



ATTILA RESOURCES
LIMITED

ACN 142 165 080

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at Suite 23, 513 Hay Street, Subiaco, Western Australia on Wednesday, 30 November 2016 at 9:00 am (WST).

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 6142 0989.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

ATTILA RESOURCES LIMITED

ACN 142 165 080

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Attila Resources Limited (**Company**) will be held at the offices of the Company, Suite 23, 513 Hay Street, Subiaco, Western Australia on Wednesday, 30 November 2016 at 9:00 am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

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 as Shareholders of the Company on 28 November 2016 at 5.00 pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2016, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 - Remuneration Report

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

"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 Report for the financial year ended 30 June 2016, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is

connected with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 - Election of Director - Ms Oonagh Malone

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

"That, for the purposes of Article 6.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Ms Oonagh Malone, a Director who was appointed on 4 June 2016, retires and being eligible, is elected as a Director."

4. Resolution 3 - Re-election of Director - Mr Brynmor Hardcastle

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

"That in accordance with Article 6.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Brynmor Hardcastle is elected as a Director on the terms and conditions in the Explanatory Memorandum."

5. Resolution 4 - Approval of 10% Placement Facility

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

"That in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit if this Resolution is passed, except a benefit solely in the capacity of a holder of Shares, and any associate of that person (or those persons).

The Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairman 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 - Ratification of prior issue of Placement Shares

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

"That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Shares on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associate of such a person) who participated in the issue of the Shares.

However, the Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the Chairman 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.

7. Resolution 6 - Appointment of auditor

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

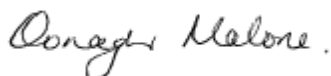
"That, subject to ASIC granting its consent to the resignation of the Company's current auditor, KPMG, for the purposes of section 327B of the Corporations Act and for all other purposes, Bentleys Audit & Corporate (WA) Pty Ltd, being qualified and having been nominated and consented in writing to act in the capacity of auditor of the Company, be appointed as auditor of the Company."

8. Resolution 7 - Renewal of Proportional Takeovers Provisions

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

"That for the purposes of section 648G(4) of the Corporations Act and for all other purposes, the proportional takeover provisions contained in Schedule 5 of the Constitution be reinserted for a period of three years."

BY ORDER OF THE BOARD



Oonagh Malone
Company Secretary

Dated: 26 October 2016

ATTILA RESOURCES LIMITED

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EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company, Suite 23, 513 Hay Street, Subiaco Western Australia on 30 November 2016 at 9:00 am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 - Remuneration Report
Section 5:	Resolution 2 - Election of Director - Ms Oonagh Malone
Section 6:	Resolution 3 - Re-election of Director - Mr Brynmor Hardcastle
Section 7:	Resolution 4 - Approval of 10% Placement Facility
Section 8:	Resolution 5 - Ratification of prior issue of Placement Shares
Section 9:	Resolution 6 - Appointment of auditor
Section 10:	Resolution 7 - Renewal of Proportional Takeovers Provisions
Schedule 1:	Definitions
Schedule 2:	Nomination of Auditor
Schedule 3:	Schedule 5 of the Constitution

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

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

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

2.2 Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)

In accordance with sections 250BD and 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

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

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1 and:

- (c) the person is appointed as proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution, but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial

Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2016.

There is no requirement for Shareholders to approve the Annual Report.

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

- (a) discuss the Annual Report which is available online at www.attilaresources.com;
- (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 preparation 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.

4. Resolution 1 - Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* which came into effect on 1 July 2011, amended the Corporations Act to provide that Shareholders will have the opportunity to remove the whole Board except the managing director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the

managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2015 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2017 annual general meeting, this may result in the re-election of the Board.

The Chairman will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

5. Resolution 2 - Election of Director - Ms Oonagh Malone

Article 6.2(b) of the Constitution gives the Directors authority to appoint other Directors.

Article 6.3(j) of the Constitution states that unless a Director appointed under Article 6.2(b) has previously retired and been elected by Shareholders, that Director must retire at the next annual general meeting, and is eligible for re-election at that meeting. In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting. Ms Malone was appointed to the Board on 4 June 2016.

Pursuant to these Articles, Ms Oonagh Malone resigns as a Director at this annual general meeting and, being eligible, seeks approval to be elected as a Director.

Ms Oonagh Malone was appointed as Company Secretary on 10 October 2012. Ms Malone is a principal of a corporate advisory firm which provides company secretarial and administrative services. She has over 7 years' experience in administrative and company secretarial roles for listed companies and is a member of the Governance Institute of Australia. She currently acts as company secretary for ASX-listed Boss Resources Ltd, Carbine Resources Ltd, Primary Gold Limited and ZYL Limited and as a Non-Executive director of ZYL Limited.

The Board (excluding Ms Malone) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

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

6. Resolution 3 - Re-election of Director - Mr Brynmor Hardcastle

Article 6.3(c) of the Constitution require that one third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number). Article 6.3(f) of the Constitution provides that a Director who retires is eligible for re-election. The Company currently has 3 directors, and accordingly, one must retire.

Listing Rule 14.4 and Article 6.3(b) of the Constitution require that no director holds office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer.

Mr Brynmor Hardcastle was appointed as a Director by the Board on 8 December 2011 and was elected by Shareholders at the general meeting on 9 March 2012. Mr Hardcastle previously retired by rotation and was re-elected by Shareholders at the 2013 annual general meeting on 29 November 2013.

Accordingly, Mr Brynmor Hardcastle retires by rotation in accordance with Listing Rule 14.4 and Article 6.3(c) of the Constitution and, being eligible, offers himself for re-election.

Mr Hardcastle is a Non-Executive Director. He is a partner of Perth-based law firm, Bellanhouse Legal, specialising in corporate, commercial and securities law. He advises on equity capital markets, takeovers & schemes and corporate acquisitions, reconstructions and disposals predominantly in the energy and resources sector. Mr Hardcastle has previously worked in London, Melbourne and Dubai at Freehills and Allen & Overy and is a former partner of Perth boutique law firm, Hardy Bowen Lawyers. Mr Hardcastle acts as a Non-Executive director for ASX-listed Cre8Tek Limited.

The Board (excluding Mr Hardcastle) recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

7. Resolution 4 - Approval of 10% Placement Facility

7.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. Based on the ASX closing price on 2 June 2016 (being the last date the Company's Shares traded), the Company has a market capitalisation of approximately \$36.37 million. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is a special resolution and therefore 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).

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

7.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

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

The Company, as at the date of the Notice, has on issue Shares and unlisted Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

A is the number of shares on issue 12 months before the date of issue or agreement:

(A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

(B) plus the number of partly paid shares that became fully paid in the 12 months;

(C) plus the number of fully paid shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully

paid shares under the entity's 15% placement capacity without Shareholder approval;

- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

- (d) Listing Rule 7.1 and Listing Rule 7.1A

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

At the date of the Notice, the Company has on issue 186,519,186 Shares and therefore has a capacity to issue:

- (i) 27,977,877 Equity Securities under Listing Rule 7.1 subject to Shareholder approval of Resolution 5; and
- (ii) 17,651,919 Equity Securities under Listing Rule 7.1A subject to Shareholder approval being sought under Resolution 4.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c)).

- (e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class 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 Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

- (f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of Shareholder approval 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),

(10% Placement Period).

7.3 Listing Rule 7.1A

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

7.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities 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 Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options or Convertible Notes, only if the Options or Convertible Notes are converted into Shares). There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- (c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice.
- (d) The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities 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 Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0975 50% decrease in Issue Price	\$0.195 Issue Price	\$0.39 100% increase in Issue Price
Current Variable A 186,519,186 Shares	10% Voting Dilution	18,651,919 Shares	18,651,919 Shares	18,651,919 Shares
	Funds raised	\$1,818,562.10	\$3,637,124.20	\$7,274,248.41
50% increase in current Variable A 279,778,779 Shares	10% Voting Dilution	27,977,878 Shares	27,977,878 Shares	27,977,878 Shares
	Funds raised	\$2,727,843.10	\$5,455,686.21	\$10,911,372.40
100% increase in current Variable A 373,038,372 Shares	10% Voting Dilution	37,303,837 Shares	37,303,837 Shares	37,303,837 Shares
	Funds raised	\$3,637,124.11	\$7,274,248.22	\$14,548,496.40

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. No Options or Convertible Notes (including any Options or Convertible Notes issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
3. 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%.
4. 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 Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed

that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

7. The issue price is \$0.195, being the closing price of the Shares on ASX on 2 June 2016 being that last day that the Company's Shares traded on the ASX.
- (e) The Company will only issue the Equity Securities during the 10% Placement Period.
 - (f) The Company may seek to issue the Equity Securities for the following purposes:
 - (i) non-cash consideration for the acquisition of new energy and 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; 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 such due diligence costs and external advisors) and continued exploration on the Company's current coal assets in Alabama, United States.
 - (g) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
 - (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
 - (i) The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

Further, if the Company is successful in acquiring new energy and resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

- (j) The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 30 November 2015. In the 12 months preceding the date of the 2016 Annual General Meeting and as at the date of this Notice, the Company has issued 99,584,388 Equity Securities (including the conversion of 2,649,590 securities from one class of Equity Securities to another). This represents 60% of the total number of Equity Securities on issue at the commencement of that 12 month period and an increase in total Equity Securities on issue of 36% during the 12 month period (taking into account conversion from one class of Equity Securities to another).

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of this Meeting are set out in the table below:

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount	Consideration & Use of Funds as at the date of this Notice
7/01/2016	41,455,622	Shares ¹	Participants in the Prospectus dated 26 November 2015	An issue price of \$0.02 per Share, representing a discount of 87.5% to the closing market price on the date of issue	<p>Consideration: Cash (\$829,112).</p> <p>Funds spent to date: \$829,112 has been spent.</p> <p>Use of funds: The funds have been applied in a manner consistent with the disclosure in the Prospectus, namely, to ensure the Company can continue to satisfy its obligations in relation to the Kodiak Project, as well as to fund working capital costs and costs associated with the review of potential acquisition opportunities.</p> <p>There are no remaining funds.</p>
3/02/2016	1,324,795	Shares ¹	Convertible Noteholder, as approved at the Shareholder meeting on 30 November 2015	A issue price of \$0.20 per Share, representing a premium of 122% to the closing market price at the date of issue	<p>Consideration: Payment of \$250,000 due to noteholders plus capitalised interest of \$14,958.90.</p> <p>Current value: \$258,335³</p>
24/02/2016	1,324,795	Shares ¹	Convertible Noteholder, as approved at the Shareholder meeting on 30 November 2015	A issue price of \$0.20 per Share, representing a premium of 82% to the closing market price at the date of issue	<p>Consideration: Payment of \$250,000 due to noteholders plus capitalised interest of \$14,958.90.</p> <p>Current value: \$258,335³</p>
1/03/2016	45,479,176	Shares ¹	Applicants for the shortfall arising from the	An issue price of \$0.02 per Share, representing a discount of 87.5% to	Consideration: Cash (\$909,583).

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount	Consideration & Use of Funds as at the date of this Notice
			Prospectus dated 26 November 2015	the closing market price on the date of issue	<p>Funds spent to date: \$359,365 has been spent.</p> <p>Use of funds: The funds have been applied in a manner consistent with the disclosure in the Prospectus, namely, to ensure the Company can continue to satisfy its obligations in relation to the Kodiak Project, as well as to fund working capital costs and costs associated with the review of potential acquisition opportunities.</p> <p>Proposed use of remaining funds: The funds will be used to satisfy the Company's obligations in relation to the Kodiak Project, as well as to fund working capital costs and costs associated with the review of potential acquisition opportunities.</p>
1/03/2016	10,000,000	Shares ¹	Sophisticated and professional investors	An issue price of \$0.02 per Share, representing a discount of 82% to the closing market price on the date of issue	<p>Consideration: Cash (\$200,000)</p> <p>Funds spent to date: nil has been spent.</p> <p>Proposed use of remaining funds: The funds will be used to satisfy the Company's obligations in relation to the Kodiak Project, as well as to fund working capital costs and costs associated with the review of potential acquisition opportunities.</p>

Notes:

1. In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.195) on the ASX on 2 June 2016.
2. Each convertible note is convertible at a conversion price of \$0.20 per share. A redemption premium of 30% is payable if the notes are redeemed between 26 June 2016 and 26 June 2017.
3. The current value is based on the closing price of the Shares (\$0.195) on 2 June 2016.

(k) A voting exclusion statement is included in the Notice.

(l) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing

security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

8. Resolution 5 - Ratification of prior issue of Placement Shares

8.1 General

On 27 November 2016, the Company announced a capital raising which comprised of a 1 for 1 non-renounceable pro rata entitlement offer at a price of \$0.02 per Share to eligible shareholders to raise \$1,738,696 (before costs) (**Entitlement Offer**) and a placement to sophisticated and professional investors at a price of \$0.02 per Share to raise \$200,000 (before costs) (**Placement**).

On 1 March 2016, the Company announced the issue of 10,000,000 Shares to sophisticated and professional investors under Listing Rule 7.1 (**Placement Shares**).

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

8.2 Listing Rule 7.4

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

The effect of the Shareholders passing Resolution 5 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

Resolution 5 is an ordinary resolution.

The Chairman will cast all available proxies in favour of Resolution 5.

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

8.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the Shares:

- (a) 10,000,000 Shares were issued;

- (b) the Shares were issued at an issue price of \$0.02 per Share;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Shares were issued to sophisticated and professional investors;
- (e) approximately \$200,000 was raised from the issue of the Shares; and
- (f) a voting exclusion statement is included in the Notice for Resolution 5.

9. Resolution 6 - Appointment of auditor

KPMG, the Company's current auditors, have resigned as the Company's auditors effective at the conclusion of the Meeting, subject to the receipt of consent from ASIC.

As required by section 329(5) of the Corporations Act, KPMG has applied to ASIC for consent to resign as the Company's auditors. This Resolution is conditional upon the receipt of ASIC's consent to the resignation of KPMG. The Company anticipates that this consent will be obtained by the date of the Meeting.

In accordance with the requirements of section 327B of the Corporations Act, the Company is required to fill any vacancy in the office of auditor at the Meeting.

In accordance with section 328B of the Corporations Act, notice in writing nominating Bentleys Audit & Corporate (WA) Pty Ltd as the Company's new auditor has been given to the Company by a Shareholder. A copy of this notice is included in Schedule 2. The Company has received the consent of Bentleys Audit & Corporate (WA) Pty Ltd to act as auditor of the Company if approved by Shareholders.

If ASIC consent to the resignation of KPMG is obtained prior to the Meeting and the ordinary resolution is passed, the appointment of Bentleys Audit & Corporate (WA) Pty Ltd will take effect at the conclusion of the Meeting.

Resolution 6 is an ordinary resolution.

10. Resolution 7 - Renewal of Proportional Takeovers Provisions

The proposed Schedule 5 of the Constitution of the Company is attached in Schedule 3. It is in identical form to the provisions of similar coverage which were previously contained in the Constitution. The provisions have a duration period of three years which will expire on 29 November 2016. Thereafter, the provisions contained in the Schedule 5 of the Constitution will cease to apply, unless renewed. If renewed under Resolution 7, they will apply for a further three years.

The proposed proportional takeover approval provisions enable the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by Shareholders in general meeting approving the offer. Under the Corporations Act, proportional takeover provisions expire after three years from adoption or renewal and may then be renewed.

The Company is seeking Shareholder approval to renew these provisions under the Corporations Act. The proposed proportional takeover provisions are identical to those previously contained in the Constitution. The Corporations Act requires the Company to provide Shareholders with an explanation of the proportional takeover approval provisions as set out below.

The Chair intends to vote all available proxies in favour of Resolution 7.

10.1 What is a proportional takeover bid

A proportional takeover bid is a takeover offer sent to all Shareholders but only for a specified portion of each Shareholder's securities. Accordingly, if a Shareholder accepts in full the offer under a proportional takeover bid, it will dispose of the specified portion of its securities in the Company and retain the balance of the securities.

10.2 Effect of renewal

If renewed, under Schedule 5 of the Constitution if a proportional takeover offer is made to Shareholders of the Company, the board of the Company is required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover. That meeting must be held at least 15 days before the offer under the proportional takeover bid closes.

The resolution is taken to have been passed if a majority of securities voted at the meeting, excluding the securities of the bidder and its associates, vote in favour of the resolution. If no resolution is voted on at least 15 days before the close of the offer, the resolution is deemed to have been passed. Where the resolution approving the offer is passed or deemed to have been passed, transfers of securities resulting from accepting the offer are registered provided they otherwise comply with the Corporations Act, the ASX Listing Rules, the ASIC Operating Rules and the Company's Constitution. If the resolution is rejected, then under the Corporations Act the offer is deemed to be withdrawn.

The Directors consider that Shareholders should have the opportunity to renew Schedule 5 of the Constitution. Without Schedule 5 of the Constitution applying, a proportional takeover bid for the Company may enable effective control of the Company to be acquired without Shareholders having the opportunity to dispose of all of their securities to the bidder. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their securities whilst leaving themselves as part of a minority interest in the Company.

Without Schedule 5 of the Constitution, if there was a proportional takeover bid and shareholders considered that control of the Company was likely to pass, Shareholders would be placed under pressure to accept the offer even if they did not want control of the Company to pass to the bidder. Renewing Schedule 5 of the Constitution will make this situation less likely by permitting Shareholders to decide whether a proportional takeover bid should be permitted to proceed.

10.3 No knowledge of present acquisition proposals

As at the date of this notice, no Director is aware of a proposal by any person to acquire or increase the extent of a substantial interest in the Company.

10.4 Potential advantages and disadvantages

The renewal of Schedule 5 of the Constitution will enable the Directors to formally ascertain the views of Shareholders about a proportional takeover bid. Without these provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that renewal of Schedule 5 has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a proportional takeover offer should be accepted.

The Directors consider that renewing Schedule 5 of the Constitution benefits all Shareholders in that they will have an opportunity to consider a proportional takeover bid and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders are able to prevent a proportional takeover bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass under the proportional takeover bid. Furthermore, knowing the view of Shareholders assists each individual Shareholder to assess the likely outcome of the proportional takeover bid and whether to accept or reject that bid.

As to the possible disadvantages to Shareholders renewing Schedule 5 of the Constitution, potentially, the proposal makes a proportional takeover bid more difficult and proportional takeover bids will therefore be discouraged. This may reduce the opportunities which Shareholders may have to sell all or some of their securities at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's share price. Schedule 5 of the Constitution may also be considered an additional restriction on the ability of individual Shareholders to deal freely on their securities.

The Directors consider that there are no other advantages or disadvantages for Directors or Shareholders which arose during the period during which the proportional takeover approval provisions were in effect, other than those discussed in this section.

On balance, the directors consider that the possible advantages outweigh the possible disadvantages so that the renewal of Schedule 5 of the Constitution is in the interest of Shareholders.

10.5 Other information

Resolution 7 is a special resolution and therefore 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).

The Board unanimously supports the renewal of Schedule 5 of the Constitution

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 7.1.

10% Placement Period has the meaning given in Section 7.2(f).

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2016.

Article means an article of the Constitution.

ASX means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors of the Company.

Chairman means the person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Attila Resources Limited ACN 142 165 080.

Constitution means the constitution of the Company as at the date of the Meeting.

Convertible Notes means the convertible notes issued by the Company, the conversion of which into Shares is subject to Shareholder approval.

Convertible Noteholders means the holders of the Convertible Notes.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel means 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.

Kodiak Project means the property and coking coal leases located on the Gurnee and Seymour properties in Shelby and Bibb Counties, Alabama, USA.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of annual general meeting.

Option means an option which entitles the holder to subscribe for one Share.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

Trading Day has the same meaning as in the Listing Rules.

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

WST means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 - Nomination of Auditor

25 October 2016

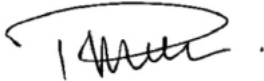
The Directors
Attila Resources Limited
Suite 23, 513 Hay Street
SUBIACO WA 6008

Dear Sirs,

Nomination of Auditor

For the purposes of section 328B(1) of the Corporations Act 2001, I, Paul Malone, being a member of Attila Resources Limited (**Company**), hereby nominate Bentleys Audit & Corporate (WA) Pty Ltd of London House, Level 3, 216 St Georges Terrace, Perth, Western Australia for appointment as auditor of the Company at the Company's annual general meeting.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Paul Malone', with a large, sweeping flourish above the name.

Paul Malone

Schedule 3 - Schedule 5 of the Constitution

1. Definitions

In this Schedule:

Approving Resolution means a resolution to approve a proportional takeover bid in accordance with this Schedule.

Deadline means the 14th day before the last day of the bid period for a proportional takeover bid.

Voter means a person (other than the bidder under a proportional takeover bid or an associate of that bidder) who, as at the end of the day on which the first offer under that bid was made, held bid class securities for that bid.

2. Refusal of Transfers

2.1 Requirement for an Approving Resolution

- (a) The Company must refuse to register a transfer of Shares giving effect to a takeover contract for a proportional takeover bid unless and until an Approving Resolution is passed in accordance with this Schedule 5.
- (b) This Schedule 5 ceases to apply on the 3rd anniversary of its last adoption, or last renewal, in accordance with the Corporations Act.

2.2 Voting on an Approving Resolution

- (a) Where offers are made under a proportional takeover bid, the Directors must, call and arrange to hold a meeting of Voters for the purpose of voting on an Approving Resolution before the Deadline.
- (b) The provisions of this Constitution concerning meetings of Members (with the necessary changes) apply to a meeting held under paragraph 2.2(a).
- (c) Subject to this Constitution, every Voter present at the meeting held under paragraph 2.2(a) is entitled to one vote for each Share in the bid class securities that the Voter holds.
- (d) To be effective, an Approving Resolution must be passed before the Deadline.
- (e) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.
- (f) If no Approving Resolution has been voted on as at the end of the day before the Deadline, an Approving Resolution is taken, for the purposes of this Schedule, to have been passed in accordance with this Schedule.