



27 November 2018

Companies Announcement Office
Australian Securities Exchange Limited
10th Floor, 20 Bridge Street
SYDNEY NSW 2000

Dear Sir,

ANNOUNCEMENT TO ASX

MEC RESOURCES LIMITED - RESULTS OF THE ANNUAL GENERAL MEETING HELD ON THURSDAY 27 NOVEMBER 2018

In accordance with the requirements of Listing Rule 3.13.2 and the Corporations Act we wish to advise that at the Annual General Meeting of the Company held on Thursday 27 November 2018, the following resolutions as set out in the Notice of Meeting were considered by Shareholders, namely:

ORDINARY BUSINESS

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

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 resolution:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2018."

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1. Adoption of Remuneration Report	Ordinary	69,074,829 43.22%	65,370,502 40.90%	25,367,289 15.87%	1,395,157	97,161,420 59.78%	65,377,240 40.22%	1,395,157	Not Carried

The resolution was not passed as a 75% majority is required.

RESOLUTION 2 – ELECTION OF DIRECTOR – MR MICHAEL SANDY

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

"That, Mr Michael Sandy who was appointed to the Board since the last Annual General Meeting and who ceases to be hold office in accordance with Listing Rule 14.4, clause 11.11 of the Constitution and for all other purposes, being eligible, be elected as a Director."

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
2. Election of Director - Mr Michael Sandy	Ordinary	81,296,725 42.82%	69,485,508 36.60%	39,053,389 20.57%	0	123,069,416 63.91%	69,492,246 36.09%	0	Carried

The resolution was passed on a poll by the required majority.

RESOLUTION 3 – ELECTION OF DIRECTOR – MR ANDREW BALD

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

“That, Mr Andrew Bald who was appointed to the Board since the last Annual General Meeting and who ceases to be hold office in accordance with Listing Rule 14.4, clause 11.11 of the Constitution and for all other purposes, being eligible, be elected as a Director.”

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
3. Election of Director - Mr Andrew Bald	Ordinary	81,053,759 42.75%	69,485,508 36.65%	39,053,389 20.60%	242,966	122,826,450 63.87%	69,492,246 36.13%	242,966	Carried

The resolution was passed on a poll by the required majority.

RESOLUTION 4 – ELECTION OF DIRECTOR – MR MATTHEW BATTRICK

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

““That, Mr Matthew Battrick who was appointed to the Board since the last Annual General Meeting and who ceases to be hold office in accordance with Listing Rule 14.4, clause 11.11 of the Constitution and for all other purposes, being eligible, be elected as a Director.”

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
4. Election of Director - Mr Matthew Battrick	Ordinary	80,953,759 42.72%	69,485,508 36.67%	39,053,389 20.61%	342,966	122,726,450 63.85%	69,492,246 36.15%	342,966	Carried

The resolution was passed on a poll by the required majority.

RESOLUTION 5 – APPROVAL OF 10% PLACEMENT CAPACITY– SHARES

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the Shares on 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.”

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
5. Approval of 10% Placement Capacity - Shares	Special	78,531,924 41.41%	72,080,768 38.00%	39,053,389 20.59%	169,541	120,304,615 62.53%	72,087,506 37.47%	169,541	Not Carried

This resolution was not passed as a 75% majority is required.

MEC Resources Ltd

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RESOLUTION 6 – APPOINTMENT OF AUDITOR

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

That, for the purposes of section 327B(1) of the Corporations Act and for all other purposes, Moore Stephens, having consented in writing to act as auditors of the Company, be re-appointed as auditors of the Company ."

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
6. Appointment of Auditor	Ordinary	80,731,056 42.58%	69,448,951 36.63%	39,412,649 20.79%	242,966	122,863,007 63.89%	69,455,689 36.11%	242,966	Carried

This resolution was passed on a poll by the required majority.

RESOLUTION 7 – ADOPTION OF EMPLOYEE INCENTIVE OPTION SCHEME

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

"That, for the purposes of ASX Listing Rule 7.2 (exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Employee Incentive Option Scheme (Scheme) and for the issue of securities under that Scheme, on the terms and conditions set out in the Explanatory Statement."

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
7. Adoption of Employee Incentive Option Scheme	Ordinary	69,201,760 43.14%	65,381,216 40.76%	25,816,549 16.10%	808,252	97,737,611 59.92%	65,387,954 40.08%	808,252	Carried

This resolution was passed on a poll by the required majority.

RESOLUTION 8 – RATIFICATION OF ISSUE OF SHARES UNDER PLACEMENT

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the prior allotment and issue of 14,285,714 fully paid ordinary shares at an issue price of \$0.021 per share to the Placement Recipients, on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting, be approved and ratified."

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
8. Ratification of Issue of Shares Under Placement	Ordinary	78,619,280 42.26%	70,861,735 38.09%	36,534,341 19.64%	1,111,218	117,872,923 62.45%	70,868,473 37.55%	1,111,218	Carried

This resolution was passed on a poll by the required majority.

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RESOLUTION 9 – SPILL RESOLUTION

If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw Resolution 9.

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

“That, for the purpose of Section 250V(1) of the Corporations Act and for all other purposes, approval is given for:

(a) the Company to hold another meeting of Shareholders within 90 days of the date of this Meeting (Spill Meeting); and

(b) all Vacating Directors to cease to hold office immediately before the end of the Spill Meeting; and

(c) resolutions to appoint persons to offices that will be vacated pursuant to (b) to be put to vote at the Spill Meeting.”

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
9. Spill Resolution	Ordinary	64,921,420 40.67%	69,243,562 43.38%	25,453,446 15.95%	1,589,349	64,958,158 40.01%	97,386,310 59.99%	1,589,349	Not Carried

This resolution was not passed

Yours Sincerely



.....
MR MICHAEL J SANDY
CHAIRPERSON

MEC Resources Ltd

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