



NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

**Annual General Meeting to be held at
Aurenda Training Services Pty Ltd
Upper Level, 136 Stirling Highway, Nedlands WA 6009**

on

Wednesday, 25 November 2015 commencing at 11.00am (WST)

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Metaliko Resources Limited will be held at Aurenda Training Services Pty Ltd, Upper Level, 136 Stirling Highway, Nedlands, WA on Wednesday, 25 November 2015 commencing at 11:00am (WST).

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial reports, together with the Directors' and auditor's reports, for the financial year ending 30 June 2015.

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** in accordance with section 250R(2) of the Corporations Act:

"That the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2015 be adopted."

Note: This is a non-binding vote.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

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

- (c) the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) 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 for the Company, or if the Company is part of a consolidated entity, for the entity.

Resolution 2 Re-Election of Director - Mr Robin Dean

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

“That, for the purpose of clause 11.3 of the Company’s Constitution and for all other purposes, Mr Robin Dean, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

Resolution 3 Approval of additional 10% placement facility

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

“That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1.A.2 over a 12 month period on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the issue of the Shares 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 and any associates of such a person. 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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Voting Entitlements

In accordance with Regulations 7.11.37 of the Corporations Regulations 2001, the Board has determined that a person’s entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 11:00am (WST) on 23 November 2015. Accordingly, transactions registered after that time will be disregarded in determining Shareholder’s entitlement to attend and vote at the Annual General Meeting.

Enquiries

Shareholders may contact the Company on (+61 8) 9386 9534 if they have any queries in respect of the matters set out in these documents.

By Order of the Board of Directors

Bianca Taveira
Company Secretary

Dated this 9th day of October 2015

Explanatory Statement

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

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

Annual Financial Report

The Corporations Act requires the reports of the Directors and of the Company's auditor and the annual financial report, including the financial statements, to be put before the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the reports or statements. However, Shareholders will be given an opportunity to raise questions on the reports and statements at the Annual General Meeting.

Resolution 1 Approval of Remuneration Report

The Remuneration Report is in the Directors Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and key management personnel;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's key management personnel named in the Remuneration Report for the financial year ended 30 June 2015.

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

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this Resolution is advisory only, however, and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those meetings on a Resolution (a "Spill Resolution") that another meeting be held within 90 days at which all of the Directors (other than the managing director) must go up for re-election.

At the Company's previous Annual General Meeting the votes cast against the remuneration report considered at that Annual General Meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report at the Annual General Meeting.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Proxy Form for Resolution 1.

If you appoint a member of the key management personnel whose remuneration details are included in the Remuneration Report or a closely related party of that member as your proxy (and that person is not the Chairman of the Meeting), and you do not direct that person on how to vote on this Resolution 1, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution 1.

The Chairman intends to vote all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the proxy form you are giving express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2015. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

Resolution 2 Re-election of Director – Mr Robin Dean

The Company's Constitution requires that one third of the Directors must retire at each AGM and if the number is not a multiple of 3, then the number nearest one third. The managing director is excluded from the rotation requirements.

Mr Robin Dean retires by rotation in accordance with clause 11.3 of the Company's Constitution and, being eligible, seeks re-election. Mr Robin Dean was last elected on 29 November 2012.

Director's recommendations

The Directors, with Mr Robin Dean abstaining, unanimously recommend that you vote in favour of this Resolution.

Resolution 3 Approval of additional 10% placement facility

(a) Purpose of Resolution

The purpose of this Resolution is to authorise the Directors to issue a further 10% of its issued share capital under Listing Rule 7.1A during the 10% Placement Period in addition to and without using the Company's 15% placement capacity under Listing Rule 7.1. The additional 10% capacity under rule 7.1A is in addition to the existing 15% capacity under Listing Rule 7.1.

(b) General information

Listing Rule 7.1A enables "eligible entities" to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1. An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index. The Company is seeking shareholder approval by way of a Special Resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section (c)(iii) below).

(c) Description of Listing Rule 7.1A

(i) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a Special Resolution at an Annual General Meeting.

(ii) Equity Securities

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. The Company, as at the date of the Notice, has on issue one class of Equity Securities, namely Shares (ASX Code: MKO).

(iii) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, 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:

- a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;*
- b) plus the number of partly paid shares that became fully paid in the 12 months;*
- c) 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. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;*
- d) less the number of fully paid shares cancelled in the 12 months. Note that A is 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.

(d) Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the below information is provided in relation to the approval of the 10% Placement Facility:

- (i)** The Company will not issue Equity Securities under the 10% Capacity at a price less than 75% of the volume weighted average price for the Company's Equity Securities in the same class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (a)** the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (b)** if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (A) above, the date on which the Equity Securities are issued.
- (ii)** If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in Table 1. There is a risk that:
 - a)** 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 General Meeting; and

- (b) 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 or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

Table 1 shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

- (iii) Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:
 - (a) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
 - (b) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if granted a waiver by the ASX (**10% Placement Period**).
- (iv) The Company may seek to issue the Equity Securities for the following purposes:
 - (a) non-cash consideration for the acquisition of the new resources assets and other investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (b) cash consideration. In such circumstances, the Company may use the funds raised towards an acquisition of new assets or other investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.
- (v) The Company will comply with the **disclosure** obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities. 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:
 - (a) 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;
 - (b) the effect of the issue of the Equity Securities on the control of the Company;
 - (c) the financial situation and solvency of the Company; and
 - (d) 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.
- (vi) The Company has not previously obtained shareholder approval under Listing Rule 7.1A.
- (vii) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Table 1

Table 1 shows the dilution of existing shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice. The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Number of Shares issued under 10% Placement Facility	Dilution		
		Funds raised based on issue price of \$0.014 (50% decrease in current issue price)	Funds raised based on issue price of \$0.028 (Current issue price)	Funds raised based on issue price of \$0.056 (100% increase in current issue price)
353,291,460 (Current)	35,329,146	\$494,608	\$989,216	\$1,978,432
529,937,190 (50% increase)	52,993,719	\$741,912	\$1,483,824	\$2,967,648
706,582,920 (100% increase)*	70,658,292	\$989,216	\$1,978,432	\$3,956,864

*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table has been prepared on the following assumptions:

1. The current shares on issue are the shares on issued as at 8 October 2015.
2. The issue price set out above is the closing price of the Shares on the ASX on 8 October 2015.
3. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
4. No options are exercised into Shares before the date of the issue of the Equity Securities.

Director's recommendations

The Board unanimously recommends shareholders vote in favour of the Resolution to provide the Company with an additional 10% capacity to issue equity securities.

Metaliko Resources Ltd

ACN 120 974 567

PROXY FORM

REGISTERED OFFICE:

Metaliko Resources Ltd
159 Stirling Highway
Nedlands WA 6009
T: (08) 9386 9534 F: (08) 9386 9473 E: admin@metaliko.com.au

PO Box 1104
Nedlands WA 6909

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
770 Canning Highway,
APPLECROSS WA 6153
T: (08) 9315 2333
F: (08) 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

<insert name and address>

SRN Number

Number of shares held

SECTION A: Appointment of Proxy

I/We being a member(s) of Metaliko Resources Ltd and entitled to attend and vote hereby appoint:

Name of Proxy

or failing the individual or body corporate named, or if no individual or body corporate 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Metaliko Resources Ltd to be held at Aurenda Training Services Pty Ltd, Upper Level, 136 Stirling Highway, Nedlands, Western Australia on Wednesday, 25 November 2015 at 11:00am (WST) and at any adjournment or postponement of that Meeting.

Chairperson authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairperson of the Meeting as my/our proxy (or the Chairperson becomes my/our proxy by default), I/we expressly authorise the Chairperson to exercise my/our proxy on **Resolution 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairperson. The Chairperson intends to vote any undirected proxies in favour of all Resolutions.

SECTION B: Voting Directions to Your Proxy

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

1. Adoption of Remuneration Report
2. Re-election of Director – Mr Robin Dean
3. Approval of additional 10% placement facility

For	Against	Abstain*
☐	☐	☐
☐	☐	☐
☐	☐	☐

SECTION C: Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

☐

Change of Name or Address: If your registration details are incorrect, please mark this box and make the correction on this form. Please note: CHES sponsored holders must notify their sponsoring broker of the change. Your broker will notify the registry.

Contact Name

Contact Number

Date

Shareholders are entitled to appoint up to two (2) Proxies (whether shareholders or not) to attend the meeting and vote on their behalf.

If you wish to appoint two (2) Proxies, please phone Metaliko Resources Ltd on 08 9386 9534 to obtain your second proxy form. Both forms must be completed with the nominated amount (number/percentage) clearly printed on each of the forms. If you do not specify the nominated amount, each Proxy may exercise half of your voting rights.

PLEASE RETURN BOTH OF THE FORMS TOGETHER.

NOTES

1. Name and Address

This is the name and address on the Share Register of Metaliko Resources Ltd. 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 Metaliko Resources Ltd.

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 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 (08) 9386 9534 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the first Proxy form and the second proxy form 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 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.

Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received no later than 11.00am WST on 23 November 2015 being 48 hours before the time for holding the meeting. Any proxy form received after that time will not be valid for the scheduled meeting. Please lodge the proxy form with Metaliko Resources Ltd, you are encouraged to submit your proxy by mail, fax or email. The addresses of Metaliko Resources Ltd are as follows:

By mail: Metaliko Resources Ltd
PO Box 1104
Nedlands WA 6909

By hand: 159 Stirling Highway
Nedlands WA 6009

By Fax: + 61 8 9386 9473

By Email: admin@metaliko.com.au