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**ABM RESOURCES NL**

**ACN 009 127 020**

**NOTICE OF GENERAL MEETING**

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**TIME:** 11:00 am (WST)

**DATE:** 14 May 2018

**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

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### TIME AND PLACE OF MEETING

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Notice is given that a General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00 am (WST) on 14 May 2018 at BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia.

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 4.00 pm (WST) on 12 May 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

### VOTING IN PERSON

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

### VOTING BY PROXY

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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 11:00 am (WST) on 12 May 2018 (being not less than 48 hours before the commencement of the General Meeting). Any Proxy Forms received after that time will not be valid for the 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](mailto:registrar@securitytransfer.com.au)

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## BUSINESS OF THE MEETING

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### AGENDA

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#### SPECIAL BUSINESS

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##### 1. RESOLUTION 1 – CHANGE OF COMPANY NAME

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

*“That:*

- (a) for the purposes of section 157(1)(a) of the Corporations Act and for all purposes, the Company change its name to “Prodigy Gold NL”, and*
- (b) for the purposes of section 136(2) of the Corporations Act and for all other purposes, the constitution of the Company be modified by replacing all references to “ABM Resources” with references to “Prodigy Gold”,*

*with effect from the date that ASIC alters the details of the Company’s registration to reflect the change of name.”*

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##### 2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE – PLACEMENT OF SHARES TO SOPHISTICATED AND PROFESSIONAL INVESTORS

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 54,273,670 Shares to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue (comprising St Barbara Limited, APAC Resources Limited, Independence Group NL and Craton Capital Funds as trustee for the Craton Capital Precious Metal Fund), or an associate of any of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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##### 3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – PLACEMENT OF SHARES TO SOPHISTICATED AND PROFESSIONAL INVESTORS

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,169,861 Shares to sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue (comprising St Barbara Limited, APAC Resources Limited, Independence Group NL and Craton Capital Funds as trustee for the Craton Capital Precious Metal Fund), or an associate of any of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**DATED: 10 APRIL 2018**

**BY ORDER OF THE BOARD**



**JUTTA ZIMMERMANN  
COMPANY SECRETARY**

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## **EXPLANATORY STATEMENT**

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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 resolution. The Directors also recommend Shareholders read the instructions on the proxy form in full if they intend to vote by proxy.

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### **1. RESOLUTION 1 – CHANGE OF COMPANY NAME**

#### **1.1 Purpose of Resolution**

Resolution 1 seeks shareholder approval for the Company to change its name to “Prodigy Gold NL” and to modify its Constitution to reflect this change of name, with effect from the date that ASIC alters the details of the Company’s registration to reflect the change of the Company’s name to “Prodigy Gold NL”. The Company has reserved this name with ASIC.

The Board believes that following the completion of the board renewal during the last financial year, a change of name is appropriately marking the change of strategic direction of the Company.

The name “Prodigy Gold NL” specifies the main target commodity of the Company whilst also representing our forward thinking approach and our goal to display exceptional qualities and achieve outstanding outcomes.

Section 157(1) of the Corporations Act provides that a company that wants to change its name must pass a special resolution adopting a new name and lodge an application in the prescribed form with ASIC. Section 136(2) of the Corporations Act provides that a company may modify or repeal its constitution, or a provision of its constitution, by special resolution. This means that in order for the Company to change its name to “Prodigy Gold NL” and to modify the Constitution to reflect this change, 75% of 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) must be cast in favour of Resolution 1. Following this, the Company will then need to make an application with ASIC to change its name.

If Resolution 1 is passed, the Company will lodge this application with ASIC. The change of name, and the modification of the Constitution, will then take effect from the date that ASIC alters the details of the Company’s registration to reflect the change of name.

The Company proposes to also change its ASX Listing code from “ABU” to “PRX” and has reserved the proposed code with ASX. Upon the change of name taking effect, the Company will apply to ASX to make this change effective.

#### **1.2 Directors’ Recommendation**

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

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### **2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE – PLACEMENT OF SHARES TO PROFESSIONAL AND SOPHISTICATED INVESTORS**

#### **2.1 Background**

On 15 March 2018, the Company issued 60,443,531 Shares in total at an issue price of \$0.10 per Share to St Barbara Limited, APAC Resources Limited, Independence Group NL and Craton Capital Funds as trustee for the Craton Capital Precious Metal Fund, to raise \$6,044,353.10. Of this, 54,273,670 Shares were issued by the Company without shareholder approval under ASX Listing Rule 7.1 and 6,169,861 Shares were issued by the Company under the Company’s additional placement capacity under ASX Listing Rule 7.1A.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 54,273,670 Shares by the Company without shareholder approval under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

If this Resolution 2 is passed, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

## **2.2 Specific information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of Shares:

- (a) 54,273,670 Shares were issued without shareholder approval under ASX Listing Rule 7.1;
- (b) the issue price was \$0.10 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to St Barbara Limited, APAC Resources Limited, Independence Group NL and Craton Capital Funds as trustee for the Craton Capital Precious Metal Fund;
- (e) the funds raised from this issue are being used for exploration costs (including tenement holding costs), working capital and overhead and operating costs; and
- (f) a voting exclusion statement is set out in the Notice of Meeting.

## **2.3 Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 2.

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## **3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – PLACEMENT OF SHARES TO PROFESSIONAL AND SOPHISTICATED INVESTORS**

### **3.1 Background**

As set out above in relation to Resolution 2, on 15 March 2018, the Company issued 60,443,531 Shares in total at an issue price of \$0.10 per Share to St Barbara Limited, APAC Resources Limited, Independence Group NL and Craton Capital Funds as trustee for the Craton Capital Precious Metal Fund, to raise \$6,044,353.10. Of this, 54,273,670 Shares were issued by the Company without shareholder approval under ASX Listing Rule 7.1 and 6,169,861 Shares were issued by the Company under the Company's additional placement capacity under ASX Listing Rule 7.1A.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 6,169,861 Shares by the Company in reliance on its additional placement capacity under ASX Listing Rule 7.1A.

The Company obtained approval at its annual general meeting on 29 November 2017 under ASX Listing Rule 7.1A for an additional 10% placement capacity. This 10% placement capacity is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1 and allows the Company to issue up to 25% of its issued capital in total.

ASX Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made in reliance on an additional placement capacity approved by shareholders under ASX Listing Rule 7.1A, those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

If this Resolution 3 is passed, the Company will retain the flexibility to issue securities up to the additional 10% capacity set out in Listing Rule 7.1A (in accordance with the terms of shareholder approval and in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1) without the requirement to obtain prior Shareholder approval.

### 3.2 Specific information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of Shares:

- (a) 6,169,861 Shares were issued in reliance on the Company's additional placement capacity under ASX Listing Rule 7.1A;
- (b) the issue price was \$0.10 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to St Barbara Limited, APAC Resources Limited, Independence Group NL and Craton Capital Funds as trustee for the Craton Capital Precious Metal Fund;
- (e) the funds raised from this issue are being used for exploration costs (including tenement holding costs), working capital and overhead and operating costs; and
- (f) a voting exclusion statement is set out in the Notice of Meeting.

### 3.3 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 3.

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## GLOSSARY

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**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.

**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.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

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

**Proxy Form** means the proxy form accompanying the Notice.

**Resolution** means the resolution set out in the Notice of Meeting.

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

**Shareholder** means a holder of a Share.

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

**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 14 May 2018 and at any adjournments of that meeting/all meetings of the members of ABM Resources NL.

DATED ..... 2018

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**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

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**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](mailto:admin@abmresources.com.au); or
6. Produce to the Company Secretary or a Director prior to admission at the General Meeting.

«EFT\_REFERENCE\_NUMBER»

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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](http://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 General Meeting of the Company to be held at 11:00am WST on Monday 14 May 2018 at BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia 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

1. Change of Company Name

For Against Abstain\*

  

2. Ratification of Prior Issue – Placement of Shares to Sophisticated and Professional Investors

  

3. Ratification of Prior Issue – Placement of Shares to Sophisticated and Professional Investors

  

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

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

**Proxies must be received by Security Transfer Australia Pty Ltd no later than 11:00am WST on Saturday 12 May 2018.**

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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:

- a) 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
- b) 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](http://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](mailto: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.

