



PELICAN RESOURCES LIMITED

ABN 12 063 388 821

NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

**Annual General Meeting to be held in the
John Worsfold Room, Patersons Stadium,
Gate 12, Level 3, Roberts Road, Subiaco, Western Australia
on Thursday, the 27th day of November, 2014
commencing at 10.00 am (WST)**

This Notice of Annual General Meeting, Explanatory Statement and Proxy Form
should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their
accountant, solicitor or other professional adviser without delay.

**Should you wish to discuss the matters in this Notice of Meeting please do not hesitate
to contact the Company Secretary - Mr John J Palermo on +61 8 9242 1166**

Corporate Directory

Directors	John Palermo Dr John Hills Mike Bue
Secretary	John J Palermo
Registered Office	Level 1, 284 Oxford Street Leederville Western Australia 6007 Telephone: +61 8 9242 1166 Facsimile: +61 8 9443 9960 Email: information@pelicanresources.com.au Website: www.pelicanresources.com.au
Auditor	Stantons International Audit and Consulting Pty Ltd 1 st Floor, 1 Havelock Street West Perth Western Australia 6005
Solicitors	Allion Legal Level 2 50 Kings Park Road West Perth Western Australia 6005
Share Registry	Security Transfer Registrars Pty Limited 770 Canning Highway APPLECROSS WESTERN AUSTRALIA 6153 Telephone: +61 8 9315 2333
ASX Code	PEL

Notice of Annual General Meeting

NOTICE IS GIVEN THAT the Annual General Meeting of the Shareholders of Pelican Resources Limited (**Company**) will be held in the John Worsfold Room, Patersons Stadium, Gate 12, Level 3, Roberts Road, Subiaco, Western Australia on Thursday, the 27th day of November 2014 commencing at 10.00 am WST.

Information on the proposals to which the Resolutions set out below relate is contained in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

ORDINARY BUSINESS

Financial statements and reports – 1 July 2013 to 30 June 2014

To receive and consider the financial statements and reports of the Directors and auditors for the year ended 30 June 2014.

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

Resolution 1: Adoption of Remuneration Report (non-binding)

To consider and, if thought fit, to pass, with or without amendment, 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, the Remuneration Report as set out in the 2014 Annual Report dealing with the remuneration of the Company's Directors and senior executives be adopted.'

Note: This Resolution shall be determined as if it were an ordinary (majority) resolution, but under s250R(3) of the Corporations Act, the vote does not bind the Directors of the Company.

Voting Exclusion: The Company will disregard any votes cast on Resolution 1 by any member of the Key Management Personnel of the Company whose remuneration is included in the Remuneration Report, or a closely related party of such member. However, the Company will not disregard any votes cast on Resolution 1 by such person if:

- a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- b) the person is the Chairman of the Meeting voting an undirected proxy and their appointment expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Resolution 2 – Re-Election of Director – Mr John Palermo

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

‘That, Mr John Palermo, being a Director of the Company, who retires by rotation in accordance with Listing Rule 14.4 and Clause 53 of the Company’s Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.’

Resolution 3 – Approval of Share Issue

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

‘That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 20,000,000 Shares to the parties, for the purposes and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.’

Voting Exclusion: The Company will disregard any votes cast on Resolution 3 by any person who may participate in the proposed issue and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if Resolution 3 is passed, and any person associated with those persons. However, the Company will not disregard any votes cast on Resolution 3 by such person if:

- a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) the person is the Chairman of the Meeting acting 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.

Important note: The persons to whom the Company may issue any Shares the subject of Resolution 3 are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person’s vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue, Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

Explanatory Statement

The Explanatory Statement accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice of Annual General Meeting and Explanatory Statement.

Proxies

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and

- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Proxy Forms must be received by the Company no later than 10.00am (WST) on Tuesday, 25 November 2014.

Proxy Forms received after this time will be invalid.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

"Snap-shot" Time

The Company may specify a time, not more than 48 hours before the Meeting, at which a "snap-shot" of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Company's Directors have determined that all Shares of the Company that are quoted on ASX at 4.00pm (WST) on Tuesday, the 25th day of November, 2014 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

By Order of the Board of Directors



John J Palermo

Company Secretary

17 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 2014 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 preceding Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Financial Statements and Reports

The Annual Financial Report, Directors' Report and Auditor's Report (**Annual Financial Statements**) for the Company for the year ended 30 June 2014 will be laid before the Meeting. The Annual Financial Statements are included in the Company's 2014 Annual Report, a copy of which can be accessed on-line at www.pelicanresources.com.au. Alternatively, a hard copy will be made available on request.

There is no requirement for Shareholders to approve the Annual Financial Statements. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. The Company's auditor, Stantons International Audit and Consulting Pty Ltd, will be present at the Annual General Meeting and Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- the preparation and content of the Auditor's Report;
- the conduct of the audit;
- accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5.00pm (WST) on Thursday, the 20th day of November 2014:

John J Palermo
Company Secretary
Pelican Resources Limited
Level 1, 284 Oxford Street
Leederville WA 6007

- or -

Fax: (08) 9443 9960

Resolution 1: Adoption of Remuneration Report (non-binding resolution)

The Company's Remuneration Report for the year ended 30 June 2014 is set out in the 2014 Annual Report and is also available on the Pelican website at www.pelicanresources.com.au.

The Remuneration Report includes an explanation of the Company's remuneration policies and the remuneration arrangements in place for Directors and certain senior executives whose remuneration arrangements are required by law to be disclosed.

As required by section 250R(2) of the Corporations Act, a non-binding resolution to adopt the Remuneration Report is to be put to Shareholders at the Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors of the Company. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

In addition, the Corporations Act sets out a "two strikes" re-election process. Under the "two strikes" re-election process, if the Company's Remuneration Report receives a "no" vote of 25% or more of all votes cast at two consecutive annual general meetings (that is, "two strikes"), a resolution (the "spill resolution") must be put to the second annual general meeting, requiring Shareholders to vote on whether the Company must hold another general meeting (known as the "spill meeting") to consider the appointment of all of the Directors who must stand for re-appointment (other than the Managing Director). If the spill resolution is approved at the annual general meeting by a simple majority of 50% or more of the eligible votes cast, the spill meeting must be held within 90 days of that second annual general meeting (unless none of the Directors, other than the Managing Director, stand for re-appointment).

The Company's Remuneration Report did not receive a "no" vote of 25% or more at the Company's previous annual general meeting held on 29 November 2013.

Further information will be provided on the "spill resolution" and "spill meeting" for any annual general meeting at which the Company may face a "second strike".

Directors' recommendation

The Directors recommend that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report

Resolution 2: Re-Election of Director – Mr John Palermo

In accordance with Listing Rule 14.4 and clause 53 of the Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement and in default of agreement by lot. For this reason, Mr Palermo retires and approval is sought for his re-election.

Mr Palermo retires as a Director in accordance with Listing Rule 14.4 and clause 53 of the Constitution and offers himself for re-election.

Further details about Mr Palermo are set out in the Company's 2014 Annual Report which is available at www.pelicanresources.com.au.

Directors' recommendation

The directors, with Mr Palermo abstaining, recommend that Shareholders vote in favour of the re-election of Mr Palermo.

Resolution 3: Approval of Share Issue

Background

The Company proposes to issue up to 20,000,000 Shares by way of a Share placement on the terms set out below in order to raise funds to further continue its works programme at the Philippines Romblon Nickel Project. If the Company issues a lesser number of Shares and raises fewer funds, the amounts injected into this project will be proportionately decreased.

The issue of the Shares will be equal to approximately 6.63% of the Company's fully diluted issued capital (based on the number of Shares and Options on issue as at the date of the Notice of Annual General Meeting).

Regulatory Requirements

ASX Listing Rule 7.1 provides generally that, unless an exemption applies, a company may not issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the company's issued ordinary share capital at the commencement of that 12 month period, without obtaining Shareholder approval.

The issue and allotment of the Shares pursuant to Resolution 3 will not, if Shareholders approve the issue, be included in the 15% limit and therefore approval of Resolution 3 will minimise the restrictive effect of Listing Rule 7.1 on any further issues by the Company of Equity Securities in the next 12 months. Resolution 3 therefore seeks approval for the proposed issue of Shares in order to retain the Company's 15% capacity to issue further Equity Securities in the next 12 months.

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following information:

(a) Maximum number of securities

The maximum number of Shares that will be issued is 20,000,000.

(b) Date of issue

The Shares will be issued as soon as possible but, in any case, not later than 3 months after the date of Shareholder approval pursuant to Resolution 3 or such later date as approved by ASX.

It is anticipated that the Shares will be issued progressively; however, the exact dates of issue are unknown at this stage.

(c) Issue price

The Shares will be issued at a price equal to at least 80% of the volume weighted average market price of Shares, calculated over the last 5 days on which sales of Shares were recorded before the date upon which the issue was made.

(d) Persons to whom the Company will issue the securities

The identity of the persons to whom the Company will issue any securities the subject of Resolution 3 is unknown at this stage however will be determined by the Company having regard to the level of demand for the Company's securities, the identification of investors with a long term commitment to the Company and other factors the Company may consider appropriate, and will not be related parties of the Company.

The Company will not issue any Shares to persons which would be otherwise prohibited by Chapter 6 of the Corporations Act.

(e) Terms of the securities

The Shares to be issued are fully paid ordinary Shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects to the existing Shares.

The Company will apply to ASX for official quotation of the Shares.

(f) Intended use of funds

The Company intends to use the funds from the issue of Shares to further continue its works programme at the Philippines Romblon Nickel Project.

(g) Voting exclusion statement

A voting exclusion statement for Resolution 3 is included in the Notice of Meeting preceding this Explanatory Statement.

Directors' recommendation

The Board believes that the proposed issue is beneficial for the Company and recommends Shareholders vote in favour of Resolution 3. It will allow the Company to retain the flexibility to issue further Equity Securities representing up to 15% of the Company's Share capital during the next 12 months.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Annual Financial Report	The Company's financial report contained in the Company's Annual Report
Annual Report	The Company's annual report for the financial year ended 30 June 2014 dated 26 September 2014
ASX	ASX Limited or the securities market operated by ASX Limited (as the context requires)
ASX Listing Rules or Listing Rules	The official listing rules of ASX
Auditor's Report	The auditor's report contained in the Company's Annual Report
Board	Board of Directors of the Company
Company	Pelican Resources Limited ABN 12 063 388 821
Constitution	Constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A Director of the Company and Directors has a corresponding meaning
Directors' Report	Directors' report contained in the Company's Annual Report
Equity Securities	Has the meaning given to that term in the ASX Listing Rules
Key Management Personnel	Key management personnel of the Company (as defined in section 9 of the Corporations Act)
Meeting or Annual General Meeting	The annual general meeting of the Company convened by this Notice of Meeting
Notice of Meeting or Notice of Annual General Meeting	This notice of Annual General Meeting
Option	An option to acquire a Share
Remuneration Report	The remuneration report for the year ended 30 June 2014 dealing with the remuneration of the Company's Directors and senior executives contained in the Directors' Report
Resolution	A resolution contained in this Notice of Annual General Meeting
Share	Fully paid ordinary share in the capital of the Company
Shareholder	Holder of a Share
WST	Australian Western Standard Time

Pelican Resources Limited

ABN 12 063 388 821

Proxy Form

Shareholder Details

Name:

Address:

Contact Telephone No:

Contact Name (if different from above):

Appointment of Proxy

I/We being a Shareholder/s of Pelican Resources Limited and entitled to attend and vote hereby appoint

☐

The Chairman
of the meeting
(mark with an 'X')

OR

Write here the name of the person you
are appointing if this person is **someone
other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and 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, as the proxy sees fit) at the Annual General Meeting of Pelican Resources Limited to be held in the **John Worsfold Room, Patersons Stadium, Gate 12, Level 3, Roberts Road, Subiaco, Western Australia on Thursday, 27 November, 2014 at 10.00am WST** and at any adjournment of that Meeting.

Chairman authorised to exercise proxies on remuneration related matters (Resolution 1): If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default, by signing and submitting this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel for Pelican Resources Limited, which includes the Chairman.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business (including Resolution 1): If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), and you wish to give the Chairman specific voting directions on an item, you should mark the appropriate box/es opposite those items below (directing the Chairman to vote for, against, or to abstain from voting).

Voting directions to your proxy – please mark ☒ to indicate your directions

Ordinary Business

Resolution 1. Adoption of Remuneration Report (non-binding)

Resolution 2. Re-election of Director – Mr John Palermo

Resolution 3. Approval of Share Issue

For Against Abstain*

☐☐☐☐☐☐☐☐☐

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

Appointment of a second proxy (see instructions overleaf)

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

%

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company
Secretary

Director

Director/Company Secretary

How to complete this Proxy Form

Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If shares are jointly held, please ensure the name and address of each joint Shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. **Please note:** you cannot change ownership of your securities using this form.

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company. Completion of a Proxy Form will not prevent individual Shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the meeting.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

If you direct your proxy how to vote validly in accordance with these instructions and your proxy fails to either attend the Meeting or vote on any directed Resolution, the Chairman of the Meeting is taken to have been appointed as the proxy for the purposes of voting on that Resolution at the Meeting and must vote in accordance with your proxy.

Voting entitlements

In accordance with the Corporations Act, the Company has determined that the Shareholding of each person for the purpose of determining entitlements to attend and vote at the Meeting will be the entitlement of that person set out in the Company's share register as at 4:00pm (WST) on Tuesday, 25 November 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting in person

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the attached Proxy Form to the Meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the Meeting to facilitate this registration process.

A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with Section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

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 Secretary on (08) 9242 1166 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual:	where the holding is in one name, the holder must sign.
Joint Holding:	where the holding is in more than one name, all of the Shareholders should sign.
Power of Attorney:	to sign under Power of Attorney, you must have already lodged this document with the company's share 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 can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting (i.e. no later than 10.00am WST on Tuesday, 25 November 2014). Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's registered office at Level 1, 284 Oxford Street, Leederville WA 6007 or sent by facsimile to the registered office on (08) 9443 9960.