



**MAXIMUS RESOURCES LIMITED**

ABN 74 111 977 354

## **NOTICE OF 2016 ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of the shareholders of Maximus Resources Limited (**the Company**) will be convened at **11.00 am** on **Tuesday 29 November 2016**, at **Level 10, 25 Grenfell Street, Adelaide, South Australia** to consider, and if thought fit, to pass the resolutions listed below.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the Meeting.

### **Agenda**

#### **ORDINARY BUSINESS**

##### **Financial Report**

To receive and consider the Company's financial statements and reports for the Director's and the independent auditor for the year ended 30 June 2016.

The Annual Report incorporating the financial statements is available at:  
[http://www.maximusresources.com/investors/reports/2016/mxr\\_ar2016](http://www.maximusresources.com/investors/reports/2016/mxr_ar2016)

##### **Resolution 1: Adoption of the Remuneration Report**

To consider, and if thought fit, pass the following non-binding resolution as an ordinary resolution:

*"That the Remuneration Report required by section 300A of the Corporations Act 2001 (Cth), as contained in the Company's Directors' Report for the year ended 30 June 2016 be adopted."*

##### **Voting Exclusion**

In accordance with the *Corporations Act 2001 (Cth)* (**Corporations Act**), a vote must not be cast on this resolution in any capacity (and will be taken to have not been cast if contrary to this restriction) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and any closely related party of such member. However, such a member or any closely related party of such a member may cast a vote as a proxy if the vote is not cast on behalf of a person described above and either:

- The person does so as a proxy appointed by writing that specifies how the proxy is to vote on the resolution;
- The person is the chair of the meeting at which the resolution is voted on and the appointment of the chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

*Note: The vote on this resolution is advisory only and does not bind the Directors of the Company.*

##### **Resolution 2: Re-election of Ms Leigh McClusky as a Director**

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

*"That Ms Leigh McClusky, being a Director of the Company who retires by rotation in accordance with the Company's constitution, and being eligible, is re-elected as a Director of the Company."*

A summary of Ms McClusky's qualifications and experience is set out in the Explanatory Statement accompanying this Notice.

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#### **Principal and Registered Office**

Level 3, 100 Pirie Street, Adelaide South Australia 5000 – Telephone +61 8 7324 3172, Facsimile +61 8 8312 5501

## MAXIMUS RESOURCES LIMITED

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### SPECIAL BUSINESS

#### Resolution 3 – Approval to issue an additional 10% of issued capital over a 12 month period

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

*"That for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval be given to issue equity securities (as defined in the ASX Listing Rules) equivalent to an additional 10% of the number of ordinary securities on issue calculated in accordance with the formula in Listing Rule 7.1A.2 and on the terms described in the accompanying Explanatory Statement accompanying this Notice."*

#### Voting Exclusion

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in relation to this resolution by a person (and any associate of such a person) who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if this resolution is passed.

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 a valid 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.

### OTHER BUSINESS

To transact any further business that may be lawfully brought forward.

Further information regarding the business to be transacted at the Annual General Meeting is set out in the accompanying Explanatory Statement.

Dated this this 28th day of October 2016.

#### BY ORDER OF THE BOARD

Maximus Resources Limited



**Rajita Alwis**  
COMPANY SECRETARY

## MAXIMUS RESOURCES LIMITED

ABN 74 111 977 354

### EXPLANATORY STATEMENT

#### ACCOMPANYING NOTICE OF 2016 ANNUAL GENERAL MEETING OF MAXIMUS RESOURCES LIMITED (COMPANY) TO BE HELD ON 29 NOVEMBER 2016

This Explanatory Statement accompanies and forms part of the Notice of Annual General Meeting dated 28th October 2016 (**Notice**) and has been prepared to provide shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company. Amongst other things, this Explanatory Statement provides shareholders with the information required to be provided to shareholders by the Corporations Act 2001 and the Listing Rules of the ASX (**ASX Listing Rules**).

The Explanatory Statement sets out an explanation of each of the resolutions to be put to shareholders. Shareholders should read this Explanatory Statement carefully before determining how to vote in respect of the resolutions.

#### Annual Financial Report

The first item of the Notice is to receive and consider the Annual Financial Report and accounts for the Company for the year ended 30 June 2016, comprising the financial statements and notes together with the Directors' Report and the Auditor's Report. No resolution is required in respect of this agenda item. However, it provides shareholders with the opportunity to ask questions of the Company's management and auditors in relation to the Company's results and operations for that financial year. The Financial Report may be found on the Company's website [www.maximusresources.com](http://www.maximusresources.com).

#### *Resolution 1: Adoption of Remuneration Report*

In accordance with section 250R of the Corporations Act 2001 the Company submits to shareholders for consideration and adoption by way of a non-binding resolution its Remuneration Report for the year ended 30 June 2016. The Remuneration Report is a distinct section of the Directors' Report that deals with the remuneration of Directors and Key Management Personnel of the Company and can be located on pages 13 to 16 in the 2016 Annual Report and also on the Company's website [www.maximusresources.com](http://www.maximusresources.com).

Shareholders will be given reasonable opportunity at the meeting to discuss the report.

***The Directors recommend shareholders vote in favour of adopting the Remuneration Report.***

#### *Resolution 2: Re-election of Director (Ms L McClusky)*

Under the Company's constitution, one third of the directors (excluding the managing director) must retire at the Annual General Meeting. The director will be eligible for re-election. The director required to retire under the above framework is Ms McClusky. Ms McClusky has indicated that she will offer herself for re-election. A brief summary of Ms McClusky's experience follows:

#### **Leigh Carol McClusky**

Appointed as a director on 1 September 2010, Ms McClusky is the Managing Director of McCo Group, a strategic communications company with offices in Adelaide, Melbourne and Geelong. After more than 30 years in key media roles across Melbourne, Sydney and Adelaide, Ms McClusky now works closely with a range of organisations and industries to develop proactive communication campaigns and to deflect potentially damaging impacts on corporate reputations. Her role also includes stakeholder engagement and management, client advocacy and crisis communications.

#### **Independence**

In assessing Ms McClusky's independence, the Board has determined that Ms McClusky is an independent director.

***The Directors (except Ms McClusky, who abstains) recommend shareholders vote in favour of the re-election of Ms McClusky.***

## MAXIMUS RESOURCES LIMITED

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### *Resolution 3: Approval to issue an additional 10% of issued capital over a 12 month period*

Listing rule 7.1A permits eligible entities that have obtained shareholder approval by special resolution at an annual general meeting (**AGM**) to issue an additional 10% of the entity's issued ordinary securities (calculated using the formula set out below). The ability to issue securities under listing rule 7.1A is in addition to the Company's ability to issue 15% of its issued capital without security holder approval in a 12 month period, under listing rule 7.1.

A listed entity must satisfy both of the following criteria at the time of its AGM in order to be eligible to seek approval under listing rule 7.1A:

- it must have a market capitalisation of \$300 million or less; and
- it must not be included in the S&P/ASX 300 Index.

On 5 October 2016 the market capitalisation of the Company was \$7,323,059. At the date of the Notice, the Company was not included in the S&P/ASX 300 Index.

The number of equity securities that the Company may issue with approval under listing rule 7.1A.2 is calculated using the following formula:

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

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

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in rule 7.2;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary securities issued in the 12 months with approval of shareholders under rule 7.1 or rule 7.4;
- less the number of fully paid ordinary securities cancelled in the 12 months.

**D** = 10%

**E** = The number of Equity Securities issued or agreed to be issued under rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under rule 7.1 or 7.4.

A resolution under listing rule 7.1A can only be proposed as a special resolution at an eligible entity's AGM. A special resolution is a resolution that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Securities issued with approval under listing rule 7.1A must belong to a class of equity securities (as defined in the ASX Listing Rules) (**Equity Securities**) already quoted. Listing rule 7.1A cannot be used for placements of securities in a class that has not yet been quoted.

***The Directors recommend shareholders vote in favour of resolution 3. The Chairman intends to vote undirected proxies in favour of resolution 3.***

### **Information required by listing rule 7.3A**

Listing rule 7.3A prescribes the information that must be included in the Notice in relation to a resolution under listing rule 7.1A. This information is as follows:

1. The issue price of securities issued under listing rule 7.1A must be no less than 75% of the volume weighted average price for securities in the relevant quoted class calculated over the 15 trading days on which trades in that class were recorded immediately before either:
  - 1.1 the date on which the price at which the securities are to be issued is agreed; or
  - 1.2 if the securities are not issued within 5 trading days of the date in paragraph 1.1 above, the date on which the securities are issued.
2. If resolution 3 is approved by shareholders and the Company issues additional Equity Securities there is a risk of economic and voting dilution of the existing shareholders including the risk that:
  - 2.1 the market price for the Company's Equity Securities may be significantly lower on the issue date than on the date of the approval under listing rule 7.1A; and
  - 2.2 the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

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The table below provides details of the quoted and unquoted classes of Equity Securities the Company has on issue at the date of the Notice.

Equity Security	Number on issue
Quoted fully paid ordinary shares	2,441,019,632
Unquoted \$0.006 options expiring on 31 May 2017	537,247,197
Unquoted \$0.006 options expiring on 29 September 2017	533,333,333

The following table illustrates the potential dilution of existing shareholders on the basis of the number of ordinary securities for variable 'A' as at the date of this notice ("current variable A") and where variable "A" is 50% and 100% greater than the current variable A:

	Current variable "A"	50% increase in current variable "A"	100% increase in current variable "A"
	2,441,019,632	3,661,529,448	4,882,039,264
10% voting dilution	244,101,963	366,152,945	488,203,926
Total shares on issue following rule 7.1A placements	2,685,121,595	4,027,682,393	5,370,243,190

Assumptions relevant to the table describing the potential dilution of existing shareholders:

- an additional 10% of the Company's ordinary shares are issued under rule 7.1A;
- no options are exercised before the date of the issue under rule 7.1A;
- the issue under rule 7.1A consists only of shares.

The following table illustrates the funds raised from the issue of an additional 10% of issued capital under rule 7.1A, based on:

- the current variable "A" and where variable "A" has increased by 50% and 100%; and
- the share price as at the date of this notice and where the share price has fallen by 33% and 66% and increased by 100%.

Rule 7.1A Placement details	\$0.001 (67% decrease in share price)	\$0.003 (share price as at the date of this notice)	\$0.005 (50% increase in share price)	\$0.006 (100% increase in share price)
244,101,963 (10% voting dilution based on current variable "A")	\$244,078	\$732,306	\$1,098,459	\$1,464,612
366,152,945 (10% voting dilution based on a 50% increase in current variable "A")	\$366,116	\$1,098,459	\$1,647,688	\$2,196,918
488,203,926 (10% voting dilution based on a 100% increase in current variable "A")	\$488,155	\$1,464,612	\$2,196,918	\$2,929,224

- The Company will only issue Equity Securities during the 12 month period after the date of the AGM 29 November 2016. The approval under resolution 3 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under listing rule 11.1.2 (a significant change to the nature or scale of activities) or listing rule 11.2 (the disposal of the main undertaking).
- The Company may issue the Equity Securities to fund the Company's exploration and development projects in the next year, acquire new assets or investments and/or for general working capital. The Company may also issue some Equity Securities for non-cash consideration for the acquisition of new projects, 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.
- As at the date of this Notice, the Company has not formed any specific intentions regarding who may be offered securities under a placement pursuant to listing rule 7.1A. No decision has been made regarding allottees. The allottees may include either existing security holders or new investors who have not previously been shareholders, or a combination of both.
- The Company previously obtained shareholder approval under listing rule 7.1A at the Annual General Meeting held on 18th November 2015.

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Further details of all issues of equity securities by the Company during the 12 months preceding the date of this Notice are as follows:

Total Number of Equity Securities issued in the last 12 months	
Number of Equity Securities issued	970,407,498
Percentage of Equity Securities issued	151.55%

As required by the ASX Listing Rules, the details of all securities by the Company during the 12 months preceding the date of meeting are detailed below:

Date of Issue	No. of Equity Securities Issued	Class of Equity Securities	Issue Price	Details of Allottees	Consideration (cash/non-cash)	Discount to closing price on issue date of Equity Securities	Use of Funds
11/12/2015	138,000,000	Ordinary Shares	\$0.002	MXR Share Purchase Plan	cash	14.22%	Exploration programs on the Company's tenement Spargoville located in Western Australia and general working capital purposes
17/02/2016	100,000,000	Ordinary shares	N/A	Tychean Resources Limited (TYK)	non-cash (see below)	N/A	N/A
25/02/2016	66,000,000	Ordinary Shares	\$0.001	Sophisticated investors	cash	50.00%	Exploration programs on the Company's tenements Spargoville and Narndee located in Western Australia and general working capital purposes
13/04/2016	70,000,000	Ordinary Shares	\$0.0038	Sophisticated investors	cash	8.50%	Exploration programs on the Company's tenements Spargoville and Narndee located in Western Australia and general working capital purposes
16/05/2016	530,182,388	Ordinary Shares	\$0.003	Entitlement Issue	cash	0.00%	Stage 1, 2 and 3 payments to acquire the Burbanks Treatment Facility located in Coolgardie Western Australia, exploration programs on the Company's tenement Spargoville located in Western Australia and general working capital purposes
16/05/2016	530,182,388	Unlisted Options exercisable at \$0.006 expiring on 29 May 2017	N/A	Free attaching option to shareholders who participated in Entitlement Issue	non-cash (see below)	N/A	N/A
17/05/2016	7,580,611	Ordinary Shares	\$0.003	Shortfall shares relating to Entitlement Issue	cash	0.00%	Stage 1, 2 and 3 payments to acquire the Burbanks Treatment Facility located in Coolgardie Western Australia, exploration programs on the Company's tenement Spargoville located in Western Australia and general working capital purposes
17/5/2016	7,580,611	Unlisted Options exercisable at \$0.006 expiring on 29 May 2017	N/A	Free attaching option to shareholders who participated in Entitlement Issue	non-cash (see below)	N/A	N/A
29/06/2016	515,802	Ordinary Shares	\$0.006	Exercise of options	cash	(50.00)%	Offer costs (quotation and issue fees)
27/09/2016	500,000,000	Ordinary Shares	\$0.003	Sophisticated investors	cash	0.00%	To be spent on the refurbishment of Burbanks Treatment Mill located in Coolgardie Western Australia, exploration programs on the Company's tenement Spargoville located in Western Australia and general working capital purposes.

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27/09/2016	500,000,000	Unlisted options exercisable at \$0.006 expiring on 29 September 2017	N/A	Sophisticated investors who participated in placement on 27/09/2016	non-cash (see below)	N/A	N/A
04/10/2016	33,333,333	Unlisted options exercisable at \$0.006 expiring on 29 September 2017	N/A	Sophisticated investors who participated in placement on 04/10/2016	non-cash (see below)	N/A	N/A
18/10/2016	25,000,000	Ordinary Shares	N/A	Tychean Resources Limited (TYK)	non-cash (see below)	N/A	N/A

In respect of issue for non-cash consideration;

- the Company issued 100,000,000 fully paid ordinary shares to Tychean Resources Limited pursuant to the terms of the Spargoville Farm-in Agreement dated 5 August 2016 between the Company and Tychean Resources Limited (approved at Annual General Meeting on 18 November 2015);
  - the Company issued 530,182,388 unlisted options to shareholders who participated in the Entitlement Issue on 16 May 2016;
  - the Company issued 7,580,611 unlisted options to shareholders who participated in the shortfall shares relating to the Entitlement Issue on 17 May 2016;
  - the Company issued 500,000,000 unlisted options to sophisticated investors who participated in the placement on 27 September 2016 (approved at General Meeting on 16 September 2016);
  - the Company issued 33,333,333 unlisted options to sophisticated investors who participated in the placement on 4 October 2016 (approved at General Meeting on 16 September 2016); and
  - the Company issued 25,000,000 fully paid ordinary shares to Tychean Resources Limited pursuant to the terms of the Second Sale Farm-in Agreement dated 17 February 2016 between the Company and Tychean Resources Limited (approved at General Meeting on 16 September 2016).
7. At the date of this Notice of meeting, the Company has on issue 2,441,019,632 ordinary shares and therefore has a capacity to issue:
- a. 366,152,945 equity securities under ASX Listing Rule 7.1;
  - b. Subject to shareholder approval being sought under this resolution 3, 244,101,963 Equity Securities under ASX Listing Rule 7.1A.
8. A voting exclusion statement is included in the Notice. At the date of the Notice the proposed allottees of the securities are not known and identified. Therefore no existing shareholder's votes will be excluded under the voting exclusion in this Notice.

***The Directors recommend shareholders vote in favour of Resolution 3. The Chairman intends to vote undirected proxies in favour of Resolution 3.***

### DEFINITIONS

**Key Management Personnel** (KMP) of the Company are, as adopted from the Australian Accounting Standards Board, those persons have authority and responsibility for planning, directing and controlling activities of the Company, directly or indirectly, including any Director (whether exclusive or otherwise) of the Company.

**Closely related parties** of the Company's KMP include certain family members, dependents and companies they control.

### VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on the following resolutions by the following persons:

Resolution	Person(s) excluded from voting
Resolution 1	<p>The <i>Corporations Act 2001(Cth)</i> prohibits Directors and other Key Management Personnel of the Company and their closely related parties voting in any capacity (including as a shareholder, proxy or personal representative) on Resolution 1. The prohibition does not apply if the person has been appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 1, provided that the person who appointed the proxy is not themselves a person subject to the prohibition</p> <p>Accordingly, the Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of Directors and other Key Management Personnel of the Company and their closely related parties, unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction in the proxy form.</p> <p>In addition, the Chairman of the meeting can vote undirected proxies on Resolution 1 where the shareholder provides the Chairman with express authorisation to do so.</p> <p>Therefore, in relation to Resolution 1, if you appoint the Chairman of the meeting as your proxy, or if the Chairman of the meeting is appointed as your proxy by default, then unless you mark one of the voting instruction boxes for Resolution 1, you will be deemed to have directed the Chairman to vote in favour of that resolution.</p>

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### VOTING INFORMATION AND NOTES

#### 1. Voting entitlement on a poll

On a poll, each shareholder present (in person, by proxy, attorney or representative) has one vote for each fully paid share they hold.

#### 2. Proxies

A shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on the shareholder's behalf. If the shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint up to two proxies to attend and vote on the shareholder's behalf.

If a shareholder appoints two proxies, each proxy must be appointed to represent a specified proportion or number of the shareholder's votes. Absent this specification, each proxy will need to exercise half the votes.

A proxy need not be a shareholder of the Company.

To appoint a proxy, a proxy form must be signed by the shareholder or the shareholder's attorney duly authorised in writing. If the shareholder is a corporation, the proxy form must be signed in accordance with section 127 of the *Corporations Act 2001* (Cth). To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the commencement of the meeting. Proxy form and authorities may be lodged:

- by post to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001, or;
- in person to Computershare at Level 5, 115 Grenfell Street, Adelaide SA 5000, or;
- by facsimile to Computershare on (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555 or the Company on +61 8 8375 3999; or
- electronically by casting votes online at [www.investorvote.com.au](http://www.investorvote.com.au) and follow the prompts. To use this facility you will need your holder number (SRN or HIN), postcode and control number as shown on the proxy form. You will have been taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

Custodian voting – For Intermediary Online subscribers only (custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

Shareholders who forward their proxy forms by fax must make available the original executed form of the proxy for production at the meeting, if called upon to do so.

#### Chairman acting as proxy

Shareholders may appoint the Chairman of the meeting as the proxy. Where the Chairman is appointed as proxy by a shareholder entitled to cast a vote on a particular resolution and the proxy form specifies how the Chairman is to vote on the resolution, (that is, a directed proxy), the Chairman must vote in accordance with that direction.

In respect of proxies where no voting directions has been given (undirected proxies), the Chairman intends to vote all available proxies in favour of each resolution.

In relation to Resolution 1, if the shareholder has appointed the Chairman as their proxy and no voting direction has been given, the shareholder will be expressly authorising the Chairman to exercise the undirected proxy in respect of Resolution 1, even though the resolution is connected with the remuneration of members of the KMP of the Company. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairman of the meeting as your proxy.

#### 3. Entitlement to vote at the meeting

For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at 7.00 pm (Adelaide time) on Sunday 27 November 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

#### 4. Quorum

The Constitution of the Company provides that 10 shareholders present in person, by proxy, attorney or body corporate representative shall be a quorum for the general meeting of the Company.

#### 5. Appointing a corporate representative

Corporate representatives are requested to bring appropriate evidence of appointments as a representative. Proof of identity will be required for corporate representatives.

#### 6. Appointment of an attorney

Attorneys are requested to bring a power of attorney pursuant to which they are appointed. Proof of identity will also be required for attorneys.





## Maximus Resources Limited

ABN 74 111 977 354

MXR

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

### Lodge your vote:



Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 556 161  
(outside Australia) +61 3 9415 4000

## Proxy Form

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### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 11:00am (Adelaide Time) Sunday 27 November 2016

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

#### Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Maximus Resources Limited hereby appoint

☐ the Chairman  
of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Maximus Resources Limited to be held at **Level 10, 25 Grenfell Street, Adelaide SA 5000 on Tuesday, 29 November 2016 at 11:00am (Adelaide Time)** and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 1** by marking the appropriate box in step 2 below.

### STEP 2

#### Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

##### ORDINARY BUSINESS

1. Adoption of the Remuneration Report

For

Against

Abstain

☐☐☐

2. Re-election of Ms Leigh McClusky as a Director

☐☐☐

##### SPECIAL BUSINESS

3. Approval to issue an additional 10% of issued capital over a 12 month period

☐☐☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /

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