



ACN 104 028 542

**TO: COMPANY ANNOUNCEMENTS OFFICE
AUSTRALIAN SECURITIES EXCHANGE**

DATE: 29th November 2007

RESULTS OF ANNUAL GENERAL MEETING

At the Annual General Meeting of A-Cap Resources Limited held today, all the resolutions put to the members were passed. These resolutions were:

1. Remuneration Report

“That the Remuneration Report (which forms part of the Director’s Report) for the year ended 30 June 2007 be adopted”.

Proxy Votes “for” the motion	7,205,556
Proxy Votes “against” the motion	66,946
Proxy Votes “abstaining” from voting	15,000
Votes where proxy may exercise discretion	2,616,283

2. Re-election of Director: Mr Henry Stacpoole

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

Proxy Votes “for” the motion	6,590,887
Proxy Votes “against” the motion	10,046
Proxy Votes “abstaining” from voting	389,500
Votes where proxy may exercise discretion	2,913,352

3. Return of Capital

“That, pursuant to sections 256B and 256C of the Corporations Act 2001 (Cth), the Company’s Constitution and in accordance with the Listing Rules of the Australian Securities Exchange Limited, the capital of the Company be reduced by distributing fully paid shares in the capital of Botswana Metals Limited (ACN 122 995 073) (“BML”) “in-specie” to the members of the Company on the following basis:

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- 3.1 The reduction of capital shall be subject to the condition precedents:
- (a) that BML shall be approved by the Australian Securities Exchange Limited (“ASX”) for admission to the Official List of Companies (“the Official List”) maintained by the ASX prior to the distribution “in-specie” of the shares in BML taking place on the basis that if BML is not admitted to the Official List by 31 January 2008 or such later date as may be determined pursuant to Clause 4(d) of the Scheme of arrangement approved by The Supreme Court of Victoria on 22 June 2007 in Matter No 5215 of 2007, then the reduction of capital and the proposed distribution “in-specie” shall not take place with the intent that BML shall remain a subsidiary of the Company;
 - (b) that the proposed Scheme of Arrangement between the Company and its members the subject of Matter Number 5215 of 2007 in the Supreme Court of Victoria shall be approved by the members of the Company at the Scheme Meeting held on 15 May 2007 pursuant to an Order of the Court made 30 March 2007 therein;
 - (c) BML issuing the Company that number of ordinary shares in its capital, each credited as fully paid up so as to enable the distribution of those shares on the basis referred to in clause 4.2 of this resolution.
- 3.2 On the reduction of capital taking place subsequent to BML being approved by ASX for admission to the Official List each member of the Company shall be entitled to receive one share in the capital of BML for each 2 fully paid ordinary shares in the capital of the Company held on the Record Date chosen by the Company to determine entitlements to such distribution with such distribution being made on the basis that no fractional entitlement to a share in the capital of BML shall be so created with all fractional entitlements to any such shares being disregarded in the calculation of the number of shares in the capital of BML to which any member of the Company shall be so entitled.

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Proxy Votes “for” the motion	7,282,456
Proxy Votes “against” the motion	5,046
Proxy Votes “abstaining” from voting	NIL
Votes where proxy may exercise discretion	2,616,283

Richard Baker
Company Secretary

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