

# **REALM RESOURCES LIMITED**

**ABN 98 008 124 025**

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## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**AND**

## **EXPLANATORY STATEMENT**

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Date of Meeting: 28 November 2018

Time of Meeting: 10.00 am (AEST)

Place of Meeting: Christie Conference Centre  
Level 1  
320 Adelaide Street  
Brisbane Qld 4000

This Notice of Extraordinary General Meeting and Explanatory Statement (including the Schedules) 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 Extraordinary General Meeting, please do not hesitate to contact Paul Frederiks (Company Secretary) by email at [paul.frederiks@realmresources.com.au](mailto:paul.frederiks@realmresources.com.au).

# NOTICE OF EXTRAORDINARY GENERAL MEETING

## REALM RESOURCES LIMITED ABN 98 008 124 025

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### TIME AND PLACE AND HOW TO VOTE

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#### VENUE

Notice is hereby given that the Extraordinary General Meeting of Realm Resources Limited (**Realm** or the **Company**) will be held at Christie Conference Centre Level 1, 320 Adelaide Street, Brisbane QLD 4000, on 28 November 2018, at 10.00 am (AEST) to conduct the business set out in this Notice of Meeting.

The Explanatory Statement (including the Schedules) 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 and the Proxy Form are part of this Notice of Meeting.

#### YOUR VOTE IS IMPORTANT

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

#### VOTING IN PERSON

To vote in person, attend the Extraordinary 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](http://www.investorvote.com.au);
- in person at: Computershare Investor Services Pty Limited, Level 1, 200 Mary Street, Brisbane, Qld, 4000 Australia;
- 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 online. Visit [www.intermediaryonline.com](http://www.intermediaryonline.com).

Note that the Proxy Form must be received by the Company not later than 10.00 am AEST on 26 November 2018. Proxy Forms received later than this time will be invalid.

For further information on voting by proxy a copy of the Proxy Form, please refer to Proxy Instructions Form attached to 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 Extraordinary General Meeting are those who are registered Shareholders at 7.00 pm AEDT on 26 November 2018.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### RESOLUTION 1 – Removal of Auditor

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

*"That the Company's auditor RSM Australia Partners be removed as auditor of the Company and its subsidiary entities effective from the date of the Meeting."*

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#### RESOLUTION 2 – Appointment of Auditor

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

*"That, subject to the passing of Resolution 1, Ernst & Young being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company and its subsidiary entities effective from the date of the Meeting."*

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**Voting Exclusion Statement** - the Company will disregard any votes cast on either of these resolutions by any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed or any associates of those persons. 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.

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### ADDITIONAL INFORMATION

Resolution 1 is proposed as an ordinary resolution, requiring the approval by a simple majority of votes cast by eligible Shareholders present and voting at the Extraordinary General Meeting. Resolution 2 is proposed as a special resolution, requiring the approval of at least 75% of the votes cast by eligible Shareholders entitled to vote at the Extraordinary General Meeting.

### BY ORDER OF THE BOARD

Mr Paul Frederiks  
Company Secretary  
Realm Resources Limited

23 October 2018

**EXPLANATORY STATEMENT**  
**EXTRAORDINARY GENERAL MEETING**  
**REALM RESOURCES LIMITED**  
**ABN 98 008 124 025**

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at Christie Conference Centre, Level 1, 320 Adelaide Street, Brisbane, Qld 4000, on 28 November 2018, at 10.00 am (AEST).

The purpose of the Explanatory Statement 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, which form part of the accompanying Notice of Meeting, before determining whether to support the Resolutions or otherwise. If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, please contact the Company Secretary, your stockbroker, your 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 to this document (unless otherwise defined in the corresponding Schedules).

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**1. RESOLUTION 1 AND 2 – REMOVAL AND APPOINTMENT OF THE AUDITOR**

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by ordinary resolution at a general meeting. Under section 327D(2) of the Corporations Act, the company may by special resolution passed at the same meeting appoint a new auditor, to hold that office until the company's next Annual General Meeting.

Resolution 1 seeks approval from Shareholders for the Company to remove the auditor of the Company and Resolution 2 seeks approval from Shareholders for the Company to appoint a new auditor of the Company.

The Company considers that the benefits of changing auditors are as follows:

1. A reduced fee structure. The Company has tendered the external audit function of the Realm Resources Group and, after a review of proposals received, intends to appoint EY as the new auditor of the Realm Resources Group. The fee structure agreed with EY is materially better than the fee charged by RSM.
2. Appointing a tier 1 audit firm which has a wider global reach; and
3. Following the relocation of the Company's head office from Sydney to Brisbane the auditor will also be based out of Brisbane facilitating easier dialogue.

The Company also notes that it has recently sought to negotiate a suitable compensation from RSM Australia for a late payment interest penalty of \$1.323m arising from late lodgement of a subsidiary entities tax returns for the past 2 years. The Company believes that until such time as that claim is resolved, RSM has a conflict of interest in auditing the Company and should not be performing such duties.

This General Meeting has been called to remove the auditor because the incumbent auditor RSM Australia has not responded following a request for it to resign by the Company.

It is noted that ASIC consent is not required for the removal of an auditor as per ASIC regulatory Guide 26: Resignation, removal and replacement of auditors.

All of the Directors are of the opinion that the removal of the auditor and the appointment of a new auditor is in the best interests of Shareholders and, accordingly, the Directors unanimously recommend that Shareholders vote in favour of this Resolution 1 and 2.

## 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.

**AEDT** means Australian eastern daylight time.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691, or the securities exchange conducted by ASX, as the context requires.

**Board** means the board of Directors of the Company.

**Chair** means the person appointed to chair the Meeting convened by this Notice.

**Company** or **Realm** means Realm Resources Limited ABN 98 008 124 025.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company, from time to time.

**Explanatory Statement** means this explanatory statement (including the Schedules) that accompanies and forms part of this Notice.

**Extraordinary General Meeting** or **Meeting** means the extraordinary general meeting of Shareholders to be held at Christie Conference Centre, Level 1, 320 Adelaide Street, Brisbane Qld 4000 on 28 November 2018 at 10.00 am (AEST) or any adjournment thereof.

**Listing Rules** means the official listing rules of ASX.

**Notice** or **Notice of Meeting** means the notice of extraordinary general meeting to which this Explanatory Statement (including the Schedules) and the Proxy Form is attached.

**Proxy Form** means the proxy form attached to this Notice.

**Related Party** has the meaning given to that term in section 228 of the Corporations Act.

**Resolution** means a resolution in this Notice of Meeting.

**Shareholders** means registered holders of Shares.


**Shares** means fully paid ordinary shares in the capital of the Company.




# Realm Resources Limited

ABN 98 008 124 025

## Lodge your vote:

 **Online:**  
www.investorvote.com.au

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

RRP  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

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### Vote and view the notice of meeting online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



### Your access information that you will need to vote:

**Control Number: 999999**

**SRN/HIN: I999999999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 10:00am (AEST) Monday 26 November 2018**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Realm Resources Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Realm Resources Limited to be held at the **Christie Conference Centre, Level 1, 320 Adelaide Street, Brisbane Qld 4000 on Wednesday 28 November at 10:00am (AEST)** and at any adjournment or postponement of that Meeting.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / / \_\_\_\_\_