



ASX ANNOUNCEMENT / MEDIA RELEASE

ASX:ABU

21 October 2014

Notice of Annual General Meeting

ABM Resources NL advises that the Notice of Annual General Meeting (AGM) will be dispatched to shareholders today.

ABM invites our shareholders to attend the 2014 AGM to be held at

BDO Audit (WA) Pty Ltd

38 Station Street

Subiaco, Western Australia

on 25th November 2014 at 2:00pm (WST).

Kind regards

A handwritten signature in blue ink, appearing to read "Jutta", with a long, sweeping horizontal stroke extending to the right.

Jutta Zimmermann

Company Secretary

ABM RESOURCES NL

ACN 009 127 020

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2:00pm (WST)

DATE: 25 November 2014

PLACE: BDO Audit (WA) Pty Ltd
38 Station Street
Subiaco, Western Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9423 9777.

CONTENTS PAGE

Business of the Meeting (setting out the proposed Resolutions)	3
Explanatory Statement (explaining the proposed Resolutions)	6
Glossary	18
Certificate of Appointment of Corporate Representative	19

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00pm (WST) on 25 November 2014 at:

BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 2:00pm (WST) on 23 November 2014. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time specified and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

The Proxy Form (and any power of attorney under which it is signed) must be received at the address set out below not later than 2:00pm (WST) on 23 November 2014 (being not less than 48 hours before the commencement of the Annual General Meeting). Any Proxy Forms received after that time will not be valid for the Annual General Meeting.

By mail: ABM Resources NL
C/- Security Transfer Registrars Pty Ltd
PO BOX 535
APPLECROSS WA 6953

By fax: ABM Resources NL
C/- Security Transfer Registrars Pty Ltd
+61 8 9315 2233

By email: **registrar@securitytransfer.com.au**

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2014 together with the Directors' report and the auditor's report.

1. 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 ordinary Resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2014 be adopted."

Note: section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Restrictions:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

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:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) 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.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ANDREW FERGUSON

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 13.2 of the Constitution and for all other purposes, Mr Andrew Ferguson, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – HELEN GARNETT

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 13.4 of the Constitution and for all other purposes, Helen Garnett, a Director who was appointed on 13 October 2014, retires, and being eligible, is re-elected as a Director."

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – RICHARD PROCTER

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 13.4 of the Constitution and for all other purposes, Richard Procter, a Director who was appointed on 13 October 2014, retires, and being eligible, is re-elected as a Director."

SPECIAL BUSINESS

5. RESOLUTION 5 – DIRECTORS REMUNERATION

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 13.8 of the Constitution, ASX Listing Rule 10.17 and for all other purposes, the maximum total aggregate fixed sum per annum to be paid to non-executive Directors be increased by \$100,000 from \$300,000 to \$400,000 to be paid in accordance with the terms and conditions set out in the Explanatory Statement."

Voting Exclusion and Voting Restrictions: The Company will disregard any votes cast on this Resolution by a Director and any of their associates. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- (b) 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.

Further, in accordance with the Corporations Act, a vote must not be cast on this Resolution (and will be taken not to have been cast if cast contrary to this restriction) by a member of the Key Management Personnel, and any Closely Related Party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the member or any Closely Related Party of such a member may vote if it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution or by a person who is the Chair and the appointment 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.

6. **RESOLUTION 6 – APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY**

To consider and, if thought fit, pass, with or without amendment, the following Resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to have the additional capacity to issue Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast this Special Resolution 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 Shares) and any of their associates if the Special Resolution is passed. However, the Company need not disregard a vote if:

- (a) it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. **RESOLUTION 7 – RENEWAL OF PARTIAL TAKEOVER PLEBISCITE**

To consider and, if thought fit, pass, with or without amendment, the following Resolution as a **Special Resolution**:

"That, for the purposes of clause 35.6 of the Constitution, section 648G of the Corporations Act and for all other purposes, the existing partial takeover plebiscite provisions in the Constitution be renewed for a period of three years commencing on the date of this Meeting."

DATED: 21 OCTOBER 2014
BY ORDER OF THE BOARD



JUTTA ZIMMERMANN
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions. The Directors also recommend Shareholders read the instructions on the proxy form in full if they intend to vote by proxy.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2014 together with the Directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.abmresources.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2014.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

2.2 Voting consequences

If at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the Company who were in office when the directors' report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the managing director of the Company, will cease to hold office

immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the Company is approved will be the directors of the Company.

At the Company's 2013 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.

2.3 Directors' Recommendation

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ANDREW FERGUSON

3.1 Background

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has 6 Directors. However, as the Managing Director is not required to retire by rotation under clause 17.4 and Ms Helen Garnett and Mr Richard Procter were appointed under clause 13.4 which excludes them from being counted in determining the number of Directors to retire by rotation; only 1 Director is required to retire by rotation and seek re-election under clause 13.2 of the Constitution.

Mr Andrew Ferguson, the Director longest in office since his last election, retires by rotation and seeks re-election.

A description of Mr Andrew Ferguson's experience, qualifications and competencies follows:

Mr Andrew Ferguson - BSc Non-Executive Director

Mr Ferguson is an Executive Director and the Chief Executive Officer of APAC Resources Limited, which is a natural resources investment company listed on the Hong Kong Stock Exchange. Mr Ferguson holds a Bachelor of Science Degree in Natural Resource Development and was a mining engineer in Western Australia in the late 90's. In 2003, Mr Ferguson co-founded New City Investment Managers in England. He has a proven track record in fund management and

was the former co-fund manager of City Natural Resources High Yield Trust, which was awarded best UK Investment Trust in 2006. He has also worked for CQS LLP (**CQS**) in Hong Kong as the Chief Investment Officer for New City Investment Managers CQS and a Senior Portfolio Manager for CQS.

3.2 Directors' Recommendation

Other than Mr Andrew Ferguson (who is not entitled to make a recommendation), the Directors recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – HELEN GARNETT

4.1 Background

Clause 13.4 of the Constitution provides that the existing Directors may at any time appoint a Director. Any Director appointed by the existing Directors holds office only until the next following annual general meeting and is then eligible for re-election.

On 13 October 2014, Dr Helen Garnett was appointed as a Director of the Company and in accordance with clause 13.4, now retires and seeks re-election at the annual general meeting.

A description of Dr Helen Garnett's experience, qualifications and competencies follows:

**Dr Helen Garnett - PhD, PSM, FAICD, FTSE
Non-Executive Director**

Dr Helen Garnett is a resident of the Northern Territory and an accomplished director and leader. Dr Garnett has previously held the roles of Vice Chancellor of Charles Darwin University (2003 to 2008) where she still retains an Emeritus Professorship, and Chief Executive and Director of the Australian Nuclear Science and Technology Organisation (1993 to 2003). Dr Garnett is currently the Chair of Delta Electricity, a non-executive Director of Carbon Energy Limited, a non-executive director of Energy Resources Australia (ERA) Ltd, Director of the Australian Centre for Plant Functional Genomics, Director of the Museum and Art Gallery, NT Foundation, and Director of Sugar Research Australia. Dr Garnett is also a Fellow of the Australian Institute of Company Directors and a Fellow of the Australian Academy of Technological Sciences and Engineering.

4.2 Directors' Recommendation

Other than Dr Helen Garnett (who is not entitled to make a recommendation), the Directors recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – ELECTION OF DIRECTOR - RICHARD PROCTER

5.1 Background

Clause 13.4 of the Constitution provides that the existing Directors may at any time appoint a Director. Any Director appointed by the existing Directors holds office only until the next following annual general meeting and is then eligible for re-election.

On 13 October 2014, Mr Richard Procter was appointed as a Director of the Company and in accordance with clause 13.4, now retires and seeks re-election at the annual general meeting.

A description of Mr Richard Procter's experience, qualifications and competencies follows:

Mr Richard Procter - BSc (Eng), MBA, MIMMM, CEng, MBA
Non-Executive Director

Mr Richard Procter is a mining engineer with 30 years of international experience, encompassing roles in the corporate, operations, contracting and mine development areas. Mr Procter has held senior industry positions that have demonstrated leadership and management of base and precious metal mining companies; development of definitive/bankable feasibility studies and their conversion into mining operations; managing teams undertaking mining asset evaluations and valuations, including technical and operational audits. Mr Procter is a former Executive Director of Linq Resources Fund, former Managing Director of Avocet Gold Ltd, and is currently the Chairman of Millennium Minerals Ltd.

5.2 Directors' Recommendation

Other than Mr Richard Procter (who is not entitled to make a recommendation), the Directors recommend that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – DIRECTORS' REMUNERATION

6.1 Background

Clause 13.7 of the Constitution requires that the total aggregate fixed sum per annum to be paid to the Directors (excluding salaries of executive Directors) from time to time will not exceed the sum determined by the Shareholders in a general meeting and the total aggregate fixed sum will be divided between the Directors as the Directors shall determine and, in default of agreement between them, then in equal shares.

Clause 13.8 of the Constitution then provides that the total aggregate fixed sum per annum to be paid to Directors (excluding salaries of executive Directors) in accordance with clause 13.7 shall be \$300,000 and may be varied by ordinary resolution of the Shareholders in General Meeting.

Resolution 5 seeks Shareholder approval to increase the total aggregate fixed sum per annum to be paid to the Directors to \$400,000. This represents an increase of \$100,000 to the previously approved total remuneration per annum to be paid to the Directors at the Annual General Meeting held on 30 November 2010 and as set out in clause 13.8 of the Constitution.

The total aggregate fixed sum per annum has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

The Board has determined to seek Shareholder approval for aggregate Directors' fees of \$400,000 to ensure that the Board has the capacity to appoint additional non-executive Directors as and when considered necessary by the Board.

6.2 Specific Information required by Listing Rule 10.17

Pursuant to and in accordance with Listing Rule 10.17, information is provided in relation to the approval for the increase in the total aggregate fixed sum per annum to be paid to the Directors (excluding salaries of executive Directors) as follows:

- (a) the amount of the increase in the total aggregate fixed sum per annum to be paid to the Directors (excluding salaries of executive Directors) is \$100,000 (from \$300,000 to \$400,000);
- (b) the maximum aggregate amount of directors' fees that may be paid to all of the non-executive Directors if Resolution 5 is passed is \$400,000 per annum; and
- (c) the Company has not issued any securities to any non-executive Director under Listing Rule 10.11 or 10.14 with the approval of Shareholders at any time within the preceding three years.

6.3 Directors' Recommendation

As the Directors have an interest in the outcome of Resolution 5, the Directors make no voting recommendation to Shareholders as to how to vote in relation to Resolution 5.

7. RESOLUTION 6 - APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY

7.1 Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued Share capital through placements over a 12 month period after the annual general meeting at which approval of the issue is obtained (**10% Placement Facility**). This 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and allows the Company to issue up to 25% of its issued capital in total.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity at the date of this Notice and must remain compliant with the requirements of Listing Rule 7.1A at the date of the Meeting to be able to utilise the additional capacity to issue Equity Securities under that Listing Rule.

The Company is now seeking shareholder approval by way of a Special Resolution, which 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), to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

7.2 Number of Shares

The formula for calculating the maximum amount of Equity Securities that may be issued under the 10% Placement Facility is calculated as follows:

(A x D) – E

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

- plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid Shares that became fully paid in the 12 months;
- plus the number of Shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 or 7.4 (excluding an issue of Shares under the Company's 15% placement capacity without Shareholder approval);
- less the number Shares cancelled in the 12 months.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or date of agreement to issue and not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

The ability to issue Equity Securities under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 273,320,642 Shares and therefore has capacity to issue:

- (a) 40,998,096 Equity Securities under Listing Rule 7.1 and
- (b) 27,332,064 Equity Securities under Listing Rule 7.1A (subject to approval of this Resolution 6).

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of this Notice, has on issue only one class of quoted Equity Securities being Shares. Accordingly, as at the date of this Notice the only Equity Securities the Company may issue under Listing Rule 7.1A is Shares.

A number of scenarios showing potential issues under Listing Rule 7.1A are detailed in the Table below.

7.3 Specific information required by Listing Rule 7.3A

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

(a) **Minimum issue price**

For the purpose of Listing Rule 7.1A.3, the issue price of Shares under this 10% Additional Placement Capacity will be no less than 75% of the VWAP for Shares calculated over the 15 trading days on which trades in that class were recorded immediately before:

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

(b) **Risk of economic and voting dilution**

If this Resolution is approved by Shareholders and the Company issues Shares under the 10% Additional Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the Table below (in the case of unlisted options, only if the unlisted options are exercised).

There is a risk that:

- (i) the market price for the Shares may be significantly lower on the date of the issue of the Shares than on the date of the Meeting in which the approval under Listing Rule 7.1A is given; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for the Shares on the issue date or the Shares are issued as part of consideration for the acquisition of a new asset,

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

The Table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of Shares 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 Listing Rule 7.1 that are approved at a future meeting of Shareholders; and
- (ii) two examples where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

TABLE

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.175 50% decrease in issue price	\$0.35 Issue Price	\$0.70 100% increase in issue price
Current Variable A 273,320,642 Shares	10% voting dilution Funds raised	27,332,064 Shares \$4,783,111	27,332,064 Shares \$9,566,222	27,332,064 Shares \$19,132,445
50% increase in current Variable A 409,980,963 Shares	10% voting dilution Funds raised	40,998,096 Shares \$7,174,667	40,998,096 Shares \$14,349,334	40,998,096 Shares \$28,698,667
100% increase in current Variable A 546,641,284 Shares	10% voting dilution Funds raised	54,664,128 Shares \$9,566,222	54,664,128 Shares \$19,132,445	54,664,128 Shares \$38,264,890

The Table has been prepared on the following assumptions:

- The Company issues the maximum number of Shares available under the 10% Additional Placement Capacity.
- No unlisted options (including any unlisted options issued under the 10% Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The Table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The Table shows only the effect of issues of Shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue price of 35 cents per Share, being the closing price of Shares on 14 October 2014.

(c) **Timing**

The date by which the Shares may be issued is the earlier of:

- (i) 12 months after the date of this Meeting; and

- (ii) the date of approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

The approval will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 or ASX Listing Rule 11.2.

(d) **Purposes for which Shares may be issued**

The Company may seek to issue the Shares for the following purposes:

- (i) non-cash consideration for the acquisition of new resources, assets or investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and development expenditure on the Company's current assets and/or general working capital.

The Company will comply with disclosure obligations under Listing Rule 7.1A.4 and 3.10.5A upon issue of any Shares under the 10% Additional Placement Capacity.

(e) **Allocation policy**

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Additional Placement Capacity. The intended allottees, usually sophisticated investors, will be determined on a case-by-case basis having regard to, but not limited to, the following factors:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Shares on control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Additional Placement Capacity have not been determined as at the date of this Notice, but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

(f) **First approval under Listing Rule 7.1A**

The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.

7.4 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6.

RESOLUTION 7 - RENEWAL OF PARTIAL TAKEOVER PLEBISCITE

7.5 Background

Clause 35 of the Constitution contains provisions dealing with what is to happen if a proportional off-market takeover bid for the Company's Shares is made in accordance with the Corporations Act (**Partial Takeover Plebiscite Provisions**). Essentially Shareholder approval will be required for a proportional off-market takeover bid to proceed. Under Section 648G of the Corporations Act and clause 35.6 of the Constitution, the Partial Takeover Plebiscite Provisions in the Constitution must be renewed by Shareholders by special resolution every three years or they will cease to have effect.

The Proportional Partial Takeover Plebiscite Provisions were adopted by the Company at its 2011 annual general meeting held on 30 November 2011 and will expire on 30 November 2014 unless renewed. Accordingly, the Company is now seeking to renew the Partial Takeover Plebiscite Provisions.

If Resolution 7 is approved, the existing provisions in the Company's Constitution will have effect for a further three years from the date the Resolution is passed.

Section 648G(5) of the Corporations Act requires that the following information be provided to Shareholders when they are considering the inclusion or renewal of proportional takeover approval provisions in a constitution.

7.6 The effect of having the proposed proportional takeover approval provisions

A proportional takeover bid enables a bidder to offer to buy a proportion only of each Shareholder's shares in the Company. This means that control of the Company might pass without Shareholders having the chance to sell all their shares to the bidder. It also means that the bidder might take control of the Company without paying an adequate amount for gaining control.

So as to address such a possibility, the Company is able to provide in its Constitution that:

- (a) in the event of a proportional takeover bid being made for the shares in the Company, Shareholders are required to vote by ordinary resolution and, together, decide whether to accept or reject the offer; and
- (b) the majority decision of the Shareholders will be binding on all individual Shareholders.

The Directors believe that Shareholders should be entitled to vote on whether a proportional takeover bid ought to proceed, given such a bid might otherwise allow control of the Company to change without Shareholders being given the opportunity to sell all of their shares for a satisfactory price. The Directors also believe that the right to vote on a proportional takeover bid may avoid Shareholders feeling pressure to accept the bid, even if they do not want the bid to succeed.

7.7 What is required under the Partial Takeover Plebiscite Provisions

If a proportional takeover bid is made then the Directors must ensure that Shareholders vote on a resolution to approve the bid before the 14th day before the last day of the bid period.

The vote is decided by a simple majority. Each Shareholder who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote. However, the bidder and its associates are not permitted to vote.

If the resolution is not passed, binding acceptances are required to be rescinded and all unaccepted offers and offers failing to result in binding contracts are taken to have been withdrawn. If the bid is approved (or taken to have been approved), then the transfers must be registered if they comply with the Corporations Act and the Constitution.

The bid will be taken to have been approved if the resolution is not voted on within the deadline specified under the Constitution. The Partial Takeover Plebiscite Provisions do not apply to full takeover bids.

7.8 No person to acquire or increase its substantial interest

As at the date of preparing this Notice of Meeting, none of the Directors are aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

7.9 Potential advantages and disadvantages to Directors

There are no material advantages or disadvantages to Directors. While the renewal of the Partial Takeover Plebiscite Provisions will allow the Directors to ascertain the views of Shareholders on a proportional takeover bid, the renewal of such a provision does not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendation as to whether the bid should be accepted.

7.10 Potential advantages to Shareholders

The renewal of the Partial Takeover Plebiscite Provisions will however ensure that all Shareholders have an opportunity to evaluate a proportional takeover bid and vote on the bid at a general meeting. This is likely to ensure that a prospective bidder structures its offer in such a way which is attractive to a majority of Shareholders (including appropriate pricing), rather than merely the (potentially limited) number of Shareholders necessary for the bidder to achieve control of the Company.

Similarly, knowing the view of the majority of Shareholders might assist individual Shareholders to assess the likely outcome of the proportional takeover bid when determining whether to accept or reject the offer.

The renewal of the Partial Takeover Plebiscite Provisions may also assist Shareholders avoid being locked in as a relatively powerless minority without being given an opportunity to vote on the off-market proportional takeover.

7.11 Potential disadvantages to Shareholders

It is possible that the renewal of such provisions in the Constitution might discourage proportional takeover bids and may reduce any speculative element in the market price of the Company's shares arising from the possibility of a proportional takeover bid being made. The inclusion of such a provision might also be viewed as an unnecessary additional restriction of the ability of Shareholders to freely deal with their shares (or a portion of them).

7.12 Advantages and disadvantages to Directors and Shareholders while the Partial Takeover Plebiscite Provisions have been in effect

While the Partial Takeover Plebiscite Provisions have previously been in effect in the Constitution, there have been no full or proportional takeover bids for the Company.

Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the Directors and the Shareholders, respectively, during the period in which the Partial Takeover Plebiscite Provisions have been in effect.

7.13 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 7.

A copy of the Constitution is available on request.

GLOSSARY

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited.

Board means the current board of Directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means ABM Resources NL (ACN 009 127 020).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Equity Securities has the same meaning as in the Listing Rules and broadly includes shares, units, a right to a share or unit or option, an option over an issued or unissued security and a convertible security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2014.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

VWAP means the volume weighted average Share price.

WST means Western Standard Time as observed in Perth, Western Australia.

Certificate of Appointment of Corporate Representative

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (Company),
Insert name of shareholder company

The Company has appointed:

.....
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of ABM Resources NL to be held on 25 November 2014 and at any adjournments of that meeting/all meetings of the members of ABM Resources NL.

DATED 2014

Please sign here

Executed by the Company)
in accordance with its constituent)
documents)

.....
Director

.....
Director/Secretary

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Signature of authorised representative

Instructions for Completion

1. Insert name of appointor company and the name or position of the appointee (e.g. "John Smith" or "each director of the company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (e.g. director) of each company officer who signs this Certificate on behalf of the company.
4. Insert the date of execution where indicated.
5. Send or deliver the Certificate to ABM Resources NL's registered office at Level 1, 141 Broadway Nedlands WA 6009 or fax the Certificate to the registered office at 08 9423 9733 or email to admin@abmresources.com.au; or
6. Produce to the Company Secretary or a Director prior to admission at the Annual General Meeting.



ABM RESOURCES NL

ABN: 58 009 127 020

REGISTERED OFFICE:

LEVEL 1
141 BROADWAY
NEDLANDS WA 6009



SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPLECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

ABU

Holder Number:

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

Online Proxy ID:

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote or abstain from voting in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 2.00pm (WST) on Tuesday 25 November 2014 at BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco and at any adjournment of that meeting. Where I/we have appointed the Chairperson of the Meeting as my/our proxy (or the Chairperson becomes my/our proxy by default) I/we expressly authorise the Chairperson to exercise my/our proxy on resolutions 1 and 5 (except where I/we have indicated a different voting intention by marking the boxes in section B below) even though resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of the key management personnel, which includes the Chairperson.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTIONS

1. Adoption of Remuneration Report
2. Re-election of Director – Mr Andrew Ferguson
3. Re-election of Director – Helen Garnett
4. Re-election of Director – Richard Procter
5. Directors Remuneration
6. Approval of 10% Additional Placement Capacity
7. Renewal of Partial Takeover Plebiscite

FOR AGAINST ABSTAIN*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, 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.

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director Secretary

Security Holder 3

Director/Company Secretary



Proxies must be received by Security Transfer Registrars Pty Ltd no later than 2.00pm (WST) on Sunday 23 November 2014.

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My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. 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 the Company.

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 (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the proportion 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
- 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 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 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.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than 2.00pm (WST) on Sunday 23 November 2014. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Registrars Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 535 Applecross WA 6953 AUSTRALIA
Street Address	Alexandrea House Suite 1, 770 Canning Highway Applecross WA 6153 AUSTRALIA
Telephone	+61 8 9315 2333
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.