executive Chairman and director in December 2015 and has held the role of Executive Chairman since 31 March 2016.

Mr Tooth has an interest in Resolution 4 and refrains from making any recommendation as to how Shareholders should vote on the Resolution. The Company's remaining Directors recommend that Shareholders vote **IN FAVOUR** of Resolution 4.

The Chairman intends to vote all available proxies IN FAVOUR of Resolutions 2, 3 and 4.

4. RESOLUTION 5 – RATIFICATION OF ISSUE OF CONSIDERATION SHARES

On 23 September 2016, Ferrum announced that it had completed the acquisition of 100% of the issued share capital of GoldQuest Iberica, S.L. (the **Acquisition**). The consideration for the Acquisition comprised £326,500 in cash and the issue of the Consideration Shares. The Consideration Shares were issued to GoldQuest Mining (Spain) Corp. on 30 September 2016.

At a general meeting of the Company held on 22 June 2016, the Company obtained shareholder approval to issue the Consideration Shares. However, due to the unexpected delays in completing the Acquisition, the approval expired prior to the issue of the Consideration Shares. Accordingly, the Company issued the Consideration Shares utilising its 15% placement capacity under Listing Rule 7.1. Resolution 5 seeks Shareholder ratification of the issue of the Consideration Shares pursuant to Listing Rule 7.4.

Listing Rule 7.4 provides that, where a company, in a general meeting, ratifies a previous issue of securities made pursuant to Listing Rule 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.

The effect of Shareholders passing Resolution 5 by ratifying the issue of the Consideration Shares will be to replenish the Company's 15% placement capacity to the extent of the Consideration Shares.

4.1 Specific information required by Listing Rule 7.5

Pursuant to, and in accordance with, Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Consideration Shares:

- (a) 100,000,000 Shares were issued to GoldQuest Mining (Spain) Corp.
- (b) The Consideration Shares were issued for nil consideration in settlement of the share element of the consideration for the Acquisition. Accordingly, no funds were raised from the issue of the Consideration Shares.
- (c) The Consideration Shares are fully paid ordinary shares issued on the same terms and conditions as the Company's existing Shares.
- (d) The Consideration Shares were issued to GoldQuest Mining (Spain) Corp. in accordance with the terms of the Acquisition. GoldQuest Mining (Spain) Corp. is not a related party or associate of the Company.

The Directors believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote **IN FAVOUR** of this Resolution.

The Chairman intends to vote all available proxies IN FAVOUR of Resolution 5.

5. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT FACILITY

5.1 General

Listing Rule 7.1A enables "eligible entities" to seek Shareholder approval to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10%**

Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of AU\$300 million or less. The Company is an "eligible entity".

While the Company has no current intention to use the 10% Placement Facility, the Company is now seeking Shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section (c) below).

As stated in its Annual Report released on 30 September 2016, the Company intends to continue to evaluate and develop its existing projects, seek further strategic acquisition opportunities in the exploration and mining industry and continue to meet its statutory commitments relating to its exploration tenements. Accordingly, the Company may use the 10% Placement Facility to raise sufficient equity to carry out its business plans in this regard.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Directors believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote **IN FAVOUR** of this Resolution.

The Chairman intends to vote all available proxies IN FAVOUR of Resolution 6.

5.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (a) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (b) plus the number of partly paid Shares that became fully paid in the 12 months;
 - (c) plus the number of fully paid Shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval;
 - (d) less the number of fully paid Shares cancelled in the 12 months.
- Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*
- D** is 10%.

E	is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the issue date or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.
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(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 1,866,332,922 Shares and therefore, subject to the approval of Resolution 5, will have capacity to issue:

- (i) 275,102,641 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being obtained under this Resolution, 186,411,788 Equity Securities in accordance with Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section (c) above).

If Resolution 5 is not passed, the Company will have the capacity to issue:

- (i) 160,102,641 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being obtained under this Resolution, 176,411,788 Equity Securities in accordance with Listing Rule 7.1A.

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must not be less than 75% of the VWAP for Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within five Trading Days of the date in subparagraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

5.3 Listing Rule 7.1A

The effect of Resolution 6 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

5.4 Specific information required by Listing Rule 7.3A

Pursuant to, and in accordance with, Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within five Trading Days of the date in subparagraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the issue date than on the date of the Meeting;
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for those Company's Equity Securities on the issue date; and
 - (iii) the Equity Securities are issued as part of consideration for the acquisition of a new asset,
- which may have an effect on the amount of funds raised by the issue of the Equity Securities.
- (c) The table below show the dilution of existing Shareholders on the basis of the current market price of Shares (as at 24 October 2016) and the current number of Shares for variable "A", as at the date of this Notice, calculated in accordance with the formula in Listing Rule 7.1A(2).
- (d) The table also shows:
- (i) two examples where variable "A" has increased, by 50% and 100%; and
 - (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 50% as against the current market price of AU\$0.004 (being the closing price of the Shares on ASX on 24 October 2016).

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.002 50% decrease in Issue Price	\$0.004 Issue Price	\$0.006 50% increase in Issue Price
Variable A 1,764,117,881 Shares	10% Voting Dilution	176,411,788 Shares	176,411,788 Shares	176,411,788 Shares
	Funds raised	\$352,824	\$705,647	\$1,058,471
50% increase in current Variable A 2,646,176,821 Shares	10% Voting Dilution	264,617,682 Shares	264,617,682 Shares	264,617,682 Shares
	Funds raised	\$529,235	\$1,058,471	\$1,587,706
100% increase in current Variable A 3,528,235,762 Shares	10% Voting Dilution	352,823,576 Shares	352,823,576 Shares	352,823,576 Shares
	Funds raised	\$705,647	\$1,411,294	\$2,116,941

The table above has been prepared on the following assumptions:

- (i) With respect to the number of ordinary securities, there are currently 1,868,632,922 Shares on issue.
 - (ii) The assumed issue price is AU\$0.004, being the closing price of the Shares on ASX on 24 October 2016.
 - (iii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (iv) No Options are exercised into Shares before the date of issue of the Equity Securities.
 - (v) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (vi) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
 - (vii) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (viii) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (e) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval provided by Shareholders under Resolution 6 for the issue of Equity Securities pursuant to the 10% Placement Facility will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (f) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration in relation to costs associated with the acquisition of new resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised to continue to evaluate and develop its existing projects, seek further strategic acquisition opportunities in the exploration and mining industry and continue to meet its statutory commitments relating to its exploration tenements.
- (g) The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (h) The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing holders of Equity Securities can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

- (i) Further, if the Company is successful in acquiring new resources assets or investments, the allottees under the 10% Placement Facility may be the vendors of the new resources assets or investments.
- (j) The Company has previously obtained Shareholder approval under Listing Rule 7.1A at the annual general meeting of Company held on 30 November 2015. The Company has issued 61,378,736 Equity Securities

pursuant to that approval. In the 12 months preceding the date of the Meeting, the Company issued (including issues with prior shareholder approval) a total of 1,249,845,569 Shares and 705,949,134 Options, representing 316.07% of the total diluted number of equity securities in the Company on issue at the commencement of that 12 month period, being 618,787,353.

Further details of equity securities issued during the 12 months preceding the date of the Meeting (provided in accordance with Listing Rule 7.3A.6(b)) are set out in Schedule 1.

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. On this basis no existing Shareholders' votes will therefore be excluded under the voting exclusion in the Notice.

GLOSSARY

10% Placement Facility	has the meaning given in the Explanatory Statement for Resolution 6.
10% Placement Period	has the meaning given in the Explanatory Statement for Resolution 6.
Annual General Meeting or Meeting	means the Annual General Meeting of Shareholders to be held at the Hovia Room, Metro Hotel Perth, 61 Canning Highway, South Perth, Western Australia on Wednesday, 30 November 2016 at 11.00am (Perth time).
Annual Report	means the Director's Report, the Financial Statements and the Auditor's Report in respect to the financial year ended 30 June 2016.
Acquisition	means the acquisition of 100% of the issued share capital of GoldQuest Iberica, S.L.
ASX	means Australian Securities Exchange.
ASX Listing Rules or Listing Rules	means the official listing rules of ASX.
Board	means the current board of directors of the Company.
Chairman	means the person appointed to chair the Meeting of the Company convened by this Notice.
Closely Related Party	has the meaning given in Section 9 of the Corporations Act.
Company or Ferrum	means Ferrum Crescent Limited ACN 097 532 137.
Consideration Shares	means the 100,000,000 Shares issued to GoldQuest Mining (Spain) Corp. on 30 September 2016 in settlement of the share element of the consideration for the Acquisition.
Constitution	means the current constitution of the Company as at the date of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
DI Holders	means holders of depositary interests in the Company.
Directors	means the current directors of the Company.
Equity Securities	has the meaning given in Listing Rule 7.1A.
Explanatory Statement	means the explanatory statement accompanying the Notice of Meeting.
Form of Instruction	means, for DI Holders, the form of instruction enclosed with this Notice.
GBP	means the legal currency of the United Kingdom.
Key Management Personnel	means any person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Notice of Meeting or Notice	means this notice of Annual General Meeting including the Explanatory Statement.
Option	means an option to acquire a Share.

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).
Proxy Form	means, for Shareholders, the proxy form enclosed with this Notice.
Related Party	has the meaning given to that term in the ASX Listing Rules.
Remuneration Report	means the remuneration report of the Company for the year ended 30 June 2016 contained in the Directors' Report.
Resolution	means a resolution set out in the Notice of Meeting.
Share	means an ordinary share in the Company.
Shareholder	means a holder of Shares in the Company.
Special Resolution	means a Resolution to be passed by at least 75% of the votes cast by 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).
Trading Day	means a day determined by ASX to be a trading day in accordance with the ASX Listing Rules.
VWAP	means the volume weighted average price of the Company's Shares as traded on the ASX.
\$ or \$AU	means the legal currency of Australia.

SCHEDULE 1 – ISSUE OF EQUITY SECURITIES SINCE 30 NOVEMBER 2015

No.	Date of Issue	Number of Equity Securities	Class	Persons to whom the securities were issued	Issue price	Discount to market price ¹	Consideration	
1	17 February 2016	4,515,041	Fully paid ordinary shares	TH Crestgate GmbH	GBP 0.00144 per share	Nil	Total consideration	GBP 6,502
							Amount of consideration spent and purpose	Total consideration used as part of consideration payable for the grant of an option to acquire and explore Spanish assets
							Intended use for remaining consideration	N/A
2	29 February 2016	149,681,797	Fully paid ordinary shares	Sophisticated and institutional investors	GBP 0.0012 / AUD 0.0024 per share	14.3%	Total consideration	GBP 179,618 / AUD 359,236
							Amount of consideration spent and purpose	Total consideration used for working capital requirements and to pay option fee in relation to Spanish asset acquisition
							Intended use for remaining consideration	N/A
3	12 May 2016	(1) 500,000,000 (2) 4,807,692 (3) 5,000,000	Fully paid ordinary shares	(1) Persons who subscribed for placing shares in accordance with the authority granted by shareholders at the general meeting held on 6 April 2016 (2) Beaufort Securities Limited (3) TH Crestgate GmbH	GBP 0.0013 per share	Nil	Total consideration	GBP 662,750
							Amount of consideration spent and purpose	Total consideration used to: (1) Fund the cash consideration payable upon the planned exercise of the Company's option to acquire 100% of GoldQuest and for working capital requirements. (2) Settlement of corporate broking services fees owed by the Company. (3) Settlement of fees relating to the extension of certain escrow arrangements.
							Intended use for remaining consideration	N/A
4	23 June 2016	500,000,000	Unlisted options	Persons who subscribed for placing shares issued by the Company by private placement (announced 28 April 2016)	Nil	N/A	Total consideration	Nil
							Amount of consideration spent and purpose	N/A
							Intended use for remaining consideration	N/A
5	29 July 2016	187,226,485	Fully paid ordinary shares	Institutional and sophisticated investors	GBP 0.0020 per share	4.8%	Total consideration	GBP 374,453
							Amount of consideration spent and purpose	GBP 140,000 used to fund the acquisition of 100% of GoldQuest
							Intended use for remaining consideration	GBP 234,453 to be used for general

¹ Based on ASX closing price on date of issue.

No.	Date of Issue	Number of Equity Securities	Class	Persons to whom the securities were issued	Issue price	Discount to market price ¹	Consideration	
								working capital requirements
6	29 July 2016	66,874,816	Fully paid ordinary shares	Persons exercising unlisted options issued in connection with the Company's placing and subscription announced 27 April 2016 and approved by shareholders on 22 June 2016	GBP 0.00165 per share	21.4%	Total consideration	GBP 110,343
							Amount of consideration spent and purpose	Nil
							Intended use for remaining consideration	Total consideration to be used for general working capital requirements
7	30 August 2016	44,797,543	Fully paid ordinary shares	Persons exercising unlisted options issued in connection with the Company's placing and subscription announced 27 April 2016 and approved by shareholders on 22 June 2016	GBP 0.00165 per share	31.3%	Total consideration	GBP 73,916
							Amount of consideration spent and purpose	Nil
							Intended use for remaining consideration	Total consideration to be used for general working capital requirements
8	28 September 2016	5,381,907	Fully paid ordinary shares	Persons exercising unlisted options issued in connection with the Company's placing and subscription announced 27 April 2016 and approved by shareholders on 22 June 2016	GBP 0.00165 per share	31.3%	Total consideration	GBP 8,880
							Amount of consideration spent and purpose	Nil
							Intended use for remaining consideration	Total consideration to be used for general working capital requirements
9	30 September 2016	100,000,000	Fully paid ordinary shares	GoldQuest Mining (Spain) Corp.	Nil (issued as partial consideration in relation to the acquisition of GoldQuest)	N/A	Total consideration	Nil
							Amount of consideration spent and purpose	N/A
							Intended use for remaining consideration	N/A
10	4 October 2016	(1) 187,226,485 (2) 18,722,649	Unlisted options	(1) Persons who subscribed for placing shares issued by the Company by private placement (announced 25 July 2016) (2) Beaufort Securities Limited, as settlement of certain corporate broking services fees	Nil	N/A	Total consideration	Nil
							Amount of consideration spent and purpose	N/A
							Intended use for remaining consideration	N/A
11	7 October 2016	181,560,288	Fully paid ordinary shares	Persons exercising unlisted options issued in connection with the Company's placing and subscription announced 27 April 2016 and approved by shareholders on 22 June 2016	GBP 0.00165 per share	36.5%	Total consideration	GBP 299,574
							Amount of consideration spent and purpose	Nil
							Intended use for remaining consideration	Total consideration to be used for general working capital requirements



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, 28 November 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 →



View the Annual Report, 24 hours a day, 7 days a week:

www.ferrumcrescent.com

To view and update your securityholding:

www.investorcentre.com

Your secure access information is:

SRN/HIN: I9999999999



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

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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 Annual 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, 30 November 2016 at 11.00am (Perth time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolution: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

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	Adoption of Remuneration Report (Non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Klaus Borowski as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Evan Kirby as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Justin Tooth as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of issue of Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of 10% Placement Facility	<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 / /