



Precious Metal Resources Limited

Precious Metal
Resources Limited
ABN 88 145 105 148

26 April 2013

Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Level 2 Hudson House
131 Macquarie Street
Sydney NSW 2000

Dear Sir

RE: Annual General Meeting

Please be advised that the Annual General Meeting of Precious Metal Resources Limited will be held at the Company's registered office, Level 2 Hudson House, 131 Macquarie Street Sydney NSW 2000 on Tuesday 28 May 2013 at 11.30 am.

A copy of the notice of the Annual General Meeting together with the accompanying Explanatory Statement and Proxy Form as dispatched to shareholders is attached.

In addition we confirm that the 2012 Annual Report of the Company comprises only those documents previously provided to the ASX.

Yours faithfully

Henry Kintslinger
Company Secretary



Precious Metal Resources Limited

Precious Metal
Resources Limited
ABN 88 145 105 148

Level 2 Hudson House
131 Macquarie Street
Sydney NSW 2000

19 April, 2013

«REG_ADDRESS_LINE_1»
«REG_ADDRESS_LINE_2»
«REG_ADDRESS_LINE_3»
«REG_ADDRESS_LINE_4»
«REG_ADDRESS_LINE_5»
«REG_ADDRESS_LINE_6»

Dear Shareholder,

Precious Metal Resources has progressed well over the last year and it is with pleasure that we provide the enclosed Annual General Meeting shareholder pack containing:

- Notice of Meeting and Explanatory Statement; and
- Proxy Form.

Annual General Meeting

Our Annual General Meeting will take place on 28 May 2013 at 11.30 a.m. Shareholders are encouraged to attend, but if you can't, please consider appointing a proxy so that your interests are represented. Details of the matters to be put to the meeting are contained in the enclosed Notice of Meeting and Explanatory Statement.

Thank you for your continued support of Precious Metal Resources Limited.

Yours faithfully

Michael Leu
Managing Director



Precious Metal Resources Limited

**NOTICE OF THE
ANNUAL GENERAL MEETING
AND EXPLANATORY STATEMENT**

The Annual General Meeting of
Precious Metal Resources Limited
ACN 145 105 148
will be held at Level 2, Hudson House
131 Macquarie Street, Sydney NSW 2000
at 11.30am on Tuesday 28 May 2013.

NOTICE OF THE ANNUAL GENERAL MEETING

Precious Metal Resources Limited ACN 145 105 148

Notice is hereby given that the Annual General Meeting of members of Precious Metal Resources Limited (the **Company**) will be held at the registered office of the Company, Hudson House, Level 2, 131 Macquarie Street, Sydney NSW 2000 at 11.30 am on Tuesday 28 May 2013.

Ordinary Business

1. Financial Statements and Reports

To receive the Company's financial statements and the reports of the Directors and the Auditors thereon for the financial year ended 31 December 2012.

2. Resolution 1: Ordinary resolution to adopt the Remuneration Report

To consider and, if thought fit, pass the following resolution **as a non-binding resolution**.

"That the Directors' Remuneration Report for the year ended 31 December 2012 be and is hereby adopted for the purposes of the Corporations Act 2001".

NOTE: this Remuneration Report is set out on pages 21 to 23 of the Directors' Report contained in the 2012 Annual Report in accordance with Section 250R(3) of the *Corporations Act 2001* (the **Act**)

Voting Exclusion Statement

The company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by any of the following:

- (a) Key Management Personnel; and
- (b) Closely Related Parties of Key Management Personnel.

However, the Company need not disregard a vote if it is:

- (c) Cast by a person as a proxy appointed in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- (d) Cast by the chair of the Meeting as proxy appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the chair to exercise the proxy even if the resolution is connected directly with the remuneration report; and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

3. Election of Directors

a) Resolution 2: Ordinary resolution to elect the Hon. John Dawkins AO as a Director of the Company

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

"That the Hon. John Dawkins AO, retiring in accordance with Article 49.1.1 of the Company's Constitution, be elected as a Director of the Company".

Note: the qualifications and experience of the Hon. John Dawkins AO is provided in the 2012 Annual Report tabled at this Annual General Meeting.

b) Resolution 3: Ordinary resolution to re-elect Mr. John Foley as a Director of the Company

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

"That Mr. John Foley, retiring in accordance with Article 49.1.2 of the Company's Constitution, be re-elected as a Director of the Company".

Note: The qualifications and experience of Mr. John Foley are provided in the Company's 2012 Annual Report tabled at this Annual General Meeting.

c) Resolution 4: Ordinary resolution to re-elect Mr. Peter Meers as a Director of the Company

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

"That Mr. Peter Meers, retiring by rotation in accordance with Article 49.1.3 of the Company's Constitution, be re-elected as a Director of the Company".

Note: The qualifications and experience of Mr. Peter Meers are provided in the Company's 2012 Annual Report tabled at this Annual General Meeting.

4. Resolution 5: Ordinary resolution to issue securities to Sophisticated and Professional Investors

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the directors are authorised to issue up to 16,000,000 shares in the Company, by way of placements, to sophisticated, eligible and/or professional investors (being persons to whom a disclosure document is not required to be provided by virtue of s708(8), s708(10) or s708(11) of the Act), at an issue price of not less than eighty percent (80%) of the average market price of the shares of the Company calculated over the last 5 days on which sales in the shares were recorded before the day on which the issue is to be made, and otherwise on the terms and conditions set out in the explanatory statement attached hereto."

Note: The shares will be issued no later than three (3) months from the date of the meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by any person who may participate in the proposed share issue under this Resolution 5 and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if Resolution 5 is passed and an associate of any of those persons. However, the Company will not disregard the vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

5. Other Business

To transact any other business which, in accordance with the Company's Constitution and the Corporations Act, may be legally brought before an Annual General Meeting.

By Order of the Board of Directors



Henry Kinstlinger
Company Secretary

DATED: 19 April 2013

This Notice of Meeting is accompanied by an Explanatory Statement to Shareholders that explains the purpose of the Meeting and the resolutions to be considered at the Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide shareholders of Precious Metal Resources Limited (the **Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact the Company or your professional advisor.

1. Financial Statements and Reports

The Corporations Act 2001 requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the Annual General Meeting, and the Company's Constitution provides for such reports to be received and considered at that meeting. Neither the *Corporations Act 2001* nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such Reports. The Annual General Meeting provides a forum for shareholders to ask questions and make comments on the Company's reports and accounts and on the business and operations of the Company for the year ended 31 December 2012.

In addition, shareholders may, at the meeting, ask questions of the auditor in relation to the following matters;

- the conduct of the audit;
- the content of the auditor's report;
- the accounting policies adopted by the Company for the preparation of the financial statements; and
- the auditor's independence in relation to the above items.

Shareholders may view the Company's Annual Financial Report on the Company's website www.pmrl.com.au

2. Resolution 1 – Adoption of Directors' Remuneration Report

Pursuant to Section 250R(2) of the *Corporations Act 2001*, a resolution that the Remuneration Report be adopted must be put to a vote at the Company's Annual General Meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's year 2012 Annual Report and is also available from the Company's website www.pmrl.com.au.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each director and for certain members of the senior management team; and
- explains the difference between the bases for remunerating non-executive directors and senior executives, including Chief Executive Officer.

If the Company's Remuneration Report resolution receives 'NO' votes of 25% or more of the votes cast at the meeting, the Company's subsequent remuneration report will include a report on actions taken by the Board in the Company's next annual report.

The Board will take the outcome of the vote, even if it received a less than 25% 'NO' vote into consideration when reviewing the Company's remuneration policy. A 'NO' vote of 25% or more was not received at the Company's 2012 Annual General Meeting.

3. Election of Directors

a) Resolution 2 - Election of the Hon. John Dawkins AO as a Director of the Company

Clause 49.1.1 of the Company's Constitution states that the Directors may at any time appoint a person to be a Director and Directors so appointed hold their office until the conclusion of the next Annual General Meeting of the Company whereby they are eligible for election.

The Hon. John Dawkins was appointed on 31 August 2012 as an addition to the existing directors. In accordance with Article 49.1.1, the Hon John Dawkins AO offers himself for election. The qualifications and experience of the Hon John Dawkins is provided in the 2012 Annual Report tabled at this Annual General Meeting.

b) Resolution 3: Ordinary resolution to re-elect Mr. John Foley as a Director of the Company

Mr. John Foley retires in accordance with Article 49.1.2 of the Company's Constitution which provides for retirement of any directors who has attained the age of 72 years.

Being eligible, Mr. John Foley offers himself for re-election.

c) Resolution 4– Ordinary resolution to re-elect Mr. Peter Meers as a Director of the Company

Mr. Peter Meers retires by rotation in accordance with Article 49.1.3 of the Company's Constitution which provides that one third of other directors (not counting the managing director) must automatically retire at the end of each Annual General Meeting. The Directors to retire under Article 49.1.3 are those directors who have been longest in office since their appointment on registration or their last election.

Being eligible, Mr. Peter Meers offers himself for re-election.

4. Resolution 5 – Approve issue of shares to Sophisticated and Professional Investors

Resolution 5 seeks shareholders' approval, for the purposes of ASX Listing Rule 7.1 and for all other purposes, to authorise the directors to issue, by way of placements, up to 16,000,000 shares to sophisticated, eligible and/or professional investors (being persons to whom a disclosure document is not required to be provided by virtue of s708(8), s708(10) or s708(11) of the Act), at an issue price of not less than eighty percent (80%) of the average market price of the shares calculated over the last 5 days on which sales in the shares were recorded before the day on which the issue is to be made. For example, if the five day average market price of the shares at the time at which the issue is to be made is 21 cents, the shares would be issued at not less than 16.8 cents.

ASX Listing Rule 7.1 prohibits a company from issuing or agreeing to issue equity securities in any 12-month period which amount to more than 15% of its ordinary securities without the approval of holders of its ordinary securities. Further, equity securities issued with approval of holders of a company's ordinary securities in accordance with Listing Rule 7.1 are not then required to be included in the 15% limit imposed by ASX Listing Rule 7.1.

As at the date of this explanatory statement, the issued share capital of the Company before and after the issue of the Shares the subject of this Resolution 5 will be as follows:

Current issued Share Capital	85,000,000
Issue of Shares to Sophisticated, Eligible and/or Professional Investors	16,000,000
Total new issued Share Capital	101,000,000

The Company therefore proposes to issue 16,000,000 shares to sophisticated, eligible and/or professional investors, which represents 18.82% of its current issued capital (of 85,000,000 shares). The Company therefore seeks shareholder approval to issue the shares to sophisticated and professional investors pursuant to ASX Listing Rule 7.1.

The following information is provided in accordance with ASX Listing Rule 7.3:-

- the (maximum) number of shares the Company will issue to sophisticated, eligible and/or professional investors is 16,000,000 shares;
- the shares will be issued within three months of the date of this annual general meeting;
- the issue price(s) for the shares will be not less than eighty percent (80%) of the average market price of the shares calculated over the last 5 days on which sales in the shares were recorded before the day on which the issue(s) are to be made;
- the names of the allottees of the shares are not known at this time: the shares will be issued to sophisticated, eligible and/or professional investors (being persons to whom a disclosure document is not required to be provided by virtue of s708(8), s708(10) or s708(11) of the Act), none of whom will be related parties;

- e) the shares will be issued on the same terms as, and rank pari passu with, the existing issued shares of the Company and application will be made for quotation on the Australian Securities Exchange;
- f) the purpose of the proposed share issue is to raise funds that will be used for providing ongoing working capital for the further development of the projects of Precious Metal Resources Limited and its subsidiaries;
- g) the Company anticipates issuing the shares progressively as and when investors desiring to invest in the Company are identified (but in any event within three months of the date of this annual general meeting).

Voting Information:

Voting Entitlement at the Annual General Meeting in accordance with Regulation 7.11.37 of the Corporations Regulations 2001.

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of shares if that person is registered as a holder of those shares at 11.30 am Sydney time on 26 May 2013, being the second day prior to the date of the Annual General Meeting.

Votes of Members

On a show of hands, each member present in person or by proxy (or, in the case of a body corporate, by a representative) at the Annual General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) shall have one vote for each share held provided that all shares are fully paid.

Voting

Please note that for a resolution to be passed, except where otherwise indicated, a simple majority of votes from shareholders attending in person or voting by proxy is required.

Amendments to proxy voting

Shareholders are advised that the Federal government has introduced the *Corporations Amendment (improving Accountability on Director and Executive Remuneration) Act 2011 (Cth)* (the **CA Act**), which came into effect on 1 July 2011. The CA Act introduced new prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**). In light of these legislative requirements, the Company recommends that shareholders consider the following options to ensure the validity of their votes:

- a) that shareholders direct proxies on a remuneration related resolution instead of leaving them undirected; or
- b) that shareholders nominate a proxy who is not a member of Key Management Personnel or any of their Closely Related Parties to vote on a remuneration related resolution; or
- c) that shareholders who wish to vest their undirected proxies in the chair on a remuneration related resolution ensure that they follow instructions provided on the proxy form in order to provide Informed Consent.

PRECIOUS METAL RESOURCES LIMITED
ACN 145 105 148

ANNUAL GENERAL MEETING OF SHAREHOLDERS
PROXY FORM

Please complete, sign and return this document to:

To: The Secretary
Precious Metal Resources Limited
Level 2, Hudson House
131 Macquarie Street
SYDNEY NSW 2000

Email executed form to: lfisher@higl.com.au
fax executed form to: 02 9251 7500
By 11.30 am on 26 May 2013

I / We
being a member of Precious Metal Resources Limited (the **Company**) appoint:

Name of proxy:

Address of proxy:

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 the Company on 28 May 2013 and at any adjournment of 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 Resolution 1 (except where I / we have indicated a different voting intention below) even though Resolution 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 Resolution 1 by marking the appropriate box below.

Items of Business

Please mark ☒ to indicate your directions

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 poll and your votes will not be counted in computing the required majority.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
Resolution 1- Ordinary Resolution to adopt the Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2- Ordinary Resolution to elect the Hon. John Dawkins AO as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Ordinary Resolution to re-elect Mr John Foley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Ordinary Resolution to re-elect Mr Peter Meers as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Ordinary Resolution to approve the issue of shares to Sophisticated, Eligible, and/or Professional Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the meeting intends to vote all available proxies in favour of each item of business.

SIGNATURE OF MEMBER (S)

Individual or Member 1

--

Member 2

--

Member 3

--

Sole Director/
Company Secretary

Director

Director/Company Secretary

Date: _____

Contact Name: _____ Contact Phone (daytime): _____

Notes on Proxies

1. 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 as they choose. If you mark more than one box on an item your vote will be invalid on that item.
2. A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead pursuant to the Constitution.
3. If a member appoints one proxy only, that proxy shall be entitled to vote on a show of hands, but if a member appoints two proxies neither shall be entitled to vote on a show of hands.
4. Where more than one proxy is appointed, each proxy must be appointed to represent a specific portion of the member's voting rights. Otherwise each proxy may exercise half of your votes.
5. A proxy need not be a securityholder of the Company.
6. Signing instructions:

Individual: Where the holding is in one name, the security holder 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 or the Company, 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.

For your vote to be effective, the completed proxy form must be received by 11.30 am on 26 May 2013.

Please advise of any change of address by completion of the section below:

My new address is:

