
ABM RESOURCES NL

ACN 009 127 020

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2.00 pm

DATE: 29 November 2017

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

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

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

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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 Meeting relates will be held at 2.00 pm (WST) on 29 November 2017 at BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 4.00 pm (WST) on 27 November 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

VOTING IN PERSON

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

VOTING BY PROXY

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

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

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

The Proxy Form (and any power of attorney under which it is signed) must be received at the address set out below not later than 2.00 pm (WST) on 27 November 2017 (being not

less than 48 hours before the commencement of the Annual General Meeting). Any Proxy Forms received after that time will not be valid for the Annual General Meeting.

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

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

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

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 together with the directors' report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding ordinary Resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2017 be adopted.”

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

Voting Restrictions:

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

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

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the voter is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and

- (ii) expressly authorises the Chairman to exercise the proxy even if the 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 MARK FAUL

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

“That, for the purposes of clause 13.4 of the Constitution, Listing Rule 14.4, and for all other purposes, Mr Mark Faul, a Director who was appointed on 12 June 2017, and who is retiring in accordance with clause 13.4 of the Constitution, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR TOMMY MCKEITH

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

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Tommy McKeith, a Director retiring by rotation, and being eligible, is re-elected as a Director.”

SPECIAL BUSINESS

4. RESOLUTION 4 – APPROVAL OF THE ISSUE OF SECURITIES UNDER THE ABM SHARE OPTION PLAN

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

“That approval is given for the adoption of the ABM Share Option Plan and the issue or grant from time to time of securities in the Company under the ABM Share Option Plan for the purpose of Listing Rule 7.2, exception 9.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 4 by Mr Brett Smith and any associates of Mr Brett Smith. 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, if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Further, in accordance with the Corporations Act, a vote on Resolution 4 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, a person (the voter) described above may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 4; or
- the voter is the Chairman and the appointment of the Chairman as proxy:

- does not specify the way the proxy is to vote on Resolution 4; and
- expressly authorises the Chairman to exercise the proxy even though Resolution 4 is connected directly with the remuneration of a member of the Key Management Personnel.

5. RESOLUTION 5 – APPROVAL OF GRANT OF OPTIONS TO PACIFIC ROAD CAPITAL MANAGEMENT PTY LTD AS NOMINEE OF MS SUSAN CORLETT

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

“That, for the purpose of Listing Rule 10.14 and for all other purposes, approval is given for the grant of 1,500,000 options to Pacific Road Capital Management Pty Ltd (as nominee for Ms Susan Corlett) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 5 by Mr Smith and Pacific Road Capital Management Pty Ltd and any associate of Mr Smith or Pacific Road Capital Management Pty Ltd. 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, if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Further, in accordance with the Corporations Act, a vote on Resolution 5 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, a person (the voter) described above may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 5; or
- the voter is the Chairman and the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on Resolution 5; and
 - expressly authorises the Chairman to exercise the proxy even though Resolution 5 is connected directly with the remuneration of a member of the Key Management Personnel.

6. RESOLUTION 6 – APPROVAL OF GRANT OF OPTIONS TO MR BRETT SMITH

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

“That, for the purpose of Listing Rule 10.14 and for all other purposes, approval is given for the grant of 1,500,000 options to Mr Brett Smith (and/or his nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 6 by Mr Smith and any associate of Mr Smith. 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, if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Further, in accordance with the Corporations Act, a vote on Resolution 6 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, a person (the voter) described above may cast a vote on the Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 6; or
- the voter is the Chairman and the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on Resolution 6; and
 - expressly authorises the Chairman to exercise the proxy even though Resolution 6 is connected directly with the remuneration of a member of the Key Management Personnel.

7. RESOLUTION 7 – ADOPTION OF NEW CONSTITUTION

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the constitution of the Company be repealed, and for the purposes of section 136(1) and section 648G of the Corporations Act and for all other purposes, the new constitution be adopted, with effect from the close of this meeting, in the form and content tabled at this meeting and signed by the Company Secretary for the purpose of identification as the new constitution of the Company.”

8. RESOLUTION 8 – APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY

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

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

Voting Exclusion: The Company will disregard any votes cast on this Special Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, (except a benefit solely in the capacity of a holder of Shares) and any of their associates if the Special Resolution is passed. However, the Company need not disregard a vote if:

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

- (b) it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.
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DATED: 17 OCTOBER 2017
BY ORDER OF THE BOARD



JUTTA ZIMMERMANN
COMPANY SECRETARY

EXPLANATORY STATEMENT

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

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the directors' report and the auditor's report.

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

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

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

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2017.

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

2.2 Voting consequences

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

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

All of the Directors of the Company who were in office when the directors' report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the Managing Director, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

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

At the Company's 2016 annual general meeting the votes cast against the Remuneration Report considered at that Annual General Meeting were less than 25%. Accordingly, a Spill Resolution is not capable of being put for this Annual General Meeting.

2.3 Directors' Recommendation

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR MARK FAUL

3.1 Background

Clause 13.4 of the Constitution provides that the existing Directors may at any time appoint a Director either to fill a casual vacancy or as an addition to the existing Directors, but that any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election.

Listing Rule 14.4 also provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity.

On 12 June 2017, Mr Mark Faul was appointed as a Director of the Company and in accordance with clause 13.4 of the Constitution and Listing Rule 14.4, now retires and seeks re-election at the Annual General Meeting.

Mr Faul has 12 years of mining engineering and mine management experience across a variety of mineral commodities in both small and large company environments. He has held roles with Mount Isa Mines and WMC Resources, and various junior exploration and mining companies. His direct resource company experience was followed by 19 years of international resources corporate advisory and investment banking experience with RMB Resources (wholly owned by FirstRand in South Africa), principally in providing equity and debt finance for project acquisition, mine development and general corporate funding. Mark is currently an Investment Director with resources private equity funds manager Pacific Road Capital. Mr Faul holds a BE Mining (Hons), MBA, MAppFin, is a Member of AusIMM and an AICD Graduate.

3.2 Directors' Recommendation

Other than Mr Faul (who is standing for re-election), the Directors recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTIONS 3 – RE-ELECTION OF DIRECTOR – MR TOMMY MCKEITH

4.1 Background

Listing Rule 14.4 provides that a Director (excluding the Managing Director) must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer. However, a Director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

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

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. The Managing Director of the Company is not required to retire by rotation in accordance with clause 17.4 of the Constitution.

In accordance with clause 13.2 of the Constitution, Mr McKeith retires by rotation and seeks re-election.

Mr McKeith is a resource company executive with 28 years' experience in various exploration, business development, mine geology and executive leadership roles. He has led exploration teams to several significant discoveries and concluded several significant business development transactions. Mr McKeith was formerly Executive Vice President: Growth and International Projects for Gold Fields Ltd, where he was responsible for global exploration and project development. He has also served as CEO of Troy Resources Ltd and held non-executive director roles at Sino Gold Ltd and Avoca Resources. He is currently a non-executive director of Evolution Mining Ltd (since February 2014) and principal in various private resource investment companies.

Mr McKeith is currently the Chairman of the Company.

4.2 Directors' Recommendation

Other than Mr McKeith (who is standing for re-election), the Directors recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – APPROVAL OF THE ISSUE OF SECURITIES UNDER THE ABM SHARE OPTION PLAN

5.1 Background

The Company has established the ABM Share Option Plan ("Plan") under its overall remuneration strategy to provide full-time and part-time employees, executives, senior management and Directors of the Company, and other persons determined by the Board to be treated as employees ("Eligible Employees") with an additional incentive to increase profitability and returns to Shareholders. It is expected that the Plan will also assist the Company to attract and retain key employees, directors and executives.

5.2 Reason for approval

Under Listing Rule 7.1, the Company must not issue equity securities of more than 15% of its total securities in a 12 month period. However, Listing Rule 7.2 (exception 9) provides an exception to Listing Rule 7.1 in respect of the issue of securities under an employee incentive scheme that has been approved by Shareholders within 3 years before the issue of such securities. For the purposes

of the Listing Rules, the Plan is an employee incentive scheme. On that basis, the Company seeks the approval of Shareholders for the establishment of the Plan and the issue or grant of securities from time to time under the Plan.

5.3 Other information

The grant of options to a Director (or an associate of a Director) will require Shareholder approval in accordance with the Listing Rules.

This is the first time that the Company is seeking approval of the Plan. However, options have been granted to employees under the Plan previously.

A summary of the terms of the Plan is set out in Annexure A. To request a copy of the Plan, please contact the Company Secretary.

5.4 Directors' Recommendation

Other than Mr Smith (who is eligible to participate in the Plan), the Directors recommend that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – APPROVAL OF GRANT OF OPTIONS TO PACIFIC ROAD CAPITAL MANAGEMENT PTY LTD AS NOMINEE OF MS SUSAN CORLETT

6.1 Background

The Company proposes to grant 1,500,000 options to Pacific Road Capital Management Pty Ltd (as nominee of former Director Ms Susan Corlett), pursuant to an offer made by the Company to Ms Corlett in November 2016 that in recognition of the Company not paying Ms Corlett any cash remuneration for her director services, the Company would grant Ms Corlett (or her nominee) 1,500,000 options under the Company's Share Option Plan (subject to Shareholder approval).

Ms Corlett nominated Pacific Road Capital Management Pty Ltd as the recipient of the options. No further options will be issued to nominee directors of Pacific Road Capital Management at this point in time.

The Company proposes to grant the options for nil consideration, with an exercise price equal to 145% of the VWAP of the Shares of the Company on the five trading days up to and including to 15 November 2016 (being \$0.133 per option), vesting when granted and expiring four years after they are granted.

6.2 Reason for Approval

Listing Rule 10.14 requires Shareholder approval for the issue of securities by a company to an associate of a related party of the company, which includes a person who was a director of the company in the past six months and any person who is an associate of that person. If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

Chapter 2E of the Corporations Act requires a public company to obtain the approval of its shareholders in order to give a benefit to a related party, unless an exception applies.

The grant of options by the Company constitutes the giving of a benefit for the purposes of Chapter 2E of the Corporations Act. Further, as a former Director within the last six months before the date of this meeting, Ms Corlett is a related party of the Company at the time of the agreement.

The Company considers that the exception set out in section 211 of the Corporations Act (remuneration and reimbursement) applies to the proposed grant of options to Pacific Road Capital Management Pty Ltd as nominee of Ms Corlett. On that basis, the Company is not seeking the approval of Shareholders for the purposes of Chapter 2E of the Corporations Act.

6.3 Specific Information required by Listing Rule 10.15

Listing Rule 10.15 requires that certain information be provided to Shareholders for the purposes of obtaining Shareholder approval under Listing Rule 10.14. This information is as follows:

- (a) The person to whom options will be granted if Resolution 5 is passed is Pacific Road Capital Management Pty Ltd as nominee of Ms Corlett. Ms Corlett was a Director of the Company until 29 May 2017 and Pacific Road Capital Management Pty Ltd is an associate of Ms Corlett.
- (b) The maximum number of options to be granted to persons for whom approval is required is 3,000,000 (comprising the grant of 1,500,000 options to Pacific Road Capital Management Pty Ltd if Resolution 5 is passed and the grant of 1,500,000 options to Mr Smith if Resolution 6 is passed).
- (c) The options will have a grant price of nil and will therefore be granted for nil consideration.
- (d) No persons referred to in Listing Rule 10.14 have previously been granted options under the Plan.
- (e) Mr Smith is the only current Director entitled to participate in the Plan.
- (f) A voting exclusion statement is included in the Notice of Meeting.
- (g) No loan will be provided in relation to the grant of the options.
- (h) It is intended that the options will be granted no later than one month after the date of the Meeting.

6.4 Directors' Recommendation

Other than Mr Smith (to whom options are to be granted if Resolution 6 is passed) and Mark Faul (who is an associate of Pacific Road Capital Management Pty Ltd), the Directors recommend that Shareholders vote in favour of Resolution 5.

7. RESOLUTION 6 – APPROVAL OF GRANT OF OPTIONS TO MR BRETT SMITH

7.1 Background

The Company proposes to grant 1,500,000 options to Non-Executive Director Mr Smith (and/or his nominees), pursuant to an offer made by the Company to Mr Smith in November 2016 that in recognition of the Company not paying Mr Smith any cash remuneration for his director services, the Company would grant Mr Smith (and/or his nominees) 1,500,000 options under the Company's Share Option Plan (subject to Shareholder approval).

The Company proposes to grant the options for nil consideration, with an exercise price equal to 145% of the VWAP on the five trading days up to and

including to 15 November 2016 (being \$0.133 per option), vesting when granted and expiring four years after they are granted.

7.2 Reason for Approval

Listing Rule 10.14 requires Shareholder approval for the issue of securities by a company to a related party of a company, which includes a director. If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

Chapter 2E of the Corporations Act requires a public company to obtain the approval of its shareholders in order to give a benefit to a related party, unless an exception applies.

The grant of options by the Company constitutes the giving of a benefit for the purposes of Chapter 2E of the Corporations Act.

The Company considers that the exception set out in section 211 of the Corporations Act (remuneration and reimbursement) applies to the proposed grant of options to Mr Smith. On that basis, the Company is not seeking the approval of Shareholders for the purposes of Chapter 2E of the Corporations Act.

7.3 Specific Information required by Listing Rule 10.15

Listing Rule 10.15 requires that certain information be provided to Shareholders for the purposes of obtaining Shareholder approval under Listing Rule 10.14. This information is as follows:

- (a) The person to whom options will be granted if Resolution 6 is passed is Mr Smith (and/or his nominees).
- (b) The maximum number of options to be granted to persons for whom approval is required is 3,000,000 (comprising the grant of 1,500,000 to Pacific Road Capital Management Pty Ltd if Resolution 5 is passed and the grant of 1,500,000 options to Mr Smith if Resolution 6 is passed).
- (c) The options will have a grant price of nil and will therefore be granted for nil consideration.
- (d) No persons referred to in Listing Rule 10.14 have previously been granted options under the Plan.
- (e) Mr Smith is the only person currently entitled to participate in the Plan.
- (f) A voting exclusion statement is included in the Notice of Meeting.
- (g) No loan will be provided in relation to the grant of the options.
- (h) It is intended that the options will be granted no later than one month after the date of the Meeting.

7.4 Directors' Recommendation

Other than Mr Smith (to whom options are to be granted if Resolution 6 is passed), the Directors recommend that Shareholders vote in favour of Resolution 6.

8. RESOLUTION 7 – ADOPTION OF NEW CONSTITUTION

8.1 General

Resolution 7 seeks shareholder approval to adopt a new Constitution.

A constitution is a contract between a company and each member, a company and each director, and a member and each other member. The constitution governs a company's internal management including the operations of a company and its business, its employees and officers, dealings with equity in a company and the procedure for directors' and members' meetings. A constitution may displace or modify the rules set out in the Corporations Act that may otherwise apply.

The Board has decided to seek Shareholder approval to adopt a new Constitution (**Proposed Constitution**).

Under section 136 of the Corporations Act, a company can repeal its constitution and adopt a new constitution as its constitution. This resolution seeks shareholder approval to repeal the Constitution and replace it with the Proposed Constitution.

A summary of the material differences between the Constitution and the Proposed Constitution and information in respect of the partial takeover plebiscites are set out below. Many of the proposed changes are administrative or minor in nature and the Directors believe they are not material nor will they have any significant impact on shareholders.

The Proposed Constitution is available for review on the Company's website (www.abmresources.com.au) and during normal hours at the Company's registered office. A copy of the Proposed Constitution will also be sent to shareholders upon request to the Company Secretary ((+61 8) 9423 9777).

8.2 Clause 11.3 Cancellation of a General Meeting

The Proposed Constitution clarifies the circumstances in which the Directors may cancel or change the venue of a general meeting, including if they consider that the meeting has become unnecessary, the venue would be unreasonable or impractical, or a change is necessary in the interests of conducting the meeting efficiently.

However, the Proposed Constitution also makes it clear that a meeting which is not called by a Directors' resolution or which is called in accordance with a members' requisition under the Corporations Act, may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.

8.3 Clause 13 – Appointment and retirement of Directors

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

The Proposed Constitution removes this requirement and replaces it with a requirement that to the extent that the Listing Rules require an election of Directors to be held and no Director would otherwise be required to submit for election or re-election, the Director to retire is any Director who wishes to retire and offer himself or herself for re-election. If no Director wishes to retire, the Director who has been longest in office since their last election or appointment (excluding the Managing Director) is required to retire. Where Directors were last elected or appointed on the same day, the Director to retire will be decided by lot (unless they can agree among themselves).

The eligibility for a person to be elected as a Director of the Company at a general meeting has also been revised, such that a person is only eligible if:

- the person is in office as a Director immediately before the general meeting;
- the person has been nominated by the Directors for election at the general meeting;
- in any other case not less than the number of members specified in the Corporations Act as being required to give notice of a resolution at a general meeting of the Company have:
 - at least 35 business days; or
 - in the case of a general meeting which the Directors have been duly requested by members under the Corporations Act to call, at least 30 business days,

but, in each case, no more than 90 business days, before the meeting given the Company:

- a notice signed by the members stating their intention to nominate the person for election; and
- a notice signed by the person so nominated stating his or her consent to the nomination.

In addition, the Proposed Constitution provides that a partner, employer or employee of an auditor of the Company may not be appointed or elected as a Director.

8.4 Clause 25.1 – Service

The Proposed Constitution clarifies that notices may be served by electronic means (including providing a URL link to any document or attachment).

8.5 Clause 35 – Partial takeover plebiscite provisions

The Corporations Act permits a company to include provisions in its constitution dealing with a proportional takeover offer of a company's shares (known as proportional takeover provisions or partial takeover plebiscite provisions). Under such provisions, if offers are made under a proportional takeover bid for securities of a company, the registration of a transfer giving effect to a takeover contract for the bid is prohibited unless and until a resolution to approve the bid is passed in accordance with the provisions.

If a company has included such provisions in its constitution, the Corporations Act provides that they apply for up to three years. As such, if the Proposed Constitution is approved, the provisions in the Proposed Constitution will need to be renewed by way of shareholder approval every three years (or a shorter period if provided for in the constitution) for them to continue to take effect.

Proportional partial takeover plebiscite provisions were adopted by the Company at its 2011 annual general meeting held on 30 November 2011 and renewed on 30 November 2014. The Proposed Constitution contains partial takeover plebiscites in the same form as is currently contained in the Constitution.

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

The effect of having the Partial Takeover Plebiscite Provisions

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

The effect of incorporating the proportional takeover provisions in the Proposed Constitution is that where an offer has been made under a proportional off-market bid in respect of a class of securities of the Company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed in accordance with the provisions of the Constitution.

Reasons for proposing the Partial Takeover Plebiscite Provisions

The Directors believe that Shareholders should be entitled to vote on whether a proportional takeover bid ought to proceed, given such a bid might otherwise allow control of the Company to change without Shareholders being given the opportunity to sell all of their Shares for a satisfactory price. This may result in the existing Shareholders being exposed to the risk of being left as minority shareholders in the Company and of the bidder being able to acquire control of the Company without payment of an adequate, or any, premium for control of their Shares. As there is a risk that the market price of the Company's Shares will decrease as a result of the proportional takeover bid, there is also a risk that Shareholders may suffer loss without having had an opportunity to dispose of their Shares. The Directors consider that, given this risk, it is appropriate that Shareholders be given the opportunity to determine whether or not to approve a proposed proportional takeover offer.

The Directors also believe that the right to vote on a proportional takeover bid may avoid Shareholders feeling pressure to accept the bid, even if they do not want the bid to succeed.

What is required under the Partial Takeover Plebiscite Provisions

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

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

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

The bid will be taken to have been approved if the resolution is not voted on within the deadline specified under the Constitution. The partial takeover plebiscite provisions in the Proposed Constitution do not apply to full takeover bids.

No person to acquire or increase its substantial interest

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

Potential advantages and disadvantages to Directors

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

Potential advantages to Shareholders

The potential advantages for Shareholders of including these provisions in the Proposed Constitution are that the provisions:

- provide Shareholders with greater control over the destiny of their Company, by having an opportunity to consider a proportional takeover offer and vote on whether to approve a proportional takeover bid;
- give Shareholders the opportunity to prevent the bid from proceeding if Shareholders so desire by voting against the bid and should increase the likelihood that the terms of any proportional takeover offers are attractive to a majority of Shareholders;
- may dissuade bidders considering a proportional takeover bid for the Company that will not be favourable to Shareholders on the basis that such a bid is unlikely to receive approval from the Shareholders;
- may increase the likelihood that any takeover bid would be a full takeover bid, therefore giving Shareholders an opportunity to sell all of their Shares rather than a proportion; and
- enable the Directors to formally ascertain the views of Shareholders in respect of a proportional takeover offer.

Potential disadvantages to Shareholders

The potential disadvantages for shareholders of including these provisions in the New Constitution are that the provisions:

- place procedural hurdles in the way of proportional takeover bids, potentially denying Shareholders an opportunity to sell some of their Shares at an attractive price to persons seeking control of the Company;
- may discourage those considering making proportional takeover bids in respect of the Company from making such a bid because of the uncertainty of whether Shareholders will approve the bid, again potentially denying the Shareholders an opportunity to sell their Shares;
- may diminish the prospective takeover element of the market price of the Shares by their existence; and
- may deny an individual Shareholder the opportunity to accept a proportional takeover bid if a majority of Shareholders do not vote in favour of approving the bid.

However, the Directors believe that the views of Shareholders being obtained should not adversely affect any offer which is attractive to the majority of shareholders.

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

While the partial takeover plebiscite provisions in the Constitution have previously been in effect in the Constitution, there have been no full or proportional takeover bids for the Company.

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

8.6 Directors' Recommendation

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

9. RESOLUTION 8 - APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY

9.1 Background

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

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX300 Index and has a market capitalisation of \$300 million or less. On 27 August 2017, the closing price of Shares was \$0.135 per Share and the Company had 375,157,803 Shares on issue, meaning the market capitalisation of the Company on 27 August 2017 was approximately \$50,646,303.

As the market capitalisation of the Company is less than \$300 million and the Company is not included in the S&P/ASX 300 Index, the Company is an eligible entity. In order for the Company to utilise the additional capacity to issue Equity Securities under Listing Rule 7.1A, it must remain compliant with the requirements of Listing Rule 7.1A at the date of the Meeting.

The Company is now seeking shareholder approval by way of a Special Resolution, which requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative), to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

9.2 Number of Equity Securities

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

(A x D) – E

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

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

D is 10%.

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

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

At the date of this Notice, the Company has on issue 375,157,803 Shares. As such, provided that Resolution 8 is passed, the Company will have capacity to issue:

- (a) 56,273,670 Equity Securities under Listing Rule 7.1 and
- (b) 37,515,780 Equity Securities under Listing Rule 7.1A (subject to approval of this Resolution 8).

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

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

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

9.3 Specific information required by Listing Rule 7.3A

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

(a) Minimum issue price

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

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

(b) Risk of economic and voting dilution

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

There is a risk that:

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

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

The Table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements

under Listing Rule 7.1 that are approved at a future meeting of Shareholders; and

- (ii) two examples where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

TABLE

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0675 50% decrease in issue price	\$0.135 Issue Price	\$0.270 100% increase in issue price
Current Variable A	10% voting dilution	37,515,780 Shares	37,515,780 Shares	37,515,780 Shares
375,157,803 Shares	Funds raised	\$2,532,315.15	\$5,064,630.30	\$10,129,260.60
50% increase in current Variable A	10% voting dilution	56,273,670 Shares	56,273,670 Shares	56,273,670 Shares
562,736,705 Shares	Funds raised	\$3,798,472.73	\$7,596,945.45	\$15,193,890.90
100% increase in current Variable A	10% voting dilution	75,031,560 Shares	75,031,560 Shares	75,031,560 Shares
750,315,606 Shares	Funds raised	\$5,064,630.30	\$10,129,260.60	\$20,258,521.20

The Table has been prepared on the following assumptions:

- The Company issues the maximum number of Shares available under the 10% Additional Placement Capacity.
- No unlisted options (including any unlisted options issued under the 10% Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The Table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The Table shows only the effect of issues of Shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue price of 13.5 cents per Share, being the closing price of Shares on 27 August 2017.

(c) **Timing**

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

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

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

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

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

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

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

(e) **Allocation policy**

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

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

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

(f) **Equity Securities issued by the Company**

The Company issued no Equity Securities in the 12 months preceding the date of this Meeting.

9.4 Voting Exclusion

A voting exclusion statement is set out in this Notice. As at the date of this Meeting, the Company has not invited any existing Shareholder to participate in any issue of Equity Securities under Listing Rule 7.1A and as such, no Shareholders will be excluded from voting on Resolution 8.

9.5 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 8.

9.6 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 8.

A copy of the Constitution is available on request.

GLOSSARY

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

ASX means ASX Limited.

Board means the current board of Directors of the Company.

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

Chairman means the chairman of the Company elected under clause 15.9 of the Constitution.

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)*.

Closing Market Price means the closing price of the Company's Shares on the market for trading in securities operated in Australia by the ASX.

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

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company and **Director** means any of them.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Group means the Company and its subsidiaries;

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

Listing Rules means the listing rules of ASX.

Managing Director means the person appointed as the managing director of the Company from time to time;

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

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the directors' report section of the Company's annual financial report for the year ended 30 June 2017.

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

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

Shareholder means a holder of a Share.

VWAP means the volume weighted average Share price.

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

Certificate of Appointment of Corporate Representative

Shareholder Details

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

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

The Company has appointed:

.....
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of ABM Resources NL to be held on 29 November 2017 and at any adjournments of that meeting/all meetings of the members of ABM Resources NL.

DATED 2017

Please sign here

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

.....
Director

.....
Director/Secretary

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

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

.....
Signature of authorised representative

Instructions for Completion

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

ANNEXURE A
TERMS OF THE PLAN

Eligibility	<p>The Board may, in its absolute discretion, issue written invitations to Eligible Employees selected by the Board inviting them to apply for options under the Plan.</p> <p>“Eligible Employees” under the Plan are employees, executives, senior management and Directors of the Company, and other persons determined by the Board to be treated as employees.</p>
Grant of options	<p>If the Company receives a valid application for options from an Eligible Employee under the Rules of the Plan, the Company may at the discretion of the Board grant options to that Eligible Employee.</p> <p>The grant of options under the Plan is subject to receipt of any necessary Shareholder or other approvals under the Listing Rules, the Corporations Act and any other law applicable to the Company.</p>
Maximum number of options	<p>The Company must not grant options if such grant would result in any maximum threshold specified under any applicable Listing Rules, under the Corporations Act, or any other law applicable to the Company being exceeded.</p>
No quotation	<p>The Company will not apply to the ASX for the quotation of any options granted under the Plan. The Company will make an application for the quotation of Shares issued upon the exercise of any options under the Plan.</p>
Expiry of options	<p>Options will expire and lapse on the expiry date determined by the Board.</p> <p>Where a participant ceases to be an employee of the Company, unvested options held by that participant will automatically expire and lapse, and the expiry and lapse of vested options held by the participant will accelerate,</p>
Exercise of options	<p>An option granted under the Plan may only be exercised if it has vested and has not expired.</p> <p>If a participant does not exercise all of their options, they must only exercise options in multiples of 1,000.</p> <p>Shares issued on exercise of the options will rank equally with all existing Shares from the date of the issue of such Shares.</p>
Transfer	<p>The rights and entitlements of a participant to options may not be transferred, assigned, encumbered or otherwise disposed of by the participant except in certain circumstances.</p>
Loan	<p>The Directors may offer a loan to a participant who holds an option for the amount of the exercise price in order to enable the participant to pay the exercise price.</p> <p>Where the participant:</p> <ul style="list-style-type: none"> • ceases to be an employee of the Company, an Associated Body Corporate, or of any other entity in the

	<p>Group, as the case may be;</p> <ul style="list-style-type: none"> • fails to comply with a term or condition of the loan or the Plan; or • becomes bankrupt, <p>the Company may purchase the Shares from the participant or direct that such Shares be sold to a nominee of the Company at a price that is the lesser of the purchase price of the Shares paid by the participant and the market price at the date of such disposition.</p> <p>The Company will then apply the proceeds from the disposal of the Shares towards satisfaction of any amounts outstanding under or in connection with the Loan.</p>
Reconstruction of capital	<p>In the event of any reconstruction of the issued capital of the Company between the date of grant of the options and the exercise of the options, the number of Shares to which the holder will become entitled on the exercise of the options will be adjusted.</p>
Termination	<p>The Plan may be determined at any time by resolution of the Board.</p>

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ABM RESOURCES NL

ACN: 009 127 020

REGISTERED OFFICE:LEVEL 1
141 BROADWAY
NEDLANDS WA 6009

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SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

ABU

Holder Number:

PROXY FORM

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

**VOTE
ONLINE**Lodge your proxy vote securely at www.securitytransfer.com.au

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

SECTION A: Appointment of Proxy

I/We, the above named, being registered holder/s of shares in the Company and entitled to attend and vote hereby appoint:

 Chairperson of the Meeting
OR

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote or abstain from voting in accordance with the following directions (or if no directions have been given and to the extent permitted by law, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 2:00pm WST on Wednesday 29 November 2017 at BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia and at any adjournment of that meeting.

Where I/we have appointed the Chairperson of the Meeting as my/our proxy (or the Chairperson of the Meeting becomes my/our proxy by default), I/we expressly authorise the Chairperson of the Meeting to exercise my/our proxy on resolutions 1, 4, 5 and 6 (except where I/we have indicated a different voting intention by marking the boxes in section B below) notwithstanding that resolutions 1, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions.

In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*	For	Against	Abstain*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Adoption of New Constitution	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director - Mr Mark Faul	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Approval of 10% Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director - Mr Tommy McKeith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
4. Approval of the Issue of Securities under the ABM Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
5. Approval of Grant of Options to Pacific Road Capital Management Pty Ltd as nominee of Ms Susan Corlett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
6. Approval of Grant of Options to Mr Brett Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 2:00pm WST on Monday 27 November 2017.

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My/Our contact details in case of enquiries are:

Name:

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Number:

(

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

)

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

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

Security Transfer Australia Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 52 Collins Street West VIC 8007
Street Address	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
Telephone	1300 992 916
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

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

