

8 September 2017

Additional Placement Capacity

Troy Resources Limited (ASX: TRY) (Troy or the Company) hereby encloses a Notice of Meeting in respect of a meeting of shareholders to consider resolutions to "refresh" and provide the Company with additional placement capacity.

The resolutions, if passed, will ratify previous placements to enable the Company to undertake an issue of up to 15% of the Company's issued capital plus the issue of an additional 50 million shares.

The meeting of shareholders to consider the resolutions is to take place at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Tuesday, 10 October 2017 at 12:00pm (Perth time).

The meeting will take place at the same location as, and two hours after, the meeting of shareholders requisitioned by Republic Investment Management Pte. Ltd. (**Republic**) for the purposes of considering resolutions to remove from the Troy Board Directors John Jones and Peter Stern, and elect to the Board Republic's three nominee directors.

Accordingly, whatever the composition of the Troy Board following the meeting requisitioned by Republic, if the resolutions the subject of the current Notice of Meeting are passed, Troy will have additional placement capacity available to use.

ENDS

For further information please contact:

Peter Stern - Non-Executive Chairman Troy Resources Limited T: (61 8) 9481 1277 E: troy@troyres.com.au

TROY RESOURCES LIMITED

ACN 006 243 750



Notice of General Meeting of Shareholders

Date of Meeting
Tuesday 10 October 2017
Time of Meeting
12 noon (Perth time)

Place of Meeting

The Celtic Club 48 Ord Street West Perth WA 6005

A Proxy Form is enclosed

Please read this Notice and Explanatory Memorandum carefully. If you are unable to attend the General Meeting, please complete and return the enclosed Proxy Form in accordance with the specified directions.

TROY RESOURCES LIMITED ACN 006 243 750

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Troy Resources Limited ACN 006 243 750 (Company) will be held at 12 noon (Perth time) on Tuesday, 10 October 2017 at The Celtic Club, 48 Ord Street, West Perth WA 6005 for the purpose of transacting the following business referred to in this Notice of General Meeting.

AGENDA

ITEMS OF BUSINESS

Resolution 1 – Ratification of the issue of Investec Shares

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

"That pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 2,777,598 Shares to Investec at a deemed issue price of \$0.14 per Share on the terms and conditions set out in the Explanatory Memorandum."

Resolution 2 – Ratification of the issue of Investec Options

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

"That pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 27,780,000 Options to Investec with an Exercise price of \$0.18 per Share and an Expiry Date of 20 April 2019 on the terms and conditions set out in the Explanatory Memorandum."

Resolution 3 – Approval of the Authority to Place Shares

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

"That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approval is given for the Company to issue and allot at the Directors' discretion up to a maximum of 50,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board

Mr Gerard Kaczmarek Company Secretary Dated: 8 September 2017

C. Kaczmarck

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Voting Exclusion Statements:

Resolution 1 - Ratification of Issue of Investec Shares

The Company will disregard any votes cast on Resolution 1 by those persons who participated in the Investec Share Issue and any Associate of those persons. However, the Company need not disregard a vote if it is cast by a person as 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.

Resolution 2 – Approval of Issue of Issue Investec Options

The Company will disregard any votes cast on Resolution 2 by those persons who participated in the Investec Option Issue and any Associate of those persons. However, the Company need not disregard a vote if it is cast by a person as 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.

Resolution 3 – Approval of Issue of Issue of Placement Shares

The Company will disregard any votes cast on Resolution 3 by those persons who may participate in or might obtain a benefit in the Placement Issue, except a benefit solely in the capacity of a holder of Shares, and any Associate of those persons. However, the Company need not disregard a vote if it is cast by a person as 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.

How to vote

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice; or
- submitting their proxy appointment and voting instructions online at <u>www.investorvote.com.au</u>, by post using the pre-addressed envelope provided with this Notice, or by facsimile to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective, an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Meeting must be received by the Company in the same manner, and by the same time, as outlined for proxy forms below.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be lodged by 12 noon (Perth time) on Sunday, 8 October 2017. Proxies lodged after this time will be invalid.
- Proxies may be lodged using any of the following methods:
 - By Mail:

Computershare Investor Services Pty Limited, GPO Box 242

- By Fax:

1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

Melbourne VIC 3001

- By hand:

Computershare Investor Services Pty Limited Level 11 172 St Georges Terrace Perth WA 6000

- Custodians:

For Intermediary Online subscribers only (custodians) please visit: www.intermediaryonline.com to submit your voting intention.

Online:

<u>www.investorvote.com.au</u> or scanning the QR Code on the front of your proxy form.

The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 12 noon (Perth time) on Sunday, 8 October 2017. If facsimile transmission is used, the power of attorney must be certified.

Shareholders who are entitled to vote

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 10.00am (Perth time) on 8 October 2017.

TROY RESOURCES LIMITED ACN 33 006 243 750

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of Troy Resources Limited (the **Company**).

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

RESOLUTION 1 – RATIFICATION OF ISSUE OF INVESTEC SHARES

On 5 May 2017, the Company issued 2,777,598 Shares to Investec Bank plc (Investec) at a deemed issue price of \$0.14 per Share. These Shares were issued as part of the consideration for the restructure of the debt facilities between the Company and Investec completed on 20 April 2017.

Listing Rule 7.4

As the Investec Shares were issued within the Company's placement capacity under Listing Rule 7.1, they were issued without the requirement for Shareholder approval.

Listing Rule 7.4 allows a company to seek the approval of its shareholders for an issue of securities after the issue has been made without approval under Listing Rule 7.1. The Company now seeks Shareholder approval to ratify the issue of the Investec Shares. Approval of this Resolution will provide the Company with the flexibility to issue further securities as required.

The following information is required by Listing Rule 7.5 in relation to the issue:

- The number of Shares issued and allotted by the Company was 2,777,598;
- b) The deemed issue price of each Share was \$0.14.
- c) The Shares issued are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares.
- The Shares were issued to Investec Bank plc who is not a related party of the Company.
- No funds were raised from the issue of the Investec Shares as the issue was part consideration of a debt rescheduling.
- A voting exclusion statement in relation to this Resolution is included in the Notice.

Directors' Recommendation: The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

RESOLUTION 2 – RATIFICATION OF ISSUE OF INVESTEC OPTIONS

On 20 April 2017, the Company issued 27,780,000 Options to Investec Bank plc (Investec) with an exercise price of \$0.18 per Share and an expiry date of 20 April 2019. The Company also cancelled 10,000,000 previously issued Options which had an exercise price of \$0.80 and an expiry date of 15 January 2018. These Options were issued as part of the consideration for the restructure of the debt

facilities between the Company and Investec completed on 20 April 2017.

Listing Rule 7.4

As the Options were issued within the Company's placement capacity under Listing Rule 7.1, they were issued without the requirement for Shareholder approval.

Listing Rule 7.4 allows a company to seek the approval of its shareholders for an issue of securities after the issue has been made without approval under Listing Rule 7.1. Options are considered to be securities under the Listing Rules. The Company now seeks Shareholder approval to ratify the issue of the Investec Options. Approval of this Resolution will provide the Company with the flexibility to issue further securities as required.

The following information is required by Listing Rule 7.5 in relation to the issue:

- a) The number of Options issued by the Company was 27,780,000 with an exercise price of \$0.18 per Share and an expiry date of 20 April 2019. The full terms and conditions of the Options are included in Annexure A to this Explanatory Memorandum.
- The deemed issue price, as calculated using a Binomial option pricing model, was 4.77 cents per Option.
- c) The Shares issued upon exercise of any of the Options will rank equally in all respects with the Company's existing Shares.
- d) The Options were issued to Investec Bank plc who is not a related party of the Company.
- e) No funds were raised from the issue of the Investec Shares as the issue was part consideration of a debt rescheduling. If the Options are exercised, the funds raised will be put towards the Company's working capital requirements.
- A voting exclusion statement in relation to this Resolution is included in the Notice.

Directors' Recommendation: The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

RESOLUTION 3 – APPROVAL OF AUTHORITY TO PLACE SHARES

Resolution 3 seeks the approval of Shareholders to enable the Directors, at any time during the three months after the General Meeting, to issue up to 50,000,000 Shares in the Company for the purpose of raising additional funds for the Company.

The purpose of the issue will be to repaying Investec debt, reducing trade creditors, funding a restart of the Company's exploration programme, general working capital and to meet the costs of the issue.

The Shares to be issued will rank equally in all respects with the Company's existing issued Shares. The Shares to be issued will have a diluting effect on the issued capital of the Company.

Listing Rule 7.1

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period which, when aggregated with the number of the other securities issued within that 12 month period, exceed 15% of the number of ordinary shares on issue at the beginning of the 12 month period, unless the issue falls within one of the nominated exceptions or the prior approval of members of the company in general meeting is obtained.

The effect of Resolution 3 will be to allow the Directors to issue the Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's annual placement capacity.

Listing Rule 7.3

The Company is seeking Shareholder approval for the issue of up to 50,000,000 Shares.

In compliance with Listing Rule 7.3 Shareholders are advised as follows:

- The maximum number of Shares to be issued by the Company pursuant to this Resolution is 50,000,000.
- b) The Shares to be issued pursuant to this Resolution will be issued following the receipt of Shareholder approval for this Resolution and in any event, no later than three months after the date of the GM (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
 - c) The issue price of the Shares will be not less than 80% of the volume weighted average market price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed.
- d) The Shares issued pursuant to this Resolution will rank equally in all respects with the Company's existing Shares.
- e) The subscribers for these Shares are not yet known, however they will only be issued to investors who qualify under Section 708 of the Corporations Act as professional and sophisticated investors.
- f) The Company intends to use the funds raised from the Placement towards repaying Investec debt facility, reducing trade creditors, funding a restart of the Company's exploration programme, general working capital and to meet the costs of the issue in the proportions outlined below:

Proposed Area of Application	Proposed Allocation (%)		
Repayment of Investec Debt	30%		
Reduction of Creditors	30%		
Exploration programmes	20%		
Working Capital	15%		
Costs of the Issue	5%		
Total	100%		

 A voting exclusion statement in relation to Resolution 3 is included in the Notice.

Directors' Recommendation: The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

GLOSSARY

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the "designated body" for the purposes of that section. A related party of a director or officer of the Company or a Child Entity of the Company is taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors of the Company.

Company or **Troy** means Troy Resources Limited ACN 006 243 750.

Constitution means the constitution of the Company, as amended from time to time.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

GM means general meeting.

Investec means Investec Bank plc, a bank incorporated in the United Kingdom.

Investec Shares has the meaning given in Resolution 1.

Investec Options has the meaning given in Resolution 2.

Listing Rules means the Listing Rules of the ASX.

Notice means the notice of annual general meeting which accompanies this Explanatory Memorandum.

Placement means the placement of 50,000,000 Shares.

Resolution means a resolution proposed pursuant to the Notice.

Shares means fully paid ordinary shares in the capital of the Company.

Shareholder means a holder of Shares.

ANNEXURE A

OPTION CONDITIONS

Each unlisted call option (**Option**) entitles Investec Bank Plc (**Grantee**) to subscribe for one ordinary fully paid share (**Share**) in Troy Resources Limited (**Company**) on the following terms and conditions.

- 1. The Options will be exercisable at any time during the period beginning from the date of issue and expiring at 5.00pm (WDT) on 20 April 2019 (Expiry Date).
- When exercising an Option, the Grantee must provide the Company with 3 Business Days written notice of its intention to exercise by completing the Option Exercise Notice and providing this to the Company together with payment for the number of Shares in respect of which the Options are being exercised.
- 3. The Exercise Price for each Option is A\$0.18.
- 4. The Grantee may exercise a portion of the Options subject to any partial exercise being effected in integral multiples of A\$100,000, and such exercise does not affect the Grantee's right to exercise other Options at any later time up to the Expiry Date.
- 5. The Options are not transferable, other than with the consent of the Company.
- 6. All Shares issued on exercise of the Options will, from the date they are issued, rank pari passu in all respects with the Company's then issued ordinary fully paid shares. The Company will apply for quotation by the Australian Securities Exchange (ASX) of all Shares issued upon exercise of the Options as soon as practicable, and in any event within 2 Business Days of the Shares having been allotted and the Company will issue to the Grantee, at the election of the Grantee, a CHESS holding statement or issuersponsored holding statement in respect of those Shares.
- 7. There are no participating rights or entitlements inherent in the Options and the Grantee will not be entitled to participate in new issues of capital offered to shareholders of the Company (Shareholders) during the currency of the Options. However, the Company will ensure that for the purpose of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue is announced in order to give the Grantee the opportunity to exercise its Options prior to the date for determining entitlements to participate in any such issue.
- 8. If there is a bonus issue to the holder of Shares, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the Grantee would have received if the Option had been exercise before the record date for the bonus issue. No change will be made to the Exercise Price.
- 9. In the event of any reorganisation (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of the Grantee, including the number of Options or the Option exercise price or both, will be changed to the extent necessary to comply with the Listing Rules of ASX applying to a reorganisation of capital at the time of the reorganisation.

- The Grantee will be sent all communications sent to Shareholders, but Options do not confer any right to attend or vote at meetings of Shareholders.
- 11. Notices may be given by the Company to the Grantee in the manner provided by the Company's Constitution for the giving of notices to Shareholders, and the relevant provisions of the Company's Constitution apply with all the necessary modification to notices to the Grantee.



TRY MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

Lodge your vote:

Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia

Alternatively you can fax your form to (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only (custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505 (outside Australia) +61 3 9415 4000

Proxy Form XX



Vote online

- •Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: 19999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



🌣 For your vote to be effective it must be received by 12:00pm (Perth time) Sunday, 8 October 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged 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, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE, or turn over to complete the form



MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

Change of address. If incorrect,
mark this box and make the
correction in the space to the left.
Securityholders sponsored by a
broker (reference number
commences with 'X') should advise
your broker of any changes



Proxy Form

I 999999999 to indicate your directions Appoint a Proxy to Vote on Your Behalf XX I/We being a member/s of Troy Resources Limited hereby appoint PLEASE NOTE: Leave this box blank if the Chairman you have selected the Chairman of the Meeting. Do not insert your own name(s). of the Meeting or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Troy Resources Limited to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Tuesday, 10 October 2017 at 12:00pm (Perth time) and at any adjournment or postponement of that meeting PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your STEP 2 Items of Business behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. Against Abstain 60x Resolution 1 Ratification of the issue of Investec Shares Resolution 2 Ratification of the issue of Investec Options Resolution 3 Approval of the Authority to Place Shares

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Individual or Securityholder 1	Securityholder 2	Securityholder 2		Securityholder 3		
Sole Director and Sole Company Secretary	Director		Director/Comp	any Secretary		
Sole Director and Sole Company Secretary	Director	Contact	Director/Comp	any Secretary		
Contact Name		Daytime Telephone		Date	1	1