

ECHO RESOURCES
LIMITED

www.echoresources.com.au

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

THE MAJORITY OF DIRECTORS CONSIDER THAT RESOLUTIONS 1 – 5 ARE NOT IN THE BEST INTERESTS OF THE COMPANY AND THE VAST MAJORITY OF SHAREHOLDERS AND RECOMMEND THAT SHAREHOLDERS VOTE AGAINST THESE RESOLUTIONS

THE MAJORITY OF DIRECTORS CONSIDER THAT RESOLUTION 7 IS IN THE BEST INTERESTS OF THE COMPANY AND THE VAST MAJORITY OF SHAREHOLDERS AND RECOMMEND THAT SHAREHOLDERS VOTE FOR THIS RESOLUTION

TIME: 10am (WST)

DATE: Monday, 24 August 2015

**PLACE: CWA House
1176 Hay Street
West Perth WA 6005**

This Notice of Meeting and Explanatory Statement 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 without delay.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company on +61 8 9362 4806 or 041 263 3173.

LETTER TO SHAREHOLDERS

Dear Shareholder

This is to notify you of a General Meeting that is scheduled for 10am WST on Monday, 24 August 2015 at CWA House, 1176 Hay Street, West Perth WA 6005.

The Meeting is being held as:

- (a) certain of the Company's Shareholders, Miss Mei Yen Tan, and Mrs Sarah Cameron (**First Requisitioners**) are seeking to remove two of the existing Directors of the Company and appoint three of their nominees, being Mr James Cameron, Mr Adrian Byass and Mr Simon Eley, to the Board. The First Requisitioners are the registered holders of 7,700,094 Echo shares (voting power of 5.53%); and
- (b) Mr Ernst Kohler, in his capacity as a Shareholder of the Company (**Second Requisitioner**), is seeking to remove existing Director Mr Anthony McIntosh and appoint a nominee, Mr Andrew Gasmier to the Board. The Second Requisitioner is the registered holder of 23,591,135 Echo shares (voting power of 16.93%).

A formal Notice of Meeting has been lodged with the ASX and accompanies this letter. The issues that will be before you at the Meeting are extremely important and have significant implications for the future of the Company and your investment.

If you are unable to attend the Meeting, you are encouraged to complete and return the enclosed Proxy Form by 10am (WST) on Saturday, 22 August 2015.

Background

As you are aware, the Company recently completed a fully underwritten non-renounceable rights issue to raise approximately \$1.52 million before costs (**Rights Issue**). Following the Rights Issue, the Board became aware of a fact pattern and set of circumstances leading up to the date of receipt of the requisition notices from the First Requisitioners which caused the Company to believe that certain Shareholders of the Company may be associated with each other, and may have a substantial holding in the Company (being in excess of 5%) without having provided disclosures to the market as required under the Corporations Act.

Subsequently, certain of the relevant Shareholders lodged an ASIC Form 603 – Notice of Initial Substantial Holding on 10 July 2015, as announced to the ASX on the same date. The relevant associated Shareholders are:

- (a) the First Requisitioners;
- (b) Ardroy Securities Pty Ltd, an entity controlled by Mr James Cameron on behalf of the Cameron Investment Unit Account;
- (c) Mr Adrian Byass and Mrs Megan Ruth Byass on behalf of the Oakwood Super Fund A/C;
- (d) Valiant Equity Management Pty Ltd, an entity controlled by Mr Adrian Byass on behalf of the Byass Family A/C; and
- (e) Mr Simon Eley and Resmin Pty Ltd, an entity controlled by Mr Simon Eley,

(collectively, the **Associated Shareholders**).

Application to the Takeovers Panel

The fact pattern and circumstances leading up to, during and post the Rights Issue have also led the Company to believe that Mr Michael Soucik (who represented Patersons Securities Limited, the underwriter of the Rights Issue), who holds shares in the Company through a related entity, may also be associated with the Associated Shareholders. Mr Soucik has not provided any disclosures regarding an association and accordingly the Company has made an application to the Takeovers Panel in this regard. Mr Soucik has denied any association with the Associated Shareholders.

Further information regarding the application can be found on the media release issued by the Takeovers Panel on 13 July 2015, a copy of which can be found on the Company's ASX announcements page.

Co-ordinated effort by Associated Shareholders to influence Company without a takeover offer

The Company believes that the Associated Shareholders are seeking to use their collective voting power in a coordinated effort to influence the composition of the Echo Board, and ultimately the Company's affairs, without making any offer to acquire the remainder of the shares which would be in the best interests of all shareholders.

The overall effect of the circumstances that are existing is that the Associated Shareholders have secured a degree of control over the Company by acquiring an influential block of shares, and are seeking control of the Board without making any offer to acquire the remainder of the shares.

In this regard, the Company notes that the Associated Shareholders did not lodge a substantial holding notice until 10 July 2015 (asserting that the association commenced on 25 June 2015), which ultimately proved to be deficient, and was not rectified until 13 July 2015. The Company disputes the assertion that the association commenced only on 25 June 2015.

Resolutions 1 and 2 – Removal of Dr Ernst Kohler and Mr Mathew Longworth as Directors of the Company

The First Requisitioners have called for Shareholders to consider the removal of the current Board and Management members Ernst Kohler (Managing Director) and Mathew Longworth (Non-executive Chairman).

Dr Kohler, a Chartered Professional (Geology) with the AusIMM, led Echo through its IPO, and is a major Shareholder of the Company. Dr Kohler discovered the Julius gold mineralization for Echo. He has been a practising geologist for 25 years and has held senior exploration and mining roles with Great Central Mines Limited (GCM) and Normandy Mining Limited (Normandy) at the Jundee and Bronzewing gold mines in the Yandal Gold Province. At Jundee, Dr Kohler was closely involved in the discovery, delineation and extraction of multi-million ounce gold ore-bodies. Dr Kohler has been involved with exploration projects, especially for gold, at all levels from grass roots to resource-reserve definition, to mine planning, to open cut and underground production. He is the principal author of scientific papers and book chapters dealing with the Jundee and Bronzewing gold deposits, and brings to Echo extensive knowledge of geology and mineralization potential of the Yandal Gold Province.

Mr Longworth, who has been on the Board since October 2012, is a geologist with over 28 years' experience across exploration, project evaluation/development, operations and corporate management. Mr Longworth manages a national mining consultancy, specialising in resource estimation, feasibility studies, mine design and development. In previous roles as Exploration Manager with gold focused top tier companies in Kalgoorlie, Mathew led teams responsible for the discovery of two multi-million ounce gold deposits currently in production.

These Directors have also shown they have very real “skin in the game” by putting their own money into the Company. Dr Kohler, in particular, has provided significant financial support for the Company over recent years.

Resolutions 3, 4 and 5 – Appointment of Mr James Cameron, Mr Adrian Byass and Mr Simon Eley as Directors of the Company

Resolutions 3, 4 and 5 call for Shareholders to consider the election of three of the First Requisitioners’ nominees, Mr James Cameron, Mr Adrian Byass and Mr Simon Eley as Directors of the Company.

If you vote in favour of Resolutions 1 to 5 and the First Requisitioners are successful:

- (a) Echo will lose significant knowledge of the Company’s history, assets and operations which rest with your Directors Mr Kohler and Mr Longworth; and
- (b) Echo will lose access to significant knowledge about the geology of the Yandal Gold Province held by Mr Kohler.

Resolution 6 – Removal of Mr Anthony McIntosh as a Director of the Company

The Second Requisitioner has called for the removal of Mr Anthony McIntosh as a Director of the Company.

Mr McIntosh, who has also been a Director since October 2012, manages a large portfolio of investments including both listed and unlisted companies, as well as rural, residential and commercial properties.

Resolution 7 – Appointment of Mr Andrew Gasmier as a Director of the Company

The Second Requisitioner has also called for the appointment of Mr Andrew Gasmier as a Director of the Company.

Andrew Gasmier is a West Australian School of Mines educated Mining Engineer with over 18 years’ experience in various roles spanning underground and open-cut mining studies, corporate management, operations management, technical and supervisory positions. Mr Gasmier has previously worked as a Mining Engineer at the Jundee Gold Mine, located approximately 55km north of the Julius Gold Discovery. He has extensive experience in the assessment, evaluation and feasibility of mineral projects in Africa, Australia, Laos and Russia as well as 16 years of operational experience in the Australian mining industry, which includes 10 years in the WA gold sector. Mr Gasmier was the President & CEO of the US based listed company Tierra Grande Resources Inc from March 2014 until May 2015, and was a member of the Tierra Grande Resources Inc Board from March 2013. He is a current director of Shine Resources Pty Ltd and has held General Management roles in operations in Queensland and Western Australia. Mr Gasmier holds a WA First Class Mine Managers Certificate of Competency as well as a WA Underground Supervisor’s Certificate of Competency.

Resolution 8 – Removal of any other directors - INVALID

The First Requisitioners have called for any person holding, or claiming to hold, the office as a director of the Company at the time this resolution is being put to Shareholders be removed as a director of the Company (other than the nominees the subject of Resolutions 3 to 5 if they are elected as directors).

The Board has been advised this Resolution 8 to be invalid at law, and accordingly, will not be putting it forth for consideration at the Meeting.

Board recommendations

- **The majority of Directors consider Resolutions 1 to 5 are not in the best interests of the Company and the vast majority of Shareholders and recommend Shareholders vote AGAINST these resolutions; and**
- **The majority of Directors consider Resolution 7 is in the best interests of the Company and the vast majority of Shareholders and recommends that Shareholders vote FOR this resolution.**
- **The Board does not make a recommendation in relation to Resolution 6.**

We look forward to sharing in the future success of the Company with you.

Yours sincerely

Mathew Longworth
Chairman

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10am WST on Monday, 24 August 2015 at CWA House, 1176 Hay Street, West Perth WA 6005.

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- In person at 992 Albany Highway, East Victoria Park WA 6101
- By post to 992 Albany Highway, East Victoria Park WA 6101
- By facsimile to +61 8 9355 3264
- By scan and email to echo@tbmpl.com.au

Please note that the Proxy Form must be received by the Company not later than 10am (WST) on Saturday, 22 August 2015.

Proxy Forms received later than this time will be invalid.

ENTITLEMENT TO ATTEND AND VOTE

The Company may specify a time, not more than 48 hours before the Meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the General Meeting.

The Company's Directors have determined that all Shares of the Company that are quoted on ASX at 4:00pm (WST) on Friday, 21 August 2015 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

NOTICE OF GENERAL MEETING

Notice is given that an General Meeting of the Shareholders of Echo Resources Limited (**Echo** or **Company**) will be held at CWA House, 1176 Hay Street, West Perth WA 6005 on Monday, 24 August 2015 commencing at 10am (WST) to consider, and if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of General Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

The Explanatory Statement which accompanies and forms part of this Notice of General Meeting describes the matters to be considered at the General Meeting.

AGENDA

Resolutions 1 – 5 are to be considered at the General Meeting following their proposal in two requisition notices to call a general meeting received by the Company under section 249D of the Corporations Act from the First Requisitioners Mei Yen Tan, and Sarah Cameron.

Resolutions 6 and 7 are to be considered at the General Meeting following their proposal in a requisition notice to call a general meeting received by the Company under section 249D of the Corporations Act from the Second Requisitioner Ernst Kohler.

ITEM 1 – REQUISITION NOTICES

To consider the notices received by the Company from the First Requisitioners and the Second Requisitioner under section 249D of the Corporations Act to requisition the Company to hold this Meeting.

ITEM 2 – RESOLUTIONS

1 RESOLUTION 1 – REMOVAL OF ERNST KOHLER AS A DIRECTOR

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

That, pursuant to section 203D of the Corporations Act, Mr Ernst Kohler be and is hereby removed as a director of the Company.

2 RESOLUTION 2 – REMOVAL OF MATHEW LONGWORTH AS A DIRECTOR

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

That, pursuant to section 203D of the Corporations Act, Mr Mathew Longworth be and is hereby removed as a director of the Company.

3 RESOLUTION 3 – APPOINTMENT OF JAMES CAMERON AS A DIRECTOR

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

That, pursuant to and in accordance with the Company's constitution and for all other purposes, James Cameron, having consented to act, be and is hereby appointed as a director of the Company.

4 RESOLUTION 4 – APPOINTMENT OF ADRIAN BYASS AS A DIRECTOR

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

That, pursuant to and in accordance with the Company's constitution and for all other purposes, Adrian Byass, having consented to act, be and is hereby appointed as a director of the Company.

5 RESOLUTION 5 – APPOINTMENT OF SIMON ELEY AS A DIRECTOR

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

That, pursuant to and in accordance with the Company's constitution and for all other purposes, Simon Eley, having consented to act, be and is hereby appointed as a director of the Company.

6 RESOLUTION 6 – REMOVAL OF ANTHONY MCINTOSH AS A DIRECTOR

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

That, Mr Anthony McIntosh be and is hereby removed as a director of the Company.

7 RESOLUTION 7 – APPOINTMENT OF ANDREW GASMIER AS A DIRECTOR

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

That Mr Andrew Gasmier, having consented to act, be and is hereby appointed as a director of the Company.

EXPLANATORY STATEMENT

The Explanatory Statement accompanying this Notice of Meeting is incorporated in and comprises part of this Notice of Meeting.

Shareholders are specifically referred to the glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice of Meeting and the Explanatory Statement.

ORDINARY RESOLUTIONS

All Resolutions are ordinary resolutions. This means that, to be passed, the Resolution needs the approval of a simple majority of votes cast by Shareholders entitled to vote on the Resolution.

PROXIES

Please note that:

- (a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder; and
- (c) a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An appointment of corporate representative form is enclosed if required.

ENQUIRIES

Shareholders are invited to contact the Company on +61 8 9362 4806 or mobile 041 263 3173 they have any queries in respect of the matters set out in this document.

BY ORDER OF THE BOARD OF DIRECTORS

Kate Stoney
Company Secretary
Echo Resources Limited

Dated: 17 July 2015

IMPORTANT NOTE

Resolutions 1 to 5 have been proposed by Shareholders Mei Yen Tan and Sarah Cameron pursuant to section 249D of the Corporations Act.

Resolutions 6 and 7 have been proposed by Shareholder Ernst Kohler pursuant to section 249D of the Corporations Act.

The Directors have set out their recommendations on the Resolutions in the Explanatory Statement attached to this Notice of Meeting.

Shareholders are urged to read the Explanatory Statement carefully prior to voting or submitting their Proxy Forms.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of General Meeting, please contact the Company Secretary, your stockbroker or other professional adviser.

ITEM 1 - REQUISITION NOTICES

FIRST REQUISITIONERS

Background

On 26 June 2015, Echo received from the First Requisitioners:

- (a) a notice under section 249D of the Corporations Act requesting the directors convene a general meeting to consider the removal of Ernst Kohler and Mathew Longworth as directors; and
- (b) a notice under section 249F of the Corporations Act notifying the Board of the First Requisitioners' intentions to convene a general meeting themselves to consider the appointment of James Cameron, and Adrian Byass as Directors of Echo.

The Company was not provided with any reason as to why the First Requisitioners did not elect to combine the resolutions in the meeting requisitioned under section 249D of the Corporations Act.

The First Requisitioners are presently the registered holders of 7,720,094 Echo shares (voting power of 5.53%).

The Board noted that the First Requisitioners had not provided a notice of substantial holding to the market and requested that a notice be lodged as soon as practicable. Eventually, the First Requisitioners lodged a notice of initial substantial holding on 10 July 2015, which outlined an association between the Associated Shareholders with a total voting power of 7.56%.

On 10 July 2015, Echo received from the First Requisitioners a second notice under section 249D of the Corporations Act requesting the directors convene a general meeting to consider the appointment of Mr James Cameron, Mr Adrian Byass and Mr Simon Eley as directors of the Company.

Despite the First Requisitioners originally intending to appoint those proposed directors at a meeting convened by the First Requisitioners as per the notice provided under section 249F

of the Corporations Act, the First Requisitioners have not formally withdrawn the original notice provided under section 249F of the Corporations Act.

In compliance with section 249D of the Corporations Act, and pursuant to this Notice of Meeting, the Directors have called this General Meeting for the purpose of Shareholders considering the resolutions set out in the requisition notices from the First Requisitioners.

First Requisitioners' Statement

The First Requisitioners have provided a statement pursuant to section 249P of the Corporations Act which it has requested the Company provide to all Shareholders (**First Requisitioners' Statement**).

In accordance with its statutory obligations, the Company has attached a copy of the First Requisitioners' Statement as Annexure A to this Notice of Meeting.

The Company is not responsible for the content of the First Requisitioners' Statement (including whether such statement is in compliance with all applicable law) and the First Requisitioners' Statement does not form part of this Notice of Meeting.

Board response to First Requisitioners

The majority of Directors oppose Resolutions 1 to 5 and intend to vote against each Resolution.

Change of control of your Company with no premium

If the First Requisitioners succeed, the First Requisitioners will have gained control of the Echo Board with three nominees comprising the Board of directors.

The majority of your current Directors believe that, in seeking this Meeting, the Associated Shareholders are proposing to take Board control of your Company.

The majority of your current Directors are also of the opinion that the First Requisitioners are attempting to take control of Echo from their current relatively low shareholding position, without making a formal takeover offer for Echo, thereby depriving Echo shareholders of a control premium.

Why are the First Requisitioners interested in taking control of the board?

Echo's primary asset is the Julius Gold Discovery in the Yandal Belt of Western Australia. Julius is a significant asset that has been the focus of careful exploration and discovery by Echo. Several parties have expressed interest in the project and earlier this year, an attempt was made to take control of the Echo Board to gain control of the gold mineralisation at Julius.

On 28 January 2015 your Company announced that it had identified a strong gold-in-soil anomaly at the Gnaeus Prospect which is located approximately 700m east of the main Julius drilling area. Echo recently completed a rotary air-blast drilling program at Gnaeus. Assay results from this drilling are pending.

The Company has continued to build asset value at Julius and Gnaeus is the most recent example. This takes patience and time with the incremental building of a gold project, realising the full value of the project.

What is motivating the First Requisitioners to seek this effective change of control of your company?

It is the view of the majority of Directors that the Associated Shareholders' motivation for the spill of the current Board is simply to effect a change of control of Echo (through Board control) without proceeding with a formal takeover offer to all Echo Shareholders, thereby taking control of the Company's assets, and particularly Julius, from a relatively low shareholding position.

By installing three of First Requisitioners' own nominated Directors, the Associated Shareholders are seeking to gain control of the Board and effectively control the Company's activities and assets, including cash reserves, whilst holding a relatively minor direct interest.

Ernst Kohler and Mathew Longworth have the requisite skills to lead the Company into the future

Echo's current Directors and management team is an experienced group of mining executives with sound technical, corporate and financial skills tempered and tested through times of success and also adversity.

The Board considers that the existing Directors have the necessary skills and experiences to lead the Company into the future, with a proven track record which includes having:

- driven Echo's IPO
- made significant gold discoveries at Julius, Gnaeus, and at Zaphod
- successfully managed Echo during the ravages of the Global Financial Crisis and the more recent collapses in the prices of major commodities, including gold
- undertaken a significant amount of exploration drilling at Julius without diluting Echo's long-term shareholders
- have demonstrated strong discipline to protect the capital structure of Echo to ensure that dilution to Echo's shareholders is kept to a minimum

Removal of Mr Kohler and Mr Longworth will cause loss

The majority of the Board considers that the removal of Mr Kohler and Mr Longworth as Directors will cause a loss of:

- substantial industry experience and corporate knowledge of the Company, the Yandal Gold Province and the gold exploration and mining industry;
- detailed knowledge of the Company's assets and the operating requirements; and
- important relationships which have been established over time with key stakeholders, contractors, potential financiers and strategic partners.

The majority of the Directors consider that the loss of such knowledge, experience and relationships at Board level will severely hinder the ability of the Company to successfully pursue its strategic goal of becoming a gold producer.

THE MAJORITY OF THE CURRENT BOARD HAS A COMPREHENSIVE STRATEGY AND PLAN FOR JULIUS AND THE FUTURE OF THE COMPANY. IN CONTRAST THE FIRST REQUISITIONERS APPEAR TO WANT TO TAKE CONTROL OF ECHO WITHOUT MAKING A TAKEOVER OFFER FOR THE COMPANY THEREBY DEPRIVING ALL SHAREHOLDERS OF A CONTROL PREMIUM

In January 2015, your Board unanimously outlined the following strategy for Echo:

- a focus on the Company's highly prospective Yandal Gold Province tenement holdings, which include Julius, Gnaeus and Zaphod Prospect
- undertaking further exploration and delineation drilling at Julius
- undertaking further metallurgical and rock property studies, including geotechnical studies
- preparing a 2012 JORC compliant mineral resource estimate for Julius within 9 months
- applying for a Mining Lease over Julius and negotiating a suitable access and compensation agreement with the traditional owners
- completing a comprehensive prefeasibility study leading to a 2012 JORC compliant ore reserve statement for Julius
- undertaking an economic assessment of Julius to assess the optimum open-cut and underground mining methods, infrastructure requirements and processing plant options (which may include the purchase and relocation of a suitable second-hand processing plant to Julius, or a toll treating arrangement; or the construction of a new processing plant incorporating the latest technological advancements at Julius)
- preparing a mine plan for Julius
- securing appropriate funding to construct and develop a mining operation at Julius.]

A summary of recent exploration results from Julius can be found in the Explanatory Statement attached to this notice, as well as on the ASX website (www.asx.com.au) and on Echo's website (www.echoresources.com.au).

Beware of consequences of a successful Board spill

If the First Requisitioners are successful in gaining control of the Board of Echo then the Associated Shareholders will be in control of Echo's future, and they would have gained access to the Company's assets without having made a formal takeover offer and paying Echo shareholders any consideration, let alone a control premium.

It is also the view of the majority of current Directors that should First Requisitioners be successful in gaining control of the Board, then the prospect of other, technically and financially capable corporate entities making a takeover bid for Echo will have been significantly reduced.

SECOND REQUISITIONER

On 16 July 2015, Echo received from the Second Requisitioner a notice under section 249D of the Corporations Act requesting the directors convene a general meeting to consider the removal of Mr Anthony McIntosh as a director, and the appointment of Mr Andrew Gasmier as a director.

The Second Requisitioner is presently the registered holder of 23,591,135 Echo shares (voting power of 16.93%).

In compliance with section 249D of the Corporations Act, and pursuant to this Notice of Meeting, the Directors have called this General Meeting for the purpose of Shareholders considering the resolutions set out in the requisition notice from the Second Requisitioner.

GENERAL

The costs of convening and holding the General Meeting requested by the First Requisitioners and the Second Requisitioner will be paid by the Company and not the requisitioning shareholders.

Shareholders should note that the General Meeting is not being convened voluntarily by the Board and the resolutions in this notice of meeting have not been proposed by the Board.

**THE MAJORITY OF DIRECTORS URGE SHAREHOLDERS TO THINK
COMMERCIALY ABOUT THEIR BEST CHANCE TO INCREASE THE VALUE OF
THEIR INVESTMENT IN THE COMPANY BY**

VOTING AGAINST RESOLUTIONS 1 TO 5

AND

VOTING FOR RESOLUTION 7

AT THIS SHAREHOLDERS MEETING

ITEM 2 - RESOLUTIONS

1 RESOLUTIONS 1 AND 2 – REMOVAL OF MR ERNST KOHLER AND MR MATHEW LONGWORTH AS DIRECTORS OF THE COMPANY

1.1 Background

The First Requisitioners have nominated the following Directors be removed at the General Meeting:

- (a) Mr Ernst Kohler (Managing Director); and
- (b) Mr Mathew Longworth (Non-executive Chairman).

Each of the above Directors is highly credentialed, having extensive experience in the mining industry, possessing various skills considered to be of value to the Company, and significant involvement with the Company's business and a demonstrated understanding of the issues facing Echo.

Information on the experience and capabilities of each of the Directors the subject of Resolutions 1 and 2 are included below.

1.2 Biographies

Dr Ernst Kohler – Managing Director

Dr Ernst Kohler (BSc (Hons First Class), PhD(Geology), MBA, MAusIMM (CPGeo)), MAIG is a registered Chartered Professional Geologist with the Australasian Institute of Mining and Metallurgy. From 1996 to 2001 Dr Kohler held senior exploration and mining roles with Great Central Mines Limited and Normandy Mining Limited at the Jundee and Bronzewing gold mines in Yandal Belt, WA. At Jundee, Dr Kohler was closely involved in the discovery, delineation and extraction of multi-million ounce gold ore-bodies. Dr Kohler has been involved with exploration projects, especially for gold, at all levels from grass roots to resource-reserve definition, to mine planning, to open cut and underground production. Prior to joining Echo, he worked with CSIRO as Business Development Manager and Group Leader, Gold and Nickel Exploration Under Cover. He is the principal author of scientific papers and book chapters dealing with the Jundee and Bronzewing gold deposits, and brings to Echo extensive knowledge of geology and mineralization potential of the Yandal Gold Province.

Mr Mathew Longworth – Non-executive Chairman

Mathew Longworth is a geologist with over 28 years' experience across exploration, project evaluation/development, operations and corporate management. He has previously held Exploration Director and Executive Director roles. Currently he consults to, and manages, a top tier national mining consultancy which specialises in resource estimation, feasibility studies, mine design, processing, development, operations and valuation. Mr Longworth recently worked as a mining analyst with a boutique investment fund. He also provides valuation and due diligence advice to companies, private equity funds and financial institutions. Mathew has a strong track record of discovery and generating value for shareholders. He combines Board level experience with a strong technical and commercial background. Mathew is a member of the Australasian Institute of Mining and Metallurgy (AusIMM) and Australian Institute of Company Directors.

1.3 Board recommendation

The majority of the Board does not support the removal of the current Directors and recommends that Shareholders vote **AGAINST** Resolutions 1 and 2.

The Chairman of the Meeting intends to vote all undirected proxies **against** Resolutions 1 and 2.

2 RESOLUTIONS 3 TO 5 – APPOINTMENT OF MR JAMES CAMERON, MR ADRIAN BYASS AND MR SIMON ELEY AS DIRECTORS OF THE COMPANY

2.1 Background

The First Requisitioners have nominated the following persons be appointed as Directors at the General Meeting:

- (a) Mr James Cameron;
- (b) Mr Adrian Byass; and
- (c) Mr Simon Eley.

2.2 Biographies

Mr James Cameron

Please refer to the First Requisitioners' Statement attached as Annexure A.

Mr Adrian Byass

Please refer to the First Requisitioners' Statement attached as Annexure A.

Mr Simon Eley

Please refer to the First Requisitioners' Statement attached as Annexure A.

2.3 Board recommendation

The majority of the Board does not support the appointment of the First Requisitioners' nominees as directors and recommends that Shareholders vote **AGAINST** Resolutions 3 to 5.

The Chairman of the Meeting intends to vote all undirected proxies **against** Resolutions 3 to 5.

3 RESOLUTION 6 – REMOVAL OF MR ANTHONY MCINTOSH AS A DIRECTOR OF THE COMPANY

3.1 Background

The Second Requisitioner has proposed that Mr Anthony McIntosh be removed as a director at the General Meeting.

3.2 Biography

Mr McIntosh, who has also been a Director since October 2012, manages a large portfolio of investments including both listed and unlisted companies, as well as rural, residential and commercial properties.

3.3 Board recommendation

The Board does not make a recommendation on this Resolution.

4 RESOLUTION 7 – APPOINTMENT OF MR ANDREW GASMIER AS A DIRECTOR OF THE COMPANY

4.1 Background

The Second Requisitioner has proposed that Mr Andrew Gasmier be appointed as a director at the General Meeting.

4.2 Biography

Andrew Gasmier is a West Australian School of Mines educated Mining Engineer with over 18 years' experience in various roles spanning underground and open-cut mining studies, corporate management, operations management, technical and supervisory positions. Mr Gasmier has previously worked as a Mining Engineer at the Jundee Gold Mine, located approximately 55km north of the Julius Gold Discovery. He has extensive experience in the assessment, evaluation and feasibility of mineral projects in Africa, Australia, Laos and Russia as well as 16 years of operational experience in the Australian mining industry, which includes 10 years in the WA gold sector. Mr Gasmier was the President & CEO of the US based listed company Tierra Grande Resources Inc from March 2014 until May 2015, and was a member of the Tierra Grande Resources Inc Board from March 2013. He is a current director of Shine Resources Pty Ltd and has held General Management roles in operations in Queensland and Western Australia. Mr Gasmier holds a WA First Class Mine Managers Certificate of Competency as well as a WA Underground Supervisor's Certificate of Competency.

4.3 Board recommendation

The majority of the Board supports the appointment of Mr Andrew Gasmier and recommends that Shareholders vote **FOR** Resolution 7.

The Chairman of the Meeting intends to vote all undirected proxies for Resolution 7.

GLOSSARY

In this Explanatory Statement, the following terms have the following unless the context otherwise requires:

ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires.
Board	board of Directors.
Chairman	chairman of the General Meeting.
Company or Echo	Echo Resources Limited ACN 108 513 113
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	director of the Company
Explanatory Statement	the explanatory statement that accompanies this Notice of General Meeting.
Meeting or General Meeting	the general meeting convened by this Notice of General Meeting.
Notice of General Meeting or Notice of Meeting	this notice of General Meeting.
Proxy Form	the proxy form enclosed with this Notice of General Meeting.
Resolution	resolution contained in this Notice of General meeting.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	holder of a Share in the Company.
WST	Australian Western Standard Time.

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PROXY FORM

Shareholder Details

Name:

.....

Address:

.....

Contact Telephone No:

.....

Contact Name (if different from above):

.....

Step 1. Appoint a Proxy to Vote on Your Behalf

I/We being a Shareholder/s of Echo Resources Limited and entitled to attend and vote hereby appoint

☐

The Chairman
of the Meeting
(mark with an 'X')

OR

Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and 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 Chairman sees fit) at the General Meeting of Echo Resources Limited to be held on Monday, 24 August 2015 at CWA House, 1176 Hay Street, West Perth WA 6005 commencing at 10am (WST) and at any adjournment of that General Meeting.

Step 2. Items of Business

Voting directions to your proxy – please mark ☒ to indicate your directions

		For	Against	Abstain*
Resolution 1	Removal of Ernst Kohler as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Removal of Mathew Longworth as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of James Cameron as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Adrian Byass as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of Simon Eley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Removal of Anthony McIntosh as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Appointment of Andrew Gasmier as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box for a Resolution, 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.

Appointment of a second proxy (see instructions overleaf)

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this

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

Individual or Shareholder 1

**Sole Director and
Sole Company Secretary**

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint Shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your Shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

If you direct your proxy how to vote validly in accordance with these instructions and your proxy fails to either attend the Meeting or vote on any directed Resolution, the Chairman of the Meeting is taken to have been appointed as the proxy for the purposes of voting on that Resolution at the Meeting and must vote in accordance with your proxy.

Voting entitlements

In accordance with the Corporations Act, the Company has determined that the Shareholding of each person for the purpose of determining entitlements to attend and vote at the Meeting will be the entitlement of that person set out in the Company's share register as at 4:00pm (WST) on Friday, 21 August 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting in person

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the attached proxy form to the Meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the Meeting to facilitate this registration process.

A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with Section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the Certificate is enclosed with this Notice of Meeting

Appointment of a Second Proxy

You are entitled to appoint up to two 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 telephoning the Company Secretary on +61 8 9362 4806 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual:	where the holding is in one name, the holder must sign.
Joint Holding:	where the holding is in more than one name, all of the Shareholders should 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) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Lodging your proxy form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the Meeting being no later than 10am WST on Saturday, 22 August 2015. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

In Person	By Mail	By Facsimile	By Scan and Email
992 Albany Highway, East Victoria Park WA 6101	992 Albany Highway, East Victoria Park WA 6101	+61 8 9355 3264	echo@tbmpl.com.au

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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* (Cth), to act as the body corporate representative of that Company at the general meeting of the members of Echo Resources Limited to be held on Monday, 24 August 2015 commencing at 10am WST and at any adjournments of that general meeting.

DATED 2015

Please sign here

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

.....
Signed by authorised representative

.....
Signed by authorised representative

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

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

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

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

Instructions for Completion

- Insert name of appointing Shareholder Company and the name or position of the appointee corporate representative (e.g. "John Smith" or "each director of the Company").
- Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- Print the name and position (e.g. director) of each authorised company officer who signs this Certificate on behalf of the Company.
- Insert the date of execution where indicated.
- The Certificate may be:
 - sent or delivered to the registered office of the Company at 992 Albany Highway, East Victoria Park WA 6101, or faxed to the Company at +61 8 9355 3264 prior to the Meeting; or
 - lodged at registration desk on the day of the Meeting.

ANNEXURE A

FIRST REQUISITIONERS' STATEMENT

Members' Statement under section 249P of the Corporations Act 2001

Dear Fellow Shareholder,

We have requisitioned this meeting of shareholders of Echo Resources Limited ('**Echo**' or the '**Company**') in order to consider the removal of Ernst Kohler and Matthew Longworth as directors and appoint three new directors to the Board of the Company.

With your approval, we seek to have James Cameron, Adrian Byass and Simon Eley, all well-credentialed professionals with mineral and financial markets experience and all shareholders of the Company, appointed to the Board of Echo so as to arrest the decline in shareholder value and oversee the future strategic direction of the Company.

- **We are independent shareholders** who have requisitioned this meeting under section 249D of the Corporations Act.
- The **nominee directors are all shareholders** and have a vested interest to unlock potential in the Company's assets and create shareholder value.
- We **need your support** to remove Ernst Kohler and Matthew Longworth as directors and to appoint James Cameron, Adrian Byass and Simon Eley to the Board in order to improve corporate governance and management transparency and to deliver the best chance to unlock potential and create future shareholder value.
- **Please support the independent shareholders and VOTE YES** to all Resolutions if you want to implement changes that may increase the value of your Echo shareholding.

Asset management

We consider that the advancement of the Company's primary asset, the Julius gold discovery, has not been effectively managed by the existing directors. The past two years has seen shareholder dilution for no appreciable value accretion in the Julius gold discovery. There have been multiple capital raisings and, in our opinion, a high level of expenditure on administration and remuneration relative to exploration, yet the Company is still in the pre-JORC resource exploration stage.

The Julius gold discovery was initially identified by Newmont. The asset was sold to Echo and Echo has completed in excess of 20,000m of drilling since 2006, much of it at very close spacing considering it is for exploration purposes. Despite nine years of drilling, Echo is yet to announce a JORC resource on the Julius gold discovery.

Further, during this period, Mt Chalmers, an important asset of the Company at the time of Echo's listing has, in our view, been overlooked and has become a potential liability for the Company. We believe that Mt Chalmers is another example of ineffective management of the Company.

Future direction

We understand that the nominee directors intend to prudently progress the Company's assets and engage with regional industry participants to embrace options to increase shareholder value.

The nominee directors will also implement a more professional, effective and transparent level of corporate governance and shareholder communication which is appropriate for an ASX-listed company.

The nominee directors charged with achieving these changes by joining the Board of Echo are (in order of resolution in your proxy form) as follows:

- **Mr James Cameron** has been actively involved in the financial and investment markets since 1986. He holds a Bachelor of Business Banking and Finance from Monash University and a Masters of Business Administration from the University of Melbourne. James has worked as an investment advisor with firms such as Merrill Lynch, Bell Potter and Lonsdale Securities.
- **Mr Adrian Byass** holds a Bachelors degree in Geology (BSc Hon) from the University of Western Australia and a Bachelors degree in Economics (BEcon) from Murdoch University. Adrian has extensive commodity and mining experience initially technically based in gold and nickel in Western Australia and later combined with a wide range of metals and capital markets as a director of several resource companies, including Plymouth Minerals Limited, Fertoz Limited and Corazon Mining Ltd with a wealth of international experience.
- **Mr Simon Eley** holds a Bachelor of Arts (Politics and Philosophy) from the University of Western Australia and a Bachelor of Laws from Murdoch University. Simon has held several senior positions in large resources companies including Woodside, Aquila Resources and Clough Limited covering aspects such as mining law, toll treatment arrangements, contract law, litigation and dispute resolution. Recently he has been involved with capital raising and gold project acquisition in Western Australia and internationally. He has practical mining experience in Western Australia and Northern Territory as well as internationally.

Your vote

In order to implement the above changes and improve the prospects of creating shareholder wealth, we need your **YES** vote to each of the resolutions in the Notice of Meeting.

We understand that the nominee directors will not only improve corporate governance, shareholder communication and asset management but will also significantly, and importantly, aim to add considerable shareholder value by progressing the opportunities of the Julius gold discovery and Mt Chalmers.

We respectfully request your support to implement these changes and vote in favour of all of the resolutions in the Notice of Meeting to remove Ernst Kohler and Matthew Longworth as directors and to appoint James Cameron, Adrian Byass and Simon Eley to Echo's board.


If you are not able to attend the meeting and intend to appoint a proxy, please simply vote in favour of each resolution prior to returning your proxy in the envelope contained in this letter.

Should you have any queries about the matters discussed above, please feel free to contact any of the nominated directors (details below).

Yours sincerely,

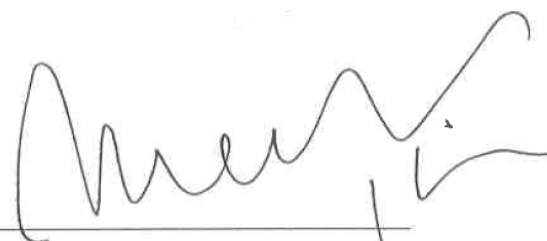
SIGNED by Miss Mei Yen Tan:
<Australian Shares A/C>

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)
)


Signature


SIGNED by Miss Mei Yen Tan:

)
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)


Signature

SIGNED by Mrs Sarah Cameron:

)
)
)


Signature

Contact detail for the nominated directors:

James Cameron 0419 871 155

Adrian Byass 0410 305 685

Simon Eley 0439 993 146