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ACN 089 311 026

28 April 2017

Companies Announcement Office  
ASX Limited  
Exchange Centre  
Level 4, 20 Bridge Street  
Sydney, NSW 2000

**MEC RESOURCES LTD (ASX MMR) NOTICE OF GENERAL MEETING UNDER SECTION 249F**

Please find enclosed amended Notice of General Meeting under Section 249F for MEC Resources Ltd (ASX MMR). The meeting document is attached and is in the process of being sent to MEC shareholders.

Yours sincerely,

David Breeze  
Chairman

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**MEC RESOURCES LIMITED**

**ACN 113 900 020**

**NOTICE OF GENERAL MEETING CONVENED UNDER SECTION  
249F OF THE CORPORATIONS ACT**

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Notice is given that the Meeting will be held at:

**TIME:** 10:00 am

**DATE:** Thursday, 29 June 2017

**PLACE:** 24 View Street, North Perth WA 6006

***It is recommended that shareholders***

**VOTE FOR**

***all resolutions set out in the notice of meeting .It is  
considered that the resolutions are in the best interests of  
the Company and its shareholders.***

***The business of the Meeting affects your shareholding and your vote is important.***

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact a representative of the Convening Shareholders, Mr David Breeze, on 0409 150 953 or david@grandbridge.com.au***

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## NOTICE OF GENERAL MEETING CONVENED UNDER SECTION 249F OF THE CORPORATIONS ACT

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Notice is hereby given that a general meeting of Shareholders of MEC Resources Limited (**Company**) will be held at **24 View Street, North Perth WA 6006** on Thursday, 29 June 2017 at 10:00am (**Meeting**).

The Meeting has been called by Grandbridge Limited ACN 089 311 026, Trandcorp Pty Ltd ACN 009 107 813, Trandcorp Pty Ltd ACN 009 107 813 (as trustee for the D & J Breeze Trust) and Mr David Breeze (**Convening Shareholders**) under section 249F of the Corporations Act.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting.

### **Your vote is important**

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The business of the Meeting affects your shareholding and your vote is important.

### **Voting eligibility**

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The Convening Shareholders 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 Shareholders at 10.00am (WST) on Tuesday, 27 June 2017.

### **Voting in person**

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To vote in person, attend the Meeting at the time, date and place set out above.

### **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and

any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed. Further details are set out in the Proxy Form which accompanies this Notice.

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## **BUSINESS OF THE MEETING**

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### **AGENDA**

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**1. RESOLUTION 1 – APPOINTMENT OF MR THOMAS FONTAINE AS A DIRECTOR**

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

*"That, pursuant to and in accordance with the Company's constitution and for all other purposes, Mr Thomas Fontaine, having consented to act, be and is hereby appointed as a director of the Company".*

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**2. RESOLUTION 2 – APPOINTMENT OF MR ANTHONY HUSTON AS A DIRECTOR**

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

*"That, pursuant to and in accordance with the Company's constitution and for all other purposes, Mr Anthony Huston, having consented to act, be and is hereby appointed as a director of the Company".*

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**3. RESOLUTION 3 – APPOINTMENT OF MR GREGORY GILBERT AS A DIRECTOR**

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

*"That, pursuant to and in accordance with the Company's constitution and for all other purposes, Mr Gregory Gilbert, having consented to act, be and is hereby appointed as a director of the Company".*

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**4. RESOLUTION 4 – REMOVAL OF MR HOCK GOH AS A DIRECTOR**

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

*"That, pursuant to section 203D of the Corporations Act, Mr Hock Goh be and is hereby removed as a director of the Company".*

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**5. RESOLUTION 5 – REMOVAL OF MR K O YAP AS A DIRECTOR**

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

*"That, pursuant to section 203D of the Corporations Act, Mr K O Yap be and is hereby removed as a director of the Company".*

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**6. RESOLUTION 6 – REMOVAL OF MS DEBORAH AMBROSINI AS A DIRECTOR**

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

*"That, pursuant to section 203D of the Corporations Act, Ms Deborah Ambrosini be and is hereby removed as a director of the Company".*

**7. RESOLUTION 7 – REMOVAL OF MR HENG YU AS A DIRECTOR**

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

*"That, pursuant to section 203D of the Corporations Act, Mr Heng Yu be and is hereby removed as a director of the Company".*

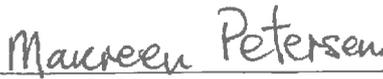
**Dated: 27 April 2017**

**By the Convening Shareholders under Section 249F of the Corporations Act 2001 (Cth)**

**EXECUTED** by **GRANDBRIDGE LIMITED** )  
ACN 089 311 026 in accordance with )  
section 127 of the Corporations Act 2001 )  
(Cth): )

  
\_\_\_\_\_  
Signature of director

  
\_\_\_\_\_  
Signature of director/company secretary\*

  
\_\_\_\_\_  
Name of director

  
\_\_\_\_\_  
Name of director/company secretary\*

\*please delete as applicable

**EXECUTED** by **TRANDCORP PTY LTD** )  
ACN 009 107 813 in accordance with )  
section 127 of the Corporations Act 2001 )  
(Cth): )

  
\_\_\_\_\_  
Signature of director

  
\_\_\_\_\_  
Signature of director/company secretary\*

  
\_\_\_\_\_  
Name of director

  
\_\_\_\_\_  
Name of director/company secretary\*

\*please delete as applicable

EXECUTED by TRANDCORP PTY LTD )  
ACN 009 107 813 (AS TRUSTEE FOR THE D )  
& J BREEZE TRUST) in accordance with )  
section 127 of the Corporations Act 2001 )  
(Ch):

  
\_\_\_\_\_  
Signature of director

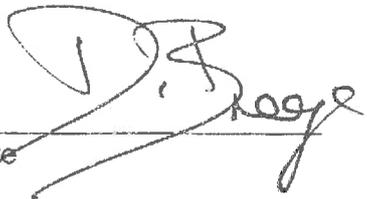
  
\_\_\_\_\_  
Signature of director/company secretary\*

Joy Breeze  
\_\_\_\_\_  
Name of director

DAVID BREEZE  
\_\_\_\_\_  
Name of director/company secretary\*

\*please delete as applicable

SIGNED by MR DAVID BREEZE: )

  
\_\_\_\_\_  
Signature

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared by the Convening Shareholders for the information of Shareholders in connection with the business to be conducted at the Meeting.

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

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### 1. AUTHORITY TO CALL THE MEETING

Section 249F of the Corporations Act provides that members with at least 5% of the votes that may be cast at a general meeting may call, and arrange to hold, a general meeting at their expense. The members calling the meeting must pay the expenses of calling and holding the meeting.

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### 2. THE CONVENING SHAREHOLDERS

The Convening Shareholders are Grandbridge Limited ACN 089 311 026, Trandcorp Pty Ltd ACN 009 107 813, Trandcorp Pty Ltd ACN 009 107 813 (as trustee for the D & J Breeze Trust) and Mr David Breeze.

The Convening Shareholders (in aggregate) hold at least 5% of the votes that may be cast at a general meeting of the Company.

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### 3. PURPOSE OF THIS MEETING AND REQUISITIONED MEETING

The purpose of this Meeting is to seek Shareholder approval for:

- (a) the appointment of Mr Thomas Fontaine, Mr Anthony Huston and Mr Gregory Gilbert (**Proposed Directors**) to the Board of the Company; and
- (b) the removal of Mr Hock Goh, Mr K O Yap, Ms Deborah Ambrosini and Mr Heng Yu (**Current Directors**) from the Board of the Company.

In addition to this Meeting, the Convening Shareholders had issued a notice of request to the Company under section 249D of the Corporations Act to convene a general meeting of Shareholders to consider the removal of the Current Directors from the Board of the Company (**Requisitioned Meeting**).

As announced on 27 January 2017, the Requisitioned Meeting was scheduled to occur on 9 March 2017.

However, as announced on 16 February 2017, the Company was made aware of an error on the proxy forms sent to Shareholders with the Notice of General Meeting in relation to the Requisitioned Meeting. In particular, certain proxy forms contained an error which, in effect, instructed Shareholders not to complete a proxy form if they did not support the Current Directors.

In order to obtain clarity in relation to the above matter and ensure that each Shareholder has an opportunity to lodge a valid Proxy Form in relation to Resolutions which determine the composition of the Board of the Company, the Convening Shareholders subsequently decided to withdraw its Notice under section 249D of the Corporations Act requisitioning the Requisitioned Meeting.

As announced on 8 March 2017, the Company did not accept the above withdrawal by the Convening Shareholders of its Notice under section 249D of the Corporations Act, and accordingly the Requisitioned Meeting was held on 9 March 2017 despite the above concerns of the Convening Shareholders.

As the Convening Shareholders still wish to obtain clarity in relation to the above matters and ensure that each Shareholder has an opportunity to lodge a valid Proxy Form in relation to Resolutions which determine the composition of the Board of the Company, the Convening Shareholders have decided to give Notice under section 249F of the Corporations Act that the Meeting the subject of this Notice be convened.

Further, the Convening Shareholders no longer have confidence in the Current Directors, and are confident that the Company will be better placed to create Shareholder value with the appointment of the Proposed Directors to oversee the future governance and management of the Company.

Accordingly, the Convening Shareholders have convened the Meeting to seek the removal of the Current Directors and the appointment of the Proposed Directors to the Board of the Company.

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#### **4. RESOLUTIONS 1, 2 AND 3: APPOINTMENT OF PROPOSED DIRECTORS**

Resolutions 1, 2 and 3 seek the appointment of each of the Proposed Directors to the Board of the Company. Information regarding each of the Proposed Directors is set out below.

In accordance with the Constitution and the Corporations Act, each of the Proposed Directors has given his consent to the nomination for candidature as a Director of the Company. Each notice of consent has been included in Schedule 1 to this Notice.

A summary of the qualifications and experience of the Proposed Directors is as follows:

**(a) Thomas Fontaine**

Tom is a reservoir engineer with over 25 years of experience in project evaluation management, development and capital raising. Tom has been part owner of petroleum engineering companies Epic Consulting in Canada and Focal Petroleum in Australia and has provided technical services to many companies worldwide. He is also primarily responsible for the start-up and subsequent listing on the Australian Securities Exchange of Bounty Oil & Gas NL in 2002, and coal bed methane company Pure Energy Resources Pty Ltd in 2006 which was acquired in 2009 by BG Group Plc in a \$1 billion takeover.

**(b) Anthony Huston**

Tony Huston has been involved for over 35 years in engineering and hydrocarbon industries for both on and off shore exploration/development. Early career experience commenced with Fitzroy Engineering Ltd, primarily working on development of onshore oil fields. In 1996 Tony formed his own E&P Company on re-entry of onshore wells, primarily targeting shallow pay that had been passed or ignored from previous operations. This was successful and the two plays opened up 15 years ago are still in operation. Recent focus (10 years) has been to utilise new technology for enhanced resource recovery and has

been demonstrated in various fields, including US, Mexico, Oman, Italy and Turkmenistan.

(c) **Gregory Gilbert**

Mr Gilbert is a specialist in strategy and planning and most recently was the Science Adviser to the Federal Minister for Industry and Science. He has a Masters in Science from Cranfield University in the UK and, in addition, has a Masters in Health Administration from La Trobe University, an MBA from Deakin University, a BA from the University of Queensland, and a Dip.App Sc from the Royal Military College Duntroon. He is currently undertaking a doctorate with a research interest in productivity efficiency. Mr Gilbert has an extensive background in the health and aged care sector as well as in merchant banking and banking, having held the positions in global strategy and finance with the National Australia Bank, as well as having worked in executive roles with Capel Court Investment Bank, and CIBC Australia Limited. He has also worked with the National Australia Bank as an Internal Consultant on strategic operational reviews with McKinsey and Company and Booz Allen and Hamilton consultants. A former Lieutenant Colonel in the Australian Defence Force, he has extensive senior management experience in strategic planning, financial management, change management and project management as well as merchant banking and corporate advisory experience in mergers and acquisitions and valuations.

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**5. RESOLUTIONS 4, 5, 6 AND 7: REMOVAL OF CURRENT DIRECTORS**

Resolutions 4, 5, 6 and 7 seek the removal of each of the Current Directors from the Board of the Company.

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## GLOSSARY

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**\$** means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Company** means MEC Resources Limited (ACN 113 900 020).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

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

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**SCHEDULE 1 – CONSENTS OF PROPOSED DIRECTORS**

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CONSENT TO ACT AS DIRECTOR

AND

STATUTORY INFORMATION UNDER CHAPTER 2D OF THE CORPORATIONS ACT 2001 (Cth)

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To: MEC Resources Limited (ACN 113 900 020) (Company)  
Of: 14 View Street, North Perth, WA 6006  
Attention: The Board of Directors

I signify my proposed candidature for the office of Director of the Company and hereby consent to act as a Director of the Company for the purposes of the Constitution of the Company and provide the following information in accordance with Section 205B(3) of the Corporations Act 2001 (Cth):

Full name:	Anthony Huston
Residential Address:	Unit 17, 886 Rochedale Rd, Rochdale South, Qld. 4123
Former Names/Surnames:	N/A
Date of Birth:	25 March 1955
Place of Birth	Stratford, New Zealand

  
SIGNED

DATED: March 14 2017

**CONSENT TO ACT AS DIRECTOR**

**AND**

**STATUTORY INFORMATION UNDER CHAPTER 2D OF THE CORPORATIONS ACT 2001 (CTH)**

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**To:** MEC Resources Limited (ACN 113 900 020) (Company)  
**Of:** 14 View Street, North Perth, WA 6006  
**Attention:** The Board of Directors

I signify my proposed candidature for the office of Director of the Company and hereby consent to act as a Director of the Company for the purposes of the Constitution of the Company and provide the following information in accordance with Section 205B(3) of the Corporations Act 2001 (Cth):

Full name:	Thomas Joseph Claybome Fontaine
Residential Address:	Unit 7, 57 Third Avenue, Mount Lawley WA 6050
Former Names/Surnames:	N/A
Date of Birth:	1 December 1964
Place of Birth	Red Deer, Alberta, Canada

  
SIGNED

DATED: 10 MAR 2017

**CONSENT TO ACT AS DIRECTOR**

**AND**

**STATUTORY INFORMATION UNDER CHAPTER 2D OF THE CORPORATIONS ACT 2001 (CTH)**

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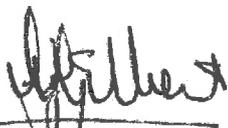
**To:** MEC Resources Limited (ACN 113 900 020) (**Company**)

**Of:** 14 View Street, North Perth, WA 6006

**Attention:** The Board of Directors

I signify my proposed candidature for the office of Director of the Company and hereby consent to act as a Director of the Company for the purposes of the Constitution of the Company and provide the following information in accordance with Section 205B(3) of the *Corporations Act 2001* (Cth):

Full name:	Gregory Vivian Gilbert
Residential Address:	49 Charlton Street, Ascot, Queensland 4007
Former Names/Surnames:	N/A
Date of Birth:	3 November 1947
Place of Birth	Brisbane, Queensland

  
\_\_\_\_\_  
SIGNED

DATED: 10 March 2107

## PROXY FORM

MEC RESOURCES LIMITED  
ACN 113 900 020

### GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR:  the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10.00am WST, on Thursday, 29 June 2017 at **24 View Street, North Perth WA 6006**, and at any adjournment thereof.

#### CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

#### Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Appointment of Mr Thomas Fontaine as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Mr Anthony Huston as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of Mr Gregory Gilbert as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Removal of Mr Hock Goh as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Removal of Mr K O Yap as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Removal of Ms Deborah Ambrosini as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Removal of Mr Heng Yu as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

#### Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: \_\_\_\_\_

Contact name: \_\_\_\_\_

Contact ph (daytime): \_\_\_\_\_

E-mail address: \_\_\_\_\_

Consent for contact by e-mail  
in relation to this Proxy Form: YES  NO

## Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to David Breeze at **24 View Street, North Perth WA 6006**; or
  - (b) facsimile to the Convening Shareholders on facsimile number +61 8 9328 8733; or
  - (c) email to the Convening Shareholders at [david@grandbridge.com.au](mailto:david@grandbridge.com.au),

so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**