

**Fermiscan Holdings
Limited**

ACN 000 689 725

**Notice of Annual General
Meeting and
Explanatory Statement**

Date of meeting

31 May 2012

Time of meeting

11:00am

Place of meeting

William Buck, Level 29, 66 Goulburn Street, Sydney,
New South Wales

This Notice of Annual General Meeting should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser before voting.

Notice of Annual General Meeting

Fermiscan Holdings Limited ACN 000 689 725 (**Fermiscan**) will hold an annual general meeting at William Buck, Level 29, 66 Goulburn Street, Sydney NSW on 31 May 2012 at 11.00am (AEST).

The Explanatory Statement that accompanies and forms part of this notice of annual general meeting (Notice) describes the matters to be considered at the meeting.

Ordinary Business

To receive and consider the Annual Financial Report of the Company together with the reports of the Directors and the Auditor for the financial year ended 31 December 2011 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report. The Annual Report has not been sent to members unless a member has specifically requested a hard copy. The Annual Report is available on the Company website at: www.fermiscanltd.com.au.

Resolutions:

1. Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding resolution:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Director's Report in the Annual Financial Report for the year ended 31 December 2011 be adopted".

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 if:

- c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; and
- d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

Please note that persons referred to in paragraphs (a) and (b) above, including the Chairman, cannot vote on Resolution 1 as proxy unless given voting directions on the proxy form. Please direct your proxy how to vote by crossing the "For" or "Against" box for Resolution 1 on the Shareholder Voting Form.

The vote on this Resolution is advisory only and does not bind the directors of the Company.

2. Approval of Prior Issue of Shares

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

"That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the Company's prior issue of 111,111,111 fully paid ordinary shares pursuant to the Placement announced on 22 March 2012 to professional and sophisticated investors on the terms and conditions as described in the Explanatory Statement accompanying this Notice."

Voting Exclusion

In accordance with the ASX Listing Rules, Fermiscan will disregard any votes cast on this resolution by any person who participated in the Placement, their nominees and any of their associates.

However Fermiscan need not disregard a vote if:

- it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

3. Approval for change in scale of activities

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

"That, for the purposes of ASX Listing Rule 11.1.2, approval is given for Fermiscan Holdings Limited to make a significant change in the nature and scale of its activities by acquiring the business and Assets of the Seller on the terms and conditions described in the Explanatory Statement accompanying this Notice."

Voting Exclusion

In accordance with the ASX Listing Rules, Fermiscan will disregard any votes cast on this resolution by any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any of their associates.

However Fermiscan need not disregard a vote if:

- it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

4. Consolidation of capital

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

"That, subject to the passing of Resolution 3, the issued capital of Fermiscan Holdings Limited be consolidated on the basis of a consolidation ratio to be determined by the Board in its discretion with the consolidation taking effect on a date announced to ASX in accordance with the ASX Listing Rules and where this consolidation results in a fraction of a share being held by a shareholder, the directors be authorised to round that fraction up to the nearest whole share."

5. Approval for issue of Shares to Seller

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

"That, subject to the passing of Resolutions 3 and 4, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the directors of Fermiscan Holdings Limited to allot and issue twenty million shares (on a pre-consolidation basis) in Fermiscan Holdings Limited to the Sellers in part consideration for the acquisition of the business and the Assets of the Seller, on the terms and conditions described in the Explanatory Statement accompanying this Notice."

Voting Exclusion

In accordance with the ASX Listing Rules, Fermiscan will disregard any votes cast on this resolution by the Seller, any person who may participate in the proposed issue, and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any of their associates.

However, Fermiscan need not disregard the votes if:

- it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

6. Approval for issue of shares under prospectus

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

"That, subject to the passing of Resolutions 3 and 4, for the purposes of ASX Listing Rule 7.1, approval is given for the directors of Fermiscan Holdings Limited to allot and issue up to five million shares in Fermiscan Holdings Limited at an issue price of \$0.20 per share on the terms and conditions as described in the Explanatory Statement accompanying this Notice."

Voting Exclusion

In accordance with the ASX Listing Rules, Fermiscan will disregard any votes cast on this resolution by the Seller, any person who may participate in the proposed issue, and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any of their associates.

However, Fermiscan need not disregard the votes if:

- it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

7. Approval for participation by directors of Fermiscan Holdings Limited in the share issue under prospectus

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

"That, subject to the passing of Resolution 6, for the purposes of ASX Listing Rule 10.11, approval is given for the directors of Fermiscan Holdings Limited, their nominees and any of their associates to participate in the share issue contemplated by Resolution 6."

Voting Exclusion

In accordance with the ASX Listing Rules, Fermiscan will disregard any votes cast on this resolution by any director of Fermiscan, including Mr Robert William Whitton, Mr Richard Melville Wright, Mr Carmelo Bontempo and Mr Peter Dykes, their nominees and any of their associates.

However Fermiscan need not disregard a vote if:

- it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

8. Change of Name

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

“That, subject to the passing of Resolutions 3 and 4, pursuant to Section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to Tempo Australia Limited”.

9. Election of Robert William Whitton as a Director

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

“That Robert William Whitton having been appointed as a Director of the Company by a resolution of the Board of Directors on 20 August 2010, and being a Director of the Company who retires by rotation pursuant to clause 47 of the Company’s Constitution, offers himself for election pursuant to clause 46 of the Company’s Constitution and being eligible, is elected as a Director of the Company.”

10. Election of Richard Melville Wright as a Director

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

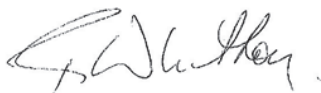
“That Richard Melville Wright, having been appointed as a casual Director of the Company by a resolution of the Board of Directors on 3 August 2011, offers himself for election pursuant to clause 46 of the Company’s Constitution and being eligible, is elected as a Director of the Company.”

11. Election of Carmelo Bontempo as a Director

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

“That Carmelo Bontempo, having been appointed as a casual Director of the Company by a resolution of the Board of Directors on 3 August 2011, offers himself for election pursuant to clause 46 of the Company’s Constitution and being eligible, is elected as a Director of the Company.”

BY ORDER OF THE BOARD, DATED 27 April 2012



Robert Whitton
Chairman
Fermiscan Holdings Limited

Voting and the proxy

For the purpose of determining the voting entitlements at the meeting, the directors have determined that shares in Fermiscan will be taken to be held by the registered holders of those shares at 11.00am (Sydney time) on 29 May 2012 being not more than 48 hours before the meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

A shareholder wishing to vote on the resolutions contained in this Notice should either attend in person, or appoint a proxy or proxies to attend or vote on the shareholder's behalf. A proxy form is enclosed with this Notice. The proxy or proxies do not need to be a shareholder of Fermiscan. A shareholder that is a body corporate may in accordance with the Corporations Act appoint a representative to attend.

A shareholder entitled to attend and to cast two or more votes is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing shareholder.

The proxy form (and any power of attorney under which it is signed) must be received at the address below not later than 11.00am (Sydney time) on 29 May 2012 (being 48 hours before the commencement of the meeting). Any proxy forms received after that time will not be valid for the meeting.

Completed proxy forms should be sent to:

By mail: Fermiscan Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235
AUSTRALIA

By fax: +61 9287 0309

By hand: Delivering it to Link Market Services Limited,
1A Homebush Bay Drive,
Rhodes NSW 2138

Online: Please see proxy form attached

Explanatory Statement

This Explanatory Statement has been prepared to provide shareholders with material information to enable them to make an informed decision on the business to be conducted at the annual general meeting of Fermiscan to be held at William Buck, Level 29, 66 Goulburn Street, Sydney NSW on 31 May 2012 at 11.00am (Sydney time).

The directors recommend shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

Transaction

Company background

During the year end 31 December 2011, the Company was re-quoted on the ASX in late March 2011 and subsequently completed a capital raising and review of its direction and planned growth in shareholder value. In the Chairman's letter to shareholders dated 22 November 2011, the chairman advised that the mining services industry presented a number of opportunities and a strong future.

The Board's strategy will create a new second tier engineering, maintenance and construction group that will meet industry demand through acquisition, amalgamation and integration of private companies, coupled with organic growth of existing companies to provide services initially in WA, followed by NT in the medium term then to Australia wide. To date numerous acquisition targets have been identified and are in various stages of evaluation. The first building block is the acquisition of the Seller, which the directors believe will provide the opportunity to organically grow the business as well as complementing any future acquisitions.

In April 2012, Fermiscan announced its intention to change the nature and scale of its activities so as to end its involvement in the health care equipment & services industry and enter the resource services industry.

Transaction background

As announced to ASX on 13 April 2012, Tempo Industry Partners Pty Ltd ("**the Buyer**"), a wholly owned subsidiary of Fermiscan, entered into a Business Sale Agreement ("**BSA**") to acquire the business assets and the benefit of several contracts and employees of the Seller ("**Assets**"). Those Assets comprise, but are not limited to:

- Work Agreements between the Seller and DIAC ("**Work Agreements**");
- The Seller's interest as Lessee in the Lease;
- The business goodwill;
- The business names;
- All intellectual property; and
- Several employees of the business.

The acquisition of the Assets shall be referred to in this notice as "**the Transaction**".

Structure of Transaction

The current structure of the Transaction is:

Fermiscan to acquire the Assets above for consideration comprising:-

- \$3 million in cash; and
- the issue of 20,000,000 Shares in Fermiscan Holdings Limited to the Seller on a pre-consolidation basis.

Directors of Fermiscan after the Transaction

There will be no immediate change to the directors of Fermiscan after the Transaction and the current directors of Fermiscan are expected to remain as directors. Some brief information on each of the current directors is set out below.

Mr. Robert Whitton- Appointed 20 August 2010

Robert Whitton is a Director at William Buck, Chartered Accountants & Advisors where he is head of their Business Recovery team. He has 28 years insolvency, reconstruction and business advisory experience gained across a range of accounting firms. He is a Fellow of the Institute of Chartered Accountants, an Official Liquidator, Trustee in Bankruptcy and a Certified Fraud Examiner.

Robert has been Chairman of Fermiscan since August 2010 and was instrumental in its restructure and relisting on the ASX.

He has been a Director of Nexbis Ltd (ASX:NBS) since October 2010 and a Director of The Australian Wine Consumers Co-operative Society Ltd ("The Wine Society") for in excess of 9 years, having been its Chairman for 3 years.

Mr. Peter Dykes- Appointed 17 March 2010

Peter has over 15 years of experience in the technology industry, advising some of Australia's largest corporate clients, including BHP Billiton, Boral and Telstra and also small start-up companies in respect of their research and development and commercialisation efforts.

Peter is a Fellow of the Tax Institute of Australia and has an accounting/commerce degree. He spent a number of years with KPMG and was a founding member of KPMG's technology advisory practice in Melbourne and Sydney.

Mr Richard Wright - Appointed 3 August 2011

Mr Wright is one of Australia's most experienced and respected leaders in mining and oil and gas development and began his career as a mechanical engineer in Australia's mining heartland of Broken Hill. He has started, grown, steered and governed a wide range of both public and private projects and has significant international experience working alongside industry leaders.

He has a proven track record of driving business growth with many successes in the resource development sector. He has held the position of Chairman, Managing Director and Board Member for both private and publicly listed companies in Australia, Europe and the USA in the mining, oil and gas, engineering and construction services/sectors.

Mr Wright has created businesses, turned start-up operations into thriving public companies, steered major corporations to sustained success, and delivered the largest resource development projects to meet demanding cost and timing targets. He has an outstanding record in both corporate governance and executive accountability.

Mr Carmelo Bontempo - Appointed 3 August 2011

Mr Bontempo was one of the four founding partners of United Construction Holdings (today known as UGL Limited) where he held the positions of General Manager and Executive Director. He was also Managing Director of Monadelphous Group Limited and a key advisor to numerous private and publicly listed companies in Australia.

Timing of Transaction

The proposed indicative timetable for the Transaction, which is subject to change, is set out below:

Execution of Business Sale Agreement	12 April 2012
Lodgement and Dispatch of Notice of Annual General Meeting	1 May 2012
Lodgement of Prospectus with ASIC	7 May 2012
Opening date for offer	7 May 2012
Annual General Meeting	31 May 2012
Suspension of Company Securities	31 May 2012
Company informs ASX of the Results of the Annual General Meeting	31 May 2012
Last day of trading in pre-consolidated Securities	1 June 2012
Trading (if relevant) on a deferred settlement basis of consolidated Securities	4 June 2012
Closing date of Offer under Prospectus	7 June 2012
Last day for registration of pre-consolidated transfers	8 June 2012
Issue of notices to Shareholders	12 June 2012
Anticipated date for Acquisition completion	13 June 2012
Dispatch of holding statements to existing shareholders for consolidated Securities	18 June 2012
Anticipated date for Change of Company Name	21 June 2012
Issue of securities under the prospectus	22 June 2012
Expected date for re-quotation of the Company's Securities on ASX	27 June 2012

The above dates are indicative only and may change without notice. The Company reserves the right to extend the closing date or close the offer early without notice.

Consequences of the Transaction not proceeding

The Transaction is dependent on the resolutions proposed being passed and the resolutions proposed are interdependent on each other being passed as follows:

- resolution 4 is dependent on resolution 3 being passed;
- resolution 5 is dependent on resolutions 3 and 4 being passed;
- resolution 6 is dependent on resolutions 3 and 4 being passed;
- resolution 7 is dependent on resolution 6 being passed;
- resolution 8 is dependent on resolutions 3 and 4 being passed;

Accordingly, if resolution 3 is not passed all resolutions will fail and the Transaction will not proceed.

Please see the relevant section of this Explanatory Statement on the relevant resolution for additional information on the resolutions' interdependency and the consequences if they are not passed.

If the Transaction is unable to proceed then Fermiscan will:

- return all application money received under the prospectus in accordance with the prospectus;
- not proceed with the Transaction;
- advise ASX and announce to the market that the proposed change in activities will not proceed;
- not be required to comply with the relisting requirements under Chapters 1 and 2 of the ASX Listing Rules; and
- not proceed with the consolidation of its capital.

If the Transaction does not proceed then Fermiscan, subject to ASX's discretion, expects trading in its securities to resume and that its operations and activities will continue in the same manner as they existed before the 13 April 2012 announcement.

Material terms under BSA

The BSA is a conditional agreement with the Seller under which the Buyer may, subject to the conditions outlined below, acquire the Assets. The consideration for the Assets comprises:-

- \$3 million cash; and
- the issue of 20,000,000 Shares (on a pre-consolidation basis) in Fermiscan .

The sale of the business and the Assets is subject to a number of conditions precedent which both the Buyer and the Seller must satisfy (as the case may be). These conditions precedent, include, but are not limited to:-

- (a) The Seller must provide the Buyer with certified copies of any relevant corporate consents;

- (b) The Seller must provide the Buyer with certified copies of any governmental consent or contractual consents relating to the BSA and the transfer of the business and the Assets from the Seller to the Buyer;
- (c) A Deed of Assignment of Lease between the lessor of the leased premises, the Seller, and the Buyer effecting the transfer of the lease to the Buyer must be entered into;
- (d) The Seller must provide the Buyer with evidence that DIAC has unconditionally approved the transfer of the Work Agreements from the Seller to the Buyer;
- (e) The Seller must provide the Buyer with evidence that DIAC has unconditionally approved the transfer of any labour agreements to which the Seller or a related entity of the Seller is a party from the Seller to the Buyer;
- (f) The Seller has provided replies by or on behalf of the Seller to any requisitions delivered by or on behalf of the Buyer in accordance with the BSA;
- (g) The Seller has provided evidence that each of the businesses' office employees has:-
 - (i) been terminated by the Seller (such termination to take effect on completion of the BSA);
 - (ii) agreed to employment or engagement by the Buyer after completion of the BSA.
- (h) The Seller has provided evidence that DIAC has approved the transfer from the Seller to the Buyer of all Sponsored Workers and employees under a 457 Visa Arrangement not included in the Work Agreements;
- (i) The Seller has provided evidence that each of the 457 Visa Employees and Sponsored Workers has:-
 - (i) been terminated by the Seller (such termination to take effect on completion of the BSA);
 - (ii) agreed to employment or engagement by the Buyer after completion of the BSA.
- (j) The Seller has provided evidence that at least 90% (or an otherwise mutually agreed number) of the business' casual employees:-
 - (i) Who were on hire to other businesses; or
 - (ii) Who had entered into a commitment, agreement, or other arrangement to be hired out to other businesses;
 within a period of seven (7) business days prior to contract completion have:
 - (iii) Been terminated by the Seller (such termination to take effect on completion of the BSA)
 - (iv) Agreed to employment or engagement by the Buyer after completion of the BSA.
- (k) The shareholders of Fermiscan have approved the purchase of the business, the change in activities, the consolidation of Shares and any other incidental resolutions;
- (l) Fermiscan has received evidence that the ASX is satisfied that Fermiscan has re-complied with Chapters 1 and 2 of the ASX Listing Rules and has complied with Chapter 11 of the ASX Listing Rules;

- (m) The Seller has provided the Buyer with evidence that the Seller's joint venture partner, AGC Industries Pty Ltd, pursuant to a Joint Venture Agreement dated 11 August 2010 ("**Joint Venture Agreement**"), agrees that it has no entitlement, interest or claim over any asset of the business;
- (n) The Seller has provided the Buyer with evidence that the Joint Venture Agreement has been terminated, is of no legal effect, and contains no surviving rights or obligations in respect of any party to that agreement;
- (o) The Seller has provided the Buyer with evidence that Peter Van Halewyn has agreed to be engaged by the Buyer on a consultancy basis for a period of up to six (6) months (such period to be determined by the Buyer in the Buyer's absolute discretion):-
 - (i) On terms to be determined by the Buyer;
 - (ii) To perform tasks as determined by the Buyer;
 mutually acceptable to both Peter Van Halewyn and the Buyer;
- (p) The Seller enters into a restriction agreement with the Buyer and Fermiscan in relation to Shares issued to the Seller in part consideration for the purchase of the business;
- (q) The shareholders of Fermiscan and the ASX have approved and authorised the issue of the Shares to the Seller in part consideration for the purchase of the business;
- (r) The Seller and all other nominated parties entering into deeds of restraint in accordance with the provisions of the BSA;
- (s) The Seller provides evidence that the existing security interests over the Seller's business have been fully discharged by the grantee(s) of those security interests, and the grantee(s) have done all things necessary to enable those security interests to be fully discharged on completion of the BSA;
- (t) Each sale warranty to be provided by the Seller is accurate on and at each of the date of the BSA and on the completion date in relation to the facts subsisting on each of those dates;
- (u) The Seller provides evidence that each Seller party has complied with all liabilities of, and performed all actions required of the Seller party under the terms of the BSA.

If the conditions precedent are not satisfied by 30 June 2012, the Buyer may terminate the BSA without liability except for any antecedent breaches. The Buyer may in its absolute discretion waive any condition precedent by notifying the Seller that the condition precedent operates as a condition subsequent, to be performed by the Seller within the period specified by the Buyer.

The Buyer is also entitled to terminate the BSA if at any time before completion of the BSA, there is a material adverse change that affects the Assets of the Seller or its operations. If any such event occurs the Seller must inform the Buyer of the happening of the event.

The Seller has made numerous customary warranties to the Buyer in relation to the BSA.

Annual Report

Section 317 of the Corporations Act requires the reports of the Directors and of the Auditors and the Annual Report, including the financial statements to be put before the Annual General Meeting, and the Constitution provides for those reports and statements to be received and considered at the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the reports or statements. However, Shareholders will be given the opportunity to raise questions on the reports and the statements at the Annual General Meeting.

Fermiscan's 2011 Annual Report is available at www.fermiscanltd.com.au. Fermiscan will not provide a hard copy of its financial report to Shareholders unless specifically requested to do so. Those holders that elected to receive a printed copy of the Annual Report will have received a copy with this Notice of Annual General Meeting.

Resolution 1 – Adoption of the Remuneration Report

1.1 General

Section 300A of the Corporations Act sets out the information that should be included in the Remuneration Report. Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report be adopted and be put to a vote of Shareholders at Fermiscan's Annual General Meeting. The vote on this resolution is only advisory to Fermiscan and does not bind the Board.

Under recent changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on the Resolution are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the company's 2013 Annual General Meeting, the company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the company (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the company's 2013 Annual General Meeting. All of the Directors who were in office when the company's 2013 Directors' report was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the company.

Under section 250SA of the Corporations Act, Shareholders will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The directors consider that the remuneration policies adopted by the company are appropriately structured to provide rewards that are commensurate with the performance of the company and the individual. On that basis, the directors unanimously recommend that members vote in favour of this advisory resolution.

1.2 Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel or any Closely Related Party as your proxy to vote on this Resolution 1, you must direct the proxy how they are to vote. Where you do not direct the Chair, or another member of Key Management Personnel or Closely Related Party on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

1.3 Definitions

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the company, directly or indirectly, including any director (whether executive or otherwise) of the company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Remuneration Report means the remuneration report set out in the Director's report section of the company's financial report for the period ended 31 December 2011.

Resolution 2 – Approval of Prior Issue of Shares

On 22 March 2012 Fermiscan announced a Placement of 111,111,111 million Shares at \$0.018 cents each.

The capital raising was completed by way of a placement to professional and sophisticated investors within the exemptions detailed in Section 708 of the Corporations Act.

Resolution 2 is in respect of the issue of 111,111,111 Shares.

ASX Listing Rule 7.1 provides that without Shareholder approval, a company must not issue or agree to issue new equity securities constituting more than 15% of its total issued capital within a 12 month period excluding any issue of equity securities approved by Shareholders. Shares, as well as options, are "equity securities" for these purposes.

However, ASX Listing Rule 7.4 allows an issue of securities made without the approval of Shareholders to be ratified to refresh the 15% new issue capacity without subsequent Shareholder approval.

Shareholder approval is now sought pursuant to ASX Listing Rule 7.4 to ratify the Placement so that Fermiscan retains its capacity to issue up to a full 15% of its issued ordinary capital, if required, in the next 12 months without Shareholder approval.

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the total number of equity securities issued was 111,111,111 Shares;
- (b) the Shares were issued at a price of \$0.018 per Share;
- (c) the Shares issued rank equally with existing Shares on issue;
- (d) the Shares were issued to professional and sophisticated investors none of whom are related parties; and
- (e) the Company intends to combine funds raised pursuant to Resolution 6 with its existing cash reserves (including funds raised pursuant to the Placement) and to use the total funds to fund the cost of the Transaction, the capital raising pursuant to Resolution 6 and working capital.

Resolution 3 – Approval for change in scale of activities

Resolution 3 seeks approval by Fermiscan shareholders for a significant change in the nature and scale of Fermiscan's activities by the acquisition of the business and Assets of the Seller under the BSA. The proposed acquisition constitutes a significant change in the nature and scale of Fermiscan's activities.

ASX Listing Rule 11.1

ASX Listing Rule 11.1 requires that where an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must provide full details to ASX as soon as practicable. ASX Listing Rule 11.1.2 provides that, if ASX requires, the entity must get the approval of shareholders and must comply with any requirements of ASX in relation to the notice of meeting. ASX Listing Rule 11.1.3 provides that, if ASX requires, the entity must meet the re-listing requirements of Chapters 1 and 2 of the ASX Listing Rules.

The directors of Fermiscan have determined that it is appropriate to seek shareholder approval for the purposes of ASX Listing Rule 11.1 to make a significant change to the nature and scale of its activities by acquiring the business and Assets of the Seller and ASX has determined that compliance with the re-listing requirements of Chapters 1 and 2 of the ASX Listing Rules will be required.

As part of the re-listing process, trading on Fermiscan securities will be suspended from the day of the shareholders' meeting (assuming Resolution 3 is passed) until ASX is satisfied that the requirements in Chapters 1 and 2 of the ASX Listing Rules have been met. Some of the key requirements of Chapters 1 and 2 of the Listing Rules are:

- (a) a prospectus must be issued and lodged with ASIC;
- (b) Fermiscan must satisfy the shareholder spread requirements relating to the minimum number of shareholders in Fermiscan and the minimum value of the shareholdings of those shareholders;
- (c) Fermiscan must satisfy the "profits test" or "assets test" as set out in ASX Listing Rule 1.3; and
- (d) the issue price or sale price of Fermiscan's shares must be at least 20 cents.

In order to meet the re-listing requirements, Fermiscan will be issuing a prospectus for the issue of Shares (see Resolution 6) and is proposing to consolidate its capital (see Resolution 4).

Capital Structure Following Completion of the Offer

The capital structure of the Company following completion of the Offer (assuming full subscription), the Consolidation (on the basis that every 10 shares in consolidated into 1 share) and completion of the BSA is summarised below:

Ordinary Shares	Number
Shares on issue at the date of this Notice (pre-Consolidation)	1,424,915,677
Shares on issue (post-Consolidation)	142,491,568
Issue of Shares pursuant to the Offer	5,000,000
Issue of Shares pursuant to the Business Sale Agreement	2,000,000
Total Ordinary Shares (post Consolidation)	149,491,568

Key advantages, disadvantages and risks of the Transaction

The key advantages of the Transaction are:

- Positive contribution to Earnings Per Share
- Strategic Entry into the Resource Services Sector
- Provides organic growth opportunity
- Access to a database of skilled tradespeople
- Access to a government approved on-hire labour agreement allowing the company to bring in suitably skilled foreign tradespeople.
- Access to blue chip clients.
- Access to suitably qualified in house migration expertise
- The ability to mobilise tradespeople for shutdowns and projects.

The key disadvantages and risks of the Transaction are:

- Slowdown in the resource services sector
- Loss of key staff and key tradespeople
- Deferral of key resource projects

Some further risks associated with the Transaction are outlined below:

(a) Re-Quotation of Shares on ASX

The acquisition of the business and the Assets constitutes a significant change in the nature and scale of the Company's activities and the Company needs to re-comply with Chapters 1 and 2 of the ASX Listing Rules as if it were seeking admission to the official list of ASX.

There is a risk that the Company may not be able to meet the requirements of the ASX for re-quotation of its securities on the ASX. Should this occur, the securities will not be able to be traded on the ASX until such time as those requirements can be met, if at all. Security holders may be prevented from trading their securities should the Company be suspended until such time as it does re-comply with the ASX Listing Rules.

(b) Counterparty and contractual risk

Pursuant to the BSA the Buyer has agreed to acquire the business and the Assets subject to the fulfilment of certain conditions precedent.

The ability of the Company to achieve its stated objectives will depend on the performance by the Seller of its obligations under the BSA. If the Seller defaults in the performance of its obligations, it may be necessary for the Buyer to approach a court to seek a legal remedy.

(c) DIAC Approval

A particular condition precedent under the BSA which must be satisfied by the Seller is the Seller providing evidence that DIAC has approved the transfer from the Seller to the Buyer of the benefit of the Work Agreements. If DIAC does not consent to such transfer then the BSA may not proceed.

(d) Competition

The resource services industry is subject to competition. The Company and its subsidiaries face competition from other organisations which may have significantly greater financial, technical and marketing resources than the Company. The Company and its subsidiaries also expect to face competition from new entrants into its markets.

Competition could result in margin reductions, lower customer numbers, under-utilisation of employees, reduced operating margins and loss of market share. Any of these occurrences could adversely affect the Company's business, operating results and financial condition.

(e) Dependence on Key Customers

The Company's business will be reliant on business relationships and contracts with a number of key customers and DIAC. A material proportion of the Company's future revenues and profits are expected to be generated from such relationships and contracts with key customers and DIAC. Further customers are likely to be won and new contracts will likely be entered into by the Company and/or its subsidiaries which will also be material to the Company. Loss or termination of key customers or contracts for any reason may have a significant adverse impact on the business, revenues and profitability of the Company.

(f) Economic Risks

The Company and its subsidiaries are affected by general business cycles and general economic conditions, including but not limited to movements in interest and inflation rates, currency exchange rates, disposable income levels and consumer sentiment. These factors may have an adverse effect on the Company's earnings.

(g) Market Conditions

The market price of the Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.

Share market conditions may affect the value of the Company's shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (a) local and world general economic outlook;
- (b) interest rates and inflation rates;
- (c) currency fluctuations;
- (d) changes in investor sentiment toward particular market sectors;
- (e) the demand for, and supply of, capital; and
- (f) terrorism or other hostilities.

(h) Reliance on key personnel

The Company's success will depend in part on the continued services of its key employees and contractors. The loss of services of one or more of the Company's key employees or contractors could have a material adverse effect on the Company's business, operating results and financial condition. This risk is addressed in part by the existence of service contracts with executives and senior management.

(i) Regulatory changes

Changes in legislation and government policies in Australia may affect the Company's revenues and profitability and the value of an investment in the Company.

(j) Litigation

Exposure to litigation brought by third parties such as customers, regulators, suppliers, service providers, employees or business associates could negatively impact on the Company through increased costs, payments for damages and damage to its reputation.

(k) Trading in Shares May Not Be Liquid

There may be relatively few potential buyers or sellers of the Shares on ASX at any time. This may increase the volatility of the market price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less or more than the price that Shareholders paid.

(l) Risk of Material Contract Breach

The Company's interest in the Work Agreements which form part of the Assets being acquired from the Seller constitute a crucial component of the Company's ability to serve the resource services industry. There is a risk that a breach of the conditions of those Work Agreements may result in their suspension and/or termination, which would have a material adverse effect on the Company's business, operating results and financial condition.

(m) Insurance

The Company will, where possible and economically practicable, endeavour to mitigate some project and business risks by procuring relevant insurance cover. However, such insurance cover may not always be available or economically justifiable and the policy provisions and exclusions may render a particular claim by the Company outside the scope of the insurance cover. While the Company will undertake all reasonable due diligence in assessing the creditworthiness of its insurance providers, there will remain the risk that an insurer defaults in payment of a legitimate claim by the Company under an insurance policy.

(n) Labour Hire and Employee Claims

The use of labour hire employees such as the skilled overseas workers which are the subject of the Work Agreements impose various risks on the employee's sponsor. A primary risk is where a labour hire employee brings a claim where the liability will rest on the employee's sponsor. Such claims can include, but are not limited to discrimination claims and Occupational Health & Safety claims. A sponsor may also be held vicariously liable for damage or injury caused by the labour hire employee in the course of their employment. Successful claims against the Buyer or the Company may have an adverse material effect on the Company's business, operating results and financial condition and may result in the suspension/ termination of any work agreements with DIAC.

Pro forma Balance Sheet

The following table sets out the audited Balance Sheet for Fermiscan as at 31 December 2011 in column (A), adjustments that occurred post 31 December 2011 which included the capital raising and acquisition in column (B) to derive the pro forma Balance Sheet as at 31 May 2012 in column (C).

Balance Sheet	(A) Audited as at 31 Dec 2011 (\$)	(B) Adjustments	(C) Proforma as at 31 May 2012 (\$)
CURRENT ASSETS			
Cash and cash equivalents	2,382,436	699,807	3,082,243
Receivables	51,928	(18,535)	33,393
Other	27,059	(27,059)	-
TOTAL CURRENT ASSETS	2,461,423	654,213	3,115,636
NON CURRENT ASSETS,			
Intangibles and Property, plant and equipment	53,505	3,624,000	3,677,505
TOTAL NON CURRENT ASSETS	53,505	3,624,000	3,677,505
TOTAL ASSETS	2,514,928	4,278,213	6,793,141
CURRENT LIABILITIES			
Payables and accruals	29,269	(29,269)	-
Borrowings	-	-	-
TOTAL CURRENT LIABILITIES	29,269	(29,269)	-
NON-CURRENT LIABILITIES			
Payables	-	-	-
TOTAL NON- CURRENT LIABILITIES	-	-	-
TOTAL LIABILITIES	29,269	(29,269)	-
NET ASSETS	2,485,659	4,307,482	6,793,141
EQUITY			
Contributed equity	62,626,693	4,318,000	66,944,693
Retained earnings (accumulated losses)	(60,141,034)	(10,518)	(60,151,552)
TOTAL EQUITY	2,485,659	4,307,482	6,793,141

Intangibles and property, plant and equipment

As a result of the purchase of the business and the Assets, Fermiscan will incur stamp duty and associated fees. The following table provides a breakdown of the adjustment for the Intangibles and property, plant and equipment balance.

\$	
Intangibles and Property, plant and equipment adjustment	3,624,000
Represented by	
Purchase of the business and Assets	3,400,000
Stamp Duty	169,000
Fees	55,000
Total	3,624,000

The allocation between Intangibles and Property Plant and Equipment will be made on the basis of fair value in accordance with AASB 3 “Business Combinations” following completion.

Contributed Equity

The following table provides a breakdown of the adjustment for contributed equity. The adjustment includes the capital raising costs and the associated costs.

\$	
Contributed Equity adjustment	4,318,000
Represented by	
March Capital Raising	2,000,000
Autus Capital Fees	(132,000)
Prospectus Capital Raising	1,000,000
Cost of Offer	(150,000)
Option ex raising	1,600,000
Total	4,318,000

Resolution 4 – Consolidation of capital

Resolution 4 seeks shareholder approval to consolidate the number of shares on issue on the basis of a ratio to be determined by the Board at or before the Annual General Meeting in its discretion. The Consolidation is subject to the passing of Resolution 3.

The purpose of the Consolidation is to implement a more appropriate capital structure for Fermiscan going forward and to enable Fermiscan to satisfy Chapters 1 and 2 of the ASX Listing Rules, in particular ASX Listing Rule 2.1, condition 2, and to obtain re-quotation of its shares on ASX. Please refer to the section of this Explanatory Statement in relation to Resolution 3 for additional information.

Due to the fact that the price of the Shares between the date of this Notice and the date of the AGM may fluctuate, this resolution gives the board discretion to determine the appropriate consolidation ratio to ensure (irrespective of the price of the Shares immediately prior to the AGM) that the price of the Shares post-consolidation will be at least 20 cents, as required by ASX Listing Rule 2.1, Condition 2.

ASX Listing Rule 2.1 condition 2

ASX Listing Rule 2.1 condition 2 states:

“The issue price or sale price of all securities for which the entity seeks quotation (except options) must be at least 20 cents in cash. Restricted securities (after the escrow period ends) and securities issued under an employee incentive scheme may still be quoted even though they are issued or sold at less than 20 cents.”

The consolidation ratio applied for the purpose of Resolution 4 must be sufficient to ensure that all Shares on issue immediately prior to the Annual General Meeting are consolidated on the basis of a ratio sufficient to cause the price of the Shares to be at least \$0.20.

The consolidation ratio determined by the Board will be the minimum ratio required to cause the price of the Shares as quoted immediately prior to the Annual General Meeting to be \$0.20. For example:

1. If the last closing price of the Shares immediately prior to the Annual General Meeting is \$0.02, the Shares will be consolidated on the basis that every 10 shares will be consolidated into 1 Share.
2. If the last closing price of the Shares immediately prior to the Annual General Meeting is \$0.018, the Shares will be consolidated on the basis that every 12 shares will be consolidated into 1 Share.

The consolidation ratio determined by the Board will not contain any fractional numbers.

As Fermiscan's compliance with the relisting requirements is one of the conditions precedent of the BSA, if that is not met the proposed change in the nature and scale of Fermiscan's activities will not proceed.

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

ASX Listing Rule 7.20

ASX Listing Rule 7.20 provides that a company, proposing to reorganise its capital must advise equity security holders in writing of the following:

- (a) the effect of the proposal on the number of securities and the amount unpaid (if any) on the securities;
- (b) the proposed treatment of any fractional entitlements arising from the reorganisation; and
- (c) the proposed treatment of any convertible securities on issue.

In addition, under ASX Listing Rule 7.22.1, a company proposing to reorganise its capital must consolidate the number of options on issue in the same ratio as the ordinary securities and the exercise price must be amended in inverse proportion to the ratio.

The Notice provides notice to shareholders and contains the information required by ASX Listing Rule 7.20.

Fractional entitlements and taxation

Not all shareholders will hold that number of shares which can be evenly divided. Where a fractional entitlement occurs, the directors will round that fraction up to the nearest whole share, as the case may be.

It is not considered that any taxation implications will exist for shareholders arising from the Consolidation. However, shareholders are advised to seek their own tax advice on the effect of the Consolidation and neither Fermiscan nor the directors (nor Fermiscan's advisers) accept any responsibility for the individual taxation implications arising from the Consolidation.

Holding statements and option certificates

From the date of the Consolidation all holding statements for shares will cease to have any effect, except as evidence of entitlement to a certain number of shares on a post Consolidation basis. After the Consolidation becomes effective, Fermiscan will arrange for new holding statements for shares to be issued to shareholders. It is the responsibility of each shareholder to check the number of shares held before disposal or exercise (as the case may be).

Effect on share capital structure

The effect of the Consolidation on the share capital structure of Fermiscan is set out in the table titled "Capital structure following completion of the Offer" in the section of this Explanatory Statement in relation to Resolution 3.

Options

As at the date of this Notice, there are no options on issue.

Resolution dependent on Resolution 3

If Resolution 3 is not passed, the Consolidation will not proceed.

Resolution 5 – Approval for issue of shares to seller

Under the BSA the Seller will be allotted and issued 20,000,000 shares (on a pre-consolidation basis) in Fermiscan in part consideration for the acquisition of the Assets.

Resolution 5 seeks shareholder approval under ASX Listing Rule 7.1 for the issue of those Fermiscan shares.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 stipulates that an entity must not, subject to specified exemptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights of conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

An issue of securities in excess of the 15% capacity is not prohibited under ASX Listing Rule 7.1 if it is approved by holders of ordinary securities in a general meeting and the notice of the meeting sets out the matters specified in ASX Listing Rule 7.3.

Resolution 5, if passed, will allow the directors of Fermiscan to issue on a pre-consolidation basis, 20,000,000 shares to the Seller in part consideration for the acquisition of the Assets during a period of three months after the general meeting, without using Fermiscan's 15% capacity.

For the purpose of ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue to the Seller:

- (a) 20,000,000 shares (pre-consolidation) will be issued to the Seller pursuant to the BSA;
- (b) The shares will be issued in part consideration for the acquisition of the business and the Assets in accordance with the terms of the BSA on the basis of \$0.02 per share (on a pre-consolidation basis);
- (c) the shares are expected to be issued within one month after the date of the general meeting, but in any event will be issued no later than three months after the date of the general meeting;
- (d) the shares issued will be fully paid ordinary shares in the capital of Fermiscan on the same terms and conditions as the existing Fermiscan shares then on issue;
- (e) no funds will be raised from the issue of the shares, as they are being issued in part consideration for the acquisition of the business and the Assets of the Seller;
- (f) the allotment of the shares will occur on the same date as their issue;

Fermiscan will apply to ASX for the shares the subject of this resolution to be quoted on ASX.

The shares to be issued to the Seller in accordance with Resolution 5 are subject to the consolidation contemplated by Resolution 4.

Restricted Securities

The shares to be issued to the Seller may be subject to escrow in accordance with the ASX Listing Rules. ASX may in its absolute discretion impose an escrow for a period of up to 24 months from the date of the issue of the shares to the Seller.

Resolution dependent on Resolution 1 and 2

If either resolution 3 or resolution 4 is not passed, Fermiscan will not proceed with the issue of shares to the Seller.

However, if resolutions 3 and 4 are passed but this resolution 5 is not passed, Fermiscan will still complete the issue of the shares to the Seller in part consideration pursuant to the BSA within its 15% capacity as provided under ASX Listing Rule 7.1, but that the issue of those shares will have the effect of reducing that 15% capacity for the issue of equity securities in the future without shareholder approval.

Compliance with Chapters 1 and 2 of the ASX Listing Rules

The new shares will not be issued to the Seller until the Company has obtained ASX's approval for reinstatement of its securities to quotation upon the Company's re-compliance with Chapters 1 and 2 of the ASX Listing Rules.

Resolution 6 – Approval for issue of shares and options under prospectus

Resolution 6 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 5,000,000 shares under the prospectus, primarily to raise funds to acquire the business and the Assets of the Seller, as outlined in the section titled "Transaction" in this Explanatory Statement.

Listing Rule 7.1

ASX Listing Rule 7.1 provides for a 15% limit on the issue of securities in a 12 month period, but that restriction would not apply to an issue where the entity has the prior approval of shareholders in a general meeting.

Resolution 6, if passed, will allow the directors of Fermiscan to issue up to 5,000,000 shares under the prospectus to raise the necessary funds to enable Fermiscan to acquire the business and the Assets of the Seller pursuant to the BSA, without breaching the Listing Rule 7.1, 15% capacity.

For the purpose of ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of shares and options under the prospectus:

- (a) up to 5,000,000 shares will be issued on the date specified in the prospectus, which is expected to be within one month after the date of the general meeting, but in any event will be no later than three months after the date of the general meeting;
- (b) the issue price for each share will be \$0.20;
- (c) the shares will be issued to successful applicants under the prospectus who are not related parties of the Company;
- (d) all shares issued under the prospectus are for fully paid ordinary shares in the capital of Fermiscan on the same terms and conditions as the existing Fermiscan shares then on issue;
- (e) funds raised under the prospectus will be used as part consideration for the acquisition of the business and the Assets of the Seller pursuant to the BSA and for the purposes as outlined in the prospectus;
- (f) the allotment of the shares will occur on the same date as their issue;

Fermiscan will apply to ASX for the shares the subject of this resolution to be quoted on ASX.

Resolution 6 dependent on Resolutions 3 and 4

If either resolution 3 or resolution 4 is not passed, Fermiscan will not proceed with the issue of shares under the prospectus.

The Company intends to combine funds raised from the Offer with its existing cash reserves and to use the total funds as follows:

Description	Full Subscription
Cash reserves as at 12 April 2012	5,136,583.49
Proceeds from Offer	1,000,000
Total Funds Available	6,136,583.49

Estimated Expenses of the Offer	150,000
Purchase of business and Assets & associated costs (including stamp duty and legal fees in respect of the purchase of the Sale Business)	3,224,000
Working Capital	1,500,000
Total Funds Applied	4,874,000

Resolution 7 – Approval for participation by directors of Fermiscan in the share issue

Resolution 7 seeks shareholder approval to allow directors of Fermiscan, their nominees and their associates, being related parties to Fermiscan to participate in the issue of shares under the prospectus, as contemplated by resolution 6.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exemption in the ASX Listing Rule applies.

The directors of Fermiscan, their nominees and their associates are related parties of Fermiscan. Consequently, shareholder approval for participation in the issue of shares under the prospectus is required for all directors of Fermiscan, their nominees and their associates pursuant to ASX Listing Rule 10.11.

For the purpose of ASX Listing Rule 10.13, the following information is provided:

- (a) the related parties to whom shares may be issued under the prospectus are the following directors of Fermiscan:- Mr Robert William Whitton, Mr Peter Dykes, Mr Richard Melville Wright and Mr Carmelo Bontempo;
- (b) No director (including their nominees and their associates) will be permitted to take up more than 1,250,000 shares (being equivalent to \$250,000 worth of shares) each;
- (c) the issue price for each share will be \$0.20, being the issue price specified under the prospectus;
- (d) all shares issued will be fully paid ordinary shares in the capital of Fermiscan on the same terms and conditions as the existing Fermiscan shares then on issue;
- (e) all directors of Fermiscan, their nominees and their associates are able to participate;
- (f) the shares will be issued no later than three months after the date of the general meeting;
- (g) the funds raised from the shares issued to the directors of Fermiscan, their nominees and their associates under the prospectus will be used in the same manner as funds raised under the prospectus and as set out in this Explanatory Statement;

ASX Listing Rule 10.13.3 provides that a notice of meeting seeking a resolution for shareholder approval for the issue of shares to directors must include the date by which the company will issue the shares, which must not be more than 1 month after the date of the meeting.

Fermiscan has been granted a waiver of Listing Rule 10.13.3 by the ASX to permit any shares issued to the Directors their nominees and their associates to be issued not more than 3 months after the date of the AGM.

Resolution 7 dependent on Resolution 6

As at the date of this Notice, Mr Peter Dykes, Mr Richard Melville Wright and Mr Carmelo Bontempo have each indicated that they are each prepared to take up Shares.

If resolution 6 is not passed Fermiscan will not proceed with the issue of shares under the prospectus and the passing of resolution 7 will not be relevant.

Resolution 8 – Change of Name

The new name proposed to be adopted under Resolution 6 is “Tempo Australia Limited”.

The Directors believe that this new name more accurately reflects the proposed future operations of the company.

Resolution 9, 10 and 11 – Election of Robert William Whitton, Richard Melville Wright and Carmelo Bontempo as directors

Clause 47 of Fermiscan’s constitution provides that the following directors automatically retire at the end of each annual general meeting:

- (a) any director appointed by the Directors or Fermiscan in general meeting since the last annual general meeting;
- (b) one third (or if that is not a whole number, the next lowest whole number) of the other directors (not counting the managing director) provided that there must be at least one retiring director; and
- (c) any director for whom this would be the third annual general meeting since their last appointment or three years since their last appointment (whichever is longer).

The directors who must retire under above criteria are those directors who have been longest in office since their appointment on registration or their last election (whichever is later). If they became directors on the same day, they may agree who retires. If they do not agree, they may select by lot who retires.

This does not apply to the managing director.

Fermiscan’s constitution essentially ensures that no director (except the Managing Director) is able to remain in office longer than three years without facing re-election. Each director is entitled to offer himself or herself for re-election as a director at the Annual General Meeting.

Fermiscan presently has 4 directors. Mr Robert William Whitton is retiring and offers himself for re-election.

Mr Richard Melville Wright and Mr Carmelo Bontempo are offering themselves for election from filling a casual vacancy.

Glossary

\$ means Australian Dollars;

457 Visa Arrangement means the arrangement whereby skilled overseas worker are allowed temporary entry into Australia by the Department of Immigration and Citizenship under the Subclass 457 visa program pursuant to the Work Agreements;

457 Visa Employee means any employee under a 457 Visa Arrangement;

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales;

AGM means the Annual General Meeting;

Annual General Meeting means the meeting convened by the Notice of Meeting;

ASIC means the Australian Securities and Investments Commission;

ASX means ASX Limited;

ASX Listing Rules means the Listing Rules of ASX;

Board means the current board of Directors of the Company;

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day;

Company means Fermiscan Holdings Limited (ACN 000 689 725);

Consolidation means the consolidation of the issued securities of the Company existing on the basis of a ratio to be determined by the Board in its discretion (rounded up to the nearest whole number), for which approval is being sought at the Annual General Meeting;

Constitution means the Company's Constitution;

Corporations Act means the Corporations Act 2001(Cth);

DIAC means the Department of Immigration and Citizenship;

Directors means the current directors of the Company;

Explanatory Statement means the Explanatory Statement accompanying the Notice of Meeting;

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the explanatory statement;

Placement means the placement of shares to professional and sophisticated investors in accordance with the Appendix 3B announced on 22 March 2012;

Proxy Form means the proxy form accompanying the Notice of Meeting;

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

Seller means Industry Partners Pty Ltd ACN 103 689 309 in its own capacity and in its capacity as trustee of the The K Trust and of the P Trust and for Industry Partners a partnership of these trusts ABN 20 623 309 527 & Immigration Partners Pty Ltd ACN 123 166 496;

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

Shareholder means a holder of a Share;

Sponsored Worker means a non-Australian person who is resident in Australia on a visa with a work right;



By mail:
Fermiscan Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 2 8280 7111



X99999999999

SHAREHOLDER VOTING FORM

I/We being a member(s) of Fermiscan Holdings Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐

the Chairman
of the Meeting¹
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11:00am on Thursday, 31 May 2012, at Level 29, 66 Goulburn Street, Sydney and at any adjournment or postponement of the meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.



¹ If you appoint a proxy, we encourage you to direct your proxy how to vote on each item of business.

The Chairman of the Meeting, Directors and other Key Management Personnel of the Company and their closely related parties (see the Notice of Meeting and overleaf) will not cast any votes in respect of Resolution 1 (Remuneration Report) that arise from any undirected proxy that they hold.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

STEP 2

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain ²		For	Against	Abstain ²
1 Adoption of the Remuneration Report	☐	☐	☐	7 Approval for participation by directors of Fermiscan Holdings Limited in the share issue under prospectus	☐	☐	☐
2 Approval of Prior Issue of Shares	☐	☐	☐	8 Change of Name	☐	☐	☐
3 Approval for change in scale of activities	☐	☐	☐	9 Election of Robert William Whitton as a Director	☐	☐	☐
4 Consolidation of capital	☐	☐	☐	10 Election of Richard Melville Wright as a Director	☐	☐	☐
5 Approval for issue of Shares to seller	☐	☐	☐	11 Election of Carmelo Bontempo as a Director	☐	☐	☐
6 Approval for issue of shares under prospectus	☐	☐	☐				

² If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

IMPORTANT - VOTING EXCLUSIONS

☐

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 Items 2, 3, 5, 6, and 7 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of those Items and that votes cast by him/her for those Items, other than as proxyholder, would 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 of the Meeting will not cast your votes on Items 2, 3, 5, 6, and 7 and your votes will not be counted in calculating the required majority if a poll is called on these Items. The Chairman of the Meeting intends to vote undirected proxies in favour of Items 2, 3, 5, 6, and 7.

STEP 4

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

FER PRX202



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Tuesday, 29 May 2012**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE  www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Fermiscan Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**