
FIJI KAVA LIMITED

ACN 169 441 874

NOTICE OF ANNUAL GENERAL MEETINGS

Notice is given that the **2015 Annual General Meeting** will be held at:

TIME: 10:00am (WST)

DATE: 26 November 2018

PLACE: Cicero Corporate, Suite 9, 330 Churchill Avenue Subiaco WA 6008

Notice is given that the **2016 Annual General Meeting** will be held at:

TIME: 10:15am (WST)

DATE: 26 November 2018

PLACE: Cicero Corporate, Suite 9, 330 Churchill Avenue Subiaco WA 6008

Notice is given that the **2018 Annual General Meeting** will be held at:

TIME: 10:30am (WST)

DATE: 26 November 2018

PLACE: Cicero Corporate, Suite 9, 330 Churchill Avenue Subiaco WA 6008

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

This Notice of Meetings 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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meetings are those who are registered Shareholders at 10:00am WST on 24 November 2018.

BUSINESS OF THE MEETINGS

AGENDA

2015 ANNUAL GENERAL MEETING

1. 2015 FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the directors, the director's reports and the auditor's reports.

2. RESOLUTION 1 – APPOINTMENT OF AUDITOR AT FIRST AGM

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

"That, for the purposes of section 327B of the Corporations Act and for all other purposes, Hall Chadwick, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the close of the meeting."

2016 ANNUAL GENERAL MEETING

1. 2016 FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the director's reports and the auditor's reports.

2018 ANNUAL GENERAL MEETING

1. 2017 AND 2018 FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the director's reports and the auditor's reports and the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the director's reports and the auditor's reports.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR IAN ALISTAIR LEETE

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

"That, for the purpose of clause 11.3 of the Constitution, and for all other purposes, Mr Ian Alistair Leete, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MRS LOREN ANNE KING

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

“That, for the purpose of clause 11.10 of the Constitution, and for all other purposes, Mrs Loren Anne King, a Director who was appointed on 3 October 2014, retires, and being eligible, is elected as a Director.”

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR JOSH RUSSELL PUCKRIDGE

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

“That, for the purpose of clause 11.10 of the Constitution, and for all other purposes, Mr Josh Russell Puckridge, a Director who was appointed on 5 June 2017, retires, and being eligible, is elected as a Director.”

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR JAY STEPHENSON

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

“That, for the purpose of clause 11.10 of the Constitution, and for all other purposes, Mr Jay Stephenson, a Director who was appointed on 16 January 2018, retires, and being eligible, is elected as a Director.”

Dated: 1 November 2018

By order of the Board

Jay Stephenson
Director and Company Secretary

Voting in person

To vote in person, attend the Meetings at the time, date and place set out above.

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:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meetings please do not hesitate to contact the Company Secretary on +61 8 6489 1600

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

2015 ANNUAL GENERAL MEETING

1. 2015 FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the 2015 Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2015 together with the declaration of the directors, the directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://fijkava.com/>.

2. RESOLUTION 1 – APPOINTMENT OF AUDITOR AT FIRST AGM

The Directors of a public company must appoint an auditor within one month of registration. The directors have appointed Hall Chadwick as the Company's auditor.

The auditor of a public company so appointed within one month of registration holds office until the first annual general meeting of the Company. The auditor must be re-appointed at the first annual general meeting so that they may continue to act as auditor of the Company.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a shareholder for Hall Chadwick to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Annexure A.

Hall Chadwick has given its written consent to act as the Company's auditor subject to shareholder approval of this resolution.

If this resolution is passed, the appointment of Hall Chadwick as the Company's auditor will take effect at the close of this Meeting.

2016 ANNUAL GENERAL MEETING

3. 2016 FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the 2016 Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://fijkava.com/>.

2018 ANNUAL GENERAL MEETING

4. 2018 FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the 2018 Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, and the auditor's report.

The business of the 2018 Annual General Meeting will also include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial reports to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <https://fijkava.com/>.

5. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR IAN ALISTAIR LEETE

5.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Ian Alistair Leete, who has served as a Director since incorporation on 8 May 2014, retires by rotation and seeks re-election.

5.2 Independence

If re-elected the Board considers Mr Leete will be an independent director.

5.3 Board recommendation

The Board supports the re-election of each of Mr Leete and recommends that Shareholders vote in favour of each of Resolutions 2.

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

6.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mrs Loren Anne King, having been appointed by other Directors on 3 October 2014, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders.

Mr Josh Russell Puckridge, having been appointed by other Directors on 5 June 2017, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders.

Mr Jay Stephenson, having been appointed by other Directors on 16 January 2018, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders.

6.2 Qualifications and other material directorships

Mrs Loren Anne King

Mrs King has worked in finance and back office administration roles with ASX listed companies, stockbroking and corporate advisory services for the past 11 years. During this time, she has gained invaluable experience in dealing with all aspects of corporate governance and compliance, specialising in initial public offerings (IPO), backdoor listings, private capital raising and business development.

As well as being a Partner at and Company Secretary of the Cicero Corporate Services Pty Ltd, Mrs King holds the positions of Non-Executive Director and Company Secretary at Brookside Energy Limited (ASX: BRK), Blaze International Limited (ASX: BLZ) and Lustrum Minerals Limited (ASX: LRM). Additionally, Loren currently serves as the Company Secretary of Wangle Technologies Limited (ASX: WGL) and unlisted Andes Resources Limited. Past Non-Executive Director and/or Company Secretarial positions include Intiger Group Limited (ASX: IAM), Fraser Range Metals Group Limited (ASX: FRN), MMJ Phytotech Limited (ASX: MMJ), Property Connect Holdings Limited (ASX: PCH), Alcidion Group Limited (ASX: ALC) and ZipTel Limited (ASX: ZIP).

Mrs King has a Bachelor of Psychology, is a Fellow Member of the Governance Institute of Australia holding a Graduate Diploma of Applied Corporate Governance and has a Certificate IV in Financial Services (Bookkeeping).

Mr Josh Russell Puckridge

Mr Puckridge is a Corporate Finance Executive formerly working as a specialist Equity Capital Markets Advisor for Fleming Australia, a Corporate Advisory and Funds Management firm. He has significant experience within funds management, capital raising, mergers, acquisitions and divestments of projects by companies listed on the Australian Securities Exchange.

Formerly Executive Director and Chief Executive of Discovery Resources Limited, Mr. Puckridge structured the acquisition of the Canberra Casino and the relisting of the Company as Aquis Entertainment Limited. He was a founding Director of Windward Resources Limited, seeding and listing the Company, raising more than \$11m for the Company. Recently, Mr. Puckridge coordinated the change of Board of TopTung Limited (then, Krucible Metals Limited), returning \$5m to its shareholders in 2015; subsequently, the Company acquired a NSW based tungsten project.

He currently serves as Non-Executive Director of MCS Services Group Limited (ASX: MSG) and Alcidion Group Limited (ASX: ALC) and as Chairman of Blaze International Limited and (ASX: BLZ) and Fraser Range Metals Group Limited (ASX: FRN). Mr Puckridge also holds various positions on private company boards.

Mr Puckridge has also acted as a Company Secretary for multiple listed Companies and is also an experienced Australian Financial Services Licence Responsible Manager (currently Director and Responsible Manager of AFSL 482 173).

Mr Jay Stephenson

Mr Stephenson has been involved in business development for over 25 years including approximately 21 years as Director, Chief Financial Officer and Company Secretary for various listed and unlisted entities in resources, manufacturing, wine, hotels and property. He has been involved in business acquisitions, mergers, initial public offerings, capital raisings, business restructuring as well managing all areas of finance for companies.

Mr Stephenson owns Forest House Pty Ltd, a boutique accounting and corporate advisory firm providing services in IPO/RTO management, Corporate Advisory, Company Administration, Accounting and Corporate Governance. On most engagements, Mr Stephenson takes on the appointment of a statutory office holder, either as a Director, Company Secretary or Chief Financial Officer.

Mr Stephenson is currently Chairman of Yonder and Beyond Limited, and a non-executive Director of Doray Minerals Limited, Dragon Mountain Gold Limited, Strategic Minerals Corporation NL, and Nickelore Limited as well as Company Secretary for a number of ASX Listed resource and industrial companies.

6.3 Independence

If elected the Board considers Mrs King, Mr Puckridge and Mr Stephenson will each be an independent director.

6.4 Board recommendation

The Board supports the election of each of the Directors and recommends that Shareholders vote in favour of both Resolutions 2, 3 and 4.

GLOSSARY

\$ means Australian dollars.

2015 Annual General Meeting means the Company's 2015 annual general meeting convened by the Notice.

2016 Annual General Meeting means the Company's 2016 annual general meeting convened by the Notice.

2018 Annual General Meeting means the Company's 2018 annual general meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company means Fiji Kava Limited (ACN 169 441 874).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

**FIJI KAVA LIMITED
ACN 169 441 874**

2015 ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the 2015 Annual General Meeting, hereby appoint:

Name:

OR: the Chair of the 2015 Annual General Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the 2015 Annual General Meeting to be held at 10:00am WST, on 26 November 2018 at Cicero Corporate, Suite 9, 330 Churchill Avenue Subiaco WA 6008, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution.

Voting on business of the 2015 Annual General Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail in relation to this Proxy Form: YES NO

PROXY FORM

**FIJI KAVA LIMITED
ACN 169 441 874**

2018 ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the 2018 Annual General Meeting, hereby appoint:

Name:

OR: the Chair of the 2018 Annual General Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the 2018 Annual General Meeting to be held at 10:30am WST, on 26 November 2018 at Cicero Corporate, Suite 9, 330 Churchill Avenue Subiaco WA 6008, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution.

Voting on business of the 2018 Annual General Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Re-election of Director – Mr Ian Alistair Leete	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mrs Loren Anne King	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr Josh Russell Puckridge	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Director – Mr Jay Stephenson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

**Consent for contact by e-mail
in relation to this Proxy Form:** YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Fiji Kava Limited, Suite 9, 330 Churchill Avenue, Subiaco WA 6008; or
 - (b) facsimile to the Company on facsimile number +61 6489 1601; or
 - (c) email to the Company at info@fjikkava.com

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.