



TO: THE STOCK EXCHANGE OF NEWCASTLE LIMITED

DATE: 26th October 2005

ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting of A-Cap Resources Limited to be held on Wednesday 30th November 2005 together with the accompanying documents and the 2005 Annual Report will be despatched to shareholders on Thursday 27th October 2005.

The Notice and accompanying documents are attached.

JOHN WILSON
Company Secretary



NOTICE OF ANNUAL GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

Date of Meeting
Wednesday 30 November 2005

Time of Meeting
9.30am AEST

Place of Meeting
Ground Floor
Pacific Tower
737 Burwood Road
Hawthorn Victoria 3122



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF A-CAP RESOURCES LIMITED (ACN 104 028 542) ("COMPANY") WILL BE HELD AT GROUND FLOOR, PACIFIC TOWER, 737 BURWOOD ROAD, HAWTHORN, MELBOURNE 3122 IN THE STATE OF VICTORIA ON WEDNESDAY 30 NOVEMBER 2005 AT 9.30AM (AEST).

An Explanatory Memorandum containing information in relation to the resolutions to be put to the meeting accompanies this Notice of Annual General Meeting.

AGENDA

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Statements and the Reports of the Directors and Auditor for the year ended 30 June 2005.

2. Remuneration Report

To consider and, if thought fit, pass the following ordinary resolution:

"That the Remuneration Report (which forms part of the Director's Report) for the year ended 30 June 2005 be adopted".

Note – Pursuant to Section 250R(3) of the Corporations Act 2001, the vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Re-election of Directors

To consider and, if thought fit, pass each of the following ordinary resolutions:

- (a) "That Mr Peter Pena, a director retiring by rotation in accordance with the Company's Constitution and being eligible, is re-elected as a director of the Company".
- (b) "That Mr Henry Stacpoole, a director retiring in accordance with the Company's Constitution and being eligible, is re-elected as a director of the Company".

4. Change of Company Auditor

To consider and, if thought fit, pass the following ordinary resolution:

“That Mr. Jeffrey Luckins of Webb Callaway Paton be appointed auditor of the Company, replacing the incumbent auditor, Bentleys MRI.

By Order of the Board of
A-Cap Resources Limited

John Wilson
Company Secretary
Dated: 25 October 2005

NOTES

Voting and Instructions for Appointment of Proxy:

1. In accordance with the Corporations Act 2001 the Directors have determined that the shares of the Company that are quoted on the Newcastle Stock Exchange as at 9.30am on 28 November 2005, will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, those persons will be entitled to attend and vote at the meeting.
2. A Member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Member's voting rights.

If the Member does not specify the proportion of votes the proxy may exercise, then each proxy will be taken to exercise one half of the votes held and subject to the proxy with fractional entitlements to votes being disregarded.

3. A proxy duly appointed need not be a Member of the Company. In the case of joint holders all must sign.
4. A form of proxy accompanies this Notice and, to be effective, the form and any document necessary to show the validity of the form of proxy must be lodged at the registered office of the Company not less than 48 hours before the time appointed for the Meeting. Any proxy lodged after that time will be treated as invalid.
5. Directors and Officers of all corporate shareholders should note that unless the corporate shareholder either:
 - (a) completes and lodges with the Company a valid appointment of proxy in accordance with the instructions in these notes; or

- (b) completes and either lodges with the Company prior to the meeting a form of appointment of or certificate of appointment of a personal representative in accordance with the provisions of Section 250D of the Corporations Law or causes such personal representative to attend the meeting with such form of appointment or certificate; or
- (c) has appointed an attorney.

and such proxy, personal representative or attorney attends the relevant meeting, then such corporate shareholder will be unable to exercise any votes at the relevant meeting.

6. Proxies and corporate appointment of representative forms may be returned to the Company in either of the following ways:

- (a) in person or by post to the Company Secretary, Cardia Technologies Limited at:
Suite 510, Level 5
737 Burwood Road
Hawthorn Victoria 3122, or
- (b) by facsimile to (03) 9813 2668.

7. Corporate Members should comply with the execution requirements set out in these notes or otherwise comply with the provisions of Section 127 of the Act. Section 127 of the Act provides that a company may execute a document without using its common seal if the document is signed by:

- 2 directors of the company; or
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

For A-Cap Resources Limited to rely on the assumptions set out in Sections 129(5) and (6) of the Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable.

In particular a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

8. Completion of a proxy form will not prevent individual Members from attending the meetings in person if they wish. Where a Member completes and lodges a valid proxy form and attends the meeting in person then the proxy's authority to speak and vote for that Member is suspended while the Member is present at the meeting.
9. Where a proxy form or form of appointment of or certificate of appointment of a personal representative is lodged and is executed under power of attorney the power of attorney must be lodged in like manner as a proxy.

10. Chairman's voting intentions:

All members appointing proxies should note that the Chairman intends to exercise proxies in his favour, and which do not direct the proxy holder how to vote, in favour of all resolutions. If you do not wish to direct your proxy on how to vote please place a mark in the box.

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By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

EXPLANATORY MEMORANDUM

This Explanatory memorandum has been prepared for the information of shareholders of **A-CAP RESOURCES LIMITED** (“A-Cap” or “the Company”) in connection with the business to be transacted at the Annual General Meeting of shareholders of A-Cap to be held at Ground Floor, Pacific Tower, 737 Burwood Road, Hawthorn Victoria 3122 on Wednesday 30 November 2005 at 9.30am AEST.

It forms part of the accompanying Notice of Meeting convening the 2005 Annual General Meeting and contains an explanation of, and information about, the following matters to be considered at the meeting:

- the Financial Statements and Reports;
- the Remuneration Report; and
- the re-election of Messrs Pena and Stacpoole as directors of the Company.

The Directors recommend shareholders read the accompanying Notice of General Meeting (“Notice”) and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

1. Financial Statements and Reports

Under the Corporations Act 2001, the directors of a public company that is required to hold an Annual General Meeting must table the financial statements and reports of the Company for the previous year for discussion by the members at that annual general meeting.

Shareholders have been provided with all relevant information concerning the Company’s financial statements for the year ended 30 June 2005 in the Annual Report.

A copy of the Annual Report is enclosed with this Notice.

Shareholders should note that the sole purpose of tabling the financial statements of the Company at the Annual General Meeting is to provide the shareholders with the opportunity to ask questions or discuss matters arising from the financial statements at the meeting. It is not the purpose of the meeting that the financial statements be approved, rejected or modified in any way. Further as it is not required by the Corporations Act, no resolution to adopt, receive or consider the statements will be put to the meeting.

2. Remuneration Report

The Corporations Act 2001 now requires that the Remuneration Report be submitted to Shareholders for consideration and adoption by way of a non-binding resolution.

The Remuneration Report is set out on pages 24 to 25 of the Company’s Annual Report.

Shareholders will have the opportunity at the meeting to raise questions in respect of the Remuneration Report.

3. Re-election of Directors

- (i) In accordance with the Company's Constitution, at every Annual General Meeting, one-third of the directors must retire from office and are eligible for re-election. The directors to retire are those who have been longest in office since their appointment or last re-appointment, or, if the directors have been in office for an equal length of time by agreement.

Mr. Pena retires by rotation and being eligible for re-election, has consented to be re-elected and presents himself for re-election.

He is 42 years old and was appointed a non-executive director in March 2003. Information about Mr. Pena is contained in the 2005 Annual Report.

- (ii) In accordance with the Company's Constitution, at every Annual General Meeting, each director appointed since the last Annual General Meeting must retire from office and is eligible for re-election.

Mr. Stacpoole retires in accordance with the Clause 8.1(e) and being eligible for re-election, has consented to be re-elected and presents himself for re-election.

He is 70 years of age and was appointed a non-executive director in March 2005. Information about Mr. Stacpoole is contained in the 2005 Annual Report.

4. Change of Company Auditor

The Company's Audit Committee has made a recommendation, endorsed by the Board, that subject to ASIC approval, Bentleys MRI Melbourne be replaced as external auditor of the Company by Mr. Jeffrey Luckins of Webb Callaway Paton. Mr. Luckins has been nominated by a Member of the Company and a copy of the nomination letter accompanies this Notice of Meeting.



ACN 104 028 542

PROXY FORM

The Company Secretary
A-Cap Resources Limited
Suite 510, Level 5
737 Burwood Road
Hawthorn Victoria 3122

I/We (name of shareholder).....

Of (address).....

Being a member/members of A-Cap Resources Limited Hereby Appoint:

(Name).....

of (Address).....

and/or failing him (Name).....

of (Address).....

or failing that person then the Chairman of the General Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Ground Floor, Pacific Tower, 737 Burwood Road, Hawthorn Victoria 3122 on Wednesday 30 November 2005 at 9.30am AEST and at any adjournment of the meeting.

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. Otherwise the Proxy is to vote for or against the resolutions referred to in the notice convening the General Meeting as follows:

	FOR	AGAINST	ABSTAIN
Resolution 1 - Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Re-election of Mr. Peter Pena	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 - Re-election of Mr. Henry Stacpoole	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 - Change of Company Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This Proxy is appointed to represent ____% of my voting right, or if 2 proxies are appointed Proxy 1 represents ____% and Proxy 2 represents ____% of my total votes. My total voting right is ____ shares. If no direction is given above or if more than one box is marked, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of the resolution to be considered by the meeting and any adjournment of the meeting.

Signature(s)

Date

Individual or Joint Shareholder 1

Director/Company Secretary

Joint Shareholder 2

Director

Joint Shareholder 3

Sole Director & Sole
Company Secretary

196 Blyth Street
Brunswick VIC 3056

24th October 2005

Mr. John Wilson
Company Secretary
A-Cap Resources Limited
Suite 5.10, Level 5
737 Burwood Road
HAWTHORN VIC 3122

Dear Sir,

Nomination of Auditor

I write on behalf of Polarity B Pty Ltd, a member of A-Cap Resources Ltd.

I hereby nominate Mr. Jeffrey Luckins of Webb Callaway Paton to be appointed as Auditor of the Company at the Annual General Meeting to be held on 30th November 2005.

Yours faithfully,

Gerald Dibenedetto
Director
Polarity B Pty Ltd