



NOTICE OF ANNUAL GENERAL MEETING

Including Explanatory Memorandum and Proxy Forms

MOZAMBI RESOURCES LIMITED

ACN 106 353 253

Date:	26 November 2015
Time:	10.00 am (AEDT)
Location:	The Institute of Chartered Accountants Level 3, 600 Bourke Street Melbourne, VIC 3000

This is an important document. It should be read in its entirety

If you are in doubts as to the course you should follow, please consult your financial or professional adviser.

MOZAMBI RESOURCES LIMITED
ACN 106 353 253

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Mozambi Resources Limited [ACN 106 353 253] (**the Company** or **MOZ**) will be held at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, VIC 3000 on Thursday 26 November 2015 at 10.00 am (AEDT).

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice of Annual General Meeting.

BUSINESS OF THE MEETING

	2015 Annual Financial Statements
Description	To lay before the Meeting and consider the 2015 Annual Financial Statements of the Company in respect of the year ended 30 June 2015 and comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.

Resolution 1	Non-binding Resolution – Remuneration Report
Description	<p>To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:</p> <p><i>"THAT the Company approve the adoption of the Remuneration Report, included in the Director's Report, for the year ended 30 June 2015."</i></p>
Voting Exclusion	<p>A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none">• a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or• a closely related party of such a member. <p>However, a person (the voter) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1 or, in the case of the chair of the meeting, where an express authorisation to vote undirected proxies is given.</p>
Voting Note	Directors of the Company who are key management personnel whose remuneration details are included in the 2015 remuneration report, any other key management personnel whose remuneration details are included in the 2015 remuneration report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1.

Resolution 2	Election of Mr Alan Armstrong as a Director
Description	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>"THAT Mr Alan Armstrong, a Director who was appointed on 1 December 2014 to fill a casual vacancy (as permitted under the Company's Constitution), being eligible for election as a Director of the Company and offering himself for election, be and hereby is elected as a Director of the Company."</i></p> <p>Further details in respect of this Resolution 2 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.</p>

Resolution 3	Election of Mr Adrien Wing as a Director
Description	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>"THAT Mr Adrien Wing, a Director who was appointed on 1 June 2015 to fill a casual vacancy (as permitted under the Company's Constitution), being eligible for election as a Director of the Company and offering himself for election, be and hereby is elected as a Director of the Company."</i></p> <p>Further details in respect of this Resolution 3 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.</p>
Resolution 4	Election of Mr Matt Bull as a Director
Description	<p>To consider and, if thought fit, pass the following resolution as an ordinary resolution:</p> <p><i>"THAT Mr Matt Bull, a Director who was appointed on 1 June 2015 to fill a casual vacancy (as permitted under the Company's Constitution), being eligible for election as a Director of the Company and offering himself for election, be and hereby is elected as a Director of the Company."</i></p> <p>Further details in respect of this Resolution 4 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.</p>
Resolution 5	Approval of Share Placement Facility (Special Resolution)
Description	<p>To consider, and if thought fit, pass with or without amendment the following resolution as a special resolution:</p> <p><i>"THAT for the purposes of ASX Listing Rule 7.1A, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under ASX Listing Rule 7.1A.2 at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company's ordinary shares calculated over the last fifteen (15) days on which trades of the Company's ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Explanatory Memorandum which accompanied and forms part of this Notice of Annual General Meeting."</i></p>
Voting Exclusion	<p>The Company will disregard any votes cast on Resolution 5 by:</p> <ul style="list-style-type: none"> persons who may participate in the proposed issue and persons who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, if the resolution is passed; and an associate of those persons. <p>However, the Company need not disregard a vote on Resolution 5 if:</p> <ul style="list-style-type: none"> It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or <p>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.</p>
Voting Note	<p>If as at the time of the Annual General Meeting, the Company:</p> <ul style="list-style-type: none"> is included in the S&P/ASX 300 Index; and/or has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of greater than AU\$300 million, <p>then Resolution 5 will be withdrawn.</p>

Dated: 21 October 2015

By the order of the Board

Adrien Wing
Company Secretary

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice of Annual General Meeting.

PROXY AND VOTING INSTRUCTIONS

PROXY INSTRUCTIONS

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

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 lodged at the registered office of the Company or sent by facsimile transmission to the Company's registered office on (03) 9614 0550 not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice of Annual General Meeting.

CORPORATE REPRESENTATIVES

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any Annual General Meeting.

VOTING ENTITLEMENT

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 10.00am on 24 November 2015 (Melbourne Time) are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

Subject to the restriction set out above, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

HOW THE CHAIR WILL VOTE UNDIRECTED PROXIES

Subject to the restrictions set out below, The Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

PROXIES THAT ARE UNDIRECTED ON RESOLUTION 1 (REMUNERATION REPORT)

The Remuneration Report identifies key management personnel for the year ending 30 June 2015. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Directors of the Company who are key management personnel whose remuneration details are included in the 2015 remuneration report, any other key management personnel whose remuneration details are included in the 2015 remuneration report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolutions 1. The chair of the meeting will be able to cast undirected proxies in favour of Resolution 1 where expressly authorised to do so provided that the vote is not cast on behalf of a member of the Company's key management personnel or their closely related parties.

SPECIAL RESOLUTION

For a special resolution to be passed at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolution 5 is a special resolution.

MOZAMBI RESOURCES LIMITED
ACN 106 353 253
("the Company")

ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("**this Memorandum**") accompanies and forms part of the Company's Notice of Annual General Meeting to be held at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne, Victoria, 3000 on Thursday 26 November 2015 at 10.00 am (AEDT). The Notice of Annual General Meeting incorporates, and should be read together with, this Memorandum.

BUSINESS

2015 Annual Financial Statements

The 2015 Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2015 will be laid before the meeting. Shareholders will have the opportunity to ask questions about or make comments on the 2015 Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend to answer questions about the audit of the Company's 2015 Annual Financial Statements.

The Company's 2015 Annual Financial Statements are set out in the Company's 2015 Annual Report which can be obtained from the Company's website, www.mozambiresources.com.au or upon request to the Secretary at the office of the Company office, Level 17, 500 Collins Street, Melbourne Vic 3000 (telephone (03) 9614 0600).

There is no requirement for these reports to be formally approved by shareholders. No resolution is required to be moved in respect of this item.

Resolution 1	Non-binding Resolution - Remuneration Report
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The Company is required, pursuant to the Corporations Act 2001 (Cth) ("**the Corporations Act**"), to propose a non-binding resolution regarding the 2015 Remuneration Report, which forms part of the Director's Report in the 2015 Annual Financial Statements. The vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the 2015 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report.

The resolution is advisory only and does not bind the Company or its Directors. The Board 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. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings ("**AGM**") (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution (a "**spill resolution**") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must be put up for re-election. The vote on the Remuneration Report contained in the Company's 2014 Annual Financial Statements was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event that 25% or more of votes that are cast are against the adoption of the 2015 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2015 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more at the

same resolution at the 2016 AGM the consequences are that it may result in the re-election of the Board.

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, Directors and other member of the key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of the key management personnel details of whose remuneration are included in the Remuneration Report must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or unless the proxy is the chair of the meeting and the authorisation express authorises the chair to vote undirected proxies on Resolution 1.

Resolution 2	Election of Mr Alan Armstrong as a Director
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Resolution 2 is a resolution for the election of Mr Alan Armstrong as a Director of the Company.

Pursuant to the Constitution of the Company, any Director appointed to a casual vacancy holds office until the following Annual General Meeting and is then deemed to be eligible for election. Any Director appointed to a casual vacancy is not to be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Armstrong, who was appointed to the Board of the Company on 1 December 2014, being eligible, offers himself for election.

Details of the qualifications and experience of Mr Alan Armstrong are contained in the Company's 2015 Annual Report.

Resolution 3	Election of Mr Adrien Wing as a Director
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Resolution 3 is a resolution for the election of Mr Adrien Wing as a Director of the Company.

Pursuant to the Constitution of the Company, any Director appointed to a casual vacancy holds office until the following Annual General Meeting and is then deemed to be eligible for election. Any Director appointed to a casual vacancy is not to be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Wing, who was appointed to the Board of the Company on 1 June 2015, being eligible, offers himself for election.

Details of the qualifications and experience of Mr Adrien Wing are contained in the Company's 2015 Annual Report.

Resolution 4	Election of Mr Matt Bull as a Director
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Resolution 4 is a resolution for the election of Mr Matt Bull as a Director of the Company.

Pursuant to the Constitution of the Company, any Director appointed to a casual vacancy holds office until the following Annual General Meeting and is then deemed to be eligible for election. Any Director appointed to a casual vacancy is not to be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Bull, who was appointed to the Board of the Company on 1 June 2015, being eligible, offers himself for election.

Details of the qualifications and experience of Mr Matt Bull are contained in the Company's 2015 Annual Report.

1. General

The ASX has introduced fund raising rules to provide more flexibility for smaller companies to raise additional capital in an easier and potentially less costly manner. ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued share capital through placements over a 12 month period after an Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is, at the date of the Notice of Annual General Meeting, an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 2(c) below). The Company may use funds raised from any 10% Placement Facility for funding of existing projects or new projects and/or general working capital. It may also use the 10% Placement Facility for non-cash consideration purposes such as in connection with joint venture agreements or arrangements, as payments to consultants or contractors or in connection with the acquisition of new projects (although the Company presently has no proposal to do so).

The Company obtained shareholder approval to make issues under ASX Listing Rule 7.1A at its 2014 AGM and seeks to refresh this shareholder approval so as to continue to be able to make issues under the 10% Placement Facility after the 2015 AGM in accordance with ASX Listing Rule 7.1A.

The Company issued 38,580,699 ordinary fully paid shares under the capacity available to it under Listing Rule 7.1A pursuant to approval obtained at its 2014 AGM. Ratification of the issue of these shares is the subject of a resolution before shareholders at the General Meeting on 22 October 2015.

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of this Resolution.

2. Description of ASX Listing Rule 7.1A

(a) Shareholder approval

The ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an AGM.

(b) Equity securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has three classes of quoted equity securities, ordinary shares (MOZ) and listed options (MOZO).

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may, during the 10% Placement Period (defined in section 2(f) below), issue a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

where:

A is the number of shares on issue 12 months before the date of the issue or agreement to issue:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note: "A" is has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Memorandum, the Company has on issue 455,223,657 ordinary shares and therefore would have the capacity to issue:

- (i) 68,283,549 ordinary shares under Listing Rule 7.1 (15% capacity); and
- (ii) subject to shareholders approving this Resolution 5, 45,522,366 ordinary shares under Listing Rule 7.1A (10% capacity).

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 2(c) above).

(e) Minimum Issue Price

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires (and ceases to be valid) on the earlier to occur of:

- (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (**10% Placement Period**).

(g) ASX Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors of the Company to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

3. Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) Any equity securities issued will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days immediately before:
 - (i) the date on which the price at which the equity securities are to be issued is agreed; or
 - (ii) if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

- (b) If Resolution 5 is approved by the shareholders and the Company issues equity securities under the 10% Placement Facility, the existing shareholders' voting power in the Company would be diluted as shown in the below table (in the case of options, only if the options are exercised). There is a risk that:
- (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the 2015 Annual General Meeting; and
 - (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the dilution of existing shareholders on the basis of the current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of the Notice. The table also shows:

- Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.
- Two examples of where the price of ordinary securities has decreased by 50% and increased by 50% as against the current market price (being \$0.04 the closing price of the Company's ordinary shares at close of trading on 13 October 2015).

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.02cents 50% decrease in Deemed Price	\$0.04 Deemed Price	\$0.06 50% Increase in Deemed Price
Current Variable A 455,223,657 shares	10% Voting Dilution	45,522,366 shares	45,522,366 shares	45,522,366 shares
	Funds raised	\$910,447	\$1,820,894	\$2,731,341
50% increase in current Variable A 682,835,486 shares	10% Voting Dilution	68,283,549 shares	68,283,549 shares	68,283,549 shares
	Funds raised	\$1,365,670	\$2,731,341	\$4,097,012
100% increase in current Variable A 910,447,314 shares	10% Voting Dilution	91,044,731 shares	91,044,731 shares	91,044,731 shares
	Funds raised	\$1,820,894	\$3,641,789	\$5,462,683

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting.
- (ii) No options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A.
- (iii) The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting.

- (iv) *The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the “15% rule”.*
- (v) *The price of ordinary securities is deemed for the purposes of the table above to be \$0.04 cents, being the closing price of the Company’s listed securities on ASX on 13 October 2015 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at.*
- (vi) *The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.*
- (vii) *The table assumes shareholder approval of resolutions ratifying the issue of shares and/or options at the General Meeting on 22 October 2015 and therefore assumes that the Company’s capacity under Listing Rule 7.1A is fully refreshed.*
- (viii) *The table does not take into account the effect of the issue of shares and options subject to shareholder approval at the General Meeting on 22 October 2015, being 26,700,000 MOZ shares and 12,500,000 MOZO options.*

- (c) The Company will only issue and allot the equity securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the equity securities will cease to be valid in the event that shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the equity securities for the following purposes:
 - (i) Non-cash consideration including in connection with joint venture arrangements or agreements, payment of contractors or consultants, or in connection with the acquisition of new projects (although the Company has no present intention to do so). In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
 - (ii) Cash consideration. In such circumstances, the Company intends to use the funds raised towards advancing the Company’s current projects, acquiring new projects or as working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities.

- (e) The Company’s allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the equity securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice of Annual General Meeting but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- (f) The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2014 AGM. During the 12 month period preceding the proposed date of the 2015 AGM, being on and from 27 November 2014, the Company issued a total of 467,012,454 equity

securities (comprising 242,681,670 ordinary shares and 224,330,784 listed and unlisted options) which represents approximately 170% of the total number of equity securities on issue in the Company as at 27 November 2014.

Further details of the issues of all equity securities made by the Company during the 12 month period preceding the proposed date of the 2015 AGM are set out in Annexure A.

- (g) A voting exclusion statement is included in the Notice of Annual General Meeting to which this Memorandum relates. At the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that shareholders vote in favour of Resolution 5.

NOTE: Unless otherwise specified, all monetary amounts are expressed in Australian dollars.

ANNEXURE A

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable)	Form of consideration (cash/non-cash)
23 December 2014	52,999,998	MOZ	Issued to professional, sophisticated or otherwise exempt investors in a share placement.	Issue price of \$0.006 (aggregate of \$318,000). Market price at date of issue was \$0.006. Percentage discount of 13%.	Cash (\$318,000). The funds raised as a result of the share issue are to be used by the Company for working capital purposes.
23 February 2015	26,499,999	MOZO	Issued to professional, sophisticated or otherwise exempt investors in a share placement.	N/A. No market price as options not listed until 27 April 2015.	Issued as free-attaching options in connection with share placement. Current value of the MOZO options based on market price of \$0.02 is \$529,999.
23 February 2015	3,000,000	Unlisted Options	Issued to Mr Alan Armstrong as Director options.	N/A. Unlisted options	Issued as free attaching options as Director Options. Current value of the MOZO options based on market price of \$0.02 is \$60,000.
23 February 2015	3,000,000	Unlisted Options	Issued to Mr Adrien Wing for secretarial services provided to the Company.	N/A. Unlisted options	Issued in lieu of cash fees in connection with secretarial services provided to the Company. Current value of the MOZO options based on market price of \$0.02 is \$60,000.
23 February 2015	5,000,000	MOZO	Issued to Subiaco Capital Pty Ltd	N/A. No market price as options not listed until 27 April 2015.	Issued in lieu of cash fees in connection with consultancy services provided. Current value of the MOZO options based on market price of \$0.002 is \$100,000.
23 February 2015	2,500,000	MOZ	Issued to S3 Consortium Pty Ltd t/as Stocks Digital.	Deemed issue price of \$0.008 (aggregate of \$20,000). Market price at date of issue was \$0.0069. Percentage premium of 13%.	Non-cash, issued in lieu of cash payment for consultancy services provided to the company. Current value of the MOZ shares based on market price of \$0.04 is \$100,000.
23 February 2015	2,000,000	MOZO	Issued to S3 Consortium Pty Ltd t/as Stocks Digital.	N/A. No market price as options not listed until 27 April 2015.	Issued as free attaching options in connection with consultancy services provided. Current value of the MOZO options based on market price of \$0.02 is \$40,000.
19 March 2015	50,000,000	MOZO	Issued to professional, sophisticated or otherwise exempt investors in a share placement.	Deemed issue price of \$0.001 (aggregate of \$50,000). No market price as options not listed until 27 April 2015.	Issued pursuant to an options placement. Current value of the MOZO options based on market price of \$0.02 is \$1,000,000. Funds raised as a result of the options issue were applied to the development of the Company's Mozambique project and working capital purposes.
22 April 2015	20,000,000	MOZO	Issued to professional, sophisticated or otherwise exempt investors in a share placement.	Deemed issue price of \$0.001 (aggregate of \$20,000). No market price as options not listed until 27 April 2015.	Issued pursuant to an options placement. Current value of the MOZO options based on market price of \$0.02 is \$400,000. Funds raised as a result of the options issue were applied to the working capital requirements of the Company.

22 April 2015	4,381,868	MOZ	Issued to Subiaco Capital Pty Ltd and associates	Deemed issue price of: 2,750,000 at \$0.008 785,714 at \$0.014 846,154 at \$0.013 (aggregate of \$44,000) Market price at date of issue was \$0.0158 Percentage discount of 49%, 11.3% and 17.7% respectively.	Non-cash, issued in lieu of cash payment for consultancy services provided to the company. Current value of the MOZ shares based on market price of \$0.04 is \$175,274.
22 April 2015	1,500,000	MOZ	Issued to L T King Pty Ltd	Deemed issue price of \$0.014 (aggregate of \$21,000). Market price at date of issue was \$0.0158. Percentage discount of 11.3%.	Non-cash, issued in lieu of cash payment for consultancy and investor relation services provided to the company. Current value of the MOZ shares based on market price of \$0.04 is \$60,000.
14 May 2015	588,235	MOZ	Issued to Subiaco Capital Pty Ltd and associates	Deemed issue price of \$0.017 (aggregate of \$10,000). Market price at date of issue was \$0.0148. Percentage discount of 7.5%.	Non-cash, issued in lieu of cash payment for consultancy services provided to the company. Current value of the MOZ shares based on market price of \$0.04 is \$23,529.
14 May 2015	1,000,000	MOZO	Issued to La Maison De Cera	Deemed issue price of \$0.001 (aggregate of \$1,000). Market price at date of issue was \$0.004. Percentage discount of 7.5%.	Current value of the MOZO options based on market price of \$0.02 is \$20,000. Funds raised as a result of the options issue were applied to the working capital requirements of the Company.
28 May 2015	3,300,000	MOZ	Issued to Kabunga Holdings Pty Ltd and Sunda Pty Ltd in connection with Tanzanian exploration tenements	Deemed issue price of \$0.014 (aggregate of \$46,200). Market price at date of issue was \$0.0128. Percentage discount of 9.3%.	Non-cash, issued to nominees of vendors in connection with acquisition of the Tanzanian graphite tenement. Current value of the MOZ shares based on market price of \$0.04 is \$132,000.
16 June 2015	30,833,333	MOZ	Issued to professional, sophisticated or otherwise exempt investors in a share placement.	Issue price of \$0.012 (aggregate of \$370,000). Market price at date of issue was \$0.0128 Percentage discount of 6.2%.	Cash (\$370,000). The funds raised as a result of the share issue are to be used by the Company for the development of the Company's graphite projects in Tanzania and Mozambique, and for working capital purposes.
07 August 2015	15,416,667	MOZO	Issued to professional, sophisticated or otherwise exempt investors in a share placement.	N/A	Issued as 1:2 free attaching option in connection with share placement. Current value of the MOZO options based on market price of \$0.02 is \$308,333.
30 July 2015	50,925,771	MOZ	Issued to professional, sophisticated or otherwise exempt investors in a share placement.	Issue price of \$0.012 (aggregate of \$611,109). Market price at date of issue was \$0.012 No discount or premium.	Cash (\$370,000). The funds raised as a result of the share issue are to be used by the Company for the development of the Company's graphite projects in Tanzania and Mozambique, and for working capital purposes.
30 July 2015	25,462,886	MOZO	Issued to professional, sophisticated or otherwise exempt investors in a share placement.	N/A	Issued as 1:2 free attaching option in connection with rights issue. Current value of the MOZO options based on market price of \$0.02 is \$509,257.
07 August 2015	30,000,000	MOZO	Issued to Alignment Capital Pty Ltd	N/A	Issued as in lieu of cash consultancy costs for underwriter and consultancy services provided in relation to the share placement. Current value of the MOZO options based on market price of \$0.02 is \$600,000.

07 August 2015	26,235,798	MOZ	Issued to Alignment Capital Pty Ltd	Deemed issue price of \$0.012 (aggregate of \$314,830). Market price at date of issue was \$0.012. No premium or discount.	Cash (\$314,830) pursuant to rights issue shortfall. The funds raised as a result of the share issue are to be used by the Company for development of the Company's graphite projects in Tanzania and Mozambique, and for working capital purposes.
07 August 2015	13,117,899	MOZO	Issued to clients of Alignment Capital Pty Ltd.	N/A	Issued as 1:2 free attaching option in connection with rights issue shortfall. Current value of the MOZO options based on market price of \$0.02 is \$262,357.
07 August 2015	3,000,000	Unlisted Options	Issued to Mr Matt Bull as Director options.	N/A – unlisted options	Issued as free attaching options as Director options. Current value of the MOZO options based on market price of \$0.02 is \$60,000.
07 August 2015	10,750,000	MOZ	Issued to Subiaco Capital Pty Ltd and associates.	Deemed issue price of \$0.012 (aggregate of \$129,000). Market price at date of issue was \$0.012. No premium or discount.	Non-cash, issued in lieu of cash payment for consultancy services provided to the company. Current value of the MOZ shares based on market price of \$0.04 is \$430,000.
07 August 2015	5,250,000	MOZ	Issued to Vision Tech Nominees Pty Ltd.	Deemed issue price of \$0.012 (aggregate of \$63,000). Market price at date of issue was \$0.012. No premium or discount.	Non-cash, issued in lieu of cash payment for corporate services provided to the company. Current value of the MOZ shares based on market price of \$0.04 is \$210,000.
07 August 2015	2,625,000	MOZO	Issued to Vision Tech Nominees Pty Ltd.	N/A	Issued as free attaching options in connection with corporate services provided. Current value of the MOZO options based on market price of \$0.02 is \$52,500.
18 August 2015	48,416,667	MOZ	Issued to professional, sophisticated or otherwise exempt investors in a share placement.	Deemed issue price of \$0.012 (aggregate of \$581,000). Market price at date of issue was \$0.018. Percentage discount of 33.3%	Cash (\$581,000). The funds raised as a result of the share issue are to be used by the Company for development of the Company's graphite projects in Tanzania and Mozambique, and for working capital purposes.
18 August 2015	24,208,333	MOZO	Issued to professional, sophisticated or otherwise exempt investors in a share placement.	N/A	Issued as 1:2 free attaching option in connection with share placement. Current value of the MOZO options based on market price of \$0.02 is \$484,166.
18 August 2015	5,000,000	MOZ	Issued to Jovitha Charles and Frederick Msonga or their nominees pursuant to terms sheet pertaining to graphite tenements.	Deemed issue price of \$0.012 (aggregate of \$60,000). Market price at date of issue was \$0.017. Percentage discount of 29.4%.	Non-cash, issued to vendors in connection with the Company's acquisition of graphite tenements. Current value of the MOZ shares based on market price of \$0.04 is \$20,000.

Note: Annexure A does not include the issue of shares and options subject to shareholder approval at the General Meeting on 22 October 2015, being 26,700,000 MOZ shares and 12,500,000 MOZO options.

PROXY FORM

MOZAMBI RESOURCES LIMITED ACN 106 353 253

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at The Institute of Chartered Accountants, Level 3, 600 Bourke Street, Melbourne VIC 3000 on Thursday 26 November 2015 at 10.00am (AEDT), and at any adjournment thereof.

This proxy is authorized to exercise votes/ % of my/our total voting rights.

☐

If the Chair 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, please place a mark in the box

By marking this box you acknowledge that the Chair may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chair intends voting undirected proxies in favour of the resolutions in which he is permitted to vote.

VOTING DIRECTIONS FOR YOUR PROXY

To instruct your proxy how to vote, insert 'X' in the appropriate column against each resolution set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I/We direct my/our proxy to vote as indicated below:

		FOR	AGAINST	ABSTAIN
Resolution 1	Non-binding Resolution – Remuneration Report			
Resolution 2	Election of Mr Alan Armstrong as a Director			
Resolution 3	Election of Mr Adrien Wing as a Director			
Resolution 4	Election of Mr Matt Bull as a Director			
Resolution 5	Approval of Share Placement Facility (Special Resolution)			

<p>If a person:</p> <p>_____ (Signature)</p> <p>_____ Name (print)</p> <p>Date: ____/____/____</p>	<p>If a company:</p> <p>EXECUTED by: _____ Name of company (print)</p> <p>in accordance with the Corporations Act</p> <p>_____ (Signature)</p> <p>Date: ____/____/____</p> <p>_____ (Signature)</p>
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This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at:

- Mozambi Resources Ltd, level 17, 500 Collins Street, Melbourne, Victoria, 3000; or
- by facsimile on +61 3 9614 0550 by 10.00 am (AEDT) on Tuesday 24 November 2015, being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.