



ABN 28 104 028 542

MINUTES OF THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS
HELD ON 26 NOVEMBER 2008
AT 9:30AM
AT GROUND FLOOR, 737 BURWOOD ROAD
HAWTHORN, VICTORIA, 3122

PRESENT: Mr Patrick Volpe (Chairman)
Dr Andrew Tunks (Managing Director)
Mr Harry Stacpoole (Director)
Dr Paul Woolrich (Director)
Mr Richard Baker (Company Secretary)
Shareholders, a representative of the company's auditors and visitors on the Attendance Register attached to and forming part of these minutes.

INTRODUCTION: The Chairman introduced the Board of Directors and the Company Secretary and welcomed shareholders and visitors to the meeting.

The Notice of Meeting was taken as read as follows:

Moved: Mr John Wilson

Seconded: Mr Andre Daniel-Dreyfus

Carried unanimously on a show of hands.

The **2008 Financial Statements and Report** were tabled by the Chairman.

RESOLUTION 1: Remuneration Report

“That the Remuneration Report (which forms part of the Director's Report) for the year ended 30 June 2008 be adopted”.

Moved: Mr Andre Daniel-Dreyfus

Seconded: Mr Vince Truda

The Resolution was carried unanimously on a show of hands.

A-Cap Resources Limited

REGISTERED OFFICE

Suite 5.10, 737 Burwood Rd, Hawthorn, Australia

Telephone +61 3 9813 5888 Facsimile +61 3 9813 2668

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Proxy Votes “for” the motion	18,843,697
Proxy Votes “against” the motion	1,420,300
Proxy Votes “abstaining” from voting	109,880
Votes where proxy may exercise discretion	160,459

RESOLUTION 2: Re-election of Dr Paul Woolrich

“That Dr Paul Woolrich, a director retiring in accordance with the Company’s Constitution and being eligible, is re-elected as a director of the Company”.

Moved: Mr Rodney Webb
Seconded: Mr Andre Daniel-Dreyfus

The Resolution was carried unanimously on a show of hands.

Proxy Votes “for” the motion	18,996,697
Proxy Votes “against” the motion	1,369,300
Proxy Votes “abstaining” from voting	0
Votes where proxy may exercise discretion	168,339

RESOLUTION 3: Re-election of Mr Patrick Volpe

“That Mr Patrick Volpe, a director retiring by rotation in accordance with the Company’s Constitution and being eligible, is re-elected as a director of the Company”.

Moved: Mr John Wilson
Seconded: Mr Vince Truda

The Resolution was carried unanimously on a show of hands.

Proxy Votes “for” the motion	18,996,697
Proxy Votes “against” the motion	1,379,300
Proxy Votes “abstaining” from voting	0
Votes where proxy may exercise discretion	168,339

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CLOSURE OF MEETING:

There being no further business the meeting closed at 9:43am.

Signed as a true and correct record.

P.J. Volpe
Chairman

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