

# **GLADIATOR RESOURCES LIMITED**

ABN 58 101 026 859

## **CIRCULAR TO SHAREHOLDERS**

**including**

### **NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY STATEMENT PROXY FORM**

**Annual General Meeting of Gladiator Resources Limited to be held  
in the Doig Room, Patersons Stadium,  
Gate 12, Level 3, Roberts Road, Subiaco, Western Australia  
On Friday, the 30<sup>th</sup> November 2012 commencing at 10.00am (WST).**

This document should be read in its entirety. If after reading this Circular to Shareholders, you have any questions or doubts as to how you should vote, you should contact your stockbroker, solicitor, accountant or professional adviser.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9443 1600

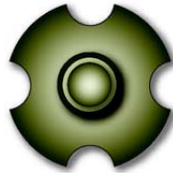


**GLADIATOR RESOURCES LIMITED**  
ABN 58 101 026 859

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## **Corporate Directory**

<b>Directors</b>	Len Dean John Palermo Tim Adams Stuart Hall Daniel Bruno
<b>Secretary</b>	John Palermo
<b>Registered Office</b>	Level 1 284 Oxford Street LEEDERVILLE WESTERN AUSTRALIA 6007
Telephone:	+61 8 9443 1600
Facsimile:	+61 8 9443 9960
<b>Auditor</b>	RSM Bird Cameron Partners 8 St Georges Terrace PERTH WESTERN AUSTRALIA 6000
<b>Solicitors</b>	Allion Legal Level 2, 50 Kings Park Road WEST PERTH WESTERN AUSTRALIA 6005
<b>Share Registry</b>	Security Transfer Registrars Pty Ltd 770 Canning Highway APPLECROSS WESTERN AUSTRALIA 6153
<b>ASX Code</b>	GLA



**GLADIATOR RESOURCES LIMITED**  
ABN 58 101 026 859

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**Notice of Annual General Meeting**

Notice is given that an Annual General Meeting of the Shareholders of Gladiator Resources Limited (“Company”) will be held at 10.00 am (WST) on Friday, the 30<sup>th</sup> day of November, 2012 in the Doig Room, Patersons Stadium, Gate 12, Level 3, Roberts Road, Subiaco, Western Australia 6008.

**AGENDA**

**ORDINARY BUSINESS**

**Financial statements and reports - 1 July 2011 to 30 June 2012**

To receive and consider the financial statements and reports of the Directors and the auditors for the year ended 30 June 2012.

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

**Resolution 1 – Adoption of Remuneration Report (non-binding)**

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

*‘That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the section of the report of the Directors in the 2012 Annual Report dealing with the remuneration of the Company’s Directors and Senior Executives (**Remuneration Report**) be adopted.’*

**Note:** This Resolution shall be determined as if it were an ordinary (majority) resolution, but under s250R(3) of the Corporations Act, the vote does not bind the Directors of the Company.

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 1 by any member of the Key Management Personnel of the Company whose remuneration is included in the Remuneration Report, or a closely related party of such member. However, the Company will not disregard any votes cast on Resolution 1 by such person if:

- a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- b) the person is the Chairman of the Meeting voting an undirected proxy and their appointment expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

## **Resolution 2: Re-Election of Director – Mr John Palermo**

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

*‘That, for all purposes, Mr John Palermo, who retires by rotation in accordance with Listing Rule 14.4 and Clause 14.4 of the Company’s Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.’*

## **Resolution 3: Approval for Placement of Shares**

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

*‘That for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 60,000,000 Shares to the persons, on the dates and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.’*

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 3 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 ordinary securities) if the Resolution is passed, and any person associated with those persons. However, the Company will not disregard any votes cast on Resolution 3 by such person if:

- a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) the person is the Chairman of the Meeting acting 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.

**Important note:** The proposed allottees of any Shares under the placement are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person’s vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Shares issued under the placement), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

## **Resolution 4: Approval of Additional 10% Placement Facility**

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

*‘That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.’*

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 4 by any person who may participate in the issue of Equity Securities under the Additional 10% Placement Facility and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any person associated with those persons. However, the Company will not disregard any votes cast on Resolution 4 by such person if:

- a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- b) the person is the Chairman of the Meeting acting 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.

**Important note:** The proposed allottees of any Equity Securities under the Additional 10% Placement Facility are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

#### **“SNAP-SHOT” TIME**

The Corporations Act permits the Company to specify a time, not more than 48 hours before the Meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Company's Directors have determined that all Shares of the Company that are quoted on ASX at 4.00pm WST, Wednesday, 28 November 2012 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

#### **PROXIES**

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General 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 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.

**DATED** 31 October 2012

**BY ORDER OF THE BOARD**



**John Palermo**  
Company Secretary  
Gladiator Resources Limited



**GLADIATOR RESOURCES LIMITED**  
ABN 58 101 026 859

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**EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2012 Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the preceding Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

**Financial Statements and Reports**

The Annual Financial Report, Directors' Report and Auditor's Report for the Company for the year ending 30 June 2012 will be laid before the meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to 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:

- the preparation and content of the Auditor's Report;
- the conduct of the audit;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than close of business on Friday, 23 November 2012 to:

John Palermo  
Company Secretary  
Gladiator Resources Limited  
Level 1, 284 Oxford Street  
Leederville WA 6007

- or -

Fax: (08) 9443 9960

## **1 Resolution 1: Adoption of Remuneration Report (non-binding)**

The Company's Remuneration Report for the year ended 30 June 2012 is set out in the 2012 Annual Report and is also available on the Gladiator website at [www.gladiatorresources.com.au](http://www.gladiatorresources.com.au).

The Remuneration Report includes an explanation of the Company's remuneration policies and the remuneration arrangements in place for Directors and certain executives whose remuneration arrangements are required by law to be disclosed.

As required by the Corporations Act 2001, a non-binding resolution to adopt the Remuneration Report is to be put to Shareholders at the meeting. The vote on this resolution is advisory only and does not bind the Directors of the Company. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives is less than a 25% "no" vote.

In addition, the Corporations Act sets out a "two strikes" re-election process. Under the "two strikes" re-election process, if the Company's Remuneration Report receives a "no" vote of 25% or more of all votes cast at two consecutive annual general meetings (that is, "two strikes"), a resolution (the "spill resolution") must be put to the second annual general meeting, requiring Shareholders to vote on whether the Company must hold another general meeting (known as the "spill meeting") to consider the appointment of all of the Directors who must stand for re-appointment (other than the Managing Director). If the spill resolution is approved at the annual general meeting by a simple majority of 50% or more of the eligible votes cast, the spill meeting must be held within 90 days of that second annual general meeting (unless none of the Directors, other than the Managing Director, stand for re-appointment).

The Company's Remuneration Report did not receive a "no" vote of 25% or more at the Company's previous annual general meeting held on 30 November 2011.

Further information will be provided on the "spill resolution" and "spill meeting" for any annual general meeting at which the Company may face a "second strike".

### **Directors' recommendation**

The Directors recommend that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

## **2 Resolution 2: Re-Election of Director – Mr John Palermo**

In accordance with Listing Rule 14.4 and clause 14.4 of the Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement. For this reason, Mr Palermo retires and approval is sought for his re-election.

Mr Palermo retires as a Director in accordance with Listing Rule 14.4 and clause 14.4 of the Constitution and offers himself for re-election.

Further details about Mr Palermo are set out in the Company's 2012 Annual Report which is available at [www.gladiatorresources.com.au](http://www.gladiatorresources.com.au).

### **Directors' recommendation**

The Directors, with Mr Palermo abstaining, recommend that Shareholders vote in favour of the re-election of Mr Palermo.

### **3 Resolution 3: Approval for Placement of Shares**

The Company proposes to issue up to 60,000,000 Shares by way of a share placement on the terms set out below. The issue of Shares will be equal to approximately 21.02% of the Company's fully-diluted share capital assuming no further issues of securities by the Company (based on the number of Shares and options to acquire Shares on issue at the date of this Notice of Meeting).

Listing Rule 7.1 provides generally that a company may not issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the Equity Securities issued by the company during the previous 12 months, exceed 15% of the company's issued ordinary share capital at the commencement of that 12 month period, without obtaining Shareholder approval. Resolution 3 seeks this approval.

The maximum number of Shares that will be issued under the placement is 60,000,000. The Shares will be allotted and issued as soon as possible but, in any case, not later than 3 months after the date of Shareholder approval.

The Shares will be issued at a price equal to at least 80% of the average market price of Shares, calculated over the last 5 days on which sales of Shares were recorded before the date upon which the issue is made.

The identity of the allottees is unknown at this stage; however, will be determined by the Company having regard to the level of demand for the Company's securities, the identification of investors with a long term commitment to the Company and other factors the Company may consider appropriate, and will not be related parties of the Company. The Company will not issue any Shares to persons which would be otherwise prohibited by Chapter 6 of the Corporations Act.

It is anticipated that the Shares will be allotted progressively, however, the exact dates of allotment are unknown at this stage.

The Shares will be fully paid ordinary Shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects to the existing Shares. A summary of the material terms of the Shares is set out in Annexure A. The Company will apply to ASX for official quotation of the Shares.

The purpose of the placement and the intended use of the funds raised are to provide additional funding to allow the Company to continue with its ongoing exploration programs and to earn an increased joint venture interest in the Isla Cristalina Belt Project by supporting expenditure commitments and the production of a Bankable Feasibility Study.

A voting exclusion statement for Resolution 3 is included in the Notice of Meeting preceding this Explanatory Statement.

### **Directors' recommendation**

The Board believes that the proposed issue of Shares is beneficial for the Company and recommends Shareholders vote in favour of Resolution 3. It will allow the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.



## **4 Resolution 4: Approval of Additional 10% Placement Facility**

### **Listing Rule 7.1A**

Listing Rule 7.1A enables eligible entities to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12 month period following the entity's annual general meeting (*Additional 10% Placement Facility*). The Additional 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, as at the time of the entity's annual general meeting. The Company is an eligible entity as at the time of this Notice of Annual General Meeting and is expected to be an eligible entity as at the time of the Annual General Meeting.

Resolution 4 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility throughout the 12 months after the Annual General Meeting. The effect of Resolution 4 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period set out below.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (set out below).

The Company is seeking a mandate to issue securities under the Additional 10% Placement Facility to enable the Company to pursue its growth strategy with the flexibility to act quickly as potential business opportunities arise.

### **Regulatory Requirements**

In compliance with the information requirements of Listing Rule 7.3A, Shareholders are advised of the following information:

#### **Minimum Issue Price**

Equity securities issued under the Additional 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities of the Company. As at the date of this Notice of Annual General Meeting, the Company has on issue two classes of quoted Equity Securities, Shares and Listed Options.

The issue price of Equity Securities issued under the Additional 10% Placement Facility must not be lower than 75% of the volume weighted average price for securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- a) the date on which the Equity Securities are issued; or
- b) the date on which the price of Equity Securities is agreed, provided that the issue is thereafter completed within 5 business days.

#### **Dilution**

As at the date of this Notice of Annual General Meeting, the Company has 225,485,222 Shares on issue. If Shareholders approve Resolution 4, the Company will have the capacity to issue

approximately 22,548,522 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

The precise 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 following formula:

**(A x D) – E**

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

- i. plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
- ii. plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- iii. plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of Shares under Listing Rule 7.1 and 7.4;
- iv. less the number of fully paid ordinary 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 the approval of Shareholders under Listing Rule 7.1 or 7.4.

If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below (in the case of Listed Options only if the Listed Options are exercised) to the extent Shareholders do not receive any Shares under such issues. There is a risk that:

- a) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

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 this Notice of Annual General Meeting.

The below table also shows:

- a) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of fully paid ordinary securities the Company has on issue. The number of fully paid ordinary securities on issue may increase as a result of issues of fully paid 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 Shareholders' meeting (including any Shares issued pursuant to Resolution 4); and

- b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

<b>Variable “A” in Listing Rule 7.1A.2</b>		<b>Dilution</b>		
		<b>\$0.017</b>	<b>\$0.034</b>	<b>\$0.051</b>
		<b>50% decrease in Market Price</b>	<b>Market Price</b>	<b>50% increase in Market Price</b>
<b>Current Variable A</b>  225,485,222 Shares	Shares issued	22,548,522 New Shares	22,548,522 New Shares	22,548,522 New Shares
	Funds raised	\$383,325	\$766,650	\$1,149,975
<b>50% increase in current Variable A</b>  338,227,833 Shares	Shares issued	33,822,783 New Shares	33,822,783 New Shares	33,822,783 New Shares
	Funds raised	\$574,987	\$1,149,975	\$1,724,962
<b>100% increase in current Variable A</b>  450,970,444 Shares	Shares issued	45,097,044 New Shares	45,097,044 New Shares	45,097,044 New Shares
	Funds raised	\$766,650	\$1,533,299	\$2,299,949

**The table has been prepared on the following assumptions:**

1. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
2. No Listed Options are exercised and no Performance Rights are converted into Shares before the date of 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 Additional 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 Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
7. The issue price is 3.4 cents, being the closing price of the Shares on ASX on 22 October 2012.

## Issue Period

If Shareholders approve Resolution 4, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

- a) the date that is 12 months after the date of the Annual General Meeting; and
- b) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the *Additional 10% Placement Period*).

The Company will only issue and allot Equity Securities under the Additional 10% Placement Facility during the Additional 10% Placement Period.

## Purpose of Issues

The Company may seek to issue the Equity Securities for the following purposes:

- a) non-cash consideration for the acquisition of new 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
- b) 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 feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A.

## Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- a) the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issues in which existing security holders can participate;
- b) the effect of the issue of the Equity Securities on the control of the Company;
- c) the financial situation and solvency of the Company; and
- d) advice from corporate, financial and broking advisers (if applicable).

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

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

Previous issues of Equity Securities under Listing Rule 7.1A

The Company has not previously obtained Shareholder approval under Listing Rule 7.1A and accordingly has not issued any Equity Securities pursuant to Listing Rule 7.1A in the 12 months preceding the date of the Annual General Meeting.

#### Voting exclusion statement

A voting exclusion statement for Resolution 4 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. Accordingly, the proposed allottees of any Equity Securities under the Additional 10% Placement Facility are not as yet known or identified.

In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

#### **Board Recommendation**

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommend that Shareholders approve Resolution 4.

## GLOSSARY

In this Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

<b>Annual Financial Report</b>	The Company's financial report contained in the Company's Annual Report.
<b>ASX</b>	ASX Limited or the securities market operated by the ASX Limited (as the context requires).
<b>Annual Report</b>	The Company's annual report dated 28 September 2012.
<b>ASX Listing Rules or Listing Rules</b>	The official listing rules of ASX.
<b>Auditor's Report</b>	The auditors' report contained in the Company's Annual Report.
<b>Board</b>	Board of Directors.
<b>Company</b>	Gladiator Resources Limited ABN 58 101 026 859.
<b>Constitution</b>	Constitution of the Company.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director</b>	Director of the Company and <b>Directors</b> has a corresponding meaning.
<b>Directors' Report</b>	Directors' report contained in the Company's Annual Report.
<b>Equity Securities</b>	Has the meaning given to that term in the ASX Listing Rules.
<b>Key Management Personnel</b>	Key management personnel of the Company (as defined in Section 9 of the Corporations Act).
<b>Listed Options</b>	Options listed on the ASX to subscribe for a share.
<b>Meeting or Annual General Meeting</b>	The annual general meeting of the Company convened by this Notice of Annual General Meeting.
<b>Notice of Meeting or Notice of Annual General Meeting</b>	This notice of Annual General Meeting.
<b>Proxy Form</b>	The proxy form enclosed with this Notice of Annual General Meeting.
<b>Resolution</b>	A resolution contained in this Notice of Annual General Meeting.
<b>Share</b>	Fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	Holder of a Share.
<b>WST</b>	Western Standard Time.

## **ANNEXURE A**

### **Terms of Shares**

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights attaching to the shares of the Company. Full details are contained in the Constitution, available for inspection at the Company's registered office.

**(a) Share Capital**

All issued ordinary shares rank equally in all respects.

**(b) Voting Rights**

Subject to the Constitution and any rights or restrictions at the time being attached to a class of Shares, at a general meeting of the Company, every holder of shares present in person, by an attorney, representative or proxy has one vote on a show of hands and on a poll, one vote for every fully paid share held, and for every contributing share held, a fraction of a vote equal to the proportion which the amount paid up bears to the total issue price of the contributing share. In the case of an equality of votes, the Chairman does not have a casting vote in addition to the Chairman's deliberative vote (if any).

**(c) Dividend Rights**

Subject to the Corporations Act, the ASX Listing Rules and any rights of holders of shares issued with any special or preferential rights (at present there are none), the profits of the Company which the Directors may from time to time determine to distribute by way of dividend are divisible among the shareholders in proportion to the shares held by them respectively, according to the amount paid up or credited as paid up on the shares.

**(d) Rights on Winding-Up**

Subject to the rights of holders with shares with special rights in a winding-up (at present there are none), on a winding-up of the Company all assets which may be legally distributed amongst the members will be distributed in proportion to the shares held by them respectively, according to the amount paid up or credited as paid up on the share.

**(e) Transfer of Shares**

Shares in the Company may be transferred by instrument in any form which complies with the Constitution, the Corporations Act, Listing Rules, ASX Market Rules, ACH Clearing Rules and ASTC Settlement Rules. Shares may be transferred by such means in accordance with Listing Rules, ASX Market Rules, ACH Clearing Rules and ASTC Settlement Rules. The Directors may refuse to register a transfer of shares only in those circumstances permitted by Listing Rules ASX Market Rules, ACH Clearing Rules and ASTC Settlement Rules.

**(f) Calls on Shares**

Where shares are issued as partly paid, the Directors may make calls upon the holders of those shares to pay the whole of or a portion of the balance of the issue price. If a shareholder fails to pay a call or instalment of a call, then subject to the Corporations Act and the ASX Listing Rules, the shares in respect of the call may be forfeited and interest and expenses may be payable in accordance with the Company's Constitution, the Corporations Act and the ASX Listing Rules or proceedings taken to recover the unpaid amount.

**(g) Further Increases in Capital**

The allotment and issue of any new shares is under the control of the Directors and, subject to any restrictions on the allotment of shares imposed by the Constitution, Listing Rules or the Corporations Act, the Directors may allot, issue or grant options over or otherwise dispose of those shares to such persons, with such rights or restrictions as they may from time to time determine.

**(h) Variation of Rights Attaching to Shares**

Subject to the Corporations Act, where shares of different classes are issued, the rights attaching to the shares of a class can thereafter only be varied by a special resolution passed at a separate general meeting of the holders of those shares of that class, or with the written consent of the holders of at least three quarters of the issued shares of that class.

**(i) General Meeting**

Each shareholder will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to shareholders under the Constitution, the Corporations Act and Listing Rules.



**GLADIATOR RESOURCES LIMITED**  
**ABN 58 101 026 859**

**Proxy Form**

**Shareholder Details**

Name: .....

Address: .....

Contact Telephone No: .....

Contact Name (if different from above): .....

**Appointment of Proxy**

I/We being a shareholder/s of Gladiator Resources Limited and entitled to attend and vote hereby appoint

The Chairman  
of the meeting  
  
(mark with an 'X')

**OR**

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Members of Gladiator Resources Limited to be held in the **Doig Room, Patersons Stadium, Gate 13, Level 3, Roberts Road, Subiaco, Western Australia on Friday, 30<sup>th</sup> day of November 2012 at 10.00am WST** and at any adjournment of that meeting.

**Important for Resolution 1 – If the Chairman of the Meeting is your proxy or is appointed as your proxy by default:**

By marking the box below, you are expressly authorising the Chairman of the Annual General Meeting to exercise your proxy on Resolution 1 as set out below. If you do not mark this box, and you have not directed your proxy how to vote on Resolution 1 the Chairman of the Annual General Meeting will not cast your votes on Resolution 1 and your votes will not be counted in computing the required majority if a poll is called on these Resolutions. If you appoint the Chairman of the Annual General Meeting as your proxy you can direct the Chairman how to vote by either marking the individual resolution boxes below (for example if you wish to vote against or abstain from voting) or by marking the box (in which case the Chairman of the Meeting will vote in favour of Resolution 1.

I/We expressly authorise the Chairman of the Annual General Meeting to exercise my/our proxy on Resolution 1. I/We acknowledge that the Chairman of the Annual General Meeting may exercise my/our proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Annual General Meeting has an interest in the outcome of Resolution 1 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

**Voting directions to your proxy – please mark  to indicate your directions**

		For	Against	Abstain*
<b>Ordinary Business</b>				
Resolution 1	Adoption of Remuneration Report (non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr John Palermo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval for Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Additional 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*If you mark the Abstain box for a particular Resolution, 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.

**Appointment of a second proxy** (see instructions overleaf)

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

**PLEASE SIGN HERE**

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

**Individual or Shareholder 1**

**Sole Director and  
Sole Company Secretary**

**Shareholder 2**

**Director**

**Shareholder 3**

**Director/Company Secretary**



# How to complete this Proxy Form

## 1 Your Name and Address

Please print your name and address as it appears on your holding statement and the Company's share register. If shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

## 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid Proxy Form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.

## 3 Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given Resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

If you direct your proxy how to vote validly in accordance with these instructions and your proxy fails to either attend the Meeting or vote on any directed Resolution, the Chairman of the Meeting is taken to have been appointed as the proxy for the purposes of voting on that Resolution at the Meeting and must vote in accordance with your proxy.

## 4 Voting entitlements

In accordance with the Corporations Act, the Company has determined that the Shareholding of each person for the purpose of determining entitlements to attend and vote at the Meeting will be the entitlement of that person set out in the Company's share register as at 5:00pm (WST) on Wednesday, 28 November 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## 5 Voting in person

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the attached Proxy Form to the Meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the Meeting to facilitate this registration process.

A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with Section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

## 6 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning John Palermo on (08) 9443 1600 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

## 7 Signing Instructions

You must sign this form as follows in the spaces provided:

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

Joint Holding: where the holding is in more than one name, all of the shareholders should 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 can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

## 8 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting i.e. no later than 10.00am WST on Wednesday, 28 November, 2012. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's registered office at Level 1, 284 Oxford Street, Leederville, WA, 6007 or sent by facsimile to the registered office on (08) 9443 9960.**