

F.F.I. HOLDINGS LIMITED**A.C.N. 009 155 328****PROXY FORM**

Registered Office: 23 Knock Place Jandakot Western Australia 6164
Telephone +61 8 9417 4088 Facsimile +61 8 9417 3063

I/We _____
 (Block Letters)

of _____
 being a member of F.F.I. Holdings Ltd., hereby appoint

_____ of _____
 or failing him/her

_____ of _____
 and (if you wish to have two proxies)

_____ of _____

as my/our proxy / proxies to attend and vote on my / our behalf at the General Meeting of Shareholders to be held at 23 Knock Place Jandakot W.A. 6164 on Tuesday the 19th day of December 2006 at 9:30 am and at any adjournment thereof. (If you have appointed two proxies, please indicate below what proportion of your voting rights each proxy is to represent).

Signed this _____ day of _____ 2006

Signature _____

Unless otherwise instructed the proxy will vote as he or she thinks fit, or abstain from voting.

If the Chairman is appointed proxy, he will vote all undirected proxies in favour of all resolutions.

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box. By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by the Chairman of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

☐

Should the member wish to direct the proxy how to vote, the following should be completed.

ORDINARY BUSINESS	For	Against	Abstain
1. To appoint Mr C. Langdon a director of the company	☐	☐	☐
2. To increase the aggregate remuneration that may be paid to non-Executive Directors to \$100,000	☐	☐	☐
SPECIAL BUSINESS			
A. To issue 170,000 ordinary shares at \$3.12 per share to Mr C. Langdon	☐	☐	☐

NOTES:

- Members have one vote for every share held.
- Unless executed under Power of Attorney, proxy forms executed by corporations must be under seal.
- In the case of joint holders, all holders should sign.
- As required by the Articles of Association a proxy form and the Power of Attorney (if any) under which it is signed (or a notarially certified copy thereof) must be received by the Company at 23 Knock Place, JANDAKOT WA 6164 not less than 48 hours before the appointed time of the meeting.
- Ordinary business may be dealt with by a simple majority of those present, or on the request of a member present at the meeting, on a poll.
- Special business requires a majority of three fourths of those present or represented by proxy.