
DRAKE RESOURCES LIMITED

ACN 108 560 069

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2:00 pm WST

DATE: 28 November 2014

PLACE: Level 4, 66 Kings Park Road
WEST PERTH WA 6005

A copy of the Drake Resources Limited 2014 Annual Report can be found at:
www.drakeresources.com.au

This Notice of Annual General 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 Annual General Meeting please do not hesitate to contact the Company Secretary on +61 8 6141 3500.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the annual general meeting of the Shareholders to which this Notice of Annual General Meeting relates will be held at 2:00 pm WST on 28 November 2014 at Level 4, 66 Kings Park Road, West Perth WA 6005.

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 on 26 November 2014.

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 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 Drake Resources Limited; 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.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and

- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of Drake Resources Limited members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - o the proxy is not recorded as attending the meeting;
 - o the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

DEFINED TERMS

Capitalised terms in this Notice of Annual General Meeting and Explanatory Statement are defined either in the “Glossary” Section or where the relevant term is first used.

ASIC AND ASX

A final copy of this Notice of Annual General Meeting and Explanatory Statement has been lodged with ASIC and ASX. Neither ASIC, ASX nor any of their respective officers takes any responsibility for the contents of this document.

BUSINESS OF THE MEETING

AGENDA

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 resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the financial year ended 30 June 2014.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

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

- (i) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (ii) 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:

- (iii) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (iv) 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 though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BRETT FRASER

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 Constitution and for all other purposes, Mr Brett Fraser a Director, retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – ISSUE OF SHARES TO RELATED PARTY – MR BRETT FRASER

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

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue up to 4,687,301 Shares to Mr Brett Fraser (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Mr Fraser (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

4. RESOLUTION 4 – ISSUE OF SHARES TO RELATED PARTY – DR ROBERT BEESON

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

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue up to 6,229,788 Shares to Dr Robert Beeson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Dr Beeson (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (c) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (d) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

5. RESOLUTION 5 – ISSUE OF SHARES TO RELATED PARTY - MR JAY STEPHENSON

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

“That, for the purposes of Section 195(4) and Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue up to 4,183,189 Shares to Mr Jay Stephenson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution by Mr Stephenson (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (e) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (f) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (e) the proxy is the Chair; and
- (f) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO MR JASON STIRBINSKIS, CHIEF EXECUTIVE OFFICER

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 440,724 Shares to Mr Jason Stirbinskis (or his nominee), the Chief Executive Officer of the Company on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF SHARES TO SBD GUINEA PTY LTD

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 2,058,734 Shares to SBD Guinea Pty Ltd, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. RESOLUTION 8 – APPROVAL OF ISSUE OF SHARES – SHARE PURCHASE PLAN SHORTFALL

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 63,174,219 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides

Dated: 24 October 2014

By Order of the Board

Jay Stephenson

DIRECTOR & 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.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 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 company or the directors of 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 a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

1.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder 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 most recent financial year) 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.

1.3 Previous voting results

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

1.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

You ***do not*** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you ***must*** mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her

discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

If you appoint any other person as your proxy

You **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – BRETT FRASER

Clause 11.3 of the Constitution requires that one-third of the Directors must retire from office by rotation at each annual general meeting. Directors who retire under clause 11.3 of the Constitution are eligible for re-election. Mr Brett Fraser retires in accordance with clause 11.3 of the Constitution and seeks re-election.

3. RESOLUTIONS 3 TO 5 – APPROVAL OF ISSUE OF SHARES IN LIEU OF PAYMENT OF DIRECTOR AND CONSULTANCY FEES – MR BRETT FRASER, DR ROBERT BEESON AND MR JAY STEPHENSON

3.1 General

During the financial year, the directors agreed to defer payment of their fees in order to conserve the cash position of the Company. The intention of resolutions 3 to 5 are to settle the net after tax unpaid fees due to directors by the issue of fully paid ordinary shares. This arrangement to defer payments is still in place.

The effect of Resolutions 3 to 5 will be to allow the Company to issue Shares to Messrs Brett Fraser, Robert Beeson and Jay Stephenson (or their respective nominees). To the extent Shareholders do not approve the issue of the shares, the directors will be entitled to be paid their respective deferred fees in cash.

3.2 Details of Fees Payable to Directors

Brett Fraser

Mr Fraser was appointed to the Board in March 2004. For the period commencing March 2013 and ending September 2014, Mr Fraser was not paid in full for his services. During this period, the Company accrued fees owing to Mr Fraser totalling \$50,368 (excluding GST). The Company and Mr Fraser have agreed that up to 100% of this amount be satisfied by way of an issue of up to 4,687,301 Shares at an issue price of \$0.011 per Share. Such Shares are intended to be issued as soon as possible following the receipt of Shareholder approval pursuant to Resolution 3.

Robert Beeson

Dr Beeson was appointed to the Board in November 2004. For the period commencing March 2013 and ending September 2014, Dr Beeson was not paid in full for his services. During this period, the Company accrued fees owing to Dr Beeson totalling \$66,943 (excluding GST). The Company and Dr Beeson have agreed that up to 100% of this amount be satisfied by way of an issue of up to 6,229,788 Shares at an issue price of \$0.011 per Share. Such Shares are intended to be issued as soon as possible following the receipt of Shareholder approval pursuant to Resolution 4.

Jay Stephenson

Mr Stephenson was appointed to the Board in March 2004. For the period commencing March 2013 and ending September 2014, Mr Stephenson was not paid in full for his services. During this period, the Company accrued fees owing to Mr Stephenson totalling \$44,951 (excluding GST). The Company and Mr Stephenson have agreed that up to 100% of this amount be satisfied by way of an issue of up to 4,183,189 Shares at an issue price of \$0.011 per Share. Such Shares are intended to be issued as soon as possible following the receipt of Shareholder approval pursuant to Resolution 5.

The Company has opted to satisfy the specified fees owing in this manner in order to conserve a greater proportion of the Company's cash in extinguishing a proportion of the specified debts on the Company's balance sheet.

In this regard, the Company has agreed, subject to obtaining Shareholder approval, to issue and allot a total of 15,100,278 Shares (**Related Party Shares**) to the Related Parties on the terms and conditions set out below. In the event that Shareholder approval is not obtained, the Related Parties will retain their right to the payments to which they would otherwise be entitled.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Related Party Shares constitutes giving a financial benefit and Messrs Brett Fraser, Robert Beeson and Jay Stephenson are related parties of the Company by virtue of being Directors

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Directors are each benefitting from Resolution 3, 4 and 5 (as applicable) on similar terms, a quorum of Directors cannot be constituted to ascertain whether any exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Related Party Shares to the Related Parties.

3.3 Shareholder Approval (Chapter 2E of the Corporations Act and ASX Listing Rule 10.11)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Related Party Shares:

- (a) the related parties are Messrs Brett Fraser, Robert Beeson and Jay Stephenson and they are related parties, who are each Directors of the Company;
- (b) the maximum number of Related Party Shares (being the nature of the financial benefit being provided) to be granted to the Related Parties is:
 - (i) 4,687,301 Related Party Shares to Brett Fraser;
 - (i) 6,229,788 Related Party Shares to Robert Beeson; and
 - (ii) 4,183,189 Related Party Shares to Jay Stephenson;
- (c) the Related Party Shares will be granted to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Shares will be issued on one date;
- (d) the Related Party Shares will be fully paid ordinary shares in the capital of the Company at a deemed issue price of \$0.011 per Share;
- (e) the deemed issue price of \$0.011 per Share is based on the current market volume weighted average price over 5 days prior to 15 October 2014 of the Company Shares;
- (f) the Related Party Shares will be granted for nil cash consideration, rather they will be issued in partial extinguishment of a debt, and accordingly no funds will be raised;
- (g) the relevant interests of the Related Parties in securities of the Company are set out below:

Related Party	Shares	Options
Brett Fraser	6,627,651	817,605 ¹
Robert Beeson	1,519,934	280,412 ²
Jay Stephenson	3,544,128	376,648 ³

1. 483,160 Options 7 cents expiring 1 August 2014 and 334,445 Options 5 cents expiring 1 August 2015.

2. 212,500 Options 7 cents expiring 1 August 2014 and 67,912 Options 5 cents expiring 1 August 2015.
3. 243,315 Options 7 cents expiring 1 August 2014 and 133,333 Options 5 cents expiring 1 August 2015.

- (h) the remuneration and emoluments from the Company to the Related Parties for the previous financial years and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Current Financial Year (proposed) \$	Financial Year to June 2014 \$	Financial Year to June 2013 \$
Brett Fraser	60,000	66,750	66,600
Robert Beeson	55,000	104,211	131,005
Jay Stephenson	55,000	61,288	61,150

All Directors fees remain unpaid and accrued. There has been no cash settlement of Directors' fee since March 2013.

- (i) if Resolutions 3 to 5 are passed, a total of 15,100,278 Shares would be issued. This will increase the number of Shares on issue from 210,580,733 to 225,681,011 (assuming that no Options are exercised and no Shares, other than those contemplated by Resolutions seven to nine of this Notice, are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 6.69%, comprising 2.08% by Brett Fraser, 2.76% by Robert Beeson and 1.85% Jay Stephenson.
- (j) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price \$	Date
Highest	3.9 cents	20 March 2014
Lowest	1.0 cents	8 October 2014
Last	1.1 cents	15 October 2014

- (k) the Board acknowledges the grant of Related Party Shares to Brett Fraser, Robert Beeson and Jay Stephenson is contrary to Recommendation 8.2 of The Corporate Governance Principles and Recommendations (3rd Edition) as published by The ASX Corporate Governance Council. However, the Board considers the grant of Related Party Shares to Brett Fraser, Robert Beeson and Jay Stephenson reasonable in the circumstances for the reason set out in paragraph (l);
- (l) Brett Fraser declines to make a recommendation to Shareholders in relation to Resolution 3 due to Mr Fraser's material personal interest in the outcome of the Resolution on the basis that Mr Fraser is to be granted Related Party Shares in the Company should Resolution 3 be passed. However, in respect of Resolutions 4 and 5, Mr Fraser recommends that Shareholders vote in favour of those Resolutions for the following reasons:
- (i) the grant of the Related Party Shares is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
 - (ii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Related Party Shares upon the terms proposed;
- (m) Robert Beeson declines to make a recommendation to Shareholders in relation to Resolutions 4 due to Dr Beeson's material personal interest in the outcome of the Resolutions on the basis that Dr Beeson, are to be granted Related Party Shares in the Company should Resolution 4 be passed. However, in respect of Resolutions 3 and 5, Dr Beeson recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (l);
- (n) Jay Stephenson declines to make a recommendation to Shareholders in relation to Resolution 5 due to Mr Stephenson's material personal interest in the outcome of the Resolution on the basis that Mr Stephenson is to be granted Related Party Shares in the Company should Resolution 5 be passed. However, in respect of Resolutions 3 and 4, Mr Stephenson recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (l);

- (o) in forming their recommendations, each Director considered the experience of each other Related Party, the current market price of Shares, the current market practices when determining the number of Related Party Shares to be granted; and
- (p) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions seven to nine.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Shares to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Shares to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

4. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF 440,724 SHARES TO MR JASON STIRBINSKIS, CHIEF EXECUTIVE OFFICER

4.1 General

On 30 May 2014 and 1 September 2014, the Company issued a total of 440,724 Shares to Mr Jason Stirbinskis (or his nominee), the Chief Executive Officer (CEO) of the Company. The Shares were issued in lieu of a significant reduction in Mr Stirbinskis' cash component of his ongoing remuneration.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 440,724 Shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

4.2 Technical Information Required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Shares:

- (a) 440,724 Shares were allotted;
- (b) the Shares were issued for consideration of part of salary;
- (c) the Shares were allotted and issued to Mr Jason Stirbinskis (or his nominee), the CEO of the Company, (who is not a related party of the Company, pursuant to section 708 of the Corporation Act);
- (d) no funds were raised from this issue, as the Shares were issued in consideration of part of salary.

5. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF 2,058,734 SHARES TO SBD GUINEA PTY LTD

5.1 General

On 1 September 2014, the Company issued a total of 2,058,734 Shares to SBD Guinea Pty Ltd, in consideration for services rendered.

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 2,058,734 Shares.

A summary of ASX Listing Rule 7.1 is set out in Section 4 above.

5.2 Technical Information Required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Shares:

- (a) 2,058,734 Shares were allotted;
- (b) the Shares were issued for part consideration for services rendered;
- (c) the Shares were allotted and issued to SBD Guinea Pty Ltd, who is not a related party of the Company, pursuant to section 708 of the Corporation Act;
- (d) no funds were raised from this issue, as the Shares were issued in consideration for services rendered.

6. RESOLUTION 8 – APPROVAL OF ISSUE OF SHARES – SHARE PURCHASE PLAN SHORTFALL

6.1 General

Resolution 8 seeks Shareholder approval for the issue of up to 63,174,219 Shares for the Share Purchase Plan Shortfall.

On 23 September 2014, the Company invited Shareholders to participate in a Share Purchase Plan and Shortfall. The plan consists of 63,174,219 shares to be issued at 1.2 cents (A\$0.012) each, to raise up to \$758,090. On 13 October 2014 the Company extended the Offer to close 28 October 2014.

Capital raised from the Share Purchase Plan and Shortfall will be used to fund exploration at some of Drake's sites, specifically Seimana (Gold) in Guinea, Granmuren (Nickel/Copper) in Sweden and Joma (Copper/Zinc) in Norway and to increase working capital.

A summary of ASX Listing Rule 7.1 is set out in Section 4 above.

The effect of Resolution 8 will be to allow the Company to issue the Share Purchase Plan Shortfall shares pursuant to the Share Purchase Plan during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

3.4 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Share Purchase Plan and Shortfall:

- (i) the maximum number of Shares to be issued is 63,174,219;
- (ii) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (iii) the deemed issue price will be \$0.012 per Share;
- (iv) the Shares will be issued to eligible Shareholders; and
- (v) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

7. ENQUIRIES

Shareholders are requested to contact Mr Jay Stephenson on + 61 8 6141 3500 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of Drake Resources Limited.

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) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Drake Resources Limited (ACN 108 560 069).

Constitution means Drake Resources Limited constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of Drake Resources Limited.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or Notice of Annual General Meeting or Notice of General Meeting means this notice of 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 Annual General Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of Drake Resources Limited.

Shareholder means a holder of a Share.

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

PROXY FORM

**APPOINTMENT OF PROXY
DRAKE RESOURCES LIMITED
ACN 108 560 069**

ANNUAL GENERAL MEETING

I/We

of:

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

Name:

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

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 12:30pm, on 28 November 2014 at Level 4, 66 Kings Park Road West Perth WA 6005, and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote other than Resolutions 1 and 3 to 8.

Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director – Mr Brett Fraser	☐	☐	☐
Resolution 3	Issue of Shares to Related Party – Mr Brett Fraser	☐	☐	☐
Resolution 4	Issue of Shares to Related Party – Dr Robert Beeson	☐	☐	☐
Resolution 5	Issue of Shares to Related Party – Mr Jay Stephenson	☐	☐	☐
Resolution 6	Ratification of Prior Issue of Shares – Mr Jason Stirbinskis, CEO	☐	☐	☐
Resolution 7	Ratification of Prior Issue of Shares – SBD Guinea Pty Ltd	☐	☐	☐
Resolution 8	Approval of Issue of Shares – Share Purchase Plan Shortfall	☐	☐	☐

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

Important for Resolutions 1 and 3 to 6

If you have not directed your proxy how to vote as your proxy in respect of Resolution 1 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

☐ I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolutions 1 and 3 to 6 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolutions 1 and 3 to 6 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 and 3 to 8.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail: YES ☐ NO ☐

DRAKE RESOURCES LIMITED

ACN 108 560 069

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** 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.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (e) post to the Company, PO Box 52, West Perth, WA, 6872; or
 - (f) facsimile to the Company on facsimile number +61 86141 3599,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.