

BIFOX LIMITED

ACN 004 287 790

NOTICE OF GENERAL MEETING OF SHAREHOLDERS

TIME: 10.00am
DATE: 1 May 2019
PLACE: Offices of Mills Oakley
Level 7, Barrack Place
151 Clarence Street
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 02 9236 4300.

**BIFOX LIMITED
ACN 004 287 790**

NOTICE OF GENERAL MEETING

TIME AND PLACE OF MEETING AND HOW TO VOTE

NOTICE IS GIVEN THAT A GENERAL MEETING OF THE MEMBERS WILL BE HELD TO CONDUCT THE BUSINESS AT THE TIME AND LOCATION SPECIFIED BELOW

TIME: 10.00am
DATE: 1 May 2019
PLACE: Offices of Mills Oakley
Level 7, Barrack Place
151 Clarence Street
Sydney NSW 2000

AGENDA

ANNUAL FINANCIAL REPORT

To receive and consider the financial statements of the Company for the year ended 30 June 2017, together with the Directors Report and the Auditor's Report as set out in the Annual Report.

1. Re-election of Mr Mark Sumner as a Director

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

"That, Mr Mark Sumner, who is retiring from the office of Director by rotation in accordance with the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."

VOTING

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above. Shareholders should read the Explanatory Memorandum before deciding how to vote.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- a) Each Shareholder has a right to appoint a proxy;
- b) The proxy need not be a Shareholder of the Company; and
- c) A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Proxy forms and, if applicable, the powers of attorney (or a certified copy of the powers of attorney) under which they are signed must be lodged directly by the member making the appointment at least 48 hours before the appointed time of the meeting.

Lodgement details for proxy forms are as follows:

Post:

Advanced Share Registry Limited, PO Box 1156, Nedlands WA 6909

On Line

Email proxy form to:

admin@advancedshare.com.au

DATED: 13 March 2019

BY ORDER OF THE BOARD

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Chris West
Company Secretary

EXPLANATORY STATEMENT

RESOLUTION 1 – RE-ELECTION OF MR MARK SUMNER AS A DIRECTOR

Clause 12.3(b) of the Constitution provides that there must be an election of Directors at each annual general meeting of the Company. This requirement may be satisfied by:

- A person standing for election as a new Director having nominated him or herself in accordance with the Constitution;
- A Director who was appointed during the year and who ceases to hold office under the Constitution seeking election;
- A Director who retires by rotation in accordance with the Constitution seeking re-election; or
- If no Director is required to stand for election or re-election in accordance with the above, the Director who has been in office the longest since he or she was last elected or re-elected must retire and may stand for re-election. If two or more Directors have been a Director the longest and an equal time without re-election, then in default of agreement, the Director to retire will be determined by ballot.

Mr. Mark Sumner retires by rotation in accordance with Clause 12.3(b)(iii) of the Constitution and seeks re-election.

Director's Recommendation: The Board is of the view that Mr Sumner continues to add value to the Board. The Board recommends that shareholders vote in favour of Resolution 4. Mr Sumner does not make a recommendation due to his interest in the outcome.

DIRECTOR BACKGROUND

Mark Sumner

Mark Sumner is the founder of Kiwanda Group. Prior to founding Kiwanda Group in 2008, Mark was an investment specialist at Madison Avenue Financial Group, a private wealth boutique with approximately \$220 million in assets under management. Since 2008, Mark has been the Managing Director of Kiwanda Group. As Managing Director of Kiwanda Group, Mark has arranged private and public equity investments into oil, natural gas, gold, zinc/lead, iron ore and gold projects in Asia, South America and Sub-Saharan Africa.

Glossary

Notice or Notice of Meeting means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice

Share means a fully paid ordinary share in the capital of the Company.