



NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

**Annual General Meeting to be held at
8th Floor, Exchange Plaza, 2 The Esplanade, Perth, WA
on
Wednesday, 19 November 2014 commencing at 11.00am (WST)**

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Metaliko Resources Limited will be held at 8th Floor, Exchange Plaza, 2 The Esplanade, Perth, WA on Wednesday, 19 November 2014 commencing at 11:00am (WST).

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial reports, together with the Directors' and auditor's reports, for the financial year ending 30 June 2014.

Resolution 1 Adoption of Remuneration Report

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **non-binding resolution** in accordance with section 250R(2) of the Corporations Act:

"That the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2014 be adopted."

Note: This is a non-binding vote.

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

Resolution 2 Re-Election of Director - Mr Peter Hunt

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

“That, for the purpose of clause 11.3 of the Company’s Constitution and for all other purposes, Mr Peter Hunt, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

Resolution 3 Election of Director – Mr Geoff Baker

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

“That, for the purpose of clause 11.12 of the Company’s Constitution and for all other purposes, Mr Geoff Baker offers himself for election, and is hereby elected as a Director of the Company from the date of the Meeting in accordance with the Constitution.”

Resolution 4 Election of Director – Ms Min Yang

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

“That, for the purpose of clause 11.12 of the Company’s Constitution and for all other purposes, Ms Min Yang offers herself for election, and is hereby elected as a Director of the Company from the date of the Meeting in accordance with the Constitution.”

Voting Entitlements

In accordance with Regulations 7.11.37 of the Corporations Regulations 2001, the Board has determined that a person’s entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5:00pm (WST) on 17 November 2014. Accordingly, transactions registered after that time will be disregarded in determining Shareholder’s entitlement to attend and vote at the Annual General Meeting.

Enquiries

Shareholders may contact the Company on (+61 8) 9386 9534 if they have any queries in respect of the matters set out in these documents.

By Order of the Board of Directors



Bianca Taveira
Company Secretary

Dated this 16th day of October 2014

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

Annual Financial Report

The Corporations Act requires the reports of the Directors and of the Company's auditor and the annual financial report, including the financial statements, to be put before the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the reports or statements. However, Shareholders will be given an opportunity to raise questions on the reports and statements at the Annual General Meeting.

Resolution 1 Approval of Remuneration Report

The Remuneration Report is in the Directors Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and key management personnel;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's key management personnel named in the Remuneration Report for the financial year ended 30 June 2014.

The Directors recommend that Shareholders vote in favour of Resolution 1.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company. 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, Shareholders will be required to vote at the second of those meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Directors (other than the managing director) must go up for re-election.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report at the Annual General Meeting.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Proxy Form for Resolution 1.

If you appoint a member of the key management personnel whose remuneration details are included in the Remuneration Report or a closely related party of that member as your proxy (and that person is not the Chairman of the Meeting), and you do not direct that person on how to vote on this Resolution 1, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution 1.

The Chairman intends to vote all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the proxy form you are giving express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2014. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

Resolution 2 Re-election of Director – Mr Peter Hunt

The Company's Constitution requires that one third of the Directors must retire at each AGM and if the number is not a multiple of 3, then the number nearest one third. The managing director is excluded from the rotation requirements.

Mr Peter Hunt retires by rotation in accordance with clause 11.3 of the Company's Constitution and, being eligible, seeks re-election. Mr Peter Hunt was last elected on 29 November 2012.

Mr Hunt is a member of the Institute of Chartered Accountants in Australia and an experienced Company Director.

Director's recommendations

The Directors, with Mr Hunt abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 3 Election of Director – Mr Geoff Baker

In accordance with clause 11.12 of the Company's Constitution, any Director appointed by the Board to fill a casual vacancy may only hold office until the annual general meeting following their appointment. On 25 August 2014, the Board appointed Mr Geoff Baker as a new Director. Accordingly, Mr Baker is standing for election at the Company's Annual General Meeting.

Mr Baker is an Australian lawyer previously residing in Hong Kong now residing in the UK. He is also qualified to practice as a lawyer in Hong Kong. Over the past 20 years Mr Baker has been active in China conducting a practice assisting companies to do business in the region.

Previously, as a CEO of an Australian Investment Bank, Mr Baker specialised in mergers, acquisitions and fundraising. This activity operated across various industries including specialising in overseas companies, operating in Australia and investment in Asia. In 2002 Mr Baker set up the Beijing office of Deacons Lawyers and assisted in the development of the practice in China. Mr Baker's involvement in these wide-ranging fields and major projects has required him to work closely with many international companies.

Mr Baker has helped many companies from around the world to operate successfully in China by guiding

them through the countries cultural, political and regulatory spheres.

Director's recommendations

The Directors, with Mr Baker abstaining, unanimously recommend that you vote in favour of this resolution.

Resolution 4 Election of Director – Ms Min Yang

In accordance with clause 11.12 of the Company's Constitution, any Director appointed by the Board to fill a casual vacancy may only hold office until the annual general meeting following their appointment. On 25 August 2014, the Board appointed Ms Yang as a new Director. Accordingly, Ms Yang is standing for election at the Company's Annual General Meeting.

Ms Yang is a resident of Hong Kong with extensive business connections in the Asia Pacific region especially greater China and has over twenty years of hands-on experience dealing with both private and state-run businesses in China.

Over the years, Ms Yang has proven her unique business insight and expertise in the identification, incubation and realization of embryonic opportunities in the resources, commodities trading and residential estate and financial investment sectors.

She is also the chairman of ASF Group and plays a significant role in shaping ASF as a creator and facilitator of two-way cross-border investments and trade transfer.

Director's recommendations

The Directors, with Ms Yang abstaining, unanimously recommend that you vote in favour of this resolution.

Metaliko Resources Ltd

ACN 120 974 567

PROXY FORM

REGISTERED OFFICE:

Metaliko Resources Ltd
159 Stirling Highway PO Box 1104
Nedlands WA 6009 Nedlands WA 6909
T: (08) 9386 9534 F: (08) 9386 9473 E: admin@metaliko.com.au

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
770 Canning Highway,
APPLECROSS WA 6153
T: (08) 9315 2333
F: (08) 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

<insert name and address>

Number of shares held

SECTION A: Appointment of Proxy

I/We being a member(s) of Metaliko Resources Ltd and entitled to attend and vote hereby appoint:

Name of Proxy

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 Annual General Meeting of Metaliko Resources Ltd to be held at 8th Floor, Exchange Plaza, 2 The Esplanade, Perth on Wednesday, 19 November 2014 at 11:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Resolution 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. The Chairman intends to vote any undirected proxies in favour of all Resolutions.

SECTION B: Voting Directions to Your Proxy

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.

ORDINARY BUSINESS

1. Adoption of Remuneration Report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2. Re-election of Director – Mr Peter Hunt

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3. Election of Director – Mr Geoff Baker

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4. Election of Director – Ms Min Yang

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SECTION C: Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

<input type="text"/>

Sole Director and Sole Company Secretary

<input type="text"/>

Director

<input type="text"/>

Director/Company Secretary

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Change of Name or Address: If your registration details are incorrect, please mark this box and make the correction on this form. Please note: CHESSE sponsored holders must notify their sponsoring broker of the change. Your broker will notify the registry.

Contact Name

Contact Number

Date

Shareholders are entitled to appoint up to two (2) Proxies (whether shareholders or not) to attend the meeting and vote on their behalf.

If you wish to appoint two (2) Proxies, please phone Metaliko Resources Ltd on 08 9386 9534 to obtain your second proxy form. Both forms must be completed with the nominated amount (number/percentage) clearly printed on each of the forms. If you do not specify the nominated amount, each Proxy may exercise half of your voting rights.

PLEASE RETURN BOTH OF THE FORMS TOGETHER.

NOTES

1. Name and Address

This is the name and address on the Share Register of Metaliko Resources Ltd. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of Metaliko Resources Ltd.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an 'X' in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy an additional proxy form may be obtained by telephoning the Company (08) 9386 9534 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the first Proxy form and the second proxy form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- (b) Return both forms in the same envelope.

5. Signing Instructions

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

Joint Holding: where the holding is in more than one name all of the Shareholders must sign.

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

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

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's Share Registry.

Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received no later than 11.00am WST on 17 November 2014 being 48 hours before the time for holding the meeting. Any proxy form received after that time will not be valid for the scheduled meeting. Please lodge the proxy form with Metaliko Resources Ltd, you are encouraged to submit your proxy by mail, fax or email. The addresses of Metaliko Resources Ltd are as follows:

By mail: Metaliko Resources Ltd
PO Box 1104
Nedlands WA 6909

By hand: 159 Stirling Highway
Nedlands WA 6009

By Fax: + 61 8 9386 9473

By Email: admin@metaliko.com.au