



Maximus Resources Limited

ABN 74 111 977 354

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

Proxy Form

XX

<p>Vote and view the annual report online</p> <ul style="list-style-type: none"> • Go to www.investorvote.com.au or scan the QR Code with your mobile device. • Follow the instructions on the secure website to vote. 	
<p>Your access information that you will need to vote:</p> <p>Control Number: 999999</p> <p>SRN/HIN: I9999999999 PIN: 99999</p> <p>PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p>	

For your vote to be effective it must be received by 10:30am (Adelaide Time) Monday 16 November 2015

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

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

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

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

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



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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

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

the Chairman of the Meeting OR

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Maximus Resources Limited to be held at **Level 10, 25 Grenfell Street, Adelaide SA 5000 on Wednesday, 18 November 2015 at 10.30am (Adelaide Time)** and at any adjournment or postponement of that Meeting.

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

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

STEP 2 Items of Business

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

ORDINARY BUSINESS

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

SPECIAL BUSINESS

3. Approval of Shares to be Issued	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Shares to be Issued to Tychean Resources Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval to issue an additional 10% of issued capital over a 12 month period	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

MXR

999999A

Computershare



MAXIMUS RESOURCES LIMITED

ABN 74 111 977 354

Notice is hereby given that the Annual General Meeting of the shareholders of Maximus Resources Limited (the **Company**) will be convened at 10.30am ACST, on Wednesday **18 November 2015, at Level 10, 25 Grenfell Street, Adelaide, South Australia** to consider, and if thought fit, to pass the resolutions listed below.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the Meeting (i.e. 10.30am ACST Monday 16 November 2015).

Agenda

ORDINARY BUSINESS

Financial Report

To receive and consider the Company's financial statements and reports for the Director's and the independent auditor for the year ended 30 June 2015.

The Annual Report incorporating the financial statements is available at: http://www.maximusresources.com/investors/reports/2015/mxr_ar2015

Resolution 1: Adoption of Remuneration Report

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

"That the Remuneration Report required by section 300A of the Corporations Act 2001 (Cth), as contained in the Company's Directors' Report for the year ended 30 June 2015 be adopted."

Voting Exclusion

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

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

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

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

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

Resolution 2: Re-election of Mr Ewan Vickery as a Director

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

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

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

PRINCIPAL AND REGISTERED OFFICE

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

SPECIAL BUSINESS

Resolution 3: Approval of Shares to be Issued

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

"That pursuant to ASX Listing Rule 7.1, approval be given to issue a maximum of 250,000,000 ordinary shares in the capital of the Company, by way of a private placement at the price and terms outlined in the Explanatory Memorandum accompanying this Notice."

Resolution 4: Approval of Shares to be Issued to Tychean Resources Limited

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

"That pursuant to ASX Listing Rule 7.1, approval be given to issue a maximum of 200,000,000 ordinary shares (dependent on share price at date of transfer of title in the tenements to the value of \$200,000) in the capital of the Company to Tychean Resources Limited at the price and terms outlined in the Explanatory Memorandum accompanying this Notice."

Resolution 5: Approval to issue an additional 10% of issued capital over a 12 month period

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

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

OTHER BUSINESS

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

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

Dated this 13th day of October 2015.

BY ORDER OF THE BOARD
Maximus Resources Limited



Rajita Alwis
COMPANY SECRETARY

ACCOMPANYING NOTICE

OF 2015 ANNUAL GENERAL MEETING OF MAXIMUS RESOURCES LIMITED (COMPANY) TO BE HELD ON 18 NOVEMBER 2015

This Explanatory Statement accompanies and forms part of the Notice of Annual General Meeting dated 13th October 2015 (Notice) and has been prepared to provide shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company. Amongst other things, this Explanatory Statement provides shareholders with the information required to be provided to shareholders by the *Corporations Act 2001* and the Listing Rules of the ASX (ASX Listing Rules).

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

1. Financial Report

The first item of the Notice is to receive and consider the Annual Financial Report and accounts for the Company for the year ended 30 June 2015, comprising the financial statements and notes together with the Directors' Report and the Auditor's Report. No resolution is required in respect of this agenda item. However, it provides shareholders with the opportunity to ask questions of the Company's management and auditors in relation to the Company's results and operations for that financial year. The Financial Report may be found on the Company's website.

2. Resolution 1: Remuneration Report

In accordance with section 250R of the *Corporations Act 2001* the Company submits to shareholders for consideration and adoption by way of a non-binding resolution its Remuneration Report for the year ended 30 June 2015. The Remuneration Report is a distinct section of the Directors' Report that deals with the remuneration of Directors and key management personnel of the Company and can be located on pages 13 to 15 in the 2015 Annual Report and also on the Company's website www.maximusresources.com.

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

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

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

3. Resolution 2: Re-election of Director (Mr E J Vickery)

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

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

Ewan John Vickery – LLB

Mr Vickery has been a non-executive director of the Company since 2004. He is a corporate and business lawyer with over 30 years' experience in private practice in Adelaide. He has acted as an advisor to companies on a variety of corporate and business issues including capital and corporate restructuring, native title and land access issues, and as a lead native title advisor and negotiator for numerous mining and petroleum companies.

He is a member of the Exploration Committee of the South Australian Chambers of Mines and Energy Inc. the International Bar Association Energy and Resources Law Section, the Australian Institute of Company Directors and is a past national president of Australian Mining and Petroleum Law Association (AMPLA).

Independence

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

Other Directorships

Mr Vickery is a director of ASX listed companies Flinders Mines Limited (since 2000) and Tychean Resources Limited (since 2013).

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

The Chairman intends to vote undirected proxies in favour of this resolution 2.

4. Resolution 3: Approval of Shares to be Issued

Listing Rule 7.1 provides that (subject to certain exceptions) prior approval of shareholders is required for issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

Resolution 3 proposes approval for the issue of shares set out below, for the purposes of satisfying Listing Rule 7.1.

In accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3.

- up to 250,000,000 ordinary shares will be issued;
- the shares will be issued no later than 3 months after the date of the meeting to which this Explanatory Memorandum relates;

- the shares will be issued for a minimum price that is at least 80% of the average market price for the shares, calculated over the last two days on which sales in the shares were recorded before the date on which the issue is to be made;
- the shares will be issued to "sophisticated" and "professional" investors (as defined in the *Corporations Act 2001* (Cth));
- the shares will rank equally in all respects with the Company's existing ordinary shares on issue;
- funds raised by the issue of shares were used to fund exploration activities relating to the Spargoville project and working capital purposes; and
- allotment of the shares may occur progressively.

The Directors recommend shareholders vote in favour of the approval of shares to be issued.

The Chairman intends to vote undirected proxies in favour of this resolution 3.

5. Resolution 4: Approval of Shares to be Issued to Tychean Resources Limited

Listing Rule 7.1 provides that (subject to certain exceptions) prior approval of shareholders is required for issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

In August 2015 the Company entered into a Sale and Farm-in Agreement with Tychean Resources Limited to purchase equity in the Spargoville tenements held by Tychean Resources in Western Australia. The consideration to acquire 25% of the Tychean equity in Spargoville was \$200,000 cash and \$200,000 of Maximus Resources Limited fully paid ordinary shares.

The number of MXR shares to be issued to Tychean is dependent on the share price (10 day Volume weighted average price – VWAP) as at the date of transfer of title in the tenements to MXR or issue date of the shares. However the date, the share price and therefore the final number of MXR shares to be issued are unknowns at this time. The table below sets out the number of MXR shares to be issued to Tychean at differing share prices on the date of the transaction, using the 10 day VWAP mechanism to calculate the average share price. The total value of MXR shares issued **will not exceed \$200,000.**

MXR share price	No of shares issued	Value of shares
\$0.001	200,000,000	\$200,000
\$0.002	100,000,000	\$200,000
\$0.003	66,666,666	\$200,000
\$0.004	50,000,000	\$200,000

Explanatory statement continued

Resolution 4 proposes approval for the issue of shares set out below, for the purposes of satisfying Listing Rule 7.1.

In accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4.

- up to a maximum of 200,000,000 ordinary shares will be issued (dependant on share price at the date of transfer of title in the tenements to the value of \$200,000);
- the shares will be issued no later than 3 months after the date of the meeting to which this Explanatory Memorandum relates;
- the shares will be issued for a minimum price that is at least 80% of the average market price for the shares, calculated over the last 5 days on which sales in the shares were recorded before the date on which the issue is to be made;
- the shares will be issued to Tychean Resources Limited;
- the shares will rank equally in all respects with the Company's existing ordinary shares on issue;
- the shares be issued to complete the purchase of the 25% equity of Tychean Resources Limited interest in the Spargoville tenements; and
- allotment of the shares will occur when interest in the title has been transferred to Maximus Resources Limited or no later than 3 months after this meeting.

The Directors (except Messrs Kennedy and Vickery, who abstain) recommend shareholders vote in favour of the shares to be issued to Tychean Resources Limited.

The Chairman intends to vote undirected proxies in favour of this resolution 4.

6. Resolution 5: Approval to issue an additional 10% of issued capital over a 12 month period

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

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

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

On 13 October 2015 the market capitalisation of the Company was \$1,740,815. At the date of the Notice, the Company was not included in the S&P/ASX 300 Index.

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

(A x D) – E

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

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

D= 10%

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

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

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

The Directors recommend shareholders vote in favour of resolution 5.

The Chairman intends to vote undirected proxies in favour of this resolution 5.

Explanatory statement continued

Information required by listing rule 7.3A

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

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

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

Equity Security	Number on issue
Quoted fully paid ordinary shares	870,407,498

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

	Current variable "A"	50% increase in current variable "A"	100% increase in current variable "A"
	870,407,498	1,305,611,247	1,740,814,996
10% voting dilution	87,407,498	130,561,125	174,081,500
Total shares on issue following rule 7.1A placements	957,448,248	1,436,172,372	1,914,896,496

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

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

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

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

Rule 7.1A placement details	\$0.001 (50% decrease in share price)	\$0.002 (share price as at the date of this notice)	\$0.003 (50% increase in share price)	\$0.004 (100% increase in share price)
87,040,750 (10% voting dilution based on current variable "A")	\$87,041	\$174,082	\$261,122	\$384,163
130,561,125 (10% voting dilution based on a 50% increase in current variable "A")	\$130,561	\$261,122	\$391,683	\$522,245
174,081,500 (10% voting dilution based on a 100% increase in current variable "A")	\$174,082	\$348,163	\$522,245	\$696,326

Explanatory statement continued

3. The Company will only issue Equity Securities during the 12 month period after the date of the AGM on 18 November 2015. The approval under resolution 5 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under listing rule 11.1.2 (a significant change to the nature or scale of activities) or listing rule 11.2 (the disposal of the main undertaking).
4. The Company may issue the Equity Securities to fund the Company's exploration and development projects in the next year. The Company may also issue some Equity Securities for non-cash consideration.
5. As at the date of this Notice, the Company has not formed any specific intentions regarding who may be offered securities under a placement pursuant to listing rule 7.1A. No decision has been made regarding allottees. The allottees may include either existing security holders or new investors who have not previously been shareholders, or a combination of both.
6. The Company previously obtained shareholder approval under listing rule 7.1A at the Annual General Meeting held on 27th November 2013.
7. At the date of this Notice of meeting, the Company has on issue 870,407,498 ordinary shares and therefore has a capacity to issue:
 - a) 130,561,125 equity securities under ASX Listing Rule 7.1;
 - b) Subject to shareholder approval being sought under this resolution 4, 87,040,750 Equity Securities under ASX Listing Rule 7.1A.
8. A voting exclusion statement is included in the Explanatory Statement. At the date of the Notice the proposed allottees of the securities are not known and identified. Therefore no existing shareholder's votes will be excluded under the voting exclusion in this Notice.

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

- in respect of issues for cash; the Company issued 31,108 ordinary shares for an issue price of \$0.02 per share raising \$622 as a result of the exercise of unlisted options held by option holders on 30 April 2015;
- funds raised were used for working capital purposes, in particular listing fees and share registry fees in relation to this issue; and
- the issue represented 0.004% of the total securities on issue.

Definitions

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

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

Voting exclusion statement

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

Resolution	Person(s) excluded from voting
Resolution 1	<p>The <i>Corporations Act 2001</i> (Cth) prohibits Directors and other key management personnel of the Company and their closely related parties voting in any capacity (including as a shareholder, proxy or personal representative) on resolution 1. The prohibition does not apply if the person has been appointed as a proxy by writing that specifies how the proxy is to vote on resolution 1, provided that the person who appointed the proxy is not themselves a person subject to the prohibition.</p> <p>Accordingly, the Company will disregard any votes cast on resolution 1 (in any capacity) by or on behalf of Directors and other key management personnel of the Company and their closely related parties, unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction in the proxy form.</p> <p>In addition, the Chairman of the meeting can vote undirected proxies on resolution 1 where the shareholder provides the Chairman with express authorisation to do so.</p> <p>Therefore, in relation to resolution 1, if you appoint the Chairman of the meeting as your proxy, or if the Chairman of the meeting is appointed as your proxy by default, then unless you mark one of the voting instruction boxes for resolution 1, you will be deemed to have directed the Chairman to vote in favour of that resolution.</p>
Resolution 3	<p>Any person whom might participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.</p> <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none">• it is cast by a person as proxy for a person who it entitled to vote, in accordance with the directions on a valid proxy form; or• it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a director on the proxy form to vote as the proxy decides.
Resolution 4	<p>Tychean Resources Limited and any associates.</p> <p>Messrs Kennedy and Vickery and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.</p> <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none">• it is cast by a person as proxy for a person who it entitled to vote, in accordance with the directions on a valid proxy form; or• it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a director on the proxy form to vote as the proxy decides.
Resolution 5	<p>Any person whom might participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.</p> <ul style="list-style-type: none">• it is cast by a person as proxy for a person who it entitled to vote, in accordance with the directions on a valid proxy form; or• it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a director on the proxy form to vote as the proxy decides.

Voting information and notes

1. Voting entitlement on a poll

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

2. Proxies

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

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

A proxy need not be a shareholder of the Company.

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

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

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

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

Chairman acting as proxy

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

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

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

3. Entitlement to vote at the meeting

For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at 7.00 pm (Adelaide time) on Monday 16 November 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

4. Quorum

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

5. Appointing a corporate representative

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

6. Appointment of an attorney

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