

**ASX ANNOUNCEMENT / MEDIA RELEASE**

**ASX:ABU**

21<sup>th</sup> October, 2015

**Notice of Annual General Meeting**

ABM Resources NL advises that the Notice of Annual General Meeting (AGM) will be dispatched to shareholders today.

ABM invites our shareholders to attend the 2015 AGM to be held at

BDO Audit (WA) Pty Ltd

38 Station Street

Subiaco, Western Australia

on 24<sup>th</sup> November 2015 at 2:00pm (WST).

Kind regards



Jutta Zimmermann  
Company Secretary

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**ABM RESOURCES NL**

**ACN 009 127 020**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 2:00pm (WST)

**DATE:** 24 November 2015

**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 the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00pm (WST) on 24 November 2015 at:

BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia.

### **YOUR VOTE IS IMPORTANT**

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The business of the Annual 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 Annual General Meeting are those who are registered Shareholders at 2:00pm (WST) on 22 November 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

### **VOTING IN PERSON**

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To vote in person, attend the Annual 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 2:00pm (WST) on 22 November 2015 (being not less than 48 hours before the commencement of the Annual General Meeting). Any Proxy Forms received after that time will not be valid for the Annual 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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#### ORDINARY BUSINESS

##### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2015 together with the Directors' report and the auditor's report.

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#### 1. 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 ordinary Resolution**:

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2015 be adopted."*

**Note: section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

##### Voting Restrictions:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (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:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) 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.

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2. **RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DR MICHAEL ETHERIDGE**

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 13.2 of the Constitution and for all other purposes, Dr Michael Etheridge, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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3. **RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR RICHARD PROCTER**

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 13.2 of the Constitution and for all other purposes, Mr Richard Procter, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

**SPECIAL BUSINESS**

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4. **RESOLUTION 4 – 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 22,727,273 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue. 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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5. **RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – PLACEMENT OF SHARES TO PACIFIC ROAD CAPITAL MANAGEMENT PTY LTD**

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 6,830,808 Shares to Pacific Road Capital Management Pty Ltd on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Pacific Road Capital Management Pty Ltd. 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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**6. RESOLUTION 6 – APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY**

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

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to have the additional capacity to issue Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Special Resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, (except a benefit solely in the capacity of a holder of Shares) and any of their associates if the Special Resolution is passed. However, the Company need not disregard a vote if:

- (a) it is cast by that person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as a 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: 16 OCTOBER 2015**  
**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 resolutions. 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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2015 together with the Directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.abmresources.com.au](http://www.abmresources.com.au).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2015.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

#### 2.2 Voting consequences

If at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene an extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the Company who were in office when the directors' report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the Company is approved will be the directors of the Company.

At the Company's 2014 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.

### 2.3 Directors' Recommendation

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

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## 3. RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS

ASX Listing Rule 14.4 provides that a director (excluding the Managing Director) must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. However, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. The Managing Director of the Company is not required to retire by rotation in accordance with clause 17.4 of the Constitution. The Company currently has 5 Directors and accordingly 2 Directors are required to retire by rotation and seek re-election under clause 13.2 of the Constitution. The Directors retiring and seeking re-election at this Meeting are Dr Michael Etheridge and Mr Richard Procter.

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## 4. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DR MICHAEL ETHERIDGE

### 4.1 Background

In accordance with clause 13.2 of the Constitution, Dr Michael Etheridge retires by rotation and seeks re-election.

A description of Dr Michael Etheridge's experience, qualifications and competencies follows:

**Dr Michael Etheridge** -PhD, FTSE, FAIG, FAICD  
**Non-Executive Chairman**

Dr Michael Etheridge is a geologist with over 40 years' experience in exploration, mining, consulting and research. Until 2004 he was Chairman of the consulting firm SRK Consulting (Australia), having co-founded its predecessor, Etheridge Henley Williams in 1990. Dr Etheridge is an Adjunct Professor at Macquarie



University, where he led an industry collaborative research project into improving the management of risk and value in mineral exploration. He has been a Non-Executive Director of Lihir Gold Ltd (ASX, POMSoX, NASDAQ, TSX), Consolidated Minerals Ltd (ASX, AIM), Ariana Resources Ltd (AIM), Ballarat Goldfields NL (ASX), Zeus Resources Limited (ASX, ZEU) and Geoinformatics Exploration Inc (TSX-V), among others. He chaired the boards of the Predictive Mineral Discovery Cooperative Research Centre (CRC) and AuScope Ltd, and was a director of the Deep Exploration Technologies CRC, all major government and industry funded research bodies. Dr Etheridge is currently Chairman of ASX-listed Clancy Exploration Ltd (ASX: CLY).

Dr Etheridge is Chairman of the Group's Remuneration and Nomination Committee and a member of the Audit, Risk and Sustainability Committee.

#### **4.2 Directors' Recommendation**

Other than Dr Michael Etheridge (who is standing for re-election), the Directors recommend that Shareholders vote in favour of Resolution 2.

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### **5. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR RICHARD PROCTER**

#### **5.1 Background**

In accordance with clause 13.2 of the Constitution, Mr Richard Procter retires by rotation and seeks re-election.

A description of Mr Richard Procter's experience, qualifications and competencies follows:

**Mr Richard Procter**- BSc (Eng), MBA, MIMMM, CEng  
**Non-Executive Director**

Mr Procter is a mining professional with over 35 years broad international experience encompassing corporate, funds management, corporate advisory, operations, contracting, consulting and project development roles. He has held senior industry positions that have demonstrated leadership and management of base and precious metal mining companies (including both underground and open pit operations); assessment and development of projects including definitive / bankable feasibility studies; conversion of studies into mining operations; and managed teams undertaking mining asset evaluations and valuations (including merger and acquisition transactions). Mr Procter has also been involved in many company start-ups and the re-engineering of companies. His experience encompasses most major mining jurisdictions including South America, Middle East, Central Europe, North America, Central and Southern Africa, Eastern Europe and Australasia. Some of the companies with which Mr Procter has worked include Union Carbide, Lonrho Limited, Bateman Engineering, Nedpac Engineering, Minproc Engineering, Avocet Mining, WMC Resources and BHP Billiton. Mr Procter continues to provide corporate strategy advice to both mining and industrial companies and has served on several ASX listed company boards. He is currently Non-executive Chairman of Millennium Minerals Limited.

Mr Procter is a member of the Group's Audit, Risk and Sustainability Committee.

#### **5.2 Directors' Recommendation**

Other than Mr Procter (who is standing for re-election), the Directors recommend that Shareholders vote in favour of Resolution 3.

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## **6. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – PLACEMENT OF SHARES TO SOPHISTICATED AND PROFESSIONAL INVESTORS**

### **6.1 Background**

On 26 February 2015, the Company issued 22,727,273 Shares at an issue price of \$0.22 per Share to a number of sophisticated and professional investors in order to raise approximately \$5 million (before costs).

Resolution 4 seeks Shareholder ratification of the 22,727,273 Shares issued to the professional and sophisticated investors. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, one of which is shareholder approval, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class 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) that issue of securities will be treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

If this Resolution is passed, and Resolution 5 is also 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.

### **6.2 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) 22,727,273 Shares were issued;
- (b) the issue price was \$0.22 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;
- (a) the Shares were issued to select sophisticated and professional investors (as defined in the Corporations Act); and
- (d) the funds have been used for:
  - (i) development and commissioning costs to bring the Old Pirate gold project into production;
  - (ii) near-mine and regional exploration; and
  - (iii) general working capital.

### **6.3 Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 4.

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## **7. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – PLACEMENT OF SHARES TO PACIFIC ROAD CAPITAL MANAGEMENT PTY LTD**

### **7.1 Background**

On 23 March 2015, the Company issued 6,830,808 Shares at an issue price of \$0.22 per Share to Pacific Road Capital Management Pty Ltd in order to raise approximately \$1.5 million.

Resolution 5 seeks Shareholder ratification of the 6,830,808 Shares issued to Pacific Road Capital Management Pty Ltd. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, one of which is shareholder approval, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class 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) that issue of securities will be treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

If this Resolution is passed, and Resolution 4 is also 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.

### **7.2 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 to Pacific Road Capital Management Pty Ltd:

- (e) 6,830,808 Shares were issued;
- (f) the issue price was \$0.22 per Share;
- (g) 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;
- (a) the Shares were issued to Pacific Road Capital Management Pty Ltd (ACN 117 934 586); and
- (h) the funds have been used for:
  - (i) development and commissioning costs to bring the Old Pirate gold project into production;
  - (ii) near-mine and regional exploration; and
  - (iii) general working capital.

### **7.3 Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 5.

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## 8. RESOLUTION 6 - APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY

### 8.1 Background

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 at which approval of the issue is obtained (**10% Placement Facility**). This 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and allows the Company to issue up to 25% of its issued capital in total.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX300 Index and has a market capitalisation of \$300 million or less. On 13 October 2015, the closing price of Shares was \$0.24 per Share and the Company had 343,287,553 Shares on issue, meaning the market capitalisation of the Company on 13 October 2015 was approximately \$82,389,013.

As the market capitalisation of the Company is less than \$300 million and the Company is not included in the S&P/ASX 300 Index, the Company is an eligible entity. In order for the Company to utilise the additional capacity to issue Equity Securities under Listing Rule 7.1A, it must remain compliant with the requirements of Listing Rule 7.1A at the date of the Meeting.

The Company is now seeking shareholder approval by way of a Special Resolution, which requires approval of 75% of the 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), 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.

### 8.2 Number of Shares

The formula for calculating the maximum amount of Equity Securities that may be issued under the 10% Placement Facility is calculated as follows:

**(A x D) – E**

**A** is the number of Shares on issue 12 months before the date of issue or the date of agreement to issue:

- plus the number of Shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid Shares that became fully paid in the 12 months;
- plus the number of Shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 or 7.4 (excluding an issue of Shares under the Company's 15% placement capacity without Shareholder approval);
- less the number Shares cancelled in the 12 months.

**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 date of agreement to issue and not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

The ability to issue Equity Securities under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 343,287,553 Shares and therefore has capacity to issue:

- (a) 51,493,132 Equity Securities under Listing Rule 7.1 and
- (b) 34,328,755 Equity Securities under Listing Rule 7.1A (subject to approval of this Resolution 6).

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of this Notice, has on issue only one class of quoted Equity Securities being Shares. Accordingly, as at the date of this Notice the only Equity Securities the Company may issue under Listing Rule 7.1A is Shares.

A number of scenarios showing potential issues under Listing Rule 7.1A are detailed in the Table below.

### 8.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Additional Placement Capacity as follows:

(a) **Minimum issue price**

For the purpose of Listing Rule 7.1A.3, the issue price of Shares under this 10% Additional Placement Capacity will be no less than 75% of the VWAP for Shares calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Shares are to be issued is agreed; or
- (ii) if the Shares are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Shares are issued.

(b) **Risk of economic and voting dilution**

If this Resolution is approved by Shareholders and the Company issues Shares under the 10% Additional Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the Table below (in the case of unlisted options, only if the unlisted options are exercised).

There is a risk that:

- (i) the market price for the Shares may be significantly lower on the date of the issue of the Shares than on the date of the

Meeting in which the approval under Listing Rule 7.1A is given;  
and

- (ii) the Shares may be issued at a price that is at a discount to the market price for the Shares on the issue date or the Shares 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 Shares.

The Table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future meeting of Shareholders; and
- (ii) two examples where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

**TABLE**

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.12 50% decrease in issue price	\$0.24 Issue Price	\$0.48 100% increase in issue price
Current Variable A  343,287,553 Shares	10% voting dilution	34,328,755 Shares	34,328,755 Shares	34,328,755 Shares
	Funds raised	\$4,119,450.60	\$8,238,901.20	\$16,477,802.40
<b>50% increase in current Variable A</b>  514,931,330 Shares	10% voting dilution	51,493,133 Shares	51,493,133 Shares	51,493,133 Shares
	Funds raised	\$6,179,175.96	\$12,358,351.92	\$24,716,703.84
<b>100% increase in current Variable A</b>  686,575,106 Shares	10% voting dilution	68,657,510 Shares	68,657,510 Shares	68,657,510 Shares
	Funds raised	\$8,238,901.20	\$16,477,802.40	\$32,955,604.80

The Table has been prepared on the following assumptions:

- The Company issues the maximum number of Shares available under the 10% Additional Placement Capacity.
- No unlisted options (including any unlisted options issued under the 10% Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The Table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The Table shows only the effect of issues of Shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue price of 24 cents per Share, being the closing price of Shares on 13 October 2015.

(c) **Timing**

The date by which the Shares may be issued is the earlier of:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of 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).

The approval will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 or ASX Listing Rule 11.2.

(d) **Purposes for which Shares may be issued**

The Company may seek to issue the Shares for the following purposes:

- (i) non-cash consideration for the acquisition of new resources, assets or investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and development expenditure on the Company's current assets and/or general working capital.

The Company will comply with disclosure obligations under Listing Rule 7.1A.4 and 3.10.5A upon issue of any Shares under the 10% Additional Placement Capacity.

(e) **Allocation policy**

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Additional Placement Capacity. The intended allottees, usually sophisticated investors, will be determined on a case-by-case basis having regard to, but not limited to, the following factors:

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

The allottees under the 10% Additional Placement Capacity 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.

(f) **Equity Securities issued by the Company**

The Company issued 69,966,911 Equity Securities in the 12 months preceding the date of this meeting, being on and from 24 November 2014, representing approximately 25.60% of the total number of Equity Securities on issue at 24 November 2014.

Further details of these issues of Equity Securities are set out below.

Date	Quantity	Class	Recipients	Issue price and discount to Closing Market Price (if any) <sup>1</sup>	Consideration
30 January 2015	5,550,000	Ordinary shares <sup>2</sup>	Option holders	\$0.225 per share (\$0.075 discount to Closing Market Price)	Total consideration: \$1,248,750.00  All of these funds were used for development and commissioning costs to bring the Old Pirate Gold Project into production, for near-mine and regional exploration, and general working capital.



26 February 2015	22,727,273	Ordinary shares <sup>2</sup>	Sophisticated and Professional Investors	\$0.22 per share	Total consideration: \$5,000,000.06  All of these funds were used for development and commissioning costs to bring the Old Pirate Gold Project into production, for near-mine and regional exploration, and general working capital.
23 March 2015	20,870,009	Ordinary shares <sup>2</sup>	Existing Shareholders who participated in the pro rata non- renounceable rights issue	\$0.22 per share	Total consideration: \$4,591,401.98  All of these funds were used for development and commissioning costs to bring the Old Pirate Gold Project into production, for near-mine and regional exploration, and general working capital.
23 March 2015	13,988,821	Ordinary shares <sup>2</sup>	Canaccord Genuity (Australia) Ltd and Argonaut Securities Pty Ltd	\$0.22 per share	Total consideration: \$3,077,540.62  All of these funds were used for development and commissioning costs to bring the Old Pirate Gold Project into production, for near-mine and regional exploration, and general working capital.

23 March 2015	6,830,808	Ordinary shares <sup>2</sup>	Pacific Road Capital Management Pty Ltd	\$0.22 per share	Total consideration: \$1,502,777.76  All of these funds were used for development and commissioning costs to bring the Old Pirate Gold Project into production, for near-mine and regional exploration, and general working capital.
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Notes:

1. For the purposes of the above table, the discount of the issue price to the Closing Market Price (if any) is calculated on the Closing Market Price on the date of issue.
2. Fully paid ordinary shares in the capital of the Company (ASX code: ABU), the terms of which are set out in the Constitution.

#### **8.4 Voting Exclusion**

A voting exclusion statement is set out in this Notice. As at the date of this Meeting, the Company has not invited any existing Shareholder to participate in any issue of Equity Securities under ASX Listing Rule 7.1A and as such, no Shareholders will be excluded from voting on Resolution 6.

#### **8.5 Directors' Recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 6.

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## GLOSSARY

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**Annual 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.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

**Closing Market Price** means the closing price of the Company's Shares on the market for trading in securities operated in Australia by the ASX.

**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.

**Equity Securities** has the same meaning as in the Listing Rules and broadly includes shares, units, a right to a share or unit or option, an option over an issued or unissued security and a convertible security.

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

**Group** means the Company and its subsidiaries;

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of ASX.

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

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

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2015.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

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

**VWAP** means the volume weighted average Share price.

**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 24 November 2015 and at any adjournments of that meeting/all meetings of the members of ABM Resources NL.

DATED ..... 2015

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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 Annual General Meeting.

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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 Registrars Pty Ltd  
**All Correspondence to:**  
PO BOX 535, APPECROSS WA 6953  
AUSTRALIA  
770 Canning Highway, APPECROSS WA 6153  
AUSTRALIA  
T: +61 8 9315 2333 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 share in the Company and entitled to attend and vote hereby appoint:

 the 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 Annual General Meeting of the Company to be held at 2:00pm WST on Tuesday 24 November 2015 at BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco Western Australia and at any adjournment or postponement of that meeting.

Where I/we have appointed the Chairperson of the Meeting as my/our proxy (or the Chairperson of the Meeting becomes my/our proxy by default) I/we expressly authorise the Chairperson of the Meeting to exercise my/our proxy on resolution 1 (except where I/we have indicated a different voting intention by marking the boxes in section B below) even though resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

**SECTION B: Voting Directions**

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*
1. ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. RE-ELECTION OF DIRECTOR - DR MICHAEL ETHERIDGE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. RE-ELECTION OF DIRECTOR - MR RICHARD PROCTER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. RATIFICATION OF PRIOR ISSUE - PLACEMENT OF SHARES TO SOPHISTICATED AND PROFESSIONAL INVESTORS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. RATIFICATION OF PRIOR ISSUE - PLACEMENT OF SHARES TO PACIFIC ROAD CAPITAL MANAGEMENT PTY LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**SECTION C: Signature of Security Holder(s)**

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

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director &amp; Sole Company Secretary

Director

Director/Company Secretary

**Proxies must be received by Security Transfer Registrars Pty Ltd no later than 2:00pm WST on Sunday 22 November 2015.**

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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:

- On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- Return both forms in the same envelope.

### 5. SIGNING INSTRUCTIONS

**Individual:** where the holding is in one name, the Shareholder must sign.

**Joint Holding:** where the holding is in more than one name, all of the Shareholders must sign.

**Power of Attorney:** to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

### 6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars 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 Registrars Pty Ltd

<b>Online</b>	<a href="http://www.securitytransfer.com.au">www.securitytransfer.com.au</a>
<b>Postal Address</b>	PO BOX 535 Applecross WA 6953 AUSTRALIA
<b>Street Address</b>	Alexandrea House Suite 1, 770 Canning Highway Applecross WA 6153 AUSTRALIA
<b>Telephone</b>	+61 8 9315 2333
<b>Facsimile</b>	+61 8 9315 2233
<b>Email</b>	<a href="mailto:registrar@securitytransfer.com.au">registrar@securitytransfer.com.au</a>

#### PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars 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 Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

