

ASX ANNOUNCEMENT / MEDIA RELEASE**ASX:ABU**

9 September 2016

Notice of Annual General Meeting

ABM Resources NL advises that the Notice of Annual General Meeting will be despatched to shareholders today.

ABM invites our shareholders to attend the 2016 Annual General Meeting to be held at

BDO Audit (WA) Pty Ltd

38 Station Street

Subiaco, Western Australia

on 2 November 2016 at 2:00pm (WST).

Kind regards



Jutta Zimmermann
Company Secretary



ABM RESOURCES NL

ACN 009 127 020

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2.00 pm

DATE: 2 November 2016

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9423 9777.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2.00 pm (WST) on 2 November 2016 at BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia.

YOUR VOTE IS IMPORTANT

The business of the Annual General 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 Annual General Meeting are those who are registered Shareholders at 2.00 pm (WST) on 31 October 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

VOTING IN PERSON

To vote in person, attend the Annual General 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 specified and in accordance with the instructions set out on the Proxy Form.

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

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance

with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

The Proxy Form (and any power of attorney under which it is signed) must be received at the address set out below not later than 2.00 pm (WST) on 31 October 2016 (being not less than 48 hours before the commencement of the Annual General Meeting). Any Proxy Forms received after that time will not be valid for the Annual General Meeting.

By mail: ABM Resources NL
C/- Security Transfer Registrars Pty Ltd
PO BOX 535
APPLECROSS WA 6953

By fax: ABM Resources NL
C/- Security Transfer Registrars Pty Ltd
+61 8 9315 2233

By email: registrar@securitytransfer.com.au

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

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 directors' report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2016 be adopted."

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

Voting Restrictions:

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

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

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

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

- (b) the voter is the Chairman and the appointment of the Chairman as proxy:
- (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS SUSIE CORLETT

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

“That, for the purposes of clause 13.4 of the Constitution and Listing Rule 14.4, and for all other purposes, Ms Susie Corlett, a Director who was appointed on 8 March 2016, retires, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR BRETT SMITH

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

“That, for the purposes of clause 13.4 of the Constitution and Listing Rule 14.4, and for all other purposes, Mr Brett Smith, a Director who was appointed on 9 May 2016, retires, and being eligible, is re-elected as a Director.”

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR TOMMY MCKEITH

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

“That, for the purposes of clause 13.4 of the Constitution and Listing Rule 14.4, and for all other purposes, Mr Tommy McKeith, a Director who was appointed on 27 June 2016, retires, and being eligible, is re-elected as a Director.”

5. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MR MATTHEW BRIGGS

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

“That, for the purposes of clause 13.4 of the Constitution and Listing Rule 14.4, and for all other purposes, Mr Matthew Briggs, a Director who was appointed on 3 October 2016, retires, and being eligible, is re-elected as a Director.”

SPECIAL BUSINESS

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE – PLACEMENT OF SHARES TO INDEPENDENCE GROUP NL

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 33,936,651 Shares to Independence Group NL on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Independence Group NL and any associate of Independence Group NL. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. RESOLUTION 7 – APPROVAL OF GRANT OF OPTIONS TO MR TOMMY MCKEITH

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

“Subject to Resolution 4 either not being put to the Meeting or being put to the Meeting and not passing, that, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the grant of 7,000,000 options to Mr Tommy McKeith (and/or his nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 7 by Mr McKeith and any associate of Mr McKeith. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, if 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.

Further, in accordance with the Corporations Act, a vote on Resolution 7 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

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

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 7; or
- the voter is the Chairman and the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on Resolution 7; and
 - expressly authorises the Chairman to exercise the proxy even though Resolution 7 is connected directly with the remuneration of a member of the Key Management Personnel.

8. RESOLUTION 8 – APPROVAL OF GRANT OF OPTIONS TO MR MATTHEW BRIGGS

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

“Subject to Resolution 5 either not being put to the Meeting or being put to the Meeting and not passing, that, for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the grant of 11,000,000 options to the Managing Director Mr Matthew Briggs (and/or his nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 8 by Mr Briggs and any associate of Mr Briggs. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, if 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.

Further, in accordance with the Corporations Act, a vote on Resolution 8 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

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

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 8; or
- the voter is the Chairman and the appointment of the Chairman as proxy:
 - does not specify the way the proxy is to vote on Resolution 8; and
 - expressly authorises the Chairman to exercise the proxy even though Resolution 8 is connected directly with the remuneration of a member of the Key Management Personnel.

9. RESOLUTION 9 – APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY

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

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

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

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

- (b) it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.
-

DATED: 9 SEPTEMBER 2016
BY ORDER OF THE BOARD



JUTTA ZIMMERMANN
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 which are the subject of the business of the Meeting.

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions. The Directors also recommend Shareholders read the instructions on the proxy form in full if they intend to vote by proxy.

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 directors' report and the auditor's report.

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

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 of the company. However, such a resolution is advisory only and does not bind the directors or the company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2016.

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

2.2 Voting consequences

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

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

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

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

At the Company's 2015 annual general meeting the votes cast against the Remuneration Report considered at that Annual General Meeting were less than 25%. Accordingly, a Spill Resolution is not capable of being put for this Annual General Meeting.

2.3 Directors' Recommendation

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS SUSIE CORLETT

3.1 Background

Clause 13.4 of the Constitution provides that the existing Directors may at any time appoint a director. Any Director appointed by the existing Directors holds office only until the next following annual general meeting and is then eligible for re-election.

On 8 March 2016, Ms Susie Corlett was appointed as a director of the Company and in accordance with clause 13.4, now retires and seeks re-election at the Annual General Meeting.

Ms Susie Corlett is a resource industry executive with 23 years' experience in exploration, mining, mining finance and investment, internationally. Ms Corlett is an Investment Director of Pacific Road Capital, a Private Equity Fund investing in the global mining industry. She has previously held directorships of TSX listed Mawson West Limited and was an alternate director for ASX listed Aurelia Metals Limited. Prior to joining Pacific Road Capital, Ms Corlett worked at Standard Bank and Macquarie Bank. Her career as a geologist spans exploration, open pit and underground mining of gold and base metals, principally for RGC Limited and Goldfields Limited. Ms Corlett graduated with a BSc Honours (Geology) from the University of Melbourne, is a Member of the AusIMM and Member of the Australian Institute of Company Directors.

3.2 Directors' Recommendation

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

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR BRETT SMITH

4.1 Background

Clause 13.4 of the Constitution provides that the existing Directors may at any time appoint a director. Any Director appointed by the existing Directors holds office only until the next following annual general meeting and is then eligible for re-election.

On 9 May 2016, Mr Brett Smith was appointed as a director of the Company and in accordance with clause 13.4, now retires and seeks re-election at the Annual General Meeting.

Mr Smith has participated in the development and delivery of a number of mining and mineral processing projects including coal, iron ore, base and

precious metals. He has also managed engineering and construction companies in Australia and internationally. Mr Smith has served on boards of both private and public mining and exploration companies. He is currently Executive Director of Dragon Mining Limited and Deputy Executive Chairman of APAC Resources Limited. Overall, Mr Smith has over 30 years' international experience in the engineering, project development and organisational change management.

4.2 Directors' Recommendation

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

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MR TOMMY MCKEITH

5.1 Background

Clause 13.4 of the Constitution provides that the existing Directors may at any time appoint a Director. Any Director appointed by the existing Directors holds office only until the next following annual general meeting and is then eligible for re-election.

On 27 June 2016, Mr Tommy McKeith was appointed as a Director of the Company and in accordance with clause 13.4, now retires and seeks re-election at the Annual General Meeting.

Mr Tommy McKeith is a resource company executive with 27 years' experience in various exploration, business development, mine geology and executive leadership roles. He has led exploration teams to several significant discoveries and concluded several significant business development transactions. Mr McKeith was formerly Executive Vice President: Growth and International Projects for Gold Fields Ltd, where he was responsible for global exploration and project development. He has also served as CEO of Troy Resources Ltd and held non-executive director roles at Sino Gold Ltd and Avoca Resources. He is currently a non-executive director of Evolution Mining Ltd and principal in various private resource investment companies.

5.2 Directors' Recommendation

Other than Mr McKeith (who is standing for re-election), the Directors recommend that Shareholders vote in favour of Resolution 4.

6. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MR MATTHEW BRIGGS

6.1 Background

Clause 13.4 of the Constitution provides that the existing Directors may at any time appoint a director. Any Director appointed by the existing Directors holds office only until the next following annual general meeting and is then eligible for re-election.

As announced on 23 August 2016, the Board has appointed Mr Matthew Briggs as a director of the Company, effective on 3 October 2016. In accordance with clause 13.4, Mr Briggs will be required to retire and seek re-election at the Annual General Meeting.

Mr Matt Briggs has 20 years' experience in Australia and internationally in various aspects of mine geology, exploration, project management and strategic leadership in the gold industry. He graduated as a geologist from the University of Queensland and worked at a number of mine sites in Western Australia. Since then he has worked internationally on projects in Africa and most recently headed Group Strategic Planning for Gold Fields Limited. Mr Briggs has been directly involved or managed teams that have discovered several multi-million ounce gold deposits.

6.2 Directors' Recommendation

Other than Mr Briggs (who is standing for re-election), the Directors recommend that Shareholders vote in favour of Resolution 5.

7. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE – PLACEMENT OF SHARES TO INDEPENDENCE GROUP NL

7.1 Background

On 5 May 2016, the Company issued 33,936,651 Shares at an issue price of \$0.0442 per Share to Independence Group NL pursuant to the terms of the "Lake Mackay Exploration Agreement" between the Company and Independence Group NL.

Resolution 6 seeks Shareholder ratification of the 33,936,651 Shares issued to Independence Group NL. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, one of which is shareholder approval, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1), that issue of securities will be treated as having been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

If this Resolution is passed, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

7.2 Specific information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of Shares to Independence Group NL:

- (a) 33,936,651 Shares were issued;
- (b) the issue price was \$0.0442 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares, except that the Shares are subject to a voluntary escrow until 5 November 2016;

- (a) the Shares were issued to Independence Group NL (ACN 092 786 304); and
- (d) as at the date of this Notice the funds have not been used, but it is intended that the funds will be used for:
 - (i) resource delineation and exploration; and
 - (ii) general working capital.

7.3 Directors' Recommendation

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

8. RESOLUTION 7 – APPROVAL OF GRANT OF OPTIONS TO MR TOMMY MCKEITH

8.1 Background

The Company proposes to grant 7,000,000 options to the Chairman Mr Tommy McKeith (and/or his nominees) as part of Mr McKeith's overall remuneration package. The Directors consider that the grant of the options is a cost effective and efficient means for the Company to provide a reward and incentive to its Chairman.

The Company proposes to grant the options for nil consideration, to be exercised as follows:

- (a) 3,000,000 options at an exercise price equal to 145% of the VWAP of the Shares of the Company on the five trading days prior to 27 June 2016 (being Mr McKeith's date of appointment as Chairman), vesting when granted and expiring 2 November 2020;
- (b) 2,000,000 options at an exercise price equal to 145% of the VWAP of the Shares of the Company on the five trading days prior to 27 June 2016 (being Mr McKeith's date of appointment as Chairman), vesting on 27 June 2017 and expiring 2 November 2020, except that Mr McKeith will not be entitled to exercise any of the options if he ceases to be a director of the Company on or before 27 June 2017;
- (c) 2,000,000 options at an exercise price equal to 145% of the VWAP of the Shares of the Company on the five trading days prior to 27 June 2016 (being Mr McKeith's date of appointment as Chairman), vesting on 27 June 2018 and expiring 2 November 2020, except that Mr McKeith will not be entitled to exercise any of the options if he ceases to be a director of the Company on or before 27 June 2018.

8.2 Reason for Approval

Listing Rule 10.11 requires Shareholder approval for the issue of securities by a company to a related party of the company, which includes a director. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Chapter 2E of the Corporations Act requires a public company to obtain the approval of its shareholders in order to give a benefit to a related party, unless an exception applies.

The grant of options by the Company constitutes the giving of a benefit for the purposes of Chapter 2E of the Corporations Act. Further, as a Director, Mr McKeith is a related party of the Company.

The Company considers that the exception set out in section 211 of the Corporations Act (remuneration and reimbursement) applies to the proposed grant of options to Mr McKeith. On that basis, the Company is not seeking the approval of Shareholders for the purposes of Chapter 2E of the Corporations Act.

8.3 Specific Information required by Listing Rule 10.13

Listing Rule 10.13 requires that certain information be provided to Shareholders for the purposes of obtaining Shareholder approval under Listing Rule 10.11. This information is as follows:

- (a) The person to whom options will be granted if Resolution 7 is passed is Mr Tommy McKeith.
- (b) The maximum number of options to be granted to Mr McKeith if Resolution 7 is passed is 7,000,000.
- (c) It is intended that the options will be granted no later than one month after the date of the Meeting.
- (d) The options will be granted for nil consideration and on the terms set out in Annexure A.
- (e) A voting exclusion statement is included in the Notice of Meeting.
- (f) No funds will be raised from the grant of the options.

8.4 Directors' Recommendation

Other than Mr McKeith (to whom options are to be granted if Resolution 7 is passed) and Mr Briggs (to whom options are to be granted if Resolution 8 is passed), the Directors recommend that Shareholders vote in favour of Resolution 7.

9. RESOLUTION 8 – APPROVAL OF GRANT OF OPTIONS TO MR MATTHEW BRIGGS

9.1 Background

The Company proposes to grant 11,000,000 options to the Managing Director Mr Matthew Briggs (and/or his nominees) as part of Mr Briggs' overall remuneration package. The Directors consider that the grant of the options is a cost effective and efficient means for the Company to provide a reward and incentive to its Managing Director.

The Company proposes to grant the options for nil consideration, to be exercised as follows:

- (a) 5,000,000 options at an exercise price equal to 145% of the VWAP of the Shares of the Company on the five trading days prior to 23 August 2016, vesting when granted and expiring on the earlier of 23 August 2020 and the date that Mr Briggs ceases to be employed by the Company;

- (b) 3,000,000 options, vesting on the earlier of 2 November 2017 and the date of a change of control of the Company, with an exercise price equal to 145% of the VWAP of the Shares of the Company on the five trading days prior to the date that the options vest, and expiring on the earlier of 23 August 2020 and the date that Mr Briggs ceases to be employed by the Company; and
- (c) 3,000,000 options, vesting on the earlier of 2 November 2018 and the date of a change of control of the Company, with an exercise price equal to 145% of the VWAP of the Shares of the Company on the five trading days prior to the date that the options vest, and expiring on the earlier of 23 August 2020 and the date that Mr Briggs ceases to be employed by the Company.

9.2 Reason for Approval

Listing Rule 10.11 requires Shareholder approval for the issue of securities by a company to a related party of the company, which includes a director. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Chapter 2E of the Corporations Act requires a public company to obtain the approval of its shareholders in order to give a benefit to a related party, unless an exception applies.

The grant of options by the Company constitutes the giving of a benefit for the purposes of Chapter 2E of the Corporations Act. Further, as a Director, Mr Briggs is a related party of the Company.

The Company considers that the exception set out in section 211 of the Corporations Act (remuneration and reimbursement) applies to the proposed grant of options to Mr Briggs. On that basis, the Company is not seeking the approval of Shareholders for the purposes of Chapter 2E of the Corporations Act.

9.3 Specific Information required by Listing Rule 10.13

Listing Rule 10.13 requires that certain information be provided to Shareholders for the purposes of obtaining Shareholder approval under Listing Rule 10.11. This information is as follows:

- (a) The person to whom options will be granted if this Resolution 8 is passed is Mr Matthew Briggs.
- (b) The maximum number of options to be granted to Mr Briggs if Resolution 8 is passed is 11,000,000.
- (c) It is intended that the options will be granted no later than one month after the date of the Meeting.
- (d) The options will be granted for nil consideration and on the terms set out in Annexure B.
- (e) A voting exclusion statement is included in the Notice of Meeting.
- (f) No funds will be raised from the grant of the options.

9.4 Directors' Recommendation

Other than Mr Briggs (to whom options are to be granted if Resolution 8 is passed) and Mr McKeith (to whom options are to be granted if Resolution 7 is passed), the Directors recommend that Shareholders vote in favour of Resolution 8.

10. RESOLUTION 9 - APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY

10.1 Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued Share capital through placements over a 12 month period after the annual general meeting at which approval of the issue is obtained (**10% Placement Facility**). This 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and will, if approved, allow the Company to issue up to 25% of its issued capital in total.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX300 Index and has a market capitalisation of \$300 million or less. On 6 September 2016, the closing price of Shares was \$0.081 per Share and the Company had 375,157,803 Shares on issue, meaning the market capitalisation of the Company on 6 September 2016 was approximately \$30,387,782.

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

The Company is now seeking shareholder approval by way of a Special Resolution, which requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative), to have the ability to issue Equity Securities under the 10% Placement Facility. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

10.2 Number of Equity Securities

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

(A x D) – E

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

- plus the number of Shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid Shares that became fully paid in the 12 months;
- plus the number of Shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 or 7.4 (excluding an issue of Shares under

the Company's 15% placement capacity without Shareholder approval);

- less the number of Shares cancelled in the 12 months.

D is 10%.

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

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

At the date of this Notice, the Company has on issue 375,157,803 Shares. As such, provided that Resolution 5 is passed, the Company will have capacity to issue:

- (a) 56,273,670 Equity Securities under Listing Rule 7.1 and
- (b) 37,515,780 Equity Securities under Listing Rule 7.1A (subject to approval of this Resolution 9).

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

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

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

10.3 Specific information required by Listing Rule 7.3A

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

(a) **Minimum issue price**

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

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

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

If this Resolution is approved by Shareholders and the Company issues Shares under the 10% Additional Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in

the Table below (in the case of unlisted options, only if the unlisted options are exercised).

There is a risk that:

- (i) the market price for the Shares may be significantly lower on the date of the issue of the Shares than on the date of the Meeting in which the approval under Listing Rule 7.1A is given; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for the Shares on the issue date or the Shares are issued as part of consideration for the acquisition of a new asset,

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

The Table also shows:

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

TABLE

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.0405	\$0.081	\$0.162
		50% decrease in issue price	Issue Price	100% increase in issue price
Current Variable A	10% voting dilution	37,515,780 Shares	37,515,780 Shares	37,515,780 Shares
375,157,803 Shares	Funds raised	\$1,519,389.09	\$3,038,778.18	\$6,077,556.36
50% increase in current Variable A	10% voting dilution	56,273,670 Shares	56,273,670 Shares	56,273,670 Shares
562,736,705 Shares	Funds raised	\$2,279,083.64	\$4,558,167.27	\$9,116,334.54
100% increase in current Variable A	10% voting dilution	75,031,560 Shares	75,031,560 Shares	75,031,560 Shares
750,315,606 Shares	Funds raised	\$3,038,778.18	\$6,077,556.36	\$12,155,112.72

The Table has been prepared on the following assumptions:

- The Company issues the maximum number of Shares available under the 10% Additional Placement Capacity.
- No unlisted options (including any unlisted options issued under the 10% Additional Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The Table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Additional Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The Table shows only the effect of issues of Shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue price of 8.1 cents per Share, being the closing price of Shares on 6 September 2016.

(c) **Timing**

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

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

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

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

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

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

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

(e) **Allocation policy**

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

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

The allottees under the 10% Additional Placement Capacity have not been determined as at the date of this Notice, but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

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

The Company issued 33,936,651 Equity Securities in the 12 months preceding the date of this Meeting, being on and from 2 November 2015, representing approximately 9.9% of the total number of Equity Securities that were on issue on 2 November 2015.

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

Date	Quantity	Class	Recipients	Issue price and discount to Closing Market Price (if any) ¹	Consideration
5 May 2016	33,936,651	Ordinary shares ²	Independence Group NL	\$0.0442 per share (a premium of \$0.0042 to the Closing Market Price)	\$1,500,000 As at the date of this Notice, the Company has not used any of these funds. The Company intends to use these funds for resource delineation and exploration and general working capital.

Notes:

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

10.4 Voting Exclusion

A voting exclusion statement is set out in this Notice. As at the date of this Meeting, the Company has not invited any existing Shareholder to participate in any issue of Equity Securities under ASX Listing Rule 7.1A and as such, no Shareholders will be excluded from voting on Resolution 9.

10.5 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 9.

GLOSSARY

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

ASX means ASX Limited.

Board means the current board of Directors of the Company.

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

Chairman means the chairman of the Company elected under clause 15.9 of the Constitution.

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

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

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

Company means ABM Resources NL (ACN 009 127 020).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

Group means the Company and its subsidiaries;

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

Listing Rules means the listing rules of ASX.

Managing Director means the person appointed as the managing director of the Company from time to time;

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

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the directors' 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 of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

VWAP means the volume weighted average Share price.

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

Certificate of Appointment of Corporate Representative

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (Company),
Insert name of shareholder company

The Company has appointed:

.....
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of ABM Resources NL to be held on 2 November 2016 and at any adjournments of that meeting/all meetings of the members of ABM Resources NL.

DATED 2016

Please sign here

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

.....
Director

.....
Director/Secretary

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

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

.....
Signature of authorised representative

Instructions for Completion

1. Insert name of appointor company and the name or position of the appointee (e.g. "John Smith" or "each director of the company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (e.g. director) of each company officer who signs this Certificate on behalf of the company.
4. Insert the date of execution where indicated.
5. Send or deliver the Certificate to ABM Resources NL's registered office at Level 1, 141 Broadway Nedlands WA 6009 or fax the Certificate to the registered office at 08 9423 9733 or email to admin@abmresources.com.au; or
6. Produce to the Company Secretary or a Director prior to admission at the Annual General Meeting.

ANNEXURE A

TERMS OF THE OPTIONS TO BE GRANTED TO MR TOMMY MCKEITH

Company	ABM Resources NL (ACN 009 127 020)
Option Holder	Mr Tommy McKeith
Grant date	Subject to shareholder approval, the options will be granted no later than one month after the date of the Company's 2016 annual general meeting.
Grant price	Nil
Exercise price, vesting and expiry	<p>Tranche 1</p> <p>3,000,000 options at an exercise price equal to 145% of the VWAP of the shares of the Company (Shares) on the five trading days prior to 27 June 2016 (being the Option Holder's date of appointment as Chairman), vesting when granted and expiring 2 November 2020.</p> <p>Tranche 2</p> <p>2,000,000 options at an exercise price equal to 145% of the VWAP of the Shares of the Company on the five trading days prior to 27 June 2016 (being the Option Holder's date of appointment as Chairman), vesting on 27 June 2017 and expiring 2 November 2020, except that the Option Holder will not be entitled to exercise any of the options if he ceases to be a director of the Company on or before 27 June 2017.</p> <p>Tranche 3</p> <p>2,000,000 options at an exercise price equal to 145% of the VWAP of the Shares of the Company on the five trading days prior to 27 June 2016 (being the Option Holder's date of appointment as Chairman), vesting on 27 June 2018 and expiring 2 November 2020, except that the Option Holder will not be entitled to exercise any of the options if he ceases to be a director of the Company on or before 27 June 2018.</p>
Exercise of options	<p>An option granted may only be exercised if it has vested and has not expired.</p> <p>If the Option Holder does not exercise all of the options in a tranche, they must only exercise options in multiples of 1,000 and not less than 20,000 options at any one time.</p> <p>The Option Holder may exercise options by lodging with the Company a notice of exercise in a form approved or accepted by the board of the Company accompanied by:</p> <p>(a) payment of the aggregate exercise price for the options the subject of the notice; and</p> <p>(b) the Option Holder's option certificate.</p> <p>For each option exercised, the Company shall issue one fully paid Share to the Option Holder. Shares issued on exercise of the options will rank equally with all existing Shares from the date of the issue of such Shares.</p>

Participation in new issues of Shares	There will be no participating rights or entitlements inherent in the options and the Option Holder will not be entitled to participate in new issues of capital which may be offered to shareholders during the currency of the options unless the options have been exercised and Shares allotted in respect of the exercise of those options before the closing date for determining entitlements to the security issue.
Bonus issues	If there is a bonus issue of Shares to shareholders of the Company, the number of Shares over which the option is exercisable will be increased by the number of securities which the holder of the option would have received if the option had been exercised before the record date for the bonus issue.
Rights issues	<p>For each pro-rata issue (except a bonus issue) of Shares to shareholders of the Company, the exercise price of each option shall be reduced according to the following formula:</p> $O' = \frac{O - E[P - (S + D)]}{N + 1}$ <p>Where:</p> <p>O' = the new exercise price of the option.</p> <p>O = the exercise price of the option immediately prior to the pro-rata issue.</p> <p>E = the number of Shares into which one option is exercisable.</p> <p>P = the VWAP per Share, calculated over the 5 trading days ending on the day before the ex-rights date or ex-entitlements date.</p> <p>S = the subscription price for a Share under the pro-rata issue.</p> <p>D = the dividend (in the case of a trust, distribution) due but not yet paid on the existing Shares (except those to be issued under the pro-rata issue).</p> <p>N = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.</p>
No quotation	The Company will not apply to the ASX for the quotation of any options granted. However, the Company will make an application for the quotation of Shares issued upon the exercise of any options.
Expiry of options	Options will expire and lapse on the expiry date determined by the Board.
Transfer	The legal or a beneficial interest in an option may not be transferred, assigned, encumbered or otherwise disposed of without the prior written consent of the board of the Company.
Reconstruction of capital	In the event of any reconstruction of the issued capital of the Company between the date of grant of the options and the exercise of the options, the number of Shares to which the holder will become entitled on the exercise of the options will be adjusted accordingly.
Forfeiture	Options that have not been exercised are forfeited on their expiry date and can never be exercised after that date.

Listing Rules	<p>The terms of the options may be unilaterally changed by the Company to the extent necessary to comply with the ASX Listing Rules applying to reorganisation of capital at the time of the reorganisation.</p> <p>If and to the extent any of the preceding terms are inconsistent with the ASX Listing Rules, the ASX Listing Rules will prevail in all respects to the extent of the inconsistency.</p>
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ANNEXURE B

TERMS OF THE OPTIONS TO BE GRANTED TO MR MATTHEW BRIGGS

Company	ABM Resources NL (ACN 009 127 020)
Option Holder	Mr Matthew Briggs
Grant date	Subject to shareholder approval, the options will be granted no later than one month after the date of the Company's 2016 annual general meeting.
Grant price	Nil
Exercise price, vesting and expiry	<p>Tranche 1</p> <p>5,000,000 options at an exercise price equal to 145% of the VWAP of the shares of the Company (Shares) on the five trading days prior to 23 August 2016, vesting when granted and expiring on the earlier of 23 August 2020 and the date that the Option Holder ceases to be employed by the Company;</p> <p>Tranche 2</p> <p>3,000,000 options, vesting on the earlier of 2 November 2017 and the date of a change of control of the Company, with an exercise price equal to 145% of the VWAP of the Shares of the Company on the five trading days prior to the date that the options vest, and expiring on the earlier of 23 August 2020 and the date that the Option Holder ceases to be employed by the Company; and</p> <p>Tranche 3</p> <p>3,000,000 options, vesting on the earlier of 2 November 2018 and the date of a change of control of the Company, with an exercise price equal to 145% of the VWAP of the Shares of the Company on the five trading days prior to the date that the options vest, and expiring on the earlier of 23 August 2020 and the date that the Option Holder ceases to be employed by the Company.</p>
Exercise of options	<p>An option granted may only be exercised if it has vested and has not expired.</p> <p>If the Option Holder does not exercise all of the options in a tranche, they must only exercise options in multiples of 1,000 and not less than 20,000 options at any one time.</p> <p>The Option Holder may exercise options by lodging with the Company a notice of exercise in a form approved or accepted by the board of the Company accompanied by:</p> <p>(a) payment of the aggregate exercise price for the options the subject of the notice; and</p> <p>(b) the Option Holder's option certificate.</p> <p>For each option exercised, the Company shall issue one fully paid Share to the Option Holder. Shares issued on exercise of the options will rank equally with all existing Shares from the date of the issue of such Shares.</p>

Participation in new issues of Shares	There will be no participating rights or entitlements inherent in the options and the Option Holder will not be entitled to participate in new issues of capital which may be offered to shareholders during the currency of the options unless the options have been exercised and Shares allotted in respect of the exercise of those options before the closing date for determining entitlements to the security issue.
Bonus issues	If there is a bonus issue of Shares to shareholders of the Company, the number of Shares over which the option is exercisable will be increased by the number of securities which the holder of the option would have received if the option had been exercised before the record date for the bonus issue.
Rights issues	<p>For each pro-rata issue (except a bonus issue) of Shares to shareholders of the Company, the exercise price of each option shall be reduced according to the following formula:</p> $O' = \frac{O - E[P - (S + D)]}{N + 1}$ <p>Where:</p> <p>O' = the new exercise price of the option.</p> <p>O = the exercise price of the option immediately prior to the pro-rata issue.</p> <p>E = the number of Shares into which one option is exercisable.</p> <p>P = the VWAP per Share, calculated over the 5 trading days ending on the day before the ex-rights date or ex-entitlements date.</p> <p>S = the subscription price for a Share under the pro-rata issue.</p> <p>D = the dividend (in the case of a trust, distribution) due but not yet paid on the existing Shares (except those to be issued under the pro-rata issue).</p> <p>N = the number of Shares with rights or entitlements that must be held to receive a right to one new Share.</p>
No quotation	The Company will not apply to the ASX for the quotation of any options granted. However, the Company will make an application for the quotation of Shares issued upon the exercise of any options.
Expiry of options	Options will expire and lapse on the expiry date determined by the Board.
Transfer	The legal or a beneficial interest in an option may not be transferred, assigned, encumbered or otherwise disposed of without the prior written consent of the board of the Company.
Reconstruction of capital	In the event of any reconstruction of the issued capital of the Company between the date of grant of the options and the exercise of the options, the number of Shares to which the holder will become entitled on the exercise of the options will be adjusted accordingly.
Forfeiture	Options that have not been exercised are forfeited on their expiry date and can never be exercised after that date.

Listing Rules	<p>The terms of the options may be unilaterally changed by the Company to the extent necessary to comply with the ASX Listing Rules applying to reorganisation of capital at the time of the reorganisation.</p> <p>If and to the extent any of the preceding terms are inconsistent with the ASX Listing Rules, the ASX Listing Rules will prevail in all respects to the extent of the inconsistency.</p>
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ABM RESOURCES NL

ACN: 009 127 020

REGISTERED OFFICE:

LEVEL 1
141 BROADWAY
NEDLANDS WA 6009

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPLECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«EFT_REFERENCE_NUMBER»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

«Company_code» «Sequence_number»

Code:

ABU

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holder/s of shares in the Company and entitled to attend and vote hereby appoint:

The Chairperson of the Meeting

OR

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote or abstain from voting in accordance with the following directions (or if no directions have been given and to the extent permitted by law, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 2:00pm WST on Wednesday 2 November 2016 at BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco WA and at any adjournment of that meeting.

Where I/we have appointed the Chairperson of the Meeting as my/our proxy (or the Chairperson of the Meeting becomes my/our proxy by default) I/we expressly authorise the Chairperson of the Meeting to exercise my/our proxy on resolutions 1, 7 and 8 (except where I/we have indicated a different voting intention by marking the boxes in section B below) notwithstanding that resolutions 1, 7 and 8 are connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions.

In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*	For	Against	Abstain*	
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Ratification of Prior Issue - Placement of Shares to Independence Group NL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-Election of Director - Ms Susie Corlett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Approval of Grant of Options to Mr Tommy McKeith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-Election of Director - Mr Brett Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Approval of Grant of Options to Mr Matthew Briggs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-Election of Director - Mr Tommy McKeith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Approval of 10% Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-Election of Director - Mr Matthew Briggs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 2:00pm WST on Monday 31 October 2016.

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ABU

ABUPX1021116

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My/Our contact details in case of enquiries are:

Name:

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Number:

(

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

)

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

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

5. SIGNING INSTRUCTIONS

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

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

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

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

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

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Registrars Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 535 Applecross WA 6953 AUSTRALIA
Street Address	Alexandrea House Suite 1, 770 Canning Highway Applecross WA 6153 AUSTRALIA
Telephone	+61 8 9315 2333
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

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