



(ABN 64 107 985 651)

NOTICE OF 2017 ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

AND

PROXY FORM

Date of Meeting

Wednesday, 29 November 2017

Time of Meeting

10.00 am

Place of Meeting

Ground Floor
10 Outram Street
WEST PERTH WA 6005

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

*The **2017 Annual Report** may be viewed on the Company's website at www.meteoric.com.au*

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METEORIC RESOURCES NL
ABN 64 107 985 651
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Meteoric Resources NL (**Company**) will be held at Ground Floor, 10 Outram Street, West Perth, Western Australia on Wednesday, 29 November 2017 at 10.00 am (WST) (**Meeting**) for the purpose of transacting the following business.

2017 Financial Statements

To receive the financial statements of the Company for the year ended 30 June 2017 consisting of the annual financial report, the directors' report and the auditor's report.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following **advisory only resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company's 2017 Annual Report be and is hereby adopted."

Voting Prohibition: A vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Key Management Personnel or a Closely Related Party of such a member. However, such a person may cast a vote on the Resolution if the vote is not cast on behalf of such a person and the person:

- (a) is appointed as a proxy by writing that specifies the way the proxy is to vote; or
- (b) is the Chair of the meeting and the appointment of the Chair as proxy expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

A vote cast in contravention of this prohibition will be taken not to have been cast.

Resolution 2 – Re-election of Graeme Clatworthy as a Director

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

"That Graeme Clatworthy, having retired as a Director of the Company in accordance with the Company's Constitution and, being eligible, having offered himself for re-election, is re-elected a Director of the Company."

Resolution 3 – Ratification of Appointment of Shastri Ramnath as a Director

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

"That Shastri Ramnath who was appointed as a Director on 1 October 2017 and in accordance with Clause 69.1 of the Company's Constitution holds office until this Annual General Meeting, and who is eligible and offers herself for re-election, be re-elected as a Director of the Company."

Resolution 4 – Ratification of Issue of Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the issue of 13,548,795 Shares to persons and on the terms set out in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 4 by persons who participated in the issue and/or any Associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 5 – Approval of 10% Placement Facility

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That approval is given for the Company to have the additional capacity (i.e., 10% Placement Capacity) to issue Equity Securities under Listing Rule 7.1A, for the period specified in Listing Rule 7.1A.1 and in accordance with the formula prescribed in Listing Rule 7.1A.2."

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 5 by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. However, the Company will not disregard a vote 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 cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

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A Proxy Form is attached.

To be valid, properly completed Proxy Forms must be received by the Company no later than 10.00 am (WST) on Monday 27 November 2017:

- | | |
|--|---|
| <ul style="list-style-type: none">• by post to:
Security Transfer Australia Pty Ltd
PO Box 52
Collins Street West VIC 8007 | <p>by delivery to:
Security Transfer Australia Pty Ltd
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000</p> |
| <ul style="list-style-type: none">• by facsimile on +61 8 9315 2233 | <p>by email to registrar@securitytransfer.com.au</p> |

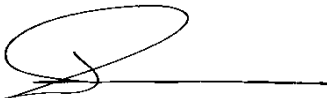
The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the meeting.

The Explanatory Memorandum and the Proxy Form are part of this Notice.

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding Shares at 10.00 am (WST) time on Monday 27 November 2017 will be entitled to attend and vote at the AGM.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Memorandum.

By order of the Board and dated 20 October 2017.



Rudolf Tieleman
Company Secretary

PROXIES

A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.

A proxy may, but need not be, a Shareholder of the Company.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer duly authorised.

The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the meeting. For the convenience of Shareholders a Proxy Form is enclosed.

CORPORATIONS

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company before the meeting.

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the Shareholders of Meteoric Resources NL ABN 64 107 985 651 (**Company**) in connection with the business to be conducted at the Annual General Meeting of the Company to be held at Ground Floor, 10 Outram Street, West Perth, Western Australia, on Wednesday 29 November 2017 commencing at 10.00 am (WST).

This Explanatory Memorandum should be read in conjunction with, and form part of, the accompanying notice.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Memorandum.

At the AGM, Shareholders will be asked to consider Resolutions to:

- adopt the Remuneration Report;
- re-elect Mr Graeme Clatworthy as a Director, who retires by rotation in accordance with the Company's Constitution;
- ratify the appointment of Ms Shastri Ramnath as a director;
- ratify the issue of shares; and
- approve a 10% Placement Facility;

Financial and Other Reports

As required by Section 317 of the Corporations Act, the financial statements for the year ended 30 June 2017 and the accompanying directors' report and auditor's report will be laid before the meeting.

Neither the Corporations Act, nor the Company's Constitution requires a vote on the reports. However, the Shareholders will have an opportunity to ask questions about the reports at the AGM.

Resolution 1 – Remuneration Report

1.1 Introduction

As required by the Corporations Act, the Board has presented the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The Remuneration Report contains:

- information about the Board's policy for determining the nature and amount of remuneration of the Directors and senior executives of the Company;
- a description of the relationship between the Company's remuneration policy and the Company's performance;
- a summary of performance conditions for each of the Directors and senior executives, including a summary of why they were chosen and how performance is measured against them; and
- remuneration details for each Director and for each of the Company's specified executives.

The Remuneration Report, which is part of the Annual Report, has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the Annual Report are available on the Company's web site www.meteoric.com.au.

1.2 Voting on the Remuneration Report

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any persons falling within either of the following classes:

- (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 described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that directs how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of the key management personnel.

The Chairman will cast available proxies in favour of Resolution 1.

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Resolution 2 – Re-election of Graeme Clatworthy as a Director

2.1 Introduction

Mr Clatworthy was appointed as a director on 29 November 2012.

In accordance with Listing Rule 14.4, no director of the Company may hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever period is longer. The Company's Constitution also requires that one third of the Company's directors must retire at each AGM. Accordingly, Mr Clatworthy will retire by rotation and, being eligible, offers himself for re-election.

Resolution 2 is an ordinary resolution, requiring a simple majority of eligible votes cast by the Shareholders if it is to be passed.

2.2 Director's Biography

Mr Clatworthy holds a Bachelor of Business Degree majoring in Accounting. He accumulated over 28 years of experience in the stockbroking industry and has gained a vast understanding of the Australian Capital Markets. He is Executive Director of this company, Meteoric Resources NL (appointed 29 November 2012) and a consultant of Rift Valley Resources Ltd, each of which is ASX listed.

2.3 Directors' Recommendation

All the Directors except Mr Clatworthy recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Ratification of Appointment of Shastri Ramnath as a Director

3.1 Introduction

Ms Ramnath was appointed by the directors as a technical director on 1 October 2017.

Under Clause 69.1 of the Company's Constitution, the directors may at any time appoint a qualified person to be a Director, Under Clause 69.2, that person holds office until the next annual general meeting and is then eligible for re-election. Ms Shastri Ramnath now offers herself for re-election.

Resolution 3 is an ordinary resolution, requiring a simple majority of eligible votes cast by the Shareholders if it is to be passed.

3.2 Director's Biography

Ms Ramnath has more than 20 years' experience in exploration and mining during which she gained direct experience working on the Midrim and La Force projects recently acquired by Meteoric through its acquisition of Cobalt Canada. Whilst employed by FNX Mining Ltd as a geologist for special projects, Ms Ramnath was directly involved with exploration of Midrim and La Force, undertaking various technical activities on the Company's assets including drill program supervision. This level of direct experience will prove invaluable in the progression of exploration across the Belleterre-Angliers Greenstone Belt.

Throughout her 20 years in the exploration and mining industry, Ms Ramnath has gained extensive international experience, working on projects in Canada, the United States (Nevada), South America (Chile, Ecuador & Peru) and Africa (Guinea, Burkina Faso, Zambia, Namibia & South Africa).

She has extensive experience in Canadian mining and exploration including roles at Falconbridge Limited in Winnipeg, Manitoba, FNX Mining (now KGHM International) in Sudbury, Ontario, and as the President and Managing Director of Bridgeport Ventures, a TSX-listed junior exploration company.

3.3 Directors' Recommendation

All the Directors except Ms Ramnath recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Ratification of Issue of Shares

4.1 General

The Company issued 6,348,795 Shares on 22 August 2017 at an issue price of \$0.0316 per Share and 7,200,000 Shares on 25 September 2017 at a deemed issue price of \$0.041 per Share as part settlement for the acquisition of a geological database under its 15% placement capacity and now seeks to ratify the issue of those Shares.

Resolution 4 is proposed for the purposes of ASX Listing Rule 7.4 which provides that shareholders may ratify the issue of securities made without their prior approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such a ratification is to refresh the company's maximum discretionary power to issue further shares up to 15% of its' issued capital in circumstances contemplated by that Listing Rule.

The Company confirms that the issue of the Shares the subject of Resolution 4 did not breach ASX Listing Rule 7.1.

4.2 Listing Rules Notice Requirements

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) a total of 13,548,795 Shares were issued by the Company;
- (b) 6,348,795 Share were issued at a calculated issue price of \$0.0316 per Share and 7,200,000 Shares at a deemed issue price of \$0.041 per Share were issued as part settlement for the acquisition of a geological database;
- (c) the Shares issued were fully paid ordinary shares which rank equally with all other fully paid ordinary shares on issue;

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- (d) the 6,348,795 Shares were issued pursuant to an agreement announced to ASX on 26 May 2017 advising that the Company was to issue CAD\$200,000 worth of Shares (based on a 10-day volume weighted average price of Shares and the CAD:AUD exchange rate at the time of issue); and the 7,200,000 Shares were issued pursuant to an agreement announced to ASX on 1 September 2017 advising that the Company had acquired an extensive geological database; and
- (e) no funds were raised by the two issues.

4.3 Directors' Recommendation

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 5 – Approval of 10% Placement Facility

5.1 General

Under Listing Rule 7.1, subject to certain exceptions, a listed entity must not, without the approval of holders of ordinary securities, issue or agree to issue more Equity Securities than the number calculated according to the formula set out in that rule. The formula generally has the effect that, in addition to the exceptions provided, every listed entity has the ability (**15% Placement Capacity**) over any 12-month period to issue Equity Securities equal to 15% of its issued capital at the commencement of the 12-month period.

Under Listing Rule 7.1A, an "Eligible Entity" may also seek the approval of the holders of its ordinary securities by special resolution passed at an AGM to have the additional capacity (**10% Placement Capacity**) to issue Equity Securities under rule 7.1A. The exact formula for the 10% Placement Capacity is set out in Listing Rule 7.1A.2 and the approval period (**10% Placement Period**) to which it relates (generally 12 months) is set out in Listing Rule 7.1A.1 (refer to sections 5.2 and 5.3 respectively below). The ability to issue securities under listing rule 7.1A is in addition and separate to each listed entity's ability to issue securities under listing rule 7.1.

An "Eligible Entity" for the purposes of Listing Rule 7.1A is an entity which, as at the date of the relevant special resolution passed for the purposes of rule 7.1A, (excluding restricted securities and securities quoted on a deferred settlement basis) is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As at the date of this Notice, the Company's market capitalisation for this purpose is approximately \$34.7 million and the Company expects to be an Eligible Entity at the time of the Meeting.

There are a number of other rules and conditions applicable to the approval and issue of equity securities under listing rule 7.1A, including:

- (a) that any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company;
- (b) a limitation on the discount to prevailing market price at which they may be issued; and
- (c) additional disclosure requirements.

As at the date of the Notice, the Company has on issue one class of quoted Equity Securities, being fully paid ordinary shares (MEI).

The Company is now seeking Shareholder approval to have the 10% Placement Capacity.

At the date of this Notice, the Company has on issue 463,727,190 fully paid ordinary Shares. Assuming the Company's Shares on issue do not change, the Company will have the capacity over the course of the next 12 months to issue:

- (i) 69,559,078 Equity Securities under its 15% Placement Capacity; and
- (ii) 46,372,719 Equity Securities under its 10% Placement Capacity,

without requiring further shareholder approval.

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution. In particular, the ability of the Company to issue shares under the 10% Placement Capacity will enable the Company to issue shares at a discount to the then market price in circumstances where it might otherwise be subjected to the cost, delay and uncertainty of having to go back to Shareholders for approval. The additional flexibility will better position the Company to raise working capital in the current difficult market conditions and pursue distressed asset opportunities.

5.2 Formula for calculating the 10% Placement Capacity under Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may issue or agree to issue, during the 10% Placement Period, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

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

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4 (which does not include the 10% Placement Capacity);
- (iv) less the number of fully paid shares cancelled in the 12 months.

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Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity.

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 agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

5.3 10% Placement Period under Listing Rule 7.1A.1

Listing Rule 7.1A.1 provides that an approval under Listing Rule 7.1A must be for a period commencing on the date of the AGM at which the approval is obtained and expiring on the first to occur of the following:

- (a) the date that is 12 months after the date of that AGM; or
- (b) the date of the approval by holders of the Eligible Entity's ordinary securities of a transaction under rule 11.1.2 (proposed significant change to the nature or scale of its activities where ASX has required the entity to seek such approval) or rule 11.2 (disposal of main undertaking).

5.4 Special Resolution

Resolution 5 will only be effective if it is passed as a special resolution which requires (amongst other matters) that it be passed by at least 75% of votes cast by members entitled to vote on the resolution.

5.5 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% Placement Capacity as follows:

- (a) If the 10% Placement Capacity is used, Equity Securities may only be issued in reliance on the 10% Placement Capacity at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities 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 Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power and economic interests in the Company could potentially be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

The table below shows:

- (i) the potential dilution of existing Shareholders assuming a share issue at the current market price of Shares and assuming the current number of ordinary securities for variable "A" (as described in section 5.2 and Listing Rule 7.1A.2) (further assumptions are set out in the notes immediately below the table).
- (ii) two further examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities included in variable "A" may increase as a result of issues of ordinary securities 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 Shareholders' meeting; and

two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0365 50% decrease in Issue Price	\$0.073 Assumed Issue Price	\$0.146 100% increase in Issue Price
Current Variable A 456,527,190	10% voting dilution	45,652,719		
	Funds raised	\$1,666,324	\$3,332,649	\$6,665,297

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Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0365 50% decrease in Issue Price	\$0.073 Assumed Issue Price	\$0.146 100% increase in Issue Price
50% increase in current Variable A 684,790,785	10% voting dilution	68,479,079		
	Funds raised	\$2,499,486	\$4,998,973	\$9,997,945
100% increase in current Variable A 913,054,380	10% voting dilution	91,305,438		
	Funds raised	\$3,332,648	\$6,665,297	\$13,330,594

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities.
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on the Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The use of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vii) The assumed issue price is \$0.73 the closing price of the Shares on ASX on 19 October 2017.
- (c) The Company will only issue and allot the Equity Securities under the 10% Placement Facility (if) approved at the 2017 AGM during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities under the 10% Placement Facility for the following purposes:
- (i) cash consideration. In such circumstances, the Company intends to use the funds raised towards continuing the investigation and exploration on the tenements acquired via the Cobalt Canada acquisition, investigating new opportunities and/or general working capital; or
 - (ii) non-cash consideration for the acquisition of new resources, assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon the issue of any Equity Securities under the 10% Placement Facility.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

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

The allottees under the 10% Placement Facility 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.

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The Company has previously obtained Shareholder approval under Listing Rule 7.1A. Additional disclosures required by Listing Rule 7.3A are as follows:

Listing Rule 7.3A.6(a)

The table below shows the total number of equity securities issued in the previous 12 months preceding the date of the annual general meeting and the percentage that those issues represent of the total number of equity securities on issue at the commencement of that 12-month period.

Total number of equity securities issued in the 12 months preceding the date of the meeting	260,458,795
Percentage that they represent of the total number of equity securities on issue at the commencement of that 12-month period	128%

Listing Rule 7.3A.6(b)

The tables below set out specific details for each issue of equity securities that have taken place in the 12-month period prior to the date of the annual general meeting.

Date of issue	17 February 2017
Number issued	50,000,000 fully paid ordinary shares
Summary of terms	Ordinary fully paid shares ranking equally with existing shares on issue
Names of the persons who received securities or basis on which those persons were determined	Sophisticated and professional investors
Price	\$0.0091 per share
Discount to market price (if any)	43.75%
For cash issues	
Total cash consideration received	\$455,000
Amount of cash consideration spent	\$455,000
Use of cash consideration	Funds used to fund existing projects, investigate new opportunities and for general working capital
Intended use for remaining amount of cash (if any)	Unspent funds: \$Nil
For non-cash issues	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

Date of issue	24 May 2017
Number issued	1. 63,200,000 fully paid ordinary shares 2. 850,000 fully paid ordinary shares
Summary of terms	Ordinary fully paid shares ranking equally with existing shares on issue
Names of the persons who received securities or basis on which those persons were determined	1. Sophisticated and professional investors 2. Exercise of 850,000 options previously granted as advisor options
Price	1. \$0.011 per share 2. \$0.02 per share
Discount to market price (if any)	1. 26.67% 2. 33.33% (Premium to market)
For cash issues	
Total cash consideration received	1. \$695,200 2. \$17,000
Amount of cash consideration spent	\$660,000
Use of cash consideration	Funds used to fund the acquisition of Cobalt Canada Pty Ltd, exploration activities across the Company's portfolio of tenements and for general working capital
Intended use for remaining amount of cash (if any)	Unspent funds: \$52,200 Funds to be used for exploration activities across the Company's portfolio of tenements and for general working capital
For non-cash issues	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

Date of issue	22 August 2017
Number issued	1. 62,800,000 fully paid ordinary shares 2. 60,000,000 fully paid ordinary shares 3. 6,348,795 fully paid ordinary shares

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Date of issue	22 August 2017
	4. 7,560,000 fully paid ordinary shares
Summary of terms	Ordinary fully paid shares ranking equally with existing shares on issue
Names of the persons who received securities or basis on which those persons were determined	1. Sophisticated and professional investors 2. Shareholders of Cobalt Canada Pty Ltd 3. Vendors of Cobalt Canada Project mineral tenements 4. CPS Capital Group Pty Ltd as mandated broker and underwriter to the capital raisings
Price	1. \$0.011 per share 2. Deemed price of \$0.03 per share 3. Deemed price of \$0.0316 per share 4. \$0.01 per share
Discount to market price (if any)	1. 63.33% 2. N/A 3. N/A 4. 66.67%
For cash issues	
Total cash consideration received	1. \$690,800 2. N/A 3. N/A 4. N/A
Amount of cash consideration spent	\$Nil
Use of cash consideration	N/A
Intended use for remaining amount of cash (if any)	Unspent funds: \$690,800 Funds to be used for exploration activities across the Company's portfolio of tenements and for general working capital
For non-cash issues	
Non-cash consideration paid	1. N/A 2. Issued as part consideration for acquisition of 100% of Cobalt Canada Pty Ltd 3. Issued as part consideration for acquisition of 100% interest in mineral tenements 4. Issued as consideration for broker's fees on mandated capital raisings
Current value of that non-cash consideration	1. N/A 2. \$4,380,000 3. \$463,462 4. \$551,880

Date of issue	25 September 2017
Number issued	7,200,000 fully paid ordinary shares
Summary of terms	Ordinary fully paid shares ranking equally with existing shares on issue
Names of the persons who received securities or basis on which those persons were determined	Vendors of Canadian exploration database
Price	Deemed issue price of \$0.041 per share
Discount to market price (if any)	N/A
For cash issues	
Total cash consideration received	N/A
Amount of cash consideration spent	N/A
Use of cash consideration	N/A
Intended use for remaining amount of cash (if any)	N/A
For non-cash issues	
Non-cash consideration paid	Issued as part consideration for acquisition of Canadian exploration database
Current value of that non-cash consideration	\$525,600

Date of issue	12 October 2017
Number issued	1. 1,500,000 fully paid ordinary shares 2. 1,000,000 fully paid ordinary shares
Summary of terms	Ordinary fully paid shares ranking equally with existing shares on issue

METEORIC RESOURCES NL
ABN 64 107 985 651
EXPLANATORY MEMORANDUM

Date of issue	12 October 2017
Names of the persons who received securities or basis on which those persons were determined	1. Exercise of 1,500,000 options previously granted as advisor options 2. Exercise of 1,000,000 options previously granted as employee options
Price	1. \$0.02 per share 2. \$0.012 per share
Discount to market price (if any)	1. 73.68% 2. 84.21%
For cash issues	
Total cash consideration received	1. \$30,000 2. \$12,000
Amount of cash consideration spent	Nil
Use of cash consideration	N/A
Intended use for remaining amount of cash (if any)	Unspent funds: \$42,000 Funds to be used for exploration activities across the Company's portfolio of tenements and for general working capital
For non-cash issues	
Non-cash consideration paid	N/A
Current value of that non-cash consideration	N/A

GLOSSARY

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

AGM	means an Annual General Meeting
Annual Report	means the Directors' report, the annual financial report and auditors report in respect of the financial year ended 30 June 2017.
ASX	means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
Board	means the board of Directors of the Company.
Closely Related Party	has the same meaning as defined in Section 9 of the Corporations Act.
Company	means Meteoric Resources NL ABN 64 107 985 651.
Constitution	means the Company's constitution, as amended from time to time.
Corporations Act	means Corporations Act 2001 (Cth).
Director	means a director of the Company.
Explanatory Memorandum	means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice.
Listing Rules	means the listing rules of ASX.
Meeting	has the meaning in the introductory paragraph of the Notice.
Notice or Notice of Meeting	means the Notice of Annual General Meeting accompanying this Explanatory Memorandum.
Proxy Form	means the proxy form attached to this Notice.
Remuneration Report	means the remuneration report of the Company outlined in the Annual Report.
Resolution	means a resolution contained in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a share.
WST	means Australian Western Standard Time.

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METEORIC RESOURCES NL

ACN: 107 985 651

REGISTERED OFFICE:GROUND FLOOR
10 OUTRAM STREET
WEST PERTH WA 6005

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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



«Post_zone»

«Company_code» «Sequence_number»

«Holder_name»

«Address_line_1»

«Address_line_2»

«Address_line_3»

«Address_line_4»

«Address_line_5»

Code:

MEI

Holder Number:

«HOLDER_NUM

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.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

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The meeting chairperson

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 in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am WST on Wednesday 29 November 2017 at Ground Floor, 10 Outram Street, WEST PERTH WA 6005 and at any adjournment of that meeting.

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***

1. Adoption of Remuneration Report

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2. Re-election of Graeme Clatworthy as a Director

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3. Ratification of Appointment of Shastri Ramnath as a Director

☐☐☐

4. Ratification of Issue of Shares

☐☐☐

5. Approval of 10% Placement Facility

☐☐☐

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 10:00am WST on Monday 27 November 2017.

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My/Our contact details in case of enquiries are:

Name:

Number:

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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.

