

NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY MEMORANDUM

The Extraordinary General Meeting of

ECHO RESOURCES LIMITED

ACN 108 513 113

convened under section 249D of the Corporations Act will be held at Midday (AWST) on Wednesday, 14 December 2016

at

CWA House 1176 Hay Street, West Perth, Western Australia 6005

THE DIRECTORS OF THE COMPANY UNAINIMOUSLY RECOMMEND THAT SHAREHOLDERS

VOTE AGAINST

EACH OF THE PROPOSED RESOLUTIONS SET OUT IN THE NOTICE OF MEETING. DIRECTORS DO NOT CONSIDER THE RESOLUTIONS TO BE IN THE BEST INTERESTS OF THE COMPANY OR ITS SHAREHOLDERS.

This Notice of Extraordinary General Meeting and Explanatory Memorandum 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 without delay.

ECHO RESOURCES LIMITED

ACN 108 513 113

Registered Office: 159 Stirling Highway, Nedlands WA 6009

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting of Shareholders of Echo Resources Limited will be held at CWA House, Level 2, 1176 Hay Street, West Perth on Wednesday 14 December 2016 at midday (AWST).

This Meeting is being held following receipt of a request by Mr Ernst Kohler pursuant to section 249D of the Corporations Act. Mr Kohler was the Managing Director of Echo for almost 10 years and was removed by shareholders in February 2016. Since February, the Company has been successful in achieving significantly more milestones to create shareholder value than during the long period under Mr Kohler's control.

Your Directors look forward to continuing to add significant value for all shareholders and unanimously recommend that you **VOTE AGAINST** all resolutions.

AGENDA

The Explanatory Memorandum and Proxy Form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Memorandum and the Proxy Form in their entirety.

Capitalised terms not otherwise defined in this Notice have the meaning given in the Explanatory Memorandum which accompanies this Notice. References to the "Corporations Act" are to the Corporations Act 2001 (Cth), unless the context requires otherwise

BUSINESS OF THE MEETING

RESOLUTION ONE - REMOVAL OF DIRECTOR

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

"That pursuant to section 203D of the Corporations Act, Mr Barry Bolitho be and is hereby removed as a director of the Company"

Voting Exclusions

There are no voting exclusions for Resolution One.

Chair's Voting Intentions

The Chair intends to cast any votes under undirected proxies against Resolution One.

RESOLUTION TWO - APPOINTMENT OF DIRECTOR

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

"That Ernst Kohler, having consented to act, be and is hereby appointed a director of the Company."

Voting Exclusions

There are no voting exclusions for Resolution Two.

Chair's Voting Intentions

The Chair intends to cast any votes under undirected proxies against Resolution Two.



Your vote is important

The business of the 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 Meeting are those who are registered Shareholders at 5.00pm (AWST) Time on 12 December 2016.

By Order of the Board of Directors

Kate Stoney Company Secretary

Dated this 15th day of November 2016



IMPORTANT INFORMATION FOR SHAREHOLDERS TO CONSIDER BEFORE VOTING

Why has the Company called a meeting of members?

This meeting has been called by the Company following receipt of a request from Mr Ernst Kohler under section 249D of the Corporations Act (Cth) (the Act). The Act requires a Company to convene a meeting of members at the request of shareholders who hold more than 5% of the shares of a listed company. Mr Kohler currently holds 14% of Echo's issued capital.

What are the resolutions Mr Kohler would like members to vote on?

The resolutions are:

- Resolution 1: Removal of Mr Barry Bolitho as a director of the Company
- Resolution 2: Appointment of Mr Ernst Kohler as a director of the Company

Your Directors unanimously recommend members vote **AGAINST** both resolutions.

Why has Mr Kohler requisitioned the meeting?

The meeting was requisitioned by Mr Kohler to put a number of resolutions to members to vote on.

This is the third request or other notification by Mr Kohler for a shareholders meeting to be convened since shareholders voted to remove him from the Board in February this year. Each time Mr Kohler has requested a meeting be convened he has proposed different resolutions be put to members.

Who is Ernst Kohler?

Mr Kohler was the Managing Director of Echo Resources Limited for almost 10 years.

As mentioned above, in February of this year Echo's shareholders voted overwhelmingly in favour of the removal of Mr Kohler as a director of the Company.

Following his removal in February, the new Directors requested access to the Company's office and records from Mr Kohler. No keys to the office were provided and a locksmith was required to gain access to the office. The Company has been unable to locate various documents and equipment which are the property of Echo Resources.

The Company has initiated legal proceedings against Mr Kohler in the Supreme Court seeking, amongst other things, the return of the detailed exploration database, computers and other equipment including a Toyota Land Cruiser motor vehicle and the return of various documents.

Why did shareholders vote to remove Mr Kohler from the Board in February 2016?

Mr Kohler was the Managing Director of Echo for almost 10 years. Over that time the Company spent over \$12 million (including almost \$1.5 million in salaries to Mr Kohler). At the time Mr Kohler was removed, the Company had not delineated a JORC compliant mineral resource estimate for the Julius Gold Project.

In February 2016 shareholders voted to remove Mr Kohler and install a new Board and management team.



The new Board and Management team including Mr Barry Bolitho and Mr Simon Coxhell immediately embarked on a significant drill program and delivered a maiden resource estimate for Julius within two months of their appointment. This was followed by the Julius Scoping Study less than 3 months later which forms the basis of the well advanced Bankable Feasibility Study anticipated for completion in December 2016.

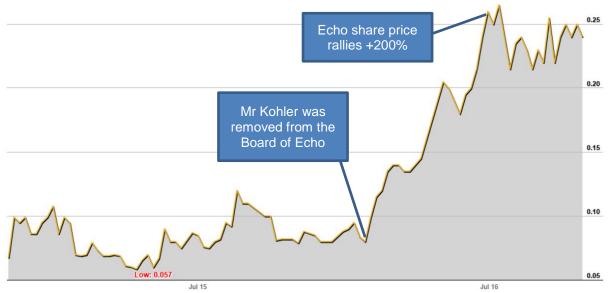


Figure: EAR 2yr Share Price Chart

Why should you vote AGAINST these resolutions?

Since gaining control of the Company less than 9 months ago, your Board has completed a significant amount of work which has resulted in significant additional value for all shareholders.

	Current Board	Mr Kohler	
Period on Board	Less than 9 months	Almost 10 years	
Metres Drilled	~12,000m	~45,000m	
Resources Delineated	226,000 oz	None	
Project Studies	Julius Scoping StudyJulius BFS in progress (expected completion in 6 weeks)	None	

Was the Board able to obtain the Company's data from Mr Kohler after shareholders voted to remove him?

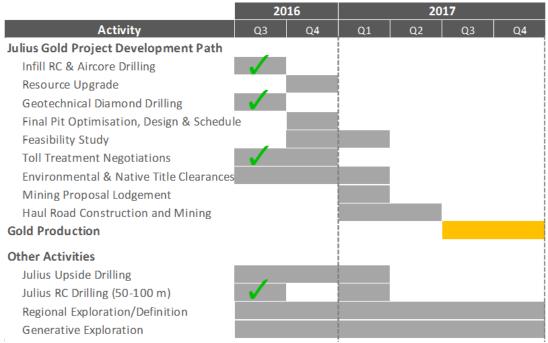
As mentioned above, the Company has initiated legal proceedings against Mr Kohler in the Supreme Court seeking, amongst other things, the return of computers and other equipment (including a Toyota Land Cruiser) and the return of various documents and data bases.

What are your Board's objectives going forward?

The current Echo Board and Management have worked extremely hard since their appointment to advance the Company's assets for the benefit of all shareholders. The professional and diligent approach to development of the Company's assets has resulted in significant share price growth for all shareholders. The Board has detailed a clear and



achievable pathway to production from the Yandal Gold Project, and our objective remains to continue to deliver on our promises within the timeframes outlined below..



Source: October 2016 Corporate Presentation

Your Board of Directors unanimously recommend that you

Complete the proxy form **VOTING AGAINST** all resolutions

Return the completed proxy form as soon as possible to Advanced Share Registry



EXPLANATORY MEMORANDUM

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

SECTION 249D OF THE CORPORATIONS ACT

This General Meeting has been convened by the Board in accordance with a request received from Mr Ernst Kohler under section 249D of the Corporations Act. Section 249D of the Corporations Act compels the Directors of a company to call and arrange to hold a meeting of the Company's members on the request of members having at least 5% of the votes that may be cast at the general meeting.

On the basis of substantial holder notices lodged by Mr Kohler with the Company, Mr Kohler has at least 5% of the votes that may be cast at the general meeting.

Mr Kohler is a former managing director of the Company who was removed as a director by Shareholders in February 2016.

THE POSITION OF THE DIRECTORS

THE DIRECTORS UNANIMOUSLY RECOMMEND THAT SHAREHOLDERS VOTE **AGAINST** BOTH PROPOSED RESOLUTIONS REFERRED TO IN THE NOTICE OF MEETING.

The reasons why the Directors recommend that Shareholders vote against both Resolutions are set out below.

Statement by Mr Bolitho

Mr Bolitho has exercised his right under section 203D of the Corporations Act to put a statement to Shareholders in relation to Resolution One. Mr Bolitho's statement appears in Schedule One.

For clarity, the other members of the Board wish to emphasise that they agree fully with the comments made by Mr Bolitho in this statement in Schedule One.

Statement by Mr Kohler

Mr Kohler has exercised his right under section 249P of the Corporations Act to put a statement to Shareholders. Mr Kohler's statement appears in Schedule Two.

For clarity, the Board wish to emphasise that they **do not endorse or agree with** Mr Kohler's statement in Schedule Two.

Mr Kohler makes a number of assertions in his Statement in relation to questions he considers relevant to the Company's takeover bid for Metaliko Resources Ltd.

The Company undertook extensive due diligence in relation to the assets of Metaliko Resources Ltd before deciding to make the takeover bid for Metaliko Resources Ltd. The Board are satisfied that the bid is in the best interests of the Company and its shareholders and that the issues raised by Mr Kohler do not alter this position.

Additionally, in accordance with the ASX Listing Rules, the Company commissioned an independent expert, BDO Corporate Finance (WA) Pty Ltd, and provided this report to shareholders in connection with a resolution in respect of the takeover bid at the Company's Annual General Meeting held on Friday 11 November 2016. The independent expert's report



concluded, in effect, that the terms of the bid are fair and reasonable to the shareholders in the Company other than Mr Ruanne and his associates.

That relevant resolution was duly passed by shareholders at the Annual General Meeting, thereby clearing the only outstanding regulatory approval required for the takeover bid to proceed.



IMPORTANT NOTE ON THE APPOINTMENT OF PROXIES

The Chair intends to vote all undirected proxies against both Resolutions.

Accordingly, if you wish to appoint the Chair of the meeting as your poxy and you do **not** want the Chair to vote against either of the Resolutions, you will need to provide specific voting instructions in relation to the Resolutions by ticking the appropriate boxes on the Proxy Form.

PROXY AND VOTING INSTRUCTIONS

Voting in person

To vote in person, attend the 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 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.

Sections 250BB and 250BC of the Corporations Act impact on the way in which proxies must be voted at the Meeting. Broadly, these sections 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 on a poll 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 the Company's 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.

GLOSSARY

\$ means Australian dollars.

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.

Chair means the chair of the Meeting (and where the context admits means the person who assumes the chair for any part of the Meeting including in relation to a specific Resolution).

Company means Echo Resources Limited (ACN 108 513 113).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

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

Notice or **Notice** of **Meeting** means this Notice of Meeting including the Explanatory Memorandum and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the proposed resolutions set out in the Notice, 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.



SCHEDULE ONE - STATEMENT BY MR BARRY BOLITHO

Dear Shareholders.

In May of 2016 I was approached by Mr Simon Coxhell, the Chief Executive Officer of the Company, who asked if I would consider being appointed a Director of the Company. After reviewing the Company's exploration projects, particularly the Julius Project, I formed the view that the Company had significant potential and accepted the invitation to join the Board.

My appointment as a Director was ratified by Shareholders at the General Meeting held on 29 August 2019 with a very strong majority vote.

My Background

I have over 40 years' experience as a mining professional. I am a qualified metallurgist and have been responsible for the commissioning and/or management of a number of gold mining operations both in Western Australia and internationally.

During my career, I have gained extensive experience in the executive management of resources based companies with particular emphasis in exploration, development and mining operations, project management, administration and corporate development.

I have served as an executive and non-executive director of a number of ASX and TSX listed resource companies over a long period and have worked closely with financiers, brokers and analysts.

My Vision for the Company

I am independent of all significant shareholder groups and my sole focus is on what is best for the Company and its shareholders.

I consider that it is important for any Company to periodically undergo renewal at Board level to ensure that the Board is able to bring a fresh focus and energy to the Company's activities. I believe that the new current Board is strong, focussed and cohesive and is well placed to proceed constructively towards the path of the Company becoming a significant gold producer.

The Julius Project is yielding excellent exploration results and it is vital that the Company continue to methodically progress this project in accordance with best exploration practice.

A successful takeover of Metaliko Resources Ltd will deliver important synergies for the Company and consolidate its position in the region, facilitate the path to production and provide enormous exploration upside.

I would strongly suggest it is now vital for the current new Board to be given the opportunity to continue its focus on managing the business of the Company for the benefit of all shareholders.

Accordingly, I ask that shareholders vote against both the Resolutions proposed by Mr Kohler.

Yours faithfully

Barry Bolitho
Chairman of Directors
Echo Resources Ltd.



SCHEDULE TWO - STATEMENT BY MR ERNST KOHLER

Statement by the Requisitioner

Who called the meeting

The meeting was called by Ernst Kohler, a former Director of Echo Resources Limited ("Echo"), who owns 14.05% of Echo's issued capital.

Why was the meeting called

I am concerned about the independence of Echo's Board, led by its Chairman Mr Barry Bolitho, and the Boards decision to make a takeover offer ("Takeover") for Metaliko Resources Limited ("Metaliko"), which owns the defunct Bronzewing mine ("Bronzewing"). Under the Takeover, Echo is proposing to acquire Metaliko shares held by Michael Ruane (and associates) ("Michael Ruane") who is the Managing Director and largest shareholder of Metaliko ("Ruane Transaction").

I am also concerned that Echo's shareholders may not be properly informed about the proposed transaction.

On 11 October 2016, Echo sent an Independent Experts Report ("Report") to shareholders. The Report does not appear to contain all the relevant information that Echo's shareholders, investors and their professional advisors would reasonably require, and reasonably expect to find in an experts report, for the purpose of making a reasoned and balanced judgement.

In particular the Report has not:

- a) outlined the disturbing pattern of behaviours by Michael Ruane over the past few years in relation to Echo and the Julius Gold Deposit ("Julius"). For further information, please refer to Echo's Explanatory Statements for the General Meetings held on 18 February 2015 and 8 February 2016, which are available on the ASX website.
- b) been prepared on the basis that the Ruane Transaction is a control transaction even though the Takeover may increase the stakes held by Michael Ruane and other associates in the combined Echo – Metaliko entity to more than 20%.
 - c) disclosed Metaliko's environmental circumstances, including levies, performance bonds and mine closure and rehabilitation costs, even though Metaliko has previously disclosed to its own shareholders that environmental bonds for Bronzewing may exceed \$7 million.
- d) provided information on material royalties payable by Metaliko on ore processed through the Bronzewing mill, which would apply to Julius ore if processed at Bronzewing, thereby reducing the economic return to Echo's shareholders.



 e) provided information that there are suitable, currently operating gold mills at Jundee (55km) and Wiluna (70km) that could be used to toll treat the Julius ore, rather than treating the ore through the Bronzewing mill, which requires expensive refurbishment.

Echo shareholders should consider the following

Why are Barry Bolitho and the Echo Board proposing to purchase Metaliko at a cost of nearly \$40 million when:

- Bronzewing is a high risk project that sent its previous owners View Resources
 Limited and Navigator Resources Limited into administration in 2008 and 2013.
- the Takeover values Metaliko at nearly ten times the amount paid by Metaliko for Bronzewing just two years ago.
- the Report outlines that the Bronzewing mill "appears to have deteriorated greatly for the additional 3 years of operation (2010 – 2013)" and requires expensive refurbishment.
- the Report states that the Bronzewing mill is "virtually worthless in its current condition - if a buyer was to be found the value could be up to \$1-2 million".

Why are Barry Bolitho and the Echo Board:

- · not proposing to use mills located at Jundee and Wiluna to treat ore from Julius?
- not providing non-associated Echo shareholders with all relevant information, including information about Metaliko's environmental liabilities, and royalties payable by Metaliko on ore processed through the Bronzewing mill?

Please support my proposed resolutions to remove Mr Barry Bolitho as a director of Echo, and to appoint Ernst Kohler as a director of Echo.

Biography

Ernst Kohler led Echo through its IPO, and is the largest shareholder of the company. Dr Kohler discovered the Julius gold mineralization for Echo. He has been a practising geologist for 25 years and has held senior exploration and mining roles with Great Central Mines Limited and Normandy Mining Limited at the Jundee and Bronzewing gold mines in the Yandal Gold Province. At Jundee, Dr Kohler was closely involved in the discovery, delineation and extraction of multi-million ounce gold ore-bodies. Dr Kohler has been involved with exploration projects, especially for gold, at all levels from grass roots to resource-reserve definition, to mine planning, to open cut and underground production. He is the principal author of scientific papers and book chapters dealing with the Jundee and Bronzewing gold deposits, and has extensive knowledge of geology and mineralization potential of the Yandal Gold Province.





ECHO REGISTERED OFFICE:

Office: 159 Stirling Highway, Nedlands WA 6009 Mailing: PO Box 1104, Nedlands WA 6909 T: 08 9389 8726 F: 08 9386 9473 E: admin@echoresources.com

W: www.echoresources.com.au

ACN: 108 513 113

ALL CORRESPONDENCE TO SHARE REGISTRY:
Advanced Share Registry
PO BOX 1156, NEDLANDS WA 6909
136 Stirling Highway, NEDLANDS WA 6009
T: 08 9389 8033 F: 08 9262 3723
E: admin@advancedshare.com.au
W: www.advancedshare.com.au

Shareholder Details Number of Shares Held

Step 1. Appoint a Proxy to Vote on Your Behalf

	esources Limited (Company) entitled on Wednesday 14 December 2016 her	to attend and vote at the General Meet reby appoint:	ting of the Company	
The Chair of the Meeting (mark with an 'X')	<u>OR</u>	appointing if this pers	Write here the name of the person you are appointing if this person is someone other than the Chair of the Meeting.	
of the Meeting, as my/ our proxy	to act on my/ our behalf (including t	on or body corporate is named or select o vote in accordance with the following g and any postponement or adjournmer	g directions or, if no	
2. The Chair of the Mee	eting intends to vote undirected pro	xies in <u>against</u> each Resolution.		
Voting Instructions on Busine	ss of the Meeting			
Step 2. Items of Business Voting directions to your proxy –	S please mark ⊠ to indicate your direc		Against Abstain*	
Resolution 1 Removal of				
Resolution 2 Appointme				
		you are directing your proxy not to voton computing the required majority on a		
Appointment of a second prox	y (see instructions overleaf)			
If you wish to appoint a second p	proxy, state the % of your voting rights	applicable to the proxy appointed by the	his form %	
PLEASE SIGN HERE This se to be implemented	ction <u>must</u> be signed in accordance	e with the instructions overleaf to en	able your directions	
	Second Joint Holder	or		
Individual or Shareholder 1*	Shareholder 2*- First Signatory		r 2* – Second	
*Sole Director and	Director	Director/Cor	mpany Secretary	
Sole Company Secretary	*Company that does sole director who is secretary		that does not have or who is also sole	

Instructions for Completing 'Appointment of Proxy' Form

- 1. (Appointing a Proxy): A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
- (Direction to Vote): A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. 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 member must sign.
- (**Joint Holding**): Where the holding is in more than one name, all of the members 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 form when you return it.
- (Companies): Where the company has a sole director who is also the sole company secretary (Shareholder 1), 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 (Shareholder 2). Please sign in the appropriate place to indicate the office held.
- 4. (Attending the Meeting): Completion of a Proxy Form will not prevent individual members from attending the Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Meeting.

Lodging your proxy form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the Meeting being no later than 12pm WST on Monday 12 December 2016. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

In Person	By Mail	By Facsimile	By Scan and Email
136 Stirling Hwy Nedlands WA 6009	PO Box 1156 Nedlands WA 6009	+61 8 9262 3723	admin@advancedshare.com.au