



**Flinders Exploration Limited A.C.N. 140 351 033**

**Minutes of Annual General Meeting of Members of Flinders Exploration Ltd November 2018**

Held at	31 Hauteville Terrace Eastwood South Australia and at 15 McKinlay Avenue Gawler East South Australia 5118	
On	28 <sup>th</sup> November 2018 Commenced 0930 am. Adjourned 1005. Resumed 5 <sup>th</sup> December 1105 am. Closed 1142.	
Directors & Officers Present:	Dr. Kevin Wills – Chairman {Shareholder} Dr. David Tucker – Managing Director, Company Secretary {Share holder} Peter Maloney - Director - by proxy to Dr Kevin Wills {Share holder}	
Item	Item Description	Action
1	Opening	The Meeting opened at 1000 and Dr Wills welcomed shareholders
2	Quorum	The proxy schedule was tabled, and it was NOTED that there were 5 proxies lodged which is 5 less than the 10 proxies required by the FEX Constitution. The Chairman NOTED that the meeting was not Quorate at this time. In accordance with the FEX Constitution there was a pause of 30 minutes, to allow for latecomers. At 1030 there being no increase in the number of shareholders attending the meeting the Chairman DECLARED that the meeting was not quorate.
3	Adjournment	In accordance with the Constitution the meeting was ADJOURNED to a date and time to be decided by directors.
4	Resumption of Meeting	The ADJOURNED meeting was RESUMED on 5 <sup>th</sup> December at 1105
5	Quorum	The chairman NOTED that there were 11 proxies now lodged. The meeting was Quorate in accordance with the FEX constitution. All proxies were in favour of the Chairman.
6	Apologies	It was NOTED that Peter Moloney was overseas and gave his apology for non-attendance at the meeting.
7	Notice of Meeting	The Notice of meeting was TABLED and taken as read.
8	Chairman's Address	The Chairman's address was TABLED and taken as read.
9	Proxies	The Schedule of Proxies was TABLED and taken as read.
10	Ordinary Business: 10.1 Reports 10.1.1 Financial Report	The Financial Report for June 30, 2018 was TABLED and taken as read.

	10.1.2 Director's Report	The Directors Report was TABLED and taken as read.
	10.1.3 Auditors Report	The Auditors Report was TABLED and taken as read.
	10.2 Resolution 1: Re-election of Director	<i>"That Mr. Peter Moloney, a Director retiring by rotation in accordance with the Company's Constitution, and being eligible and having signified his candidature for the Office, be re-elected as a non-executive Director of the Company."</i> Passed unanimously.
	10.3 Resolution 2: Conversion to a Proprietary Ltd Company	<i>"That for the purposes of Sections 157 and 162 of the Corporation Act (Cth) and for all other purposes, the Company convert from a public company limited by shares to a proprietary company limited by shares and that the name of the company be changed from Flinders Exploration Limited to Flinders Exploration Pty Ltd."</i> Passed unanimously.
	10.4 Resolution 3: Adoption of new constitution (special resolution)	<i>"That, subject to and conditional on Resolution 2 being passed by the Shareholders, for the purposes of Section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Company's constitution be repealed and the new constitution published and accessible on the Company's website at <a href="http://www.fexploration.com">www.fexploration.com</a> be adopted in its place, with effect from the alteration of the details of the Company's registration by the Australian Securities and Investments Commission."</i> Passed unanimously.
11	Questions	It was NOTED that there were no questions.
12	Closure	The meeting was closed at 11:42