



Maximus Resources Limited

ABN 74 111 977 354

Lodge your vote:

Online:
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

For all enquiries call:
(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000



┌ 000001 000 MXR
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

	Vote and view the annual report online	
<ul style="list-style-type: none"> • Go to 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 11:00 am (Adelaide time) Monday 24 November 2014

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 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.



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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, South Australia 5000 on Wednesday, 26 November 2014 at 11:00 am (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

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Robert Kennedy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

____ / ____ / ____

MXR

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Computershare



MAXIMUS RESOURCES LIMITED

ABN 74 111 977 354

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 **Wednesday 26 November 2014**, at **Level 10, 25 Grenfell Street, Adelaide, South Australia** to consider, and if thought fit, to pass the following resolutions.

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 2014.

The Annual Report incorporating the financial statements is available at: http://www.maximusresources.com/investors/reports/2014/mxr_ar2014s

Resolution 1: Adoption of Remuneration Report

To consider, and if thought fit, pass the following 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 2014 be adopted."

Voting Exclusion

In accordance with the Corporations Act, the Company will disregard any votes cast in relation to this resolution:

- by or on behalf of a member of the key management personnel (KMP), named in the Company's Remuneration Report or their closely related parties, regardless of the capacity in which the vote is cast; or
- or as proxy by a person who is a member of the KMP or their closely related parties.

However, the Company will not disregard a vote is the vote is cast as proxy for a person entitled to vote in respect of this resolution:

- in accordance with the directions on the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy.

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

Resolution 2: Re-election of Mr Robert Kennedy as a Director

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

"That Mr Robert Kennedy, being a Director of the Company who retires by rotation in accordance with clause 47 of the Company's constitution, and being eligible, is re-elected as a Director of the Company."

A summary of Mr Kennedy's qualifications and experience is set out in the Explanatory Memorandum accompanying this Notice.

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 21st day of October 2014

BY ORDER OF THE BOARD

Maximus Resources Limited

Rajita Alwis
COMPANY SECRETARY

PRINCIPAL AND REGISTERED OFFICE

LEVEL 3, 100 PIRIE STREET, ADELAIDE SOUTH AUSTRALIA 5000 – TELEPHONE +61 8 7324 3172, FACSIMILE +61 8 8312 5501

Explanatory statement

ACCOMPANYING NOTICE OF 2014 ANNUAL GENERAL MEETING OF MAXIMUS RESOURCES LIMITED (COMPANY) TO BE HELD ON 26 NOVEMBER 2014

This Explanatory Statement accompanies and forms part of the Notice of Annual General Meeting dated 21st October 2014 (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.

1. 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 2014, 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.

2. Resolution 1: 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 2014. 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 2014 Annual Report and also on the Company's website www.maximusresources.com.

The Remuneration Report sets out the Company's remuneration arrangements for its Directors, officers and senior management.

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.

3. Resolution 2: Re-election of Director (Mr R M Kennedy)

Mr Kennedy retires under the compulsory retirement provisions of clause 47 of the Company's constitution and, being eligible, has offered himself for re-election as a director.

A brief summary of Mr Kennedy's qualifications and experience follows:

Robert Michael Kennedy – ASAIT, Grad Dip(Systems Analysis), FCA, ACIS, Life Member AIM, FAICD

Mr Kennedy has been a non-executive Chairman of the Company since 2004. He is a Chartered Accountant and consultant of Kennedy & Co, Chartered Accountants, a firm he founded. Mr Kennedy brings to the Board his expertise and extensive experience as Chairman and non-executive director of a range of listed public companies in the resources sector.

He conducts the review of the Board including the Managing Director in his executive role. Mr Kennedy leads the development of strategies for the development and future growth of the Company. Apart from his attendance at Board and Committee meetings, Mr Kennedy leads the Board's external engagement of the Company meeting the Government, investors and is engaged with the media. He is a regular attendee of audit committee functions of the major accounting firms.

Independence

In assessing Mr Kennedy's independence, the Board (excluding Mr Kennedy), took into account his ability to think independently across a wide range of issues and his continuous availability. Whilst Mr Kennedy has been appointed to a number of Resource Industry Boards, due to his extensive knowledge of the industry, the time required across these companies in no way impedes on his dedication to his role as Chairman of the Board. Whilst Mr Kennedy's holdings are slightly greater than five per cent the Board has determined that Mr Kennedy is an independent taking into other factors in determining independence such as his independence of mind and his conduct as a non-executive director.

Other Directorships

Mr Kennedy is a director of ASX listed companies Ramelius Resources Limited (since 2003), Flinders Mines Limited (since December 2001), Tychean Resources Limited (since March 2006), Monax Mining Limited (since August 2004), Marmota Energy Limited (since 2006) and Tellus Resources Limited (since December 2013).

The Directors (except Mr Kennedy, who abstains) recommend shareholders vote in favour of the re-election of Mr Kennedy.

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 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 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 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 Monday 24th November 2014. 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.

