

29 October 2013

Ferrum Crescent Limited
 (“**Ferrum Crescent**”, the “**Company**” or the “**Group**”) (ASX: FCR, AIM: FCR, JSE: FCR)
Notice of Annual General Meeting and Explanatory Memorandum

Ferrum Crescent has today dispatched to shareholders a copy of the Notice of Annual General Meeting and Explanatory Memorandum and 2013 Annual Report, copies of which may be found on the Company’s website www.ferrumcrescent.com

The Annual General Meeting is to be held at 4:30pm (Perth time) on 29 November 2013 at The Lake Monger Room, The Boulevard Centre, 99 The Boulevard, Floreat WA 6014.

For more information, please visit www.ferrumcrescent.com or contact:

<i>Australia and Company enquiries:</i>	<i>UK enquiries:</i>
Ferrum Crescent Limited Ed Nealon T: +61 8 9380 9653 Executive Chairman Bob Hair T: +61 414 926 302 Managing Director	Ocean Equities Limited (Broker) Guy Wilkes T: +44 (0) 20 7786 4370 RFC Ambrian Limited (Nominated Adviser) Sarah Wharry T: +44 (0) 20 3440 6800 Jen Boorer T: +44 (0) 20 3440 6800 Ferrum Crescent Limited Laurence Read (UK representative) T: +44 7557672432
<i>South Africa enquiries:</i>	Sasfin Capital Leonard Eiser T: +27 11 809 7500

Ferrum Crescent Limited

ACN 097 532 137

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT TO SHAREHOLDERS

FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON 29 November 2013 at The Lake Monger Room, The Boulevard Centre, 99 The Boulevard, Floreat WA 6014 at 4:30 pm (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 the Annual 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: 29 November 2013

LOCATION: The Lake Monger Room, The Boulevard Centre, 99 The Boulevard, Floreat WA 6014

TIME: 4:30 pm (Perth time)

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

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of Shareholders of Ferrum Crescent Limited will be held at The Lake Monger Room, The Boulevard Centre, 99 The Boulevard, Floreat WA 6014 on 29 November 2013 at 4:30 pm (Perth time).

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the Annual 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 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 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.

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 4:30 pm (Perth time) on 27 November 2013. Proxy forms received later than this time will be invalid.

Your proxy form is enclosed as a separate document.

FERRUM CRESCENT LIMITED

ACN 097 532 137

NOTICE OF MEETING

DEPOSITARY INTEREST & CREST

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 16:30 p.m. UK time 26th November 2013. 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 Depositary Interest 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,

Depositary Interest 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.

Depositary Interest & Form of Instruction:

In order to have votes cast at the Meeting, DI holders must complete, sign and return the Form of Instruction no later than 16:30 on the 26th of November 2013.

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 MEETING

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Ferrum Crescent Limited will be held at 4:30 pm (Perth time) on 29 November 2013 at The Lake Monger Room, The Boulevard Centre, 99 The Boulevard, Floreat WA 6014.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual 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 Annual General Meeting are those who are registered Shareholders of the Company at 7:00 pm (Sydney time) on the day which is 2 days before the date of the Annual General Meeting.

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

AGENDA

Financial Statements and Directors' Report

The financial statements and Directors' Report for the year ended 30 June 2013 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 2013 be adopted."

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

Voting Prohibition: To the extent required by section 250(R) of the Corporations Act, a vote on this resolution 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 person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and the vote is not cast on behalf of the key management personnel or closely related parties described above.

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 Company's Constitution, and being eligible, offers himself for election, be re-elected as a director of the Company."

3. Re-election of Ted Droste as a director

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

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

4. Approval of issue of securities under the Employee Share Plan (ESP)

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

"That, for the purposes of Exception 9 of Listing Rule 7.2 of the ASX Listing Rules, section 260C(4) of the Corporations Act and for all other purposes, approval is given for the Company to continue to administer and issue securities under the Ferrum Crescent Limited Employee Share Plan on the terms and conditions set out in the Explanatory Memorandum."

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

Voting exclusion_The Company will disregard any votes cast on this Resolution by a Director and any associate of a Director. 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
- it is cast by the Chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form to vote as the proxy decides

5. Approval of issue of options under the Employee Option Plan (EOP)

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

“That, for the purposes of Exception 9 of Listing Rule 7.2 of the ASX Listing Rules and for all other purposes, approval is given for the Company to continue to administer and issue securities under the Ferrum Crescent Limited Employee Option Plan on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion_The Company will disregard any votes cast on this Resolution by a Director and any associate of a Director. 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
- it is cast by the Chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form to vote as the proxy decides

6. Ratification of Tranche 1 Placement

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 44,613,156 fully paid ordinary shares (**Tranche 1 Shares**) to sophisticated and professional investors on the terms and conditions in the Explanatory Memorandum.”*

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue of the Tranche 1 Shares and any associates of that person:

However, the Company will not disregard a vote if:

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

7. Approval of Issue of Shares to Mr Robert Hair

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

“That in accordance with the provisions of ASX Listing Rule 10.11, and for all other purposes, the Company is authorised to issue to Mr Robert Hair or his nominee 480,769 fully paid ordinary shares in the capital of the Company on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting.”

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

Voting exclusion: The Company will disregard any votes cast on this Resolution by Mr Robert Hair and any associate of Mr Robert Hair. 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
- it is cast by the Chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form to vote as the proxy decides.

8. Approval of Issue of Shares to Mr Ed Nealon

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

“That in accordance with the provisions of ASX Listing Rule 10.11, and for all other purposes, the Company is authorised to issue to Mr Ed Nealon or his nominee 2,906,075 fully paid ordinary shares in the capital of the Company on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of Meeting.”

Voting exclusion: The Company will disregard any votes cast on this Resolution by Mr Ed Nealon and any associate of Mr Ed Nealon. 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
- it is cast by the Chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form to vote as the proxy decides.

9. 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 Memorandum.”

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
- it is cast by the Chair of the Meeting as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form to vote as the proxy decides.

BY ORDER OF THE BOARD

Andrew Nealon
Company Secretary

DATED 18 October 2013

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

NOTES

A member entitled to vote at this Annual General Meeting is entitled to appoint a proxy to attend and vote for the member at the Annual General Meeting. A proxy need not be a member. If the member is entitled to cast 2 or more votes at the Annual 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 Annual General Meeting, Shares will be taken to be held by persons who are registered as holding Shares at 7:00pm (Sydney time) on the day which is 2 days before the date of the Annual General Meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

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

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

**EXPLANATORY STATEMENT TO
SHAREHOLDERS**

INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of Ferrum Crescent Limited in connection with Resolutions to be considered at the Annual General Meeting of members to be held at The Lake Monger Room, The Boulevard Centre, 99 The Boulevard, Floreat WA 6014 at 4:30 pm (Perth time) on 29 November 2013.

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

If you appoint the Chairman as your proxy, or the Chairman is appointed as your proxy by default, recent rules apply in respect of Resolution 1. Your attention is drawn to the section in the proxy form entitled "Important – for item 1" and in particular the requirement that you specify how your proxy is to vote or mark the box on that form if you wish your votes to be counted on this Resolution.

FINANCIAL STATEMENTS AND DIRECTORS' REPORT

The Corporations Act requires the reports of the Directors and of the auditor 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 2013 at the Meeting.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Directors' Report in the Company's 2013 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the Remuneration Report will be put at the Meeting. Section 250R(2) of the Corporations Act requires that a resolution that the Remuneration Report be adopted must be put to the vote. Resolution 1 seeks this approval.

However, in accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" resolution which does not bind the Directors of the Company.

Following consideration of the Remuneration Report, the Chairman, in accordance with section 250SA of the Corporations Act, must give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

In accordance with the recently introduced provisions of the Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011, to the extent required by section 250(R)(4) and (5) of the Corporations Act, a vote on 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 Resolution 1 if the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and the vote is not cast on behalf of the key management personnel or closely related parties described above.

The term “key management personnel” has the meaning given in the accounting standards and broadly means those persons with the authority and responsibility for planning, directing and controlling the activities of the Company, and includes any director.

The term “closely related party” is defined in the new legislation to include, in respect of a member of key management personnel:

- a spouse or child of the member;
- a child or spouse of the member’s spouse;
- a dependent of the member or the member’s spouse;
- anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealings with the Company;
- a company the member controls; or
- a person prescribed by regulations that may be made for this purpose.

Although the effect of Resolution 1 is advisory only, the recent amendments to the Corporations Act referred to above have also introduced what has been referred to as the ‘two strikes’ rule. Under this rule, companies will be required to put a resolution to shareholders to hold fresh elections for directors if at two consecutive annual general meetings more than 25% of the votes cast on a resolution (such as Resolution 1) to adopt the remuneration report are cast against that resolution. Accordingly, if 25% or more of the votes cast at the meeting on Resolution 1 are against that resolution, and (at the next annual general meeting in 2014) if 25% of the votes are cast against the resolution to adopt the 2013/2014 remuneration report, then the Company will be required to propose a resolution to hold another general meeting within the following 90 days. If such a resolution is passed, then at the subsequent general meeting all Directors (other than a Managing Director) who were in office when the remuneration report was approved at board level will cease to hold office (but may, if eligible, stand for re-election).

RESOLUTIONS 2 TO 3 (INCLUSIVE) – RE-ELECTION OF DIRECTORS

Clause 11.12 of the Company’s Constitution provides that any director appointed under clause 11.11 of the Company’s Constitution (to fill a casual vacancy or as an addition to the existing directors) holds office until the next annual general meeting of the Company and is then eligible for re-election.

Clause 11.3 of the Company’s Constitution provides that (subject to clause 13.39 which provides that a Managing Director shall not retire by rotation in accordance with clause 11.3) at the Annual General Meeting in every year one-third of the directors for the time being, or, if their number is not 3 nor a multiple of 3, then the number nearest one-third, must retire from office. Under clause 11.12 directors appointed under clause 11.11 are not to be taken into account in determining the directors who are to retire by rotation at the meeting. Accordingly, Resolutions 2 and 3 seek the re-election of the directors who retire by rotation, Mr Klaus Borowski and Mr Ted Droste, as Directors of the Company.

In the event that Resolutions 2 to 3 (inclusive) are passed, the Board will consist of Ed Nealon (Chairman and executive director), Robert Hair (Managing Director), Klaus Borowski (non-executive director), Kofi Morna (non-executive director), Grant Button (non-executive director) and Ted Droste (non-executive director).

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

A profile of each of Klaus Borowski and Ted Droste is provided below.

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 as managing director of Krupp South Africa and as executive director of IMS. In 1998, Mr Borowski formed Applied Metallurgical Technologies, and, amongst other things, he was on the steering committee of Saldhana Steel and Duferco Steel Processing. Other than in the case of Ferrum, he has not been a director of a 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.

Mr Ted Droste

Non-Executive director

Mr Droste is a chemical engineer by background, and after obtaining a BSc in Chemical Engineering in 1962 he worked at African Metals Corporation Limited (now known as Samancor) before joining Sentrachem Limited where he was promoted to the position of Research and Development Manager. After ten years with Sentrachem, he joined the Industrial Development Corporation of South Africa ("IDC") in 1974, in whose employ he remained until he took early retirement in 2001 to start his own business. Mr Droste held a number of positions at the IDC, including that of Senior General Manager – Projects Division. Mr Droste was chairman of Bay Precision and Mining (Pty) Limited until his resignation in December 2012. He consults to various companies through his investments holding company, TC Droste Investments (Pty) Ltd. Otherwise, he has not been a director of a listed company in the last three years. Mr Droste is a member of the Company's Audit Committee, Remuneration Committee and Nomination Committee.

The Directors (other than Messrs Borowski and Droste who abstain from making any recommendation in relation to the resolution relating to themselves) recommend that shareholders vote in favour of Resolutions 2 to 3 (inclusive).

RESOLUTION 4 – APPROVAL OF ISSUE OF SECURITIES UNDER THE EMPLOYEE SHARE PLAN (ESP)

Resolution 4 is a resolution which seeks shareholder approval in accordance with Exception 9 of Rule 7.2 of the ASX Listing Rules for the Company to issue securities under the Company's Employee Share Plan (ESP) without prior shareholder approval and in reliance on the exception to ASX Listing Rule 7.1 for the next three years.

Resolution 4 also seeks shareholder approval in accordance with section 260C(4) of the Corporations Act to give financial assistance in connection with an acquisition of Shares in the Company, i.e. by way of the offer of loans to 'Eligible Employees' to finance the acquisition price of Employee Shares by employees under the terms of the ESP.

4.1 Overview of regulatory approval requirements – Exception 9 of Rule 7.2 of the ASX Listing Rules

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval.

Listing Rule 7.1 does not apply in certain cases, which are set out in Listing Rule 7.2, which allow specified issues of securities to be excluded from the calculation of the number of securities issued in the 12 month period.

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

Listing Rule 7.2 includes Exception 9, which provides an exception where an issue under an employee incentive scheme is made if within three years before the date of issue one of the following occurred:

- (i) shareholders approved the issue of securities under the scheme as an exception to Listing Rule 7.1; or
- (ii) in the case of a scheme established before the entity was listed – a summary of the terms of the scheme were set out in the prospectus.

Accordingly, the Company is seeking shareholder approval in accordance with Exception 9 of Rule 7.2 of the ASX Listing Rules for the Company to issue securities under the Company's ESP without prior shareholder approval and in reliance on the exception to ASX Listing Rule 7.1 for the next three years.

4.2 Overview of regulatory approval requirements – Section 260C(4) of the Corporations Act

Under the terms of the ESP, to assist 'Eligible Employees' to participate in the ESP the Company may offer loans to 'Eligible Employees' to finance the acquisition price of Shares issued under the ESP (**Employee Shares**).

The provision of such loans may constitute the giving of financial assistance in connection with an acquisition of Shares in the Company. Such financial assistance may be prohibited unless an exemption from section 260A of the Corporations Act applies.

One exemption from section 260A of the Corporations Act (set out in section 260C(4)) is financial assistance given under an employee share scheme approved by a resolution passed at a general meeting of the Company.

Accordingly, the Company is also seeking shareholder approval in respect of the ESP for the purposes of section 260C(4) of the Corporations Act.

4.3 Overview of statutory imposed limits

In respect of the issue of securities under both the ESP and EOP, the Company must take reasonable steps to ensure that the number of shares the subject of the offer or to be received on exercise of an option when aggregated with:

- (i) the number of shares in the same class which would be issued were each outstanding offer with respect to shares, units of shares and options to acquire unissued shares, under an employee share scheme to be accepted or exercised; and
- (ii) the number of shares in the same class issued during the previous 5 years pursuant to the employee share scheme or any other employee share scheme extended only to eligible employees of the issuer;

but disregarding any offer made, or option acquired or share issued by way of or as a result of:

- (iii) an offer to a person situated at the time of receipt of the offer outside this jurisdiction; or
- (iv) an offer that did not need disclosure to investors because of section 708; or
- (v) an offer that did not require the giving of a Product Disclosure Statement because of section 1012D; or
- (vi) an offer made under a disclosure document or Product Disclosure Statement,

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

must not exceed 5% of the total number of issued ordinary shares in that class of the Company as at the time of the offer.

4.4 Company information

The ESP was adopted by the Company on 11 May 2005. The ESP was last previously approved by Shareholders at the Annual General Meeting held on 30 November 2010.

In order to take advantage of the exemption from ASX Listing Rule 7.1 and allow the Company flexibility to issue securities, the Board seeks approval under the ESP as an exception to ASX Listing Rule 7.1 for the next three years from the date of this Resolution.

The main purpose of the ESP is to provide an additional incentive to 'Eligible Persons' (being directors and other officers, employees, contractors to and consultants of the Company and its subsidiaries) to provide dedicated and ongoing commitment and effort to the Company, and for the Company to reward its directors and other officers, employees, contractors and consultants for their efforts.

Shareholders should note:

- (i) This resolution does not approve the issue of Employee Shares to any director of the Company. Employee Shares cannot be granted to directors of the Company or their associates unless prior approval of shareholders is obtained in accordance with the ASX Listing Rules.
- (ii) The Company will take reasonable steps to ensure that the number of Employee Shares when aggregated with any shares the subject of offers or invitations under any employee share schemes and any shares issued during the previous five years pursuant to employee shares schemes, does not exceed 5% of the total number of shares on issue as at the time of the relevant offer.
- (iii) If Employee Shares are issued, this will have the effect of increasing the Company's cash position by the amount of the issue price multiplied by the number of Employee Shares. It will also increase the number of shares that are on issue.
- (iv) Employee Shares will be listed for quotation on ASX and on each other securities exchange on which the Company's shares are listed at the time.
- (v) Employee Shares issued will rank pari passu in all respects with the Company's existing Shares.

Set out below is the information required to be provided to Shareholders in accordance with Exception 9 of ASX Listing Rule 7.2:

No.	Exception 9 of Listing Rule 7.2 requirement	Information
(i)	A summary of the terms of the ESP:	This is set out in paragraph 4.5 below.
(ii)	The number of securities issued under the ESP since the last approval.	2,725,000

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

4.5 Summary of the terms of the ESP

In accordance with ASX Listing Rule 7.2, Shareholders are provided with the following information.

- (i) The full Board will administer the ESP and the Board has general powers to amend the ESP Rules from time to time.
- (ii) The full Board administering the ESP will determine participation in the ESP having regard to factors such as seniority, length of service, record of employment and potential contribution. Such participation (by way of an issue of an invitation inviting an application for Shares) may be subject to the satisfaction of corporate or personal goals.
- (iii) Once an invitation is accepted the Company will issue the number of Employee Shares applied for.
- (iv) Except where necessary to comply with the provisions of an employment contract or other contract approved by the Board whereby executive or technical services are provided to the Company, the issue price for each Employee Share will be not less than:
 - A. (if there was at least one transaction in the Shares on ASX during the 10 business day trading period immediately before the date of the invitation to take up Employee Shares) the price determined by VWAP determination of the Shares on ASX during that period; or
 - B. (if there were no transactions in the Shares on ASX during the 10 business day trading period immediately before the date of the invitation to take up Employee Shares) the last price at which an offer was made on ASX to purchase a Share.
- (v) Employee Shares issued will rank pari passu in all respects with Shares.

4.6 Financial assistance to Eligible Employees

To assist Eligible Employees to participate in the ESP, the Company will offer loans to Eligible Employees to finance the acquisition price of the Employee Shares on the following terms:

- (i) Discretion of Company

The Company will have the discretion to determine whether to offer a loan and also to determine how much the employee should subscribe using their own funds and how much of the total purchase price will be made available by a loan.
- (ii) Limited Recourse

The principal amount outstanding under loans made by the Company will be interest free. The loans will be of a limited recourse nature such that the Company will accept in full satisfaction of repayment of a loan the amount of the market value of the Employee Shares at the time the loan is due to be repaid (less any transaction costs relating to the disposal of the shares) in the event that the market value of the Employee Shares is less than the amount of the loan outstanding. The loan is to be repaid within such period as is specified by the Board Committee at the time of making the invitation.
- (iii) Rights and entitlements

From the date Employee Shares are acquired under the ESP, employees will have full entitlements to all dividends and bonus shares, and voting rights, although, unless otherwise

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

determined by the Board, the amount of any cash dividend will be applied against repayment of any loan which may have been made available to assist the acquisition of the Employee Shares.

(iv) Restrictions on disposal of Employee Shares

A. An Eligible Employee may not sell or otherwise deal with an Employee Share until the loan amount in respect of that Employee Share has been repaid and until the expiry of the qualifying period in respect of the Employee Shares, if any, that may be imposed by the Board and set out in the invitation, and the Company:

- will retain the Share certificate (if any) and an executed Share transfer form in respect of the Employee Shares;
- may apply a holding lock; and
- may refuse to register a transfer of Employee Shares,

until the loan amount has been repaid and any applicable qualifying periods have passed. The Company will have a lien over any Employee Shares in relation to which a loan remains outstanding.

B. If an Eligible Employee wishes to sell any Employee Shares prior to repayment in full of the loan amount and prior to the expiry of any qualifying period then the eligible employee may give written notice to the Company requesting the Company to sell the relevant Employee Shares. In the absolute discretion of the Board Committee, in the case of hardship or otherwise, and provided the Board Committee is of the opinion that the proceeds from the sale of the Employee Shares are reasonably likely to exceed the amount outstanding in relation to the loan, the Company may, within 30 days after receipt of such a notice, arrange for the sale of the Employee Shares and apply the proceeds of the sale in repayment of the loan (together with reasonable expenses).

(v) Repayment of loan upon ceasing to be an Eligible Employee

If, prior to the repayment in full of the loan by an Eligible Employee, the Eligible Employee dies, becomes bankrupt or ceases to be an Eligible Employee, then the Eligible Employee (or his or personal representative) must elect between one of the following (and if no election is made the first is deemed to apply):

- A. to have Company sell on ASX, or place, the relevant Employee Shares and apply the proceeds of the sale in repayment of the loan (together with reasonable expenses); or
- B. to repay the loan and, upon repayment in full of the loan, have the relevant Employee Shares fully vested in their name. If this election is made then the loan must be repaid within 12 months in the event of the death, bankruptcy, retirement or retrenchment or within one month in the event that the eligible employee resigns, is terminated or otherwise ceases to be an eligible employee.

Details of any Employee Shares issued under the ESP will be published in each Annual Report of the Company relating to a period in which Employee Shares have been issued, and that approval for the issue of Employee Shares was obtained under Listing Rule 10.14 (if required).

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

Any additional persons who become entitled to participate in the ESP after the resolution was approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14 (if required).

4.7 Directors' recommendations and interests

The Directors recommend you vote in favour of this resolution. The Chairman of the meeting intends to vote undirected proxies in favour this resolution.

RESOLUTION 5 – APPROVAL OF ISSUE OF OPTIONS UNDER THE EMPLOYEE OPTION PLAN (EOP)

Resolution 5 seeks shareholder approval in accordance with Exception 9 of Rule 7.2 of the ASX Listing Rules for the Company to issue securities under the Company's Employee Option Plan (**EOP**) without prior shareholder approval and in reliance on the exception to ASX Listing Rule 7.1 for the next three years.

5.1 Overview of regulatory approval requirements

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval.

Listing Rule 7.1 does not apply in certain cases, which are set out in Listing Rule 7.2, which allow specified issues of securities to be excluded from the calculation of the number of securities issued in the 12 month period.

Listing Rule 7.2 includes Exception 9, which provides an exception where an issue under an employee incentive scheme is made if within three years before the date of issue one of the following occurred:

- (i) shareholders approved the issue of securities under the scheme as an exception to Listing Rule 7.1; or
- (ii) in the case of a scheme established before the entity was listed – a summary of the terms of the scheme were set out in the prospectus.

Accordingly, the Company is seeking shareholder approval in accordance with Exception 9 of Rule 7.2 of the ASX Listing Rules for the Company to issue securities under the Company's EOP without prior shareholder approval and in reliance on the exception to ASX Listing Rule 7.1 for the next three years.

5.2 Company information

The EOP was adopted by the Company on 11 May 2005. On 30 November 2010 approval was provided by Shareholders for the purposes of Exception 9 of Listing Rule 7.2 of the ASX Listing Rules, section 260C(4) of the Corporations Act and for all other purposes for the Company to administer and issue securities under the ESP for a period of three years.

In order to take advantage of the exemption from ASX Listing Rule 7.1 and allow the Company flexibility to issue options going forward, the Board seeks further approval under the EOP as an exception to ASX Listing Rule 7.1 for the next three years from the date of this Resolution.

The main purpose of the EOP is to provide an additional incentive to 'Eligible Persons' (being directors and other officers, employees, contractors to and consultants of the Company and its subsidiaries) to provide dedicated and ongoing commitment and effort to the Group, and for the Company to reward its directors and other officers, employees, contractors and consultants for their efforts.

It should be noted that:

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

- (i) This Resolution does not approve the issue of any options under the EOP (**Employee Options**) to any director of the Company. Employee Options cannot be granted to directors of the Company or their associates unless prior approval of shareholders is obtained in accordance with the ASX Listing Rules.
- (ii) The Company will take reasonable steps to ensure that the number of shares the subject of Employee Options, when aggregated with any shares the subject of offers or invitations under any employee share schemes and any shares issued during the previous five years pursuant to employee shares schemes, does not exceed 5% of the total number of shares on issue as at the time of the relevant offer.
- (iii) If Employee Options are exercised, this will have the effect of increasing the Company's cash position by the amount of the exercise price multiplied by the number of options exercised. It will also increase the number of shares that are on issue by the number of options exercised.
- (iv) Employee Options will not be listed for quotation on ASX. However, the Company will make application for the official quotation of shares issued on the exercise of Employee Options to ASX and to each other securities exchange on which shares are listed at the time.
- (v) Shares issued pursuant to the exercise of the Employee Options will rank pari passu in all respects with the Company's existing ordinary shares

Set out below is the information required to be provided to Shareholders in accordance with Exception 9 of Listing Rule 7.2:

No.	Exception 9 of Listing Rule 7.2 requirement	Information
(i)	A summary of the terms of the EOP:	This is set out in paragraph 5.3 below.
(ii)	The number of securities issued under the EOP since the last approval.	2,550,000

5.3 Summary of the terms of the EOP

In accordance with ASX Listing Rule 7.2, Shareholders are provided with the following information.

- (i) The full Board will administer the EOP and the Board has general powers to amend the EOP Rules from time to time.
- (ii) The full Board administering the EOP will determine participation in the EOP having regard to factors such as seniority, length of service, record of employment and potential contribution. Such participation (by way of an issue of an invitation inviting an application for options) may be subject to the satisfaction of corporate or personal goals.
- (iii) Once an invitation is accepted the Company will issue the number of Employee Options applied for and an option certificate for them.
- (iv) Each Employee Option entitles the holder of those Employee Option (**Optionholder**), on exercise, to one Share.

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

- (v) There is no issue price for the Employee Options. The exercise price for the Employee Option will be such price as determined by the Board Committee (in its discretion) being not less than:
 - A. (if there was at least one transaction in the Shares on ASX during the 10 business day period immediately before the date of the invitation to take up Employee Options) the VWAP determination for that period; or
 - B. (if there were no transactions in the Shares on ASX during the 10 business day period immediately before the date of the invitation to take up Employee Options) the last price at which an offer was made on ASX to purchase a Share.
- (vi) The expiry date for an Employee Option is the date determined by the Board at the time of issue, which will be no later than 5 years from the date of issue.
- (vii) Shares issued as a result of the exercise of any Employee Options will rank pari passu in all respects with Shares.
- (viii) Employee Options may not be transferred other than with the prior written approval of the Board.
- (ix) Quotation of Employee Options on the ASX will not be sought. However, the Company will apply to the ASX for official quotation of Shares issued on the exercise of Employee Options.
- (x) An Employee Option may only be exercised by written notice to the Company together with payment in full (unless other arrangements have been approved by the Board). An Employee Option may be exercised at any time after that Employee Option has vested and any other conditions imposed by the Board on exercise satisfied and before it lapses. The Board may determine the vesting period and any condition on exercise (if any).
- (xi) An Employee Option will lapse upon the expiry date (being 5 years from the grant date or such shorter period specified by the Board) or one month after the Optionholder ceases to be an Eligible Person (though if the holder ceases to be an Eligible Person by reason of retirement or retrenchment, bankruptcy or death, not until twelve months after such event).
- (xii) There are no participating rights or entitlements inherent in the Employee Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Employee Options. However, the Company will ensure that Optionholders will be given such notice period determined by the ASX Listing Rules to determine whether to exercise their Employee Options so as to participate in any bonus or entitlement issue.
- (xiii) In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry of any Employee Options, the number of Employee Options to which each Optionholder is entitled or the exercise price of his or her Employee Options, or both, or any other terms will be reconstructed in a manner determined by the Board which complies with the provisions of the ASX Listing Rules.
- (xiv) Annexure 1 to the EOP Rules sets out particular rules, with the Board's consent, certain 'Option Vesting Rights' which are rights to take delivery of and make payment for Shares in periods specified by the Board.

Details of any Employee Options issued under the EOP will be published in each Annual Report of the Company relating to a period in which Employee Options have been issued, and that approval for the issue of Employee Options was obtained under Listing Rule 10.14 (if required).

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

Any additional persons who become entitled to participate in the EOP after the resolution was approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14 (if required).

5.4 Directors' recommendations and interests

The Directors recommend you vote in favour of this resolution. The Chairman of the meeting intends to vote undirected proxies in favour this resolution.

RESOLUTION 6 – RATIFICATION OF TRANCHE 1 PLACEMENT

6.1 General

On 2 October 2013, the Company announced that it was undertaking a placement to raise up to GBP 873,000 (AUD 1.5 million) (before costs) through the issue of 48 million Shares at GBP 0.0182 (AUD 0.0315) per Share.

The placement is being undertaken in two tranches:

- (a) the first tranche (**Tranche 1 Placement**) has raised GBP 811,959 (before costs) through the issue of 44,613,156 Shares (**Tranche 1 Shares**); and
- (b) the second tranche (**Tranche 2 Placement**) will raise GBP 61,641 (before costs) through the issue of 3,386,844 Shares (**Tranche 2 Shares**).

The Tranche 1 Placement has completed. The Tranche 1 Shares were issued under the Company's 15% placement capacity without the need for Shareholder approval.

Resolution 6 seeks Shareholder approval for the ratification of the issue of the Tranche 1 Shares pursuant to Listing Rule 7.4.

6.2 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 6 by ratifying the issue of the Tranche 1 Shares will be to restore the Company's ability to issue further securities in accordance with Listing Rule 7.1.

6.3 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 Tranche 1 Shares:

- (c) 44,613,156 Shares were issued under the Tranche 1 Placement.
- (d) The Tranche 1 Shares were issued at an issue price of GBP 0.0182 (AUD 0.0315) each.
- (e) The Tranche 1 Shares are fully paid ordinary shares in the capital of the Company and rank equally to in all respect with the Company's existing Shares on issue.

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

- (f) The Tranche 1 Shares were issued to sophisticated and professional investors who are not related parties or associates of the Company.
- (g) The funds raised from the issue of the issue of the Tranche 1 Shares will be used as working capital, including for the funding of corporate costs and for feasibility and mining right activities.

RESOLUTIONS 7 TO 8 (INCLUSIVE) – APPROVAL OF ISSUE OF SHARES TO MR ROBERT HAIR AND MR ED NEALON

7.1 General

As detailed in Section 06.1, the Company proposes to issue a further 3,386,844 Shares to raise GBP 61,641 (before costs) as the Tranche 2 Placement.

The Tranche 2 Placement comprises the issue of:

- (h) 480,769 Shares to Mr Robert Hair or his nominee (subject to the passing of Resolution 7); and
- (i) 2,906,075 Shares to Mr Ed Nealon or his nominee (subject to the passing of Resolution 8).

As approval of Shareholders is being sought pursuant to Listing Rule 10.11, Shareholder approval under Listing Rule 7.1 is not required, in accordance with Exception 14 of Listing Rule 7.2.

7.2 Listing Rule 10.11

Shareholder approval is required under Listing Rule 10.11 because Mr Hair and Mr Nealon, by reason of their positions as Directors, are related parties of the Company.

Listing Rule 10.11 restricts the Company's ability to issue securities to a related party unless approval is obtained from Shareholders. The effect of passing Resolutions 7 and 8 will be to allow the Company to issue the Tranche 2 Shares to Mr Hair and Mr Nealon (or their nominees) during the month after the Meeting (or a longer period, if allowed by ASX) without breaching Listing Rule 10.11 or using the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders do not approve Resolutions 7 and 8, Mr Hair and Mr Nealon (or their nominees), respectively, will not be issued any Shares under the Tranche 2 Placement.

7.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13 the following information is provided in relation to obtaining Shareholder approval to authorise Mr Hair and Mr Nealon (or their nominees) to participate in the Tranche 2 Placement:

- (j) 480,769 Shares will be issued to Mr Hair, and 2,906,075 Shares will be issued to Mr Nealon (or their nominees).
- (k) The maximum number of securities to be issued to:
 - (i) Mr Hair (or his nominee) is 480,769 Shares; and
 - (ii) Mr Nealon (or his nominee) is 2,906,075 Shares.

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

- (l) The Company will issue the Shares no later than 1 month after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).
- (m) The Shares will be issued at an issue price of GBP 0.0182 (AUD 0.0315) each.
- (n) The Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- (o) The funds raised from the issue of the Shares will be used as working capital, including for the funding of corporate costs and for feasibility and mining right activities.

RESOLUTION 9 – APPROVAL OF 10% PLACEMENT FACILITY

9.1 General

Listing Rule 7.1A enables eligible entities 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 9.2(c) below).

As stated in its annual report released on 30 September 2013, the Company intends to continue to evaluate and develop its existing Moonlight Iron Ore Project in Limpopo Province, northern South Africa. The Company may use the 10% Placement Facility to evaluate and develop the Moonlight Iron Ore Project and to acquire new resource assets and investments.

The Directors of the Company believe that Resolution 9 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

9.2 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

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

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 12 month period after the date of the annual general meeting, 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 date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(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 372,814,541 Shares and therefore has a capacity to issue:

- (i) 55,922,180 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 9, 37,281,454 Equity Securities under 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 9.2(c) above).

(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 of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

- (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 5 Trading Days of the date in paragraph (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 Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

9.3 Listing Rule 7.1A

The effect of Resolution 9 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.

Resolution 9 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).

9.4 Listing Rule 7.1A

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 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 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 9 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 below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or 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.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0125 50% decrease in Issue Price	\$0.025 Note: this is the share price at 18/10/2013, the date NOM was lodged with ASIC. Issue Price	\$0.0375 50% increase in Issue Price
Current Variable A 372,814,541 Shares	10% Voting Dilution	37,281,454 Shares	37,281,454 Shares	37,281,454 Shares
	Funds raised	\$ 466,018.18	\$ 932,036.35	\$ 1,398,054.53
50% increase in current Variable A 559,221,811 Shares	10% Voting Dilution	55,922,181 Shares	55,922,181 Shares	55,922,181 Shares
	Funds raised	\$ 699,027.26	\$ 1,398,054.53	\$ 2,097,081.79
100% increase in current Variable A 745,629,082 Shares	10% Voting Dilution	74,562,908 Shares	74,562,908 Shares	74,562,908 Shares
	Funds raised	\$ 932,036.35	\$ 1,864,072.70	\$ 2,796,109.05

The table has been prepared on the following assumptions:

- (i) There are currently 372,814,541 Shares on issue.

FERRUM CRESCENT LIMITED

ACN 097 532 137

NOTICE OF MEETING

- (ii) The assumed issue price is AU\$0.025, being the closing price of the Shares on ASX on 18 October 2013.
 - (iii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
 - (v) No Options are exercised into Shares before the date of the issue of the Equity Securities.
 - (vi) 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%.
 - (vii) 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.
 - (viii) 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.
 - (ix) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 9 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).
- (d) 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 towards an acquisition of resource assets or investments (which may include costs associated with due diligence and engagement of advisors in assessing new resource assets), and/or continued exploration expenditure on the Company's existing resource assets and interests in Limpopo Province, South Africa.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy is dependent on 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 the factors including but not limited to the following:

FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

- (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 security holders 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 advisors (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.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- (f) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.
 - (g) 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 holder to participate in the issue of the Equity Securities. No existing Shareholders' votes will therefore be excluded under the voting exclusion in the Notice.
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FERRUM CRESCENT LIMITED
ACN 097 532 137

NOTICE OF MEETING

GLOSSARY

10% Placement Facility	has the meaning given in the Explanatory Memorandum for Resolution 9.
10% Placement Period	has the meaning given in the Explanatory Memorandum for Resolution 9.
Annual General Meeting or Meeting	means the meeting convened by the Notice of Meeting.
Annual Report	means the Director's Report, the Financial Statements and the Auditor's Report in respect to the financial year ended 30 June 2013.
ASIC	means the Australian Securities and Investments Commission.
ASX	means Australian Securities Exchange.
ASX Listing Rules	means the official listing rules of ASX.
Board	means the current board of directors of the Company.
Closely Related Party	means (a) a spouse or child of the member; or (b) has the meaning given in Section 9 of Corporations Act.
Company	means Ferrum Crescent Limited A.C.N. 097 532 137.
Corporations Act	means the <i>Corporations Act 2001 (Cth)</i> .
Directors	means the current directors of the Company.
Eligible Employee	means an employee of the Company determined to be an 'eligible employee' pursuant to the terms of the EOP.
Employee Options	means options issued pursuant to the terms of the EOP.
EOP	means the Employee Option Plan of the Company.
Equity Securities	has the same meaning given in Listing Rule 7.1A.
Explanatory Statement	means the explanatory statement accompanying the Notice of Meeting.
Ferrum or Ferrum Crescent	means Ferrum Crescent Limited A.C.N. 097 532 137.
Notice of Meeting	means this notice of annual general meeting including the Explanatory Statement.
Option	means an option to acquire an ordinary share in the Company.
Optionholder	means a holder of Options in the Company.
Resolution	means a resolution set out in the Notice of Meeting.
Share	means an ordinary share in the Company.

FERRUM CRESCENT LIMITED

ACN 097 532 137

NOTICE OF MEETING

Shareholder	means a holder of Shares in the Company.
Trading Day	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
VWAP	means the volume weighted average price.
WST	means Western Standard Time as observed in Perth, Western Australia.
\$ or \$A	means Australian dollars.