

Solar Sailor Holdings Limited
ACN 086 377 148

Minutes of a Meeting of Members
Annual General Meeting

Held on board Solar Sailor vessel on Monday, 7th day of November 2005 at 2.30pm Sydney time. Embarking times for the Solar Sailor vessel is 2.15pm at 'Man o War Steps' Sydney Opera House (eastern side of Opera House between Opera House and Botanical Gardens – overlooking Farm Cove) New South Wales.

Present	As per attached attendance list As per attached proxies received
Quorum	Quorum of shareholders present (meeting declared open at 2.35pm)
In attendance	Hon Robert Hawke (Chairperson) Robert Dane (Managing Director) David Franks (Company Secretary and Director) Ian Robertson (Director)
Apologies	David Fox (Director)
Matters arising	None
Minutes	The minutes of the previous general meeting of members of Solar Sailor Holdings Limited, which was the general meeting held on 19 th November 2004, were approved by the board at that time and signed by the Chair of that meeting in accordance with the provisions of Section 251A of the Corporations Act.
Introduction	The Chairman, Hon Robert Hawke, welcomed the shareholders to the sixth annual general meeting of the public company and introduced the directors.
Procedures	The Chairman outlined the proceedings for the annual general meeting as required under the Corporations Law, including proxies received. The Company Secretary advised the meeting of the proxies received, with the table below representing the voting for various resolutions:

	Chair	Robert Dane	Total
Resolution 1			
Discretion	-	672,991	672,991
For	34,529	22,000	56,529
Against	-	-	-
Abstain	-	-	-
Invalid	-	5,734	5,734
Resolution 2			
Discretion	-	672,991	672,991
For	34,529	22,000	56,529
Against	-	-	-
Abstain	-	-	-
Invalid	-	5,734	5,734
Resolution 3			
Discretion	-	672,991	672,991
For	28,529	22,000	50,529
Against	-	-	-
Abstain	6,000	-	6,000
Invalid	-	5,734	5,734
Resolution 4			
Discretion	-	672,991	672,991
For	28,529	22,000	50,529
Against	-	-	-
Abstain	6,000	-	6,000
Invalid	-	5,734	5,734
Resolution 5			
Discretion	-	672,991	672,991
For	28,529	22,000	50,529
Against	-	-	-
Abstain	6,000	-	6,000
Invalid	-	5,734	5,734
Resolution 6			
Discretion	-	672,991	672,991
For	28,529	22,000	50,529
Against	-	-	-
Abstain	6,000	-	6,000
Invalid	-	5,734	5,734
Resolution 7			
Discretion	-	672,991	672,991
For	28,529	22,000	50,529
Against	-	-	-
Abstain	6,000	-	6,000
Invalid	-	5,734	5,734
Resolution 8			
Discretion	-	672,991	672,991
For	28,529	-	28,529
Against	-	-	-
Abstain	6,000	22,000	28,000
Invalid	-	5,734	5,734
Resolution 9			
Discretion	-	672,991	672,991
For	28,529	-	28,529
Against	-	-	-
Abstain	6,000	22,000	28,000
Invalid	-	5,734	5,734

CEO Presentation The CEO, Mr Robert Dane, made a presentation on the company's activities during the year, with all items mentioned having been outlined to shareholders in the Company Updates previously forwarded to shareholders. The report covered the following topics:

- Awards received
- Re-branding of Solar Sailor
- Unmanned Ocean Vehicle
- Investment by Mithril GmbH and Solon AG
- Aquatankers

The presentation concluded by summarising the following data provided to shareholders in the Annual Reports from incorporation to 2005:

- Revenue history
- Share price and capital raising history
- Share price growth under capital raising history

Chairman Presentation

The Chairman, Hon Robert Hawke, made a presentation on the company's activities during the year, with all items mentioned having been outlined to shareholders in the Company Updates previously forwarded to shareholders with the exception of Dubai. The report covered the following topics:

- Investment by Mithril GmbH and Solon AG
- Unmanned Ocean Vehicle
- Aquatankers
- Dubai

In relation to Dubai, the Chairman's Report noted:

“There are three main reasons why the Company is targeting this region, being sun, money and the need (such as wash requirements and tourism). Over the last 2 weeks, the Company has forwarded specifications and tender documentation for a proposal for 25 vessels in Dubai.”

Question from the Floor

A question from the floor was asked by Mr Rik Deaton requesting the Board to provide details of a disagreement the Company has with a current shareholder, Mr Alan Kallir of Insight Partners Pty Ltd.

Dr Robert Dane and Mr Ian Robertson informed the meeting that a disagreement had arisen concerning fees allegedly due to Dr Kallir's company Insight Partners as a result of its introduction of Mithril GmbH as an investor in the Company, and that all fees due to Insight Partners as a result of that introduction had been paid to Insight Partners in full (in the form of shares in the Company).

Auditor

David Franks introduced Mr David Sinclair and Ms Colette Donnelly from WHK Greenwoods. David Franks outlined that Mr Sinclair and Ms Donnelly were present to answer any questions from the floor in relation to the audit opinion or audit processes as required under the Corporations Act 2001. It was formally noted that no written questions had been received from shareholders prior to the meeting as outlined in the Notice of the Meeting.

First Resolution

The Chairman designated the Company Secretary to read the resolution to the meeting, being

“That the Company consider and accept the Financial Statements and the Reports of the Directors and of the Auditor (including Remuneration Report) of the year ended 30 June 2005”.

The resolution was proposed and seconded by shareholders, with no discussion called for.

RESOLVED that the first resolution was passed by the shareholders on a show of hands.

Second Resolution

The Chairman designated the Company Secretary to read the resolution to the meeting, being

“That the Company appoints WHK Greenwoods (formerly Williams Hatchman & Kean) as Auditors of the Company for the year ended 30 June 2006 and to continue in office until the next annual general meeting”.

The resolution was proposed and seconded by shareholders, with no discussion called for.

RESOLVED that the second resolution was passed by the shareholders on a show of hands.

Third Resolution

The Chairman designated the Company Secretary to read the resolution to the meeting, being

“That Ian Lyall Robertson be re-elected as a Director of the Company”.

The resolution was proposed and seconded by shareholders, with no discussion called for.

RESOLVED that the third resolution was passed by the shareholders on a show of hands.

Fourth Resolution The Chairman designated the Company Secretary to read the resolution to the meeting, being

“That David Fox be re-elected as a Director of the Company”.

The resolution was proposed and seconded by shareholders, with no discussion called for.

RESOLVED that the fourth resolution was passed by the shareholders on a show of hands.

Fifth Resolution The Chairman designated the Company Secretary to read the resolution to the meeting, being

“**That** the Company be authorised to execute on behalf of the Company the Option Agreement between the Company and Ian Lyall Robertson.

It was noted that Ian Robertson or any associates of Ian Robertson were unable to vote upon this resolution. The resolution was proposed and seconded by shareholders, with no discussion called for.

RESOLVED that the fifth resolution was passed by the shareholders on a show of hands.

The Hon Robert Hawke relinquished the Chair to Robert Dane due to his interest in Resolution Six and Seven.

Sixth Resolution The Chairman designated the Company Secretary to read the resolution to the meeting, being

“**That** the Company be authorised to execute on behalf of the Company the Consultancy Agreement between the Company and Hon Robert James Lee Hawke.

It was noted that Hon Robert Hawke or any associates of Hon Robert Hawke were unable to vote upon this resolution. The resolution was proposed and seconded by shareholders, with no discussion called for.

RESOLVED that the sixth resolution was passed by the shareholders on a show of hands.

Seventh Resolution The Chairman designated the Company Secretary to read the resolution to the meeting, being

“**That** the Company be authorised to execute on behalf of the Company the Commission Agreement between the Company and Hon Robert James Lee Hawke.

It was noted that Hon Robert Hawke or any associates of Hon Robert Hawke were unable to vote upon this resolution.

The resolution was proposed and seconded by shareholders, with no discussion called for.

RESOLVED that the seventh resolution was passed by the shareholders on a show of hands.

Robert Dane returned the Chair to Hon Robert Hawke.

Eighth Resolution The Chairman designated to Robert Dane (due to the Company Secretary having an interest in the next resolution) to read the resolution to the meeting, being

“**That** the Company be authorised to execute on behalf of the Company the Consultancy Agreement between the Company and Franks & Associates Pty Ltd, a company related to David James Franks.

It was noted that David Franks or any associates of David Franks were unable to vote upon this resolution. The resolution was proposed and seconded by shareholders, with no discussion called for.

RESOLVED that the eighth resolution was passed by the shareholders on a show of hands.

Ninth Resolution The Chairman designated the Company Secretary to read the resolution to the meeting, being

“**That** approval be given for the Company to allot ordinary shares or options under the Company Option Plan in lieu of Directors Fees incurred for the period 1st September 2001 until the first of the following events:

- (a) the date a Licence to build a commercial-sized vessel based on the Solar Sailor concept has been granted by the Company to a party and the first instalment of any consideration payable in accordance with the term of the Licence has been paid to the Company; or
- (b) the date a commercial-sized vessel based on the Solar Sailor concept has been sold by the Company to a party and the first instalment of any consideration payable in accordance with the terms of the sale agreement has been paid to the Company; or

- (c) the date the Solar Sailor vessel has been sold by the Company to a party and the first instalment of any consideration payable in accordance with the terms of the sale agreement has been paid to the Company; or
- (d) a capital raising or placement has been completed raising a minimum of AUD\$4 million; or
- (e) an ordinary resolution is passed ceasing this arrangement at a general or extraordinary meeting of members.

It was noted that Robert Dane, Hon Robert Hawke, David Franks, David Fox, Ian Robertson or any past director or any associates of Robert Dane, Hon Robert Hawke, David Franks, David Fox, Ian Robertson or any past director were unable to vote upon this resolution.

A question was raised from the floor, requesting whether the director fees had been noted in the Financial Statements. David Franks noted that an accrual has been entered in the accounts and expensed in the Statement of Financial Performance to 30 June 2005. The resolution was proposed and seconded by shareholders, with no further discussion called for.

RESOLVED that the ninth resolution was passed by the shareholders on a show of hands.

General Business

The Chairman asked if there was any general business to be heard. The following questions were asked from the Floor:

- (i) \$750,000 claim noted in the Financial Statements

Robert Dane explained that an individual started legal action against the Company in 2000, with the matter placed in the hands of the Company's insurers. The Company has not received any further correspondence since that date however continues to note the event in the Financial Statements to be prudent.

- (ii) Double Hulled Tankers

Robert Dane confirmed that the aquatankers being proposed were double hulled vessels.

- (iii) Role of Unmanned Ocean Vessels

Robert Dane outlined their intended purpose, being:

- Military surveillance
- Oceanography

- Tsunami warning system
- Ocean monitoring
- Piracy and collision avoidance system
- 2-3 year life at sea with de-fouling of propeller and wings being conducted on their return and then returning to their next 2-3 year cycle

(iv)

(v) Soccer World Cup

Robert Dane advised that a request has been made from Mithril GmbH to consider relocating the vessel to Germany for the 2006 World Cup

(vi) Patent Insurance

Robert Dane advised that the Company has not taken patent insurance however a review is currently being proposed of the Company's patents with appropriate advisers.

The Chairman asked if there were any further business items to discuss and with none forthcoming, noted that no other business was brought forward at the annual general meeting in accordance with the Constitution of the Company.

Close of Meeting There being no further business, the meeting closed at 3.28pm

Signed as a correct record.

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Chairman