



A B N 15 117 330 757

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 24 November 2016 at 11:00 AM (WST).

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 6380 1003.

KIBARAN RESOURCES LIMITED

A B N 15 117 330 757

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Kibaran Resources Limited (“**Kibaran**” or “**Company**”) will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 24 November 2016 at 11:00 am (WST) (“**Meeting**”).

The Company has also made arrangements for the auditor of the Company, Ernst & Young, to attend the meeting.

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 22 November 2016 at 4:00 pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Section 9 of the Explanatory Memorandum.

AGENDA

1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2016, which includes the financial report, directors' report in relation to that year, the declaration of the directors, the Remuneration Report and the auditor's report in the financial report.

2. Resolution 1 – Adoption of Remuneration Report

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

“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company's financial report for the year ended 30 June 2016.”

Short Explanation: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

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

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

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

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

3. Resolution 2 – Re-election of John Conidi

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

“That John Conidi, being a director of the Company who retires in accordance with the Constitution and Listing Rule 14.4 and for all other purposes, and being eligible, be re-elected as a Director of the Company.”

4. Resolution 3 – Re-election of Robert Pett

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

“That Robert Pett, being a director of the Company who retires in accordance with the Constitution and Listing Rule 14.4 and for all other purposes, and being eligible, be re-elected as a Director of the Company.”

5. Resolution 4 – Re-election of Christoph Frey

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

“That Christoph Frey, being a director of the Company who retires in accordance with the Constitution and Listing Rule 14.4 and for all other purposes, and being eligible, be re-elected as a Director of the Company.”

6. Resolution 5 – Ratification of the issue of 48,250,000 SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 48,250,000 Shares upon the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

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

7. Resolution 6 – Approval of 10% placement facility under Listing Rule 7.1A

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

“That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital in the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a 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 associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated 12 October 2016

BY ORDER OF THE BOARD

ROBERT HODBY
Company Secretary

KIBARAN RESOURCES LIMITED

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EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 24 November 2016 at 11.00am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Financial Report and Reports of the Directors and Auditors
Section 4:	Resolution 1 – Adoption of Remuneration Report
Section 5:	Resolution 2 – Re-election of John Conidi
Section 6:	Resolution 3 – Re-election of Robert Pett
Section 7:	Resolution 4 – Re-election of Christoph Frey
Section 8:	Resolution 5 – Ratification of the issue of securities
Section 9:	Resolution 6 – Approval of 10% placement facility under Listing Rule 7.1A
Section 10:	Definitions

2. Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint not more than two other persons (whether members of the Company or not) as proxy or proxies to attend in the Shareholder's place at the Meeting.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to

attend in person, sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

The Company must receive your duly completed Proxy Form by no later than 11:00am (WST) on 22 November 2016.

3. Financial Report and Reports of the Directors and Auditors

The Company's Financial Report for the year ended 30 June 2016 is set out in the Company's 2016 Annual Report. In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report and on the business and management of the Company.

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

During the discussion of this item, the Company's auditor will be present and will answer qualifying questions.

Written questions for the auditor

If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to (618) 6323 6699. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be made available at the Annual General Meeting.

Please note that all questions must be received at least five Business Days before the Annual General Meeting, that is by no later than 11:00am (WST) on 17 November 2016.

4. Resolution 1 – Adoption of Remuneration Report

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2016 which is also available on the Company's website at www.kibaranresources.com.

A reasonable opportunity will be provided for questions and discussion about the remuneration report at the Annual General Meeting.

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general

meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

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

All of the Directors who were in office when the Directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

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

At the Company's 2015 annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directions given	No directions given
Key Management Personnel ¹	Vote as directed	Unable to vote ³
Chair ²	Vote as directed	Able to vote at discretion of Proxy ⁴
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

² Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

⁴ The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

5. Resolution 2 – Re-election of John Conidi

The Constitution and Listing Rule 14.4 sets out the requirements for determining which Directors are to retire at an annual general meeting.

Mr Conidi retires at this Annual General Meeting and seeks re-election.

Mr Conidi has been a director of Kibaran for over 1.5 years having been appointed to the Board as a Non-Executive Director on 4 May 2015.

Brief Curriculum Vitae of Director John Conidi

John Conidi is a Certified Practicing Accountant and Managing Director of ASX-listed Capitol Health Ltd (ASX:CAJ) which he co-founded. He has over 14 years of experience developing, acquiring and managing businesses in the technology and healthcare sectors. Mr Conidi's role in strategy, management and business development has driven the sustained expansion of Capitol Health, increasing its market capitalisation from \$20m to over \$500m in the past 8 years.

John has extensive interests in the graphite space. He is an experienced investor specialising in technology and resources. He is also the Chairman of 333D Pty Ltd which together with Kibaran jointly owns 3D Graphtech Industries Pty Ltd. 3D Graphtech is exploring mechanisms for the deployment of graphite and graphene in emerging technologies.

Mr Conidi currently holds a directorship in Capitol Health Limited (appointed August 2007) and Oz Brewing Limited (appointed March 2015).

Directors' Recommendation in relation to Resolution 2

The Board considers Mr Conidi is an independent director.

The Directors (other than John Conidi) recommend that you vote in favour of Resolution 2.

6. Resolution 3 – Re-election of Robert Pett

The Constitution and Listing Rule 14.4 sets out the requirements for determining which Directors are to retire at an annual general meeting.

Mr Pett retires at this Annual General Meeting and seeks re-election.

Mr Pett has been a director of Kibaran since 9 November 2015.

Brief Curriculum Vitae of Director Robert Pett

Mr Pett is a Minerals Economist, Mr Pett has been involved with listed companies at all levels, from grass-roots exploration through to mine development and production and overseeing the development, operation and financing of over 10 mining projects globally including in East and West Africa as well as the construction of the Golden Pride Gold Mine in Tanzania.

He was founding Chairman of Resolute Mining (gold mines and exploration Africa and Australia), Sapphire Mines (gemstone mining and exploration), Reliance Mining (Nickel Mining Kambalda), Senex Energy (petroleum production and exploration) and director of several other mining and exploration companies operating in Africa, Asia, and Australia in gold, base metals, petroleum and uranium.

Mr Pett holds a Bachelor's Degree in Arts with Honours and a Master's Degree in Mineral Economics from Queens University, Canada.

Directors' Recommendation in relation to Resolution 3

The Board considers Mr Pett is an independent director.

The Directors (other than Robert Pett) recommend that you vote in favour of Resolution 3.

7. Resolution 4 – Re-election of Christoph Frey

The Constitution and Listing Rule 14.4 sets out the requirements for determining which Directors are to retire at an annual general meeting.

Mr Frey retires at this Annual General Meeting and seeks re-election.

Mr Frey has been a director of Kibaran since 10 August 2016.

Brief Curriculum Vitae of Director Christoph Frey

Christoph Frey is a qualified process engineer who has worked exclusively in the natural graphite industry for the past 22 years. Previously Christoph was engaged at Magnezit Group Europe GmbH (Germany) and served as Project Manager at Dalgraphite Limited in Russia. From 2010 to 2013 he served as Technical Director at Graphit Kropfmuehl AG where he worked on the Ancuabe graphite mine in Mozambique. From 2007 to 2009 he was General Director of Qingdao Kropfmuehl Graphite Limited based in Qingdao, China.

Christoph has been involved in all facets of development and production of natural flake graphite with expertise in the supervision of graphite mining and processing, managing the development of product portfolios from graphite concentrate to higher value graphite products, graphite sales and in evaluating and procuring graphite projects.

Mr Frey does not currently hold any other directorship in listed companies and has not held any directorships in the past three years.

Directors' Recommendation in relation to Resolution 4

The Board considers Mr Frey is an independent director.

The Directors (other than Christoph Frey) recommend that you vote in favour of Resolution 4.

8. Resolution 5 – Ratification of the issue of SECURITIES

On 24 August 2016, 47,300,000 Shares were issued without Shareholder approval under Listing Rule 7.1; and on

30 August 2016, the Company announced that it had issued 950,000 Shares to consultants in lieu of cash without shareholder approval under Listing Rule 7.1,

(together the Placement Securities).

As announced in the Appendix 3B dated 30 August 2016, the Company's remaining issue capacity is as follows:

ASX Listing Rule 7.1 – 3,293; and

ASX Listing Rule 7.1A – 284,805.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Securities.

Purpose of Resolution 5 and Listing Rule 7.1

Listing Rule 7.1 prohibits a listed entity from issuing or agreeing to issue equity securities equating to more than 15% of its issued capital in a 12 month period without shareholder approval (15% Limit), unless an exception applies.

Pursuant to Listing Rule 7.4, an issue of securities made without shareholder approval is deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 provided that the issue did not breach the 15% Limit and the company at a general meeting subsequently approves the issue.

Shareholder ratification for the issue of the Placement Securities is now sought pursuant to Listing Rule 7.4, to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval under Listing Rule 7.1.

Notice requirements under Listing Rule 7.5

It is a requirement of Listing Rule 7.5, that a listed entity seeking subsequent shareholder approval under Listing Rule 7.4 provide with the following information to Shareholders:

In relation to Resolution 5:

the total number of Shares issued was 48,250,000;

the issue price per Share for 47,300,000 of the Shares was \$0.23;

950,000 Shares were issued in lieu of cash payments to consultants;

the terms and conditions of the Shares are identical to the Company's existing fully paid ordinary Shares;

47,300,000 of the Shares were issued to sophisticated investors and 950,000 of the Shares were issued to consultants of the Company. None of these subscribers are related parties of the Company;

funds raised from the issue of 47,300,000 Shares at \$0.23 per Share are being used to fund pre-development activities at Epanko. They will also enable Kibaran to undertake studies on increasing Epanko's planned production from 40,000 tonnes a year of graphite concentrate to 60,000tpa and to conduct a feasibility study on downstream processing options, including the production of battery-grade graphite for sale to the lithium ion battery industry and other value add products; and

no funds were raised from the issue of 950,000 shares issued to consultants as this issue was in lieu of cash payments for services provided to the Company.

Directors' Recommendation in relation to Resolution 5

The Directors recommend that Shareholders vote in favour of Resolution 5.

9. Resolution 6 – Approval of 10% placement facility under Listing Rule 7.1A

9.1 General

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 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. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$52,116,514 based on the number of Shares on issue (242,402,394) as at the date of this Notice (7 October 2016) and the closing price of Shares (\$0.215) on the ASX on the trading day prior to the date of this Notice (7 October 2016).

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities that the Company will have the capacity to issue under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 9.2 (c) below).

The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

9.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

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

As at the date of this Notice, the only class of Equity Securities in the Company quoted on the ASX are the Shares.

(c) Formula for calculation 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the period of the approval (described at section 98.2(f) below), a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of 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 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 fully paid ordinary shares under Listing Rules 7.1 or 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval;
- (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.

(d) Listing Rule 7.1 and Listing Rule 7.1A

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

At the date of this Notice, the Company has on issue 242,402,394 Shares and has capacity to issue 3,293 Equity Securities under Listing Rule 7.1 and 284,805 quoted Equity Securities under Listing Rule 7.1A.

The actual 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 formula prescribed in Listing Rule 7.1A.2 (refer to section 9.2 (c) above)

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that relevant class were recorded immediately before:

- (i) The date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) If the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) The date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) The date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

9.3 Listing Rule 7.1A

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

9.4 Specific information required by Listing Rule 7.3A

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

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities in the same class calculated over the 15 Trading Days on which trades in that relevant class were recorded immediately before:
 - (i) The date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) If the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) 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 Meeting; and
 - (ii) 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 the 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.

The table also shows:

- (i) Two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue as at 11 October 2016. The number of ordinary securities on issue may increase as a result of issues of 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 future Shareholders' meeting; and
- (ii) Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the last traded price on ASX as at 11 October 2016.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.1075 50% decrease in Issue Price	\$0.215 Issue Price	\$0.3225 50% increase in Issue Price
Current Variable 'A' 242,402,394	Share issued	24,240,239	24,240,239	24,240,239
	Funds Raised	\$2,605,825.69	\$5,211,651.39	\$7,817,477.08
50% increase in current variable 'A' 363,603,591	Share issued	36,360,359	36,360,359	36,360,359
	Funds Raised	\$3,908,738.59	\$7,817,477.19	\$11,726,215.78
100% increase in current variable 'A' 484,804,788	Share issued	48,480,478	48,480,478	48,480,478
	Funds Raised	\$5,211,651.39	\$10,423,302.77	\$15,634,954.16

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
 - (ii) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
 - (iii) 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%;
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting;
 - (v) The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A not under the 15% placement capacity under Listing Rule 7.1;
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
- (c) The Company will only issue and allot the Equity Securities during the period commencing on the date of approval of Resolution 6 and expiring on the first to occur of 12 months from the date of that approval the date 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 (disposal of main undertaking)).

- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) Non-cash consideration for the acquisition of assets such as mineral exploration tenements, or a business or company holding mineral exploration tenements. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) Cash consideration. In such circumstances, the Company intends to use the funds raised towards continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 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:

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

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

- (e) The Company previously obtained approval under Listing Rule 7.1A at its AGM on 30 November 2015 (**Previous Approval**). The Company has issued 19,130,434 Shares pursuant to the Previous Approval. In the 12 months prior to the date of this Meeting the Company has also issued a further 61,827,898 Equity Securities (comprising 54,161,232 Shares – of which 6,124,999 were issued following the exercise of Options – and 7,666,666 unquoted Options – of which 541,667 lapsed unexercised), representing approximately 41.4% of the total diluted number of Equity Securities on issue 12 months prior to the date of the Meeting (being 195,410,728 Equity Securities on 24 November 2015 (comprised of 169,110,728 Shares, 15,000,000 Performance Shares and 11,300,000 Options These issued Equity Securities are:

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable)¹	Form of consideration
Issue – 29 February 2016	13,333,334	Ordinary Shares ²	Sophisticated Investors	\$0.15 being a 6.25% discount to Market Price	For Cash only Amount raised = \$2,000,000 Amount spent = \$2,000,000 Use of funds: Diamond Drilling, Feasibility Study, costs of the capital raising and working capital Amount remaining = Nil
Issue – 29 February 2016	6,666,666	Unquoted Options (\$0.20 and 29/08/2016) ³	Sophisticated Investors	Nil. Issued free attaching to every two ordinary shares issued on 29 February 2016	Non Cash Issued free attaching to every two ordinary shares issued on 29 February 2016 Current value ⁵ = \$Nil. All options have been exercised or have expired unexercised
Issue – 30 March 2016	333,333	Ordinary Shares ²	Consultants to the Company	Nil. Issued in consideration for services.	Non Cash Consideration in respect to services provided to the Company Current value ⁵ = \$71,666
Issue – 16 June 2016	680,000	Ordinary Shares ²	Holders of options converted into Ordinary Shares	\$0.20 being the exercise price of the options and a 28.6% discount to Market Price	For Cash only Amount raised = \$136,000 Amount spent = \$136,000 Use of funds: Working Capital Amount remaining = Nil Proposed use of remaining funds ⁴ : N/A

Issue – 27 June 2016	5,250,000	Ordinary Shares ²	Directors and Key Management Personnel of the Company	Nil. Issued in consideration for services. A non-recourse interest free loan of \$0.2282 per Share has been made to each of the Recipients in respect of the Shares issued to them.	Non Cash Plan shares issued pursuant to shareholder resolutions at a general meeting on 3 June 2016 Current value ⁵ = \$1,128,750
Issue –27 June 2016	1,000,000	Unquoted Options (\$0.2282 and 02/06/2019) ³	Consultants to the Company	Nil. Issued in consideration for services.	Non Cash Consideration in respect to services provided to the Company Current value ⁵ = \$93,357
Issue –27 June 2016	467,499	Ordinary Shares ²	Holders of options converted into Ordinary Shares	\$0.20 being the exercise price of the options and a 20% discount to Market Price	For Cash only Amount raised = \$93,500 Amount spent = \$Nil Use of funds: N/A Amount remaining = \$93,500 Proposed use of remaining funds: Working capital
Issue –21 July 2016	350,000	Ordinary Shares ²	Holders of options converted into Ordinary Shares	\$0.20 being the exercise price of the options and a 25.9% discount to Market Price	For Cash only Amount raised = \$70,000 Amount spent = \$Nil Use of funds: N/A Amount remaining = \$70,000 Proposed use of remaining funds: Working capital

Issue –12 August 2016	758,335	Ordinary Shares ²	Holders of options converted into Ordinary Shares	\$0.20 being the exercise price of the options and a 25.9% discount to Market Price	For Cash only Amount raised = \$151,667 Amount spent = \$Nil Use of funds: N/A Amount remaining = \$151,667 Proposed use of remaining funds: Working capital
Issue –18 August 2016	2,088,332	Ordinary Shares ²	Holders of options converted into Ordinary Shares	\$0.20 being the exercise price of the options and a 23.1% discount to Market Price	For Cash only Amount raised = \$417,666 Amount spent = \$Nil Use of funds: N/A Amount remaining = \$417,666 Proposed use of remaining funds: Working capital
Issue – 24 August 2016	47,300,000	Ordinary Shares ²	Sophisticated Investors	\$0.23 being a 8% discount to Market Price.	For Cash only Amount raised = \$10,879,000 Amount spent = \$423,000 Use of funds: Predevelopment work, costs of the capital raising and working capital Amount remaining = \$10,456,000 Proposed use of remaining funds ⁴ : Continuation of predevelopment work , finalisation and implementation of the Relocation Action Plan for the development of Epanko Project Working capital

Issue –30 August 2016	1,780,833	Ordinary Shares ²	Holders of options converted into Ordinary Shares	\$0.20 being the exercise price of the options and a 9.1% discount to Market Price	For Cash only Amount raised = \$356,166.60 Amount spent = \$Nil Use of funds: N/A Amount remaining = \$356,166.60 Proposed use of remaining funds: Working capital
Issue –30 August 2016	950,000	Ordinary Shares ²	Consultants to the Company	Nil. Issued in consideration for services.	Non Cash Consideration in respect to services provided to the Company Current value ⁵ = \$204,250

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: KNL (terms are set out in the Constitution).
3. Unquoted Options:
 - (a) exercisable at \$0.20 each, on or before 29 August 2016, with no vesting conditions. This class is no longer on issue – 6,124,999 were issued and 541,667 lapsed unexercised on the expiry date.
 - (b) exercisable at \$0.2282 each, on or before 2 June 2019, with no vesting conditions. The full terms and conditions were disclosed in the notice of meeting for the shareholder meeting held on 27 May 2016.
4. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
5. In respect of quoted Equity Securities the value is based on the closing price of Shares on 7 October 2016 (\$0.215). In respect of unquoted Equity Securities the value of Options is measured using the Black & Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).
6. A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class or existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.

10. Definitions

In this Explanatory Memorandum and Notice:

\$ means Australian dollars.

10% Placement Facility has the meaning given in section 9.

10% Placement Period has the meaning given in section 9.

Annual Report means the directors' report, the Company's financial report, and auditor's report thereon, in respect to the financial year ended 30 June 2016.

ASX means ASX Limited ACN 009 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Chair means the chair of the Meeting.

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

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

Constitution means the Constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Equity Securities has the meaning given to that term in Listing Rule 19.12.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Kibaran and **Company** means Kibaran Resources Limited ACN 117 330 757.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the directors' report section of the Company's annual financial report for the year ended 30 June 2016.

Resolution means a resolution contained in this Notice.

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

Shareholder means a shareholder of the Company.

Trading Day has the meaning given to that term in Listing Rule 19.12.

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

In this Notice, words importing the singular include the plural and vice versa.

LODGE YOUR VOTE
 **ONLINE**
www.linkmarketservices.com.au
 **BY MAIL**
 Kibaran Resources Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 Link Market Services Limited
 1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
 Telephone: +61 1300 554 474

X99999999999

PROXY FORM

I/We being a member(s) of Kibaran Resources Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

 the Chairman of the Meeting (mark box)
OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

STEP 1

 or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (WST) on Thursday, 24 November 2016 at the Celtic Club, 48 Ord Street, West Perth, WA 6005 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an
STEP 2

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Ratification of the issue of 48,250,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of John Conidi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of 10% placement facility under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Robert Pett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Re-election of Christoph Frey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

 This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3


HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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 the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

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, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the 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.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (WST) on Tuesday, 22 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Kibaran Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**