



NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT



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Date of Meeting: 31 May 2018
Time of Meeting: 11.00 am AEST
Place of Meeting: Maddocks Lawyers
Level 27
Angel Place
123 Pitt Street
Sydney NSW 2000

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

Should you wish to discuss the matters in this Notice of Annual General Meeting, please do not hesitate to contact Theo Renard (Company Secretary) by email at theo.renard@realmresources.com.au.

NOTICE OF ANNUAL GENERAL MEETING

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TIME AND PLACE AND HOW TO VOTE

VENUE

Notice is hereby given that the Annual General Meeting of Realm Resources Limited will be held at Maddocks Lawyers, Level 27, Angel Place, 123 Pitt Street, Sydney, NSW 2000, on 31 May 2018, at 11.00am AEST to conduct the business set out in this Notice of Meeting.

The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the various matters to be considered and contains a glossary of defined terms that are not defined in full in this Notice of Meeting. The Explanatory Statement, the Schedules noted above and the Proxy Form are part of this Notice of Meeting.

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- online at: www.investorvote.com.au;
- in person at: Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney, NSW, 2000;
- by post to: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC 3001; or
- by facsimile to: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Custodians, nominees, non-broker participants, portfolio administrators, portfolio aggregators and eligible financial advisers may also lodge their proxy vote online at www.intermediaryonline.com.

Note that the Proxy Form must be received by the Company not later than 11.00am AEST on Tuesday 29 May 2018. Proxy Forms received later than this time will be invalid.

For further information on voting by proxy and a copy of the Proxy Form, please refer to Schedule 1 of this Notice of Meeting.

ENTITLEMENT TO ATTEND AND VOTE

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders as at 7.00 pm AEST on Tuesday 29 May 2018.

BUSINESS OF THE MEETING

AGENDA

Financial Statements and Reports

To receive and consider the financial statements, the Directors' Report and Auditor's Report for the Group for the year ended 31 December 2017.

Note: There is no requirement for Shareholders to approve these reports.

RESOLUTION 1 – Adoption of 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, approval is given for the adoption of the Remuneration Report as contained in the Company's Financial Report for the financial year ended 31 December 2017.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

Voting Prohibition Statement

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any 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,
- regardless of the capacity in which the vote is cast.

However, a member of the Key Management Personnel at the date of the Meeting, or that Key Management Personnel's Closely Related Party may cast a vote on this Resolution if:

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

RESOLUTION 2 – Re-election of Gordon Galt as Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of clause 12.9(a) of the Constitution and for all other purposes, Mr Gordon Galt, who retires in accordance with the Constitution and being eligible, offers himself for re-election, be re-elected as a Director.”

RESOLUTION 3 – Election of Mr Michael Richard Anderson as a non-Board endorsed nominee Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, pursuant to article 12.3(c) of the Company's constitution, Michael Richard Anderson be appointed as an additional director of the Company with effect from close of the General Meeting.”

RESOLUTION 4 – Election of Mr Craig Ian McGown as a non-Board endorsed nominee Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, pursuant to article 12.3(c) of the Company's constitution, Craig Ian McGown be appointed as an additional director of the Company with effect from close of the General Meeting.”

RESOLUTION 5 – Increase in the non-executive directors’ fee cap

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, with effect from 1 June 2018, the maximum aggregate amount of remuneration payable to all non-executive Directors of the Company be increased by \$100,000 to \$550,000 per annum.”

Voting Prohibition Statement – the Company will disregard any votes cast on this Resolution by a Director of the Company and their associates or as a proxy by a person who is a member of the Key Management Personnel at the date of the Meeting or their Closely Related Parties. However, the Company need not disregard a vote if it is cast by a person as a 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.

OTHER BUSINESS

To transact any other business that may be lawfully brought forward in accordance with the Constitution, the Corporations Act and the ASX Listing Rules.

ADDITIONAL INFORMATION

All Resolutions are proposed as ordinary resolutions, requiring the approval by a simple majority of votes cast by eligible Shareholders present and voting at the Annual General Meeting.

BY ORDER OF THE BOARD



Theo Renard
Company Secretary
27 April 2018

EXPLANATORY STATEMENT ANNUAL GENERAL MEETING

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at Maddocks Lawyers, Level 27, Angel Place, 123 Pitt Street, Sydney, NSW 2000, at 11.00am (AEST) on 31 May 2018.

The purpose of the Explanatory Statement and Schedules is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

The Directors recommend that Shareholders read this Explanatory Statement and its Schedules which form part of the accompanying Notice of Meeting in its entirety before determining whether to support the Resolutions or otherwise. If you have any questions regarding the matters set out in this Explanatory Statement, the Schedules or the preceding Notice of Meeting, please contact the Company Secretary, your stockbroker, accountant or other professional adviser before determining whether to support the Resolutions or otherwise.

Capitalised terms used in this Explanatory Statement are defined in the Glossary of this Notice.

1. FINANCIAL REPORT AND DIRECTORS' REPORT

The Corporations Act and the Constitution require the following reports in respect of the financial year of the Company ended 31 December 2017 to be laid before the meeting:

- 1.1.1 the Financial Report (which includes the financial statements and Directors' declaration); and
- 1.1.2 the Directors' Report, the Corporate Governance Statement and the Auditor's Report.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these Reports and on the business, operations and management of the Group.

There is no requirement in the Corporations Act or in the Constitution for Shareholders to approve the Financial Statements and Reports.

The Company will not provide a hard copy of the Financial Report to Shareholders unless specifically required to do so. The Financial Report is available on the Company's website at <http://www.realmresources.com.au>.

2. RESOLUTION 1 – REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. Such a resolution is advisory only and does not bind the Directors or the Company.

Under the Corporations Act, if at least 25% of the votes cast on the Resolution are voted against adoption of the Remuneration Report at the Meeting, and then again at the Company's subsequent 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 annual general meeting. All of the Directors who were in office when the relevant 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.

At the 2017 Annual General Meeting of the Company, less than 20% of the Shareholders voted against the adoption of the 2017 Remuneration Report. Accordingly, a Spill Resolution will not be required at this Annual General Meeting.

The resolution is advisory only. The Board will consider and take into account the outcome of the vote and feedback from Shareholders on the Remuneration Report when reviewing the Company's remuneration policies.

2.2 Content of Remuneration Report

The Remuneration Report as set out in the Directors' Report contained in Financial Report for the financial year ended 31 December 2017 was sent to those Shareholders who elected to receive it or is available electronically at <http://www.realmresources.com.au>. The Remuneration Report:

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- 2.2.1 explains the Board's policy for determining the nature and amount of remuneration of Directors and senior executives of the Company;
 - 2.2.2 discusses the relationship between the Board's remuneration policy and the Company's performance; and
 - 2.2.3 sets out the actual remuneration for the financial year ended 31 December 2017 for Key Management Personnel.

A reasonable opportunity will be provided for discussion of any questions relating to the Remuneration Report at the Annual General Meeting (as required under section 250SA of the Corporations Act).

2.3 Proxy Restrictions

The Key Management Personnel of the Company and their Closely Related Parties will not be able to vote as your proxy on Resolution 1 unless you tell them how to vote or the Chair of the Meeting is your proxy. If you intend to appoint a member of the Key Management Personnel or one of their Closely Related Parties as your proxy, please ensure that you direct them how to vote on Resolution 1, otherwise they will not be able to cast a vote as your proxy on that Resolution.

You can direct your proxy how to vote on a Resolution (that is, to vote "for", "against" or "abstain") by marking the appropriate box opposite the item on the Proxy Form.

If you intend to appoint the Chair of the Meeting as your proxy, in particular in respect of voting on Resolution 1, you can direct the Chair to vote by either marking the relevant voting boxes for Resolution 1, or by marking the Chair's box on the Proxy Form (in which case you will be taken to have expressly authorised the Chair to vote in favour of the Resolution, even though the Resolution is connected with the remuneration of the Company's Key Management Personnel).

The Chair intends to vote undirected proxies (where authorised) for Resolution 1.

2.4 Recommendation of the Directors

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

3. RESOLUTION 2 – RE-ELECTION OF GORDON GALT AS DIRECTOR

3.1 General

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer.

Clause 12.9(a) of the Constitution requires that, at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third of the Directors must retire by rotation, provided always that no Director (except a Managing Director) shall hold office for a period in excess of three years.

3.2 Candidate profile – Gordon Galt

B.Eng (Mining, Hons), B.Com, GDip AppFin (Finsia), MAusIMM, MAICD

Gordon Galt is a mining engineer with extensive coal industry experience in Australia since the early 1970's. In Queensland, he worked at South Blackwater, gaining his First Class Mine Manager's qualifications in 1976, then was one of the key early development team members at CapCoal German Creek in 1977. He was initially Open Cut Manager then Mine Manager at Central Colliery – Queensland's first longwall mine and for many years Australia's most productive underground coal mine. He was then Development Manager for Southern Colliery, also at German Creek in 1987.

In 1991, Gordon Galt was appointed Operations Manager at Ulan Coal in NSW. He became General Manager at Ulan in 1993, then Managing Director at Cumnock Coal in 1996 before roles as Managing Director with Newcrest Mining and in investment banking with ABN AMRO. Gordon Galt is currently Chairman of NuCoal Resources Limited and Lefroy Exploration Limited and is a Non-Executive Director of Finders Resources Limited.

Gordon Galt was appointed Chairman of the Company on 30 August 2016 and is a member of the Nominations Committee, Non-Financial Risk and Audit Committee and the Remuneration Committee.

Mr Gordon Galt, the Chairman of the Company, retires and being eligible, offers himself for re-election as a Director by Shareholders in accordance with the Constitution.

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3.3 Board recommendation

The Directors (excluding Gordon Galt because of his interest) unanimously support the re-election of Gordon Galt as Director. The Chair intends to vote all available proxies in favour of this Resolution 2.

4. RESOLUTION 3 – ELECTION OF MR MICHAEL RICHARD ANDERSON AS A NON-BOARD ENDORSED NOMINEE DIRECTOR

4.1 General

In accordance with clause 12.12(a) of the Constitution, a non-Board endorsed candidate, Mr Michael Richard Anderson, offers himself for election under clause 12.3(c) of the Constitution.

The following statement is based on information provided by Mr Anderson with his nomination, which has not been independently verified by Realm.

4.2 Candidate profile – Mr Anderson

BSc (Hons), PhD Geologist

Mr Anderson is an officer of Taurus Funds Management Pty Limited (**Taurus Funds Management**) and is based in Perth. He specializes in Mining Geology and corporate governance. After completing a PhD in Mining Geology he has accumulated over 25 years' professional industry experience, largely in South Africa and Australia. Prior to joining Taurus Funds Management Mr Anderson held senior managerial roles with Gallery Gold, in Corporate Development, and most recently as Managing Director / CEO at Exco Resources Limited. Mr Anderson has served on a number of company boards and is currently a Non-Executive Director of Hot Chili Limited and Alliance Mining Commodities Limited.

Mr Anderson has noted the following corporate offices where a conflict may arise with his duties as a Director of Realm:

- 4.2.1 executive of Taurus Funds Management, which is the manager of Taurus Resources Fund No.2, which is Realm's largest shareholder;
- 4.2.2 non-executive director of Hot Chili Limited (ASX: HCH); and
- 4.2.3 non-executive director of Alliance Mining Commodities (private).

Mr Anderson has confirmed that neither himself, or any entity that he controls, has any interest in any securities in Realm, any rights or options to dispose of securities in Realm, has entered into any contracts with Realm of a subsidiary of Realm or has any other material personal interests that relate to the affairs of Realm and its subsidiaries.

4.3 Why is Resolution 3 on the agenda

The Bidder (including its Related Bodies Corporate), being Realm's majority Shareholder who as at the date of this Notice of Meeting, collectively holds 85.73% of the issued share capital of Realm, has nominated Mr Anderson for election and requested Resolution 4 be placed on the agenda in accordance with section 249N of the Corporations Act. The Bidder has a right to make this nomination and request in accordance with the Company's constitution and Corporations Act.

As at the date of this Notice, the Bidder has made an off-market takeover offer to acquire all of the Realm Shares that it does not already own or control for \$0.90 per Realm Share in cash pursuant to the Bidder's Statement (**Offer**).

Mr Anderson is a nominee of the Bidder.

4.4 Implications of the appointment of Mr Anderson and the Offer

In considering this Resolution 3, Shareholders should note section 5.3(b) of the Bidder's Statement which states that the Bidder will seek to replace all current Realm Directors (other than those which it determines to retain following a review) with nominees of the Bidder.

Shareholders should further note section 5.3(c) of the Bidder's Statement which states that the Bidder is not supportive of Realm's continued listing on the ASX (or the capital raising necessary to lift the current suspension of Realm Shares from trading on the ASX).

While Mr Anderson will be subject to fiduciary duties to act in the best interests of Realm, as a nominee Director of the Bidder, his election may impact the Company's ability to undertake the capital raising necessary to lift the

current suspension of Realm Shares from trading on ASX based on the intentions disclosed by the Bidder in the Bidder's Statement.

4.5 What is the process for assessing membership of the Board

The Company's non-executive Directors need relevant skills and experience, as well as a breadth of perspective on complex and inter-related issues, to ensure decisions are in the Company's best interests.

In terms of determining director appointments, the Board is assisted by the Nomination Committee of the Company. The primary role of the Nomination Committee is to assist to review the following matters for non-executive directors of the Board:

- 4.5.1 process for nomination and selection;
- 4.5.2 necessary and desirable competencies and experience;
- 4.5.3 performance, and the process to review director contributions;
- 4.5.4 succession plans;
- 4.5.5 induction programs; and
- 4.5.6 gender diversity.

4.6 How was Mr Anderson's candidacy assessed

The Board has not considered this nomination.

4.7 Recommendation of the Directors

As the Board has not considered this nomination, Mr Beecher, Mr Ever and Mr Rosengren recommend that Shareholders vote against the appointment of Mr Anderson as a Director until such time as the Board considers this appointment under the process for assessing membership of the Board. The Chair of the meeting intends to vote undirected proxies for this Resolution 3.

5. RESOLUTION 4 – ELECTION OF MR CRAIG IAN MCGOWN AS A NON-BOARD ENDORSED NOMINEE DIRECTOR

5.1 General

In accordance with clause 12.12(a) of the Constitution, a non-Board endorsed candidate, Mr Craig Ian McGown, offers himself for election under clause 12.3(c) of the Constitution.

The following statement is based on information provided by Mr McGown with his nomination, which has not been independently verified by Realm.

5.2 Candidate profile – Mr McGown

Mr McGown is an officer of New Holland Capital Pty Limited (an authorised representative of Taurus Funds Management) and is based in Perth. Mr McGown is an investment banker with over 40 years' experience consulting to companies in Australia and internationally, particularly in the natural resources sector. He holds a Bachelor of Commerce degree, was a Fellow of the Institute of Chartered Accountants and an Affiliate of the Financial Services Institute of Australasia. Mr McGown has had extensive experience in the corporate finance sector, including mergers and acquisitions, capital raisings in both domestic and international financial markets, asset acquisitions and asset disposals, initial public offerings and corporate restructurings. Mr McGown is a Non-executive Chairman of Sipa Resources Ltd and of Pioneer Resources Limited.

Mr McGown has noted the following corporate offices where a conflict may arise with his duties as a Director of Realm:

- 5.2.1 non-executive chairman of Pioneer Resources Limited (ASX: PIO);
- 5.2.2 non-executive chairman of Sipa Resources Limited (ASX: SRI); and
- 5.2.3 executive of New Holland Capital Pty Limited, a member of the Taurus group of companies, of which Taurus Funds Management is the manager of Taurus Resources Fund No.2, which is Realm's largest shareholder.

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Mr McGown has confirmed that neither himself, or any entity that he controls, has any interest in any securities in Realm, any rights or options to dispose of securities in Realm, has entered into any contracts with Realm of a subsidiary of Realm or has any other material personal interests that relate to the affairs of Realm and its subsidiaries.

New Holland Capital Pty Ltd has an existing consultancy mandate with Realm. Mr McGown is not involved in this mandate.

5.3 Why is Resolution 4 on the agenda

The Bidder (including its Related Bodies Corporate), being Realm's majority Shareholder who as at the date of this Notice of Meeting, collectively holds 85.73% of the issued share capital of Realm, has nominated Mr McGown for election and requested Resolution 4 be placed on the agenda in accordance with section 249N of the Corporations Act. The Bidder has a right to make this nomination and request in accordance with the Company's constitution and Corporations Act.

As at the date of this Notice, the Bidder has made an off-market takeover offer to acquire all of the Realm Shares that it does not already own or control for \$0.90 per Realm Share in cash pursuant to the Bidder's Statement (**Offer**).

Mr McGown is a nominee of the Bidder.

5.4 Implications of the appointment of Mr McGown and the Offer

In considering this Resolution 4, Shareholders should note section 5.3(b) of the Bidder's Statement which states that the Bidder will seek to replace all current Realm Directors (other than those which it determines to retain following a review) with nominees of the Bidder.

Shareholders should further note section 5.3(c) of the Bidder's Statement which states that the Bidder is not supportive of Realm's continued listing on the ASX (or the capital raising necessary to lift the current suspension of Realm Shares from trading on the ASX).

While Mr McGown will be subject to fiduciary duties to act in the best interests of Realm, as a nominee Director of the Bidder, his election may impact the Company's ability to undertake the capital raising necessary to lift the current suspension of Realm Shares from trading on ASX based on the intentions disclosed by the Bidder in the Bidder's Statement.

5.5 What is the process for assessing membership of the Board

The Company's non-executive Directors need relevant skills and experience, as well as a breadth of perspective on complex and inter-related issues, to ensure decisions are in the Company's best interests.

In terms of determining director appointments, the Board is assisted by the Nomination Committee of the Company. The primary role of the Nomination Committee is to assist to review the following matters for non-executive directors of the Board:

- 5.5.1 process for nomination and selection;
- 5.5.2 necessary and desirable competencies and experience;
- 5.5.3 performance, and the process to review director contributions;
- 5.5.4 succession plans;
- 5.5.5 induction programs; and
- 5.5.6 gender diversity.

5.6 How was Mr McGown's candidacy assessed

The Board has not considered this nomination.

5.7 Recommendation of the Directors

As the Board has not considered this nomination, Mr Beecher, Mr Ever and Mr Rosengren recommend that Shareholders vote against the appointment of Mr McGown as a Director until such time as the Board considers this appointment under the process for assessing membership of the Board. The Chair of the meeting intends to vote undirected proxies for this Resolution 4.

6. RESOLUTION 5 – INCREASE IN THE NON-EXECUTIVE DIRECTORS’ FEE CAP

6.1 Quantum of the increase

The current maximum aggregate remuneration payable to all non-executive Directors is \$450,000 per annum (**Fee Cap**), which was approved by Shareholders at the 2017 Annual General Meeting.

For the purposes of section 13.1 of the Constitution and ASX Listing Rule 10.17 of the ASX Listing Rules, Shareholder approval is now sought to increase this fee cap by \$100,000 to \$550,000 per annum (including superannuation).

6.2 Reason for the increase

The present fee structure for Directors is set out in the Financial Report. The Board has determined that there will be no further increase to the base fees payable to individual existing non-executive Directors at this time, even if Shareholders approve the increase to the Fee Cap. However, subject to Resolution 3 and Resolution 4 being approved by Shareholders, the increase in the Fee Cap will be partly used for the base fees payable to Mr Anderson and Mr Mc Gown as non-executive Directors of the Company.

However, the Board considers that it is appropriate to seek approval for an increase in the Fee Cap in order to maintain an appropriate fee buffer in advance of specific needs arising. In particular, the increase to the Fee Cap will provide the Board with flexibility to make additional appointments to the Board should this be appropriate. For example, circumstances may arise where the Board may wish to appoint additional non-executive Directors to take advantage of an opportunity to appoint a candidate with particular skills or expertise that complements those currently represented on the Board.

In addition, the increase to the Fee Cap will provide scope to attract and retain high-calibre Board members and to provide effective transition arrangements. To facilitate orderly succession planning, new Directors may be appointed prior to the retirement of existing Directors, resulting in a short-term increase in the size of the Board and the total fees payable to the Directors. The proposed increase in the Fee Cap would enable the Company to facilitate such future changes in its membership and composition.

6.3 Payments included in the non-executive Directors’ fee cap

The non-executive Directors’ Fee Cap includes fees that are paid to Realm’s non-executive Directors for serving on the Board or standing committees of the Board, superannuation contributions made by the Company and its controlled entities and any fees a non-executive Director sacrifices on a pre-tax basis. The Fee Cap does not include reimbursement of genuine out of pocket expenses or special exertion fees.

6.4 Amount paid to non-executive Directors in 2017

As set out in the table at page 21 of the Financial Report, a total of \$252,580 was paid to the non-executive Directors in fees and benefits for the year ended 31 December 2017. This amount is in respect of all non-executive Directors who served on the Board during 2017 and is inclusive of fees and superannuation contributions. Shareholders should note, however, that Mr Davies takes no fees for performing his role as a non executive Director.

The following securities have been issued to non-executive Directors under ASX Listing Rules 10.11 or 10.14 with Shareholder approval within the last three years:

Director	No. of Realm Shares	Date of Approval
James Beecher	1,000,000	Realm Annual General Meeting 31 May 2017
Staffan Ever	1,000,000	Realm Annual General Meeting 31 May 2017

6.5 Board recommendation

As the non-executive Directors have a personal interest in Resolution 5, the Directors make no recommendation as to how Shareholders should vote on this Resolution 5.

GLOSSARY OF TERMS

The following terms and abbreviations used in the Notice of Meeting and this Explanatory Statement have the following meanings:

AEST	means Australian eastern standard time.
Annual General Meeting or Meeting	means the annual general meeting of Shareholders to be held at Maddocks Lawyers, Level 27, Angel Place, 123 Pitt Street, Sydney NSW 2000 on 31 May 2018 at 11.00am AEST or any adjournment thereof.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange conducted by ASX, as the context requires.
ASX Listing Rules	means the official listing rules of ASX.
Bidder	means the T2 Resources Fund Pty Limited ACN 624 330 696.
Bidder's Statement	means the bidder's statement dated 23 February 2018 in relation to the off-market takeover bid by the Bidder for all of the ordinary shares in Realm as supplemented by the first supplementary bidder's statement dated 14 March 2018 which attached the replacement bidder's statement dated 14 March 2018 and the second supplementary bidder's statement dated 15 March 2018 (together the Bidder's Statement).
Board	means the board of Directors of the Company.
Chair	means the person appointed to chair the Meeting convened by this Notice.
Closely Related Party	of a member of the Key Management Personnel means: <ul style="list-style-type: none"> (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (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 dealings with the Company; or (e) a company the member controls; or (f) a person prescribed by the Corporations Regulations 2001 (Cth).
Constitution	means the existing constitution of the Company as at the date of this Notice of Meeting.
Corporations Act	means the Corporations Act 2001 (Cth).
Directors	means the directors of the Company, from time to time.
Employee Share Plan	means the Realm employee share plan last approved by Shareholders on 31 May 2017.
Explanatory Statement	means this explanatory statement that accompanies and forms part of this Notice of Meeting.

Financial Report	means the financial report of the Company ending 31 December 2017 and attached to this Notice of Meeting.
Group	means the Company and its controlled entities.
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 (whether directly or indirectly), and includes any Director (whether executive or otherwise) of the Company.
Notice or Notice of Annual General Meeting or Notice of Meeting	means this notice of annual general meeting to which the Explanatory Statement is attached.
Proxy Form	means the proxy form attached to this Notice of Meeting.
Realm or Company	means Realm Resources Limited ACN 008 124 025.
Related Bodies Corporate	has the meaning set out in section 50 of the Corporations Act.
Remuneration Report	means the remuneration report set out in the Director's Report section of the Financial Report.
Resolution	means a resolution in this Notice of Meeting.
Shareholder	means a registered holder of Shares in Realm.
Share	means a fully paid ordinary share in the capital of the Company.
Taurus Funds Management	means Taurus Funds Management Pty Limited ACN 121 452 560.
Taurus Resources Fund No.2	means Taurus Resources Fund No.2, a closed-end investment vehicle comprising of the Taurus Resources No. 2, L.P., acting through its general partner Taurus Resources Limited GP No. 2 LLC and Taurus Resources No. 2 Trust, acting through its trustee Taurus Funds Management.

SCHEDULE 1 – PROXY INSTRUCTIONS

Registered Office

Suite 4101
Level 41
Gateway
1 Macquarie Place
Sydney NSW 2000 Australia

Proxies

Shareholders are entitled to appoint up to two individuals or bodies corporate to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy must be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half the votes.

The Proxy Form (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or sent by facsimile transmission to Realm Resources Limited at:

- online at: www.investorvote.com.au;
- in person at: Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney, NSW, 2000;
- by post to: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC, 3001;
- by facsimile to: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- Custodians, nominees, non-broker participants, portfolio administrators, portfolio aggregators and eligible financial advisers may also lodge their proxy vote online. Visit www.intermediaryonline.com.

Note that the Proxy Form must be received by the Company not later than 11.00am AEST on Tuesday 29 May 2018.

The Proxy Form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by that corporation's constitution.

The proxy may, but need not, be a Shareholder of the Company. A proxy may be a person or a body corporate.

In the case of Shares jointly held by two or more persons, all joint holders must sign the Proxy Form.

For the convenience of Shareholders, a Proxy Form is enclosed. However, the Company will accept any appointment of a proxy which complies with the requirements of section 250A of the Corporations Act.

Voting Entitlement

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that the persons eligible to vote at the Annual General Meeting are those registered Shareholders of the Company at 7.00pm AEST on Tuesday 29 May 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

