



ECHO RESOURCES LIMITED

ACN 108 513 113

NOTICE OF GENERAL MEETING

TIME: 11:00 AM

DATE: Friday 29 September 2017

PLACE: The Celtic Club, 48 Ord Street, West Perth WA 6872

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) 9389 8726.

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IMPORTANT INFORMATION

Time and place of meeting

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00 am (WST) on Friday, 29 September 2017 at The Celtic Club, 48 Ord Street, West Perth, Western Australia.

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 (WST) on 27 September 2017.

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:

- A. each member has a right to appoint a proxy;
- B. the proxy need not be a member of the Company; and
- C. 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.

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**:

- A. 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
- B. 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
- C. 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
- D. 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:

- A. 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
- B. the appointed proxy is not the chair of the meeting; and
- C. at the meeting, a poll is duly demanded on the resolution; and
- D. either of the following applies:
 - (a) the proxy is not recorded as attending the meeting;
 - (b) 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.



BUSINESS OF THE MEETING

Agenda

1. Resolution 1 – Participation by Related Party in Placement

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 10.11 and for all other purposes, approval is given for the Company to issue up to 200,000 Shares to Buprestid Pty Ltd as trustee for the Hanlon Superannuation Fund (an entity controlled by Director Mark Hanlon) 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 Buprestid Pty Ltd, Mr Mark Hanlon 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.

Voting Prohibition Statement: Votes must not be cast on this Resolution by Buprestid Pty Ltd, Mr Mark Hanlon and any of their associates. This does not prevent the casting of a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to the vote on the proposed resolution and it is not cast on behalf of the related parties named above or their associates.

2. Resolution 2 – Participation by Related Parties in Placement

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 10.11 and for all other purposes, approval is given for the Company to issue up to 750,000 Shares to Interdale Pty Ltd as trustee for the Maple Superannuation Fund (an entity controlled by Director Mr Anthony McIntosh and his family members) and up to 150,000 Shares to Director Anthony McIntosh, 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 Interdale Pty Ltd, Mr Anthony McIntosh 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.

Voting Prohibition Statement: Votes must not be cast on this Resolution by Interdale Pty Ltd, Mr Anthony McIntosh and any of their associates. This does not prevent the casting of a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to the vote on the proposed resolution and it is not cast on behalf of the related parties named above or their associates.

1. Resolution 3 – Ratification of prior issue of Placement Shares

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 7.4 and for all other purposes, Shareholders ratify the issue of 48,900,000 Shares 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 associates of those persons. 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.

DATED: 28 August 2017

BY ORDER OF THE BOARD

Kate Stoney
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. Resolutions 1 and 2 – Participation of Related Parties in Placement

1.1 General

On 27 July 2017, the Company announced a capital raising of approximately \$5 million through the issue of new Shares at 10 cents per share.

The following parties each wish to participate in the Capital Raising:

- (a) Buprestid Pty Ltd as trustee for the Hanlon Superannuation Fund – to the extent of 200,000 Shares;
- (b) Interdale Pty Ltd as trustee for the Maple Superannuation Fund – to the extent of 750,000 Shares; and
- (c) Director Anthony McIntosh – to the extent of 150,000 Shares,

(Related Parties).

Resolutions 1 and 2 seeks Shareholder approval for the issue of up to 1.1 million Shares to the Related Parties arising from the participation by the Related Parties in the Capital Raising **(Participation)**.

1.2 Chapter 2E of the Corporations Act

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 Participation will result in the issue of Shares which constitutes giving a financial benefit and:

- (a) Buprestid Pty Ltd is a related party by virtue of being controlled by Director Mark Hanlon;
- (b) Interdale Pty Ltd is a related party by virtue of being controlled by Director Mr Anthony McIntosh and his family members; and
- (c) Mr Anthony McIntosh is a related party of the Company by virtue of being a Director.

The Directors (other than Mark Hanlon who has a material personal interest in the outcome of the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 1 because the Shares will be issued to the Related Party on the same terms as Shares issued to non-related party participants in the Capital Raising and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Anthony McIntosh who have a material personal interest in the outcome of the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of Resolution 2 because the Shares will be issued to the Related Parties on the same terms as Shares issued to non-related party participants in the Capital Raising and as such the giving of the financial benefit is on arm's length terms.

1.3 ASX Listing Rule 10.11

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 Participation involves the issue of Shares to related parties of the Company, Shareholder approval



pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

1.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares will be issued to:
 - (i) Buprestid Pty Ltd as trustee for the Hanlon Superannuation Fund – to the extent of 200,000 Shares;
 - (ii) Interdale Pty Ltd as trustee for the Maple Superannuation Fund – to the extent of 750,000 Shares; and
 - (iii) Director Anthony McIntosh – to the extent of 150,000 Shares;
- (b) Buprestid Pty Ltd is a related party by virtue of being controlled by Director Mark Hanlon;
- (c) Interdale Pty Ltd is a related party by virtue of being controlled by Director Mr Anthony McIntosh and his family members;
- (d) the maximum number of Shares to be issued to all Related Parties is 1,100,000;
- (e) the Shares will be issued no later than 1 month 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;
- (f) the issue price will be \$0.10 per Share, being the same as all other Shares issued under the Capital Raising;
- (g) 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; and
- (h) the funds raised will be used for the same purposes as all other funds raised under the Capital Raising as set out in section 2.2(e) of this Explanatory Statement.

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

2. Resolution 3 – Ratification of prior issue of Placement Shares

2.1 General

As set out above, on 27 July 2017, the Company announced a capital raising of approximately \$5 million through the issue of new Shares at 10 cents per share.

On 4 August 2017, the Company issued 48,900,000 new shares under the capital raising to unrelated sophisticated and professional investors (**Placement to Unrelated Parties**).

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares under the Placement to Unrelated Parties (**Ratification**).

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.

2.2 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:

- (a) 48,900,000 Shares were issued;
- (b) the issue price was \$0.10 per Share;
- (c) the shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to clients of Argonaut Securities (Nominees) Pty Ltd. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were and are being applied towards exploration and development of the Company's Yandal Gold Project and for general working capital purposes.

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 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.

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 Statement means the explanatory statement accompanying the Notice.

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

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

Proxy Form means the proxy form accompanying the Notice.

Related Party Shares means the Shares the subject of Resolutions 1 and 2.

Resolutions means the resolutions 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.

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



PROXY FORM

PROXY FORM - GENERAL MEETING OF ECHO RESOURCES LIMITED ACN 108 513 113

Appointment of Proxy

I/We _____
of _____

being a member of Echo Resources Limited (**Company**) entitled to attend and vote at the General Meeting of the Company (**Meeting**) to be held at 11:00 am (WST) on Friday, 29 September 2017 hereby appoint:

Print name of Proxy

or

☐

the Chair of the Meeting as your proxy (if so please mark the box)

or failing the person or body corporate named, or if no person or body corporate is named or selected above, the Chair of the Meeting, as my/ our proxy to act on my/ our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted at law, as the proxy sees fit) at the Meeting and any postponement or adjournment of the Meeting.

The Chair of the Meeting intends to vote undirected proxies in favour of each Resolution.

My/our Voting Instructions on Business of the Meeting

Number	Resolutions	For	Against	Abstain
1	Issue of Placement Shares to Related Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Issue of Placement Shares to Related Parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Ratification of prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 to be counted in computing the required majority on a poll.

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

Signature of Member(s)

If the member(s) is an individual(s),
every member is to sign:

If the member is a company, sign in accordance with
Section 127(1) of Corporations Act:

Signed: _____

Director or Sole Director and Secretary

Signed: _____

Director/Secretary

Contact Name: _____ Contact Ph (daytime): _____



Echo Resources Limited
ACN 108 513 113
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.
2. **(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, 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.
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.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Echo Resources Limited, PO Box 1099, West Perth WA 6872; or
 - (b) facsimile to the Company on facsimile number +61 8 9467 2896; or
 - (c) email to the Company at kate@echoresources.com.au,so that it is received not later than 48 hours before the meeting.

Proxy forms received later than this time will be invalid.