
PELICAN RESOURCES LIMITED

ACN 063 388 821

NOTICE OF ANNUAL GENERAL MEETING

TIME: 9:00 am (WST)

DATE: 11 November 2016

PLACE: Plaza Level, BGC Centre
28 The Esplanade
Perth WA 6000

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 6141 6304.

CONTENTS

Business of the Meeting (setting out the proposed Resolutions)	4
Explanatory Statement (explaining the proposed Resolutions)	7
Glossary	22
Schedule 1 - Pro-Forma Statement of Financial Position of the Company	24
Annexure – Auditor Nomination Letter	26

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 9:00 am (WST) on 11 November 2016 at the Plaza Level, BGC Centre, 28 The Esplanade, Perth WA 6000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00 pm (WST) on 9 November 2016.

Voting in person

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder 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.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the director's report, the Remuneration Report and the auditor's report.

Note: There is no requirement for Shareholders to approve these reports.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2016."

Note: This Resolution will be determined as if it were an ordinary resolution but under section 250R(3) of the Corporations Act the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either 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 this 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 though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
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3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – COLIN CHENU

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, ASX Listing Rule 14.4 and for all other purposes, Colin Chenu, retires by rotation and being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company."

4. RESOLUTION 3 – APPROVAL OF SALE OF INTEREST IN SIBUYAN NICKEL PROPERTIES DEVELOPMENT CORPORATION TO DYNAMO ATLANTIC LIMITED

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 11.2 and for all other purposes, Shareholders approve the sale of Interest in Sibuyan Nickel Properties Development Corporation to Dynamo Atlantic Limited in accordance with the Memorandum of Understanding and otherwise on the terms and conditions detailed in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who might obtain a benefit, except a benefit solely in the capacity as a Shareholder if the Resolution is passed, or an associate of that person.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairperson 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.

5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

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

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Ordinary Securities, if the Resolution is passed and any associates of those persons.

However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote:

- (a) in accordance with the directions on the Proxy Form; or
- (b) 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.

6. RESOLUTION 5 – APPOINTMENT OF AUDITOR

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, pursuant to Section 327B(1) of the Corporations Act 2001, HLB Mann Judd, being qualified and having consented to act under Section 328A of the Corporations Act 2001, be appointed as auditors of the Company.”

Dated: 6th October 2016
By order of the Board

Alec Pismiris
Company Secretary

EXPLANATORY STATEMENT

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.

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 2016, together with the declaration of the directors, the directors' report, the Remuneration 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.pelicanresources.com.au.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the annual financial report of the Company;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the reparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

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 company or the directors of 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 a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder 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 most recent financial year) 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.

2.3 Previous voting results

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.

2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:

- (a) ***You must direct your proxy how to vote on this Resolution.*** Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):

- (b) You **do not** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you should note that the Chairman intends to vote all undirected proxies in favour of Resolution 1 despite that Resolution being connected with the remuneration of a member of Key Management Personnel.

If you appoint any other person as your proxy:

- (c) You **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.
- (d) The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

- (e) Resolution 1 is an ordinary Resolution.
- (f) The Chairman intends to exercise all available proxies in favour of Resolution 1.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – COLIN CHENU

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 year, whichever is the longer.

Clause 13.2 of the Constitution provides that at each annual general meeting:

- (a) one third (or if that is not a whole number, the whole number nearest to one third) of the Directors who are not:
 - (i) appointed by the Board, and otherwise required to retire, under the Constitution;
 - (ii) the Managing Director (or if there is more than 1, the 1 (if any) nominated; or
 - (iii) an alternate Director; and
- (b) any Director who would, if that Director remained in office until the next annual general meeting, have held that office for more than 3 years,

must retire from office and are eligible for re-election.

The Directors who retire under clause 13.2 are those who have held office the longest since last being elected or appointed. If 2 or more Directors have been in office for the same period, those Directors may agree which of them will retire. If they do not agree, they must draw lots to decide which of them must retire.

In determining the number of Directors to retire, no account is to be taken of:

- (c) a Director who only holds office until the next annual general meeting pursuant to the Constitution; and/ or
- (d) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

The Company currently has 3 Directors and accordingly the remaining director must retire.

Mr Colin Chenu retires by rotation and seeks re-election.

Details of Mr Colin Chenu's qualifications and experience are in the annual financial report of the Company.

Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

The Board (excluding Mr Colin Chenu) recommends that shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – APPROVAL OF SALE OF INTEREST IN SIBUYAN NICKEL PROPERTIES DEVELOPMENT CORPORATION TO DYNAMO ATLANTIC LIMITE

4.1 Background of Sibuyan Nickel Properties Development Corporation

Pelican Resources Limited, through Sibuyan Nickel Properties Development Corporation (**SNPDC**) which is owned jointly by All Acacia Resources Inc. (All Acacia), Sunpacific Resources Philippines Inc. and Pelican's wholly owned subsidiary Sunshine Gold Pty Ltd is the beneficial owner of a granted Mineral Production Sharing Agreement No. 3042009-IVB (**MPSA**), on Sibuyan Island in the Romblon Province in the Philippines (Romblon Project). The MPSA covers a lateritic nickel deposit where work was carried out by two Japanese nickel companies in 1972. This historical work identified the Romblon Project as a potential source of direct shipping lateritic nickel ore (**DSO**). The Romblon Project has been the major focus of the Company since acquiring its interest in the MPSA in November 2004.

Altai Resources Philippines Inc. (**Altai**) was the original MPSA applicant. An agreement between Altai and SNPDC provided for the transfer of the MPSA from Altai to SNPDC following SNPDC exercising an option to proceed with the acquisition and the payment of C\$1.30 million to Altai upon the approval by the regulatory bodies and grant of the MPSA. The MPSA is still in the process of being transferred from Altai to SNPDC.

Significant exploration is required to fully evaluate the laterite nickel resource but the project is currently on care and maintenance due to a Cease and Desist Order (**CDO**) issued in September 2011 by the Mines and Geosciences Bureau (**MGB**) of the Department of Environment and Natural Resources (**DENR**). Counsel for SNPDC has been pursuing all legal avenues with respect to the appeal to the MGB and DENR to lift the CDO.

The MGB and DENR are focused on reviewing a map issued by the Mineral Industry Coordinating Council that specifies Go and No-Go Zones for mining throughout the Philippines. The map is a draft proposal that does not take into consideration approved Exploration Permits, MPSA's and existing mining operations. Approvals for new mining projects are expected to be deferred until the Go and No-Go Zones are finalised along with implementation rules and regulations. Counsel for SNPDC has previously advised that approved MPSA's should be included in Go Zones.

Additional issues such as revised mining tax regulations, Minahang Bayan Zones (Small Scale Mining) and domestic processing of DSO are currently being reviewed by various Government departments. New mining exploration projects are expected to be delayed until all issues are resolved by the current Administration. Projects with an approved MPSA or Foreign Technical Assistance Agreement can proceed with approvals to develop mining and plant operations. A new laterite nickel project in the Province of Agusan del Norte was commissioned in 2014 and existing mining operations have been allowed to apply for expansions of their MPSA's and Environmental Compliance Certificates.

Interest in laterite nickel resources in the Philippines did increase when Indonesia banned the export of DSO on 12 January 2014. During the first half of 2014 the FOB price of laterite nickel DSO rose to a 6 year high. Since that peak the FOB price of laterite nickel DSO has declined significantly and remains subdued due to the oversupplied nature of the global market for nickel.

An internal study into nickel laterite processing through the use of direct reduction technology was undertaken in conjunction with discussions with local companies that had processing experience. A new bill has been submitted to the Senate that proposes a ban on DSO similar to the Indonesian legislation. It is expected that there will be an implementation period of about 5 years if the bill is approved.

For several years all project development field work has been on hold to minimise expenses in the Philippines.

4.2 Background to disposal of interest in Sibuyan Nickel Properties Development Corporation

The Company held discussions with several local companies currently involved in nickel laterite mining in an effort to identify a potential joint venture partner for the Romblon Project. The Company believed that involvement of an active local mining company in the project could potentially assist in the permitting process and Local Government Unit support for the project. An interested party which had conducted two site visits to the Romblon Project, submitted a draft joint venture term sheet during the first quarter of 2015. Another party which had previously submitted a draft proposal for a 90-day due diligence period with exclusive rights to negotiate an agreement, also submitted a revised draft proposal during the first quarter of 2015.

The Company ceased these discussions on entering into negotiations for the sale of the whole of SNPDC with Dynamo Atlantic Limited, a BVI registered company (**Dynamo**). The Company considered the terms proposed by Dynamo to acquire the whole of SNPDC to be more beneficial to the Company than the terms previously proposed by other interested parties.

On 25 June 2015 the Company announced it had entered into a Memorandum of Understanding (**MOU**) with Dynamo, to sell 100% ownership of SNPDC (**Proposed Transaction**).

Under the terms of the MOU, Dynamo agreed, subject to completion of due diligence to purchase SNPDC for a purchase price of \$A4.70 million (**Consideration**) payable in cash as follows:

- an initial payment of ten percent (10%) of the Consideration as a non-refundable deposit paid with 5 business days of signing the MOU;
- within 90 days, or on completion of due diligence investigations by Dynamo to its satisfaction, a second payment of twenty percent (20%) of the Consideration; and
- on completion of sale and transfer of 100% ownership of SNPDC, a third and final payment of seventy percent (70%) of the Consideration.

Dynamo further agreed that the vendors of SNPDC would be entitled to receive a two and a half percent (2.5%) royalty on net income generated by SNPDC from any future operations undertaken on Sibuyan Island.

The sale of Pelican's interest in SNPDC constitutes a disposal of main undertaking pursuant to the Listing Rules, and therefore the Company is seeking shareholder approval for the disposal at the Annual General Meeting. Shareholder approval for the sale of Pelican's interest in SNPDC will satisfy the final condition applicable to Pelican to complete the Proposed Transaction.

4.3 Material terms and conditions of the Memorandum of Understanding

The material terms and conditions of the MOU are as follows:

- Dynamo will acquire 100% ownership of SNPDC for the Consideration, payable by:
 - an initial payment of ten percent (10%) of the Consideration as a non-refundable deposit paid with 5 business days of signing the MOU;

- within 90 days, or on completion of due diligence investigations by Dynamo to its satisfaction, a second payment of twenty percent (20%) of the Consideration; and
 - on completion of sale and transfer of 100% ownership of SNPDC, a third and final payment of seventy percent (70%) of the Consideration.
- The vendors of SNPDC would be entitled to receive a two and a half percent (2.5%) royalty on net income generated by SNPDC from any operations undertaken on Sibuyan Island.
 - Pelican warrants that SNPDC will be transferred in a 'clean state' and that all of its assets are intact and free from any claims and/or liabilities.
 - All liabilities of SNPDC are required to be satisfied, compromised or forgiven at the time of completion.
 - All taxes and fees for the sale, transfer and conveyance to Dynamo shall be met by the Company.
 - Whilst the MOU shall bind the parties upon execution, and the parties are committed to exercise utmost efforts to complete the transaction, the parties shall determine, detail and incorporate any other provisions typically contained in a transaction in the nature of the MOU in a "definitive agreement".

SNPDC has related party loan liabilities in respect of funds advanced for its working capital requirements. The total amount of the related party loans are approximately equal to the Consideration. At Completion, the Consideration will be applied in satisfaction of the related party loans, so as to satisfy the requirement that SNPDC be transferred to Dynamo free from liabilities. Satisfaction of the related party loans will result in Pelican receiving indirectly, through its wholly or partly owned subsidiaries, approximately 75% of the Consideration, after allowance is made for costs associated with the Proposed Transaction.

4.4 Events following Execution of MOU

On 23 June 2015 Dynamo paid Pelican the sum of \$470,000, being 10% of the Consideration.

On 11 September 2015, having confirmed that it had completed its due diligence investigations to its satisfaction, Dynamo paid a further \$940,000, being 20% of the Consideration.

Completion of the sale of SNPDC in accordance with the terms of the MOU requires all shareholders of SNPDC to agree to transfer their shareholding to Dynamo. Following execution of the MOU, and for a period of approximately 12 months, All Acacia withheld its agreement to transfer its shareholding in SNPDC under the terms of the MOU. This had prevented Pelican from being able to complete the Proposed Transaction at an earlier time.

On 17 August 2016, Pelican announced that it had secured All Acacia's agreement to the disposal of its shares in SNPDC in accordance with the MOU, which allows Pelican, subject to obtaining the approval of its shareholders, to proceed to completion.

The Company has provided Dynamo with a draft Share Sale Agreement (**SSA**) setting out more definitively the terms of the MOU, and to facilitate the transfer of ownership of SNPDC.

Dynamo has recently informed the Company that it does not wish to proceed with the purchase of SNPDC, and has requested a full refund the Consideration paid to date under the MOU. The Company has advised Dynamo that it considers the parties remain bound by the terms of the MOU, and requires Dynamo to complete the transaction by payment of the balance of the purchase price at settlement of the sale.

On Completion, Dynamo is required to pay the balance of the Consideration of \$A3.29 million.

4.5 Rationale for Proposed Transaction

The Board undertook a strategic review with a view to:

- (a) reducing sovereign risk associated with operating in a foreign jurisdiction;
- (b) reducing its care and maintenance costs in the Philippines;
- (c) reducing the costs associated with lifting the CDO;
- (d) reducing tenement maintenance costs in the Philippines; and
- (e) determining the future of the Romblon Project.

The Board has considered various options available to it and has determined that the Proposed Transaction is in the best interests of the Company for the following reasons:

- (a) provide working capital: the consideration to be raised by the Company from the Proposed Transaction will enable the Company to raise a significant amount of capital;
- (b) current economic and regulatory climate: in the current economic and regulatory climate, there is no guarantee that the Company will be successful in raising the capital that it requires to undertake exploration and mining activities in respect of the Romblon Project and/or proceed to the commercialisation of the Romblon Project; and
- (c) dilutionary impact of future equity capital raisings: if the Company undertakes an equity capital raising for the purposes of raising funds to undertake exploration and mining activities in respect of the Romblon Project, it is highly likely that this will subject existing Shareholders to significant dilution.

4.6 General

As detailed in Section 4.2, the Company has entered into an agreement pursuant to which the Company has agreed to sell to Dynamo its interest in SNPDC and therefore the Romblon Project, which constitute the Company's main undertaking for the purposes of Listing Rule 11.2 (refer to Section 4.6 below).

Resolution 3 seeks Shareholder approval for the Company's disposal of its interest in SNPDC to Dynamo for the purposes of Listing Rule 11.2.

Resolution 3 is an ordinary resolution.

The Chairman intends to exercise his discretion to vote all available undirected proxies in favour of Resolution 3.

The Board recommends that shareholders vote in favour of Resolution 3.

4.7 Listing Rule 11.2

Listing Rule 11.2 provides that a company that is proposing to make a significant change either directly or indirectly, disposing its main undertaking, must get the approval from its shareholders and comply with any requirements of ASX in relation to the notice of meeting.

In accordance with Listing Rule 11.2, the Company provides full disclosure and details of and the impact on the Company by the transactions contemplated by the MOU and seeks Shareholder approval of the disposal of its interest in SNPDC.

4.8 Effect of the disposal of the interest in Sibuyan Nickel Properties Development Corporation

Refer to Schedule 1 for the pro-forma statement of financial position of the Company following the disposal of its interest in SNPDC to Dynamo.

The proposed disposal of the interest in SNPDC to Dynamo will:

- (a) not impact the capital structure of the Company; and
- (b) not result in any changes to the Board of the Company.

The Board does not envisage that the proposed disposal will change the Company's business model.

4.9 Advantages of the disposal of the interest in Sibuyan Nickel Properties Development Corporation

The Proposed Transaction, once completed, will provide the Company with up to \$3,525,000 (before costs of the transaction) in cash consideration which will:

- (a) provide funding for the undertaking of future exploration and development activities on the Company's tenement located on Cockatoo Island;
- (b) enable the Company to consider potential asset acquisition opportunities which the Board considers are consistent with the Company's existing activities and have the potential to generate return to Shareholders; and
- (c) supplement the Company's working capital.

Having regard to the above, the Directors anticipate that if the Proposed Transaction is completed the Company will not be required to borrow funds or undertake any further capital raising in the short term. The Directors are of the view that the above non-exhaustive list of advantages may be relevant to a Shareholder's determination on how to vote on Resolution 3.

4.10 Disadvantages of the disposal of the interest in Sibuyan Nickel Properties Development Corporation

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's determination on how to vote on Resolution 3:

- (a) the Company's exposure to the upside of the Romblon Project will be extinguished in its entirety; and
- (b) the transaction contemplated by the MOU contemplates the disposal of the Company's main undertaking for the purposes of the Listing Rule 11.2, which may not be consistent with the investment objectives of all Shareholders; and

- (c) there is a risk the Company may not be successful in identifying and completing other suitable asset acquisitions.

The Board considers that the advantages of the Proposed Transaction outweigh the disadvantages.

4.11 Intentions following disposal of the interest in Sibuyan Nickel Properties Development Corporation

Following completion of the disposal of its interest in SNPDC, the Company will, amongst other things:

- (a) use the cash consideration to:
 - (i) provide funding for the undertaking of future exploration and development activities on the Company's tenement located on Cockatoo Island; and
 - (ii) supplement the Company's working capital; and
- (b) investigate, and as required, undertake due diligence on, new opportunities which the Board considers are consistent with the Company's existing activities and have the potential to generate return to Shareholders.

4.12 Implications if the disposal of the interest in Sibuyan Nickel Properties Development Corporation does not proceed

In the event that Resolution 3 is not passed and the Company does not dispose of its interest in SNPDC to Dynamo, it will, amongst other things:

- (a) continue to maintain its interest in the Romblon Project and continue to investigate opportunities to dispose of all or part of the Romblon Project or enter into joint ventures with third parties in respect of the Romblon Project;
- (b) continue maintaining the Romblon Project and ensuring compliance with all licence and regulatory requirements whilst minimising expenditure where appropriate; and
- (c) raise equity capital to enable the Company to fund on-going care and maintenance costs in the Philippines.

4.13 Directors' recommendation

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

4.14 Other Material Information

There is no other information material to the making of a decision by a Shareholder whether or not to approve Resolution 3 (being information that is known to any of the Directors and which has not been previously disclosed to Shareholders) other than as disclosed in this Explanatory Statement.

4.15 Forward Looking Statements

The forward looking statements in this Explanatory Statement are based on the Company's current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors, which could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward looking statements in this Explanatory Statement. Forward looking statements include those containing words such as 'anticipate', 'estimates', 'should', 'will', 'expects', 'plans' or similar expressions.

5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

5.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 4, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 5.2 below).

The effect of Resolution 3 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid Ordinary Securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

5.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has 2 classes of quoted Equity Securities on issue, being:

- (a) the Shares (**ASX Code: PEL**) and Listed Options (**ASX: PELOA**).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
 - (iv) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

5.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

- (a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in Section 5.3(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue 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 (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.004 50% decrease in Issue Price	\$0.008 Issue Price	\$0.016 100% increase in Issue Price
361,923,540 (Current Variable A)	Shares issued - 10% voting dilution	36,192,354 Shares	36,192,354 Shares	36,192,354 Shares
	Funds raised	\$144,769	\$289,539	\$579,078
542,885,310 (50% increase in Variable A)	Shares issued - 10% voting dilution	54,288,531 Shares	54,288,531 Shares	54,288,531 Shares
	Funds raised	\$217,154	\$434,308	\$868,616
723,847,080 (100% increase in Variable A)	Shares issued - 10% voting dilution	72,384,708 Shares	72,384,708 Shares	72,384,708 Shares
	Funds raised	\$289,539	\$579,078	\$1,158,155

*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 above uses the following assumptions:

1. There are currently 361,923,540 existing Shares on issue as at the date of this Notice.
2. The issue price set out above is the closing price of the Shares on the ASX on 6 October 2016 being \$0.008.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with such acquisition), continued exploration expenditure on the Company's Mackay Project and/or the Company's other projects (funds would be used for project, feasibility studies and ongoing project administration) and general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company not previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

5.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 4.

Resolution 4 is a special resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 4.

The Board recommends that shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – APPOINTMENT OF AUDITOR

6.1 General

Stantons International has applied to ASIC for resignation as the Company's auditor in accordance with Section 329(5) of the Corporations Act with effect from the conclusion of the Annual General Meeting. Stantons International has been the company's auditor for approximately 14 years. The resignation resulted from the Company seeking an expressions of interest from other auditors, with HLB Mann Judd being considered as the firm which would best suits the Company's requirements in the future.

The Company has been served with a notice of nomination from one of the company's members nominating HLB Mann Judd as the new company auditor. A copy of the notice served on the company is attached to this Notice. HLB Mann Judd is a registered company auditor, has had previous experience in conducting audits of public listed companies, and is a well-known and respected firm. HLB Mann Judd has consented to the appointment as auditor pursuant to Section 328A of the Corporations Act subject to this Resolution 5 being approved by shareholders at the Meeting.

The Directors propose that HLB Mann Judd be appointed as the Company's auditor effective from the Meeting.

Resolution 5 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 5.

The Board recommends that shareholders vote in favour of Resolution 5.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in Section 5.3 of the Explanatory Statement.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

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.

Chair means the chair of the Meeting.

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) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Pelican Resources Limited (ACN 063 388 821).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the listing rules of ASX.

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

Option means an option to acquire one Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Related Entity means a related body corporate within the meaning of section 50 of the Corporations Act.

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 2016.

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

Schedule means a schedule to this Notice;

Section means a section of this Explanatory Statement;

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the calculation in Section 5.3 of the Explanatory Statement.

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

SCHEDULE 1
PRO-FORMA STATEMENT OF FINANCIAL POSITION OF THE COMPANY
DISPOSAL OF INTEREST IN SIBUYAN NICKEL PROPERTIES DEVELOPMENT CORPORATION

Pro-forma Statement of Financial Position

	Audited 30 June 2016	Subsequent event adjustments	Pro-forma adjustments	Pro-forma Statement of Financial Position
	\$	\$	\$	\$
Assets				
Current assets				
Cash and cash equivalents	910,584		2,830,000	3,740,584
Restricted cash	940,000		(940,000)	-
Security deposits	131,000		-	131,000
Trade and other receivables	20,717		-	20,717
Assets held for sale	2,351,024		(2,351,024)	-
Total current assets	4,353,325			3,892,301
Non-current assets				
Other financial assets	-		-	-
Plant and equipment	-		-	-
Mineral exploration and evaluation expenditure	-		-	-
Total non-current assets	-			-
Total assets	4,353,325			3,892,301
Liabilities				
Current liabilities				
Trade and other payables	228,995		-	228,995
Deferred revenue	1,410,000		(1,410,000)	-
Liabilities associated with assets held for sale	1,236,253		(1,236,253)	-
Total current liabilities	2,875,248			228,995
Total liabilities	2,875,248			228,995
Net assets	1,478,077			3,663,306
Equity				
Issued capital	13,630,120		-	13,630,120
Reserves	2,021,580		(96,335)	1,925,245
Accumulated losses	(13,357,078)		1,465,019	(11,892,059)
Total parent entity interest	2,294,622			3,663,306
Non-controlling interest	(816,545)		816,545	-
Total equity	1,478,077			3,663,306

Assumptions adopted in compiling the Pro-forma Statement of Financial Position

The above Pro-forma Statement of Financial Position has been prepared by adjusting the audited financial position as at 30 June 2016 for the Company adjustments as detailed below.

1. Subsequent Events

There have been no significant events which have occurred subsequent to the year ended 30 June 2016.

2. Pro-forma adjustments

The above Pro-forma Statement of Financial Position reflects the subsequent events detailed in section 1 above and the following transactions and events:

- (a) the disposal of the Company's interest in SNPDC for a total consideration of \$4,700,000 (the subject of Resolution 3) with final payment of \$3,290,000 received;
- (b) the payment of transaction costs associated with the disposal of SNPDC estimated to be \$300,000;
- (c) the payment by All Acacia of its 25% share of the transaction costs associated with the disposal of SNPDC; and
- (d) the payment to All Acacia of its 25% share of the total consideration.

ANNEXURE

MAINVIEW HOLDINGS PTY LTD

Level 1, 35 Outram Street
WEST PERTH WA 6005

4th October 2016

Attention: Alec Pismiris
Pelican Resources Limited
Level 9, 190 St Georges Terrace
PERTH WA 6000

Dear Sir

Mainview Holdings Pty Ltd being a member of Pelican Resources Limited, hereby nominate HLB Mann Judd of Level 4, 130 Stirling Street Perth WA 6000, for appointment as auditors of Pelican Resources Limited at the company's next annual general meeting or any adjournment thereof.

Please distribute copies of this notice of nomination as required by Section 328B(3) of the Corporations Act.

Yours faithfully
Mainview Holdings Pty Ltd



Antonio Torresan
Director

**PELICAN RESOURCES LIMITED
ACN 063 388 821
PROXY FORM
ANNUAL GENERAL MEETING**

**THE COMPANY SECRETARY
PELICAN RESOURCES LIMITED
LEVEL 9, 190 ST GEORGES TERRACE
PERTH WA 6000**

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 9:00 am (WST), on 11 November 2016 at the Plaza Level, BGC Centre, 28 The Esplanade, Perth WA 6000, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. In exceptional circumstances the Chair may change his/her voting intention on any resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of director – Colin Chenu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of sale of interest in Sibuyan Nickel Properties Development Corporation to Dynamo Atlantic Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail: YES NO

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) delivery to Pelican Resources Limited, Level 9, 190 St Georges Terrace, Perth WA 6000;
 - (b) post to PO Box Z5108 St Georges Terrace, Perth WA 6831; or
 - (b) facsimile to the Company on facsimile number +61 8 9226 1370; orso that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.
