

ANGLO AUSTRALIAN RESOURCES NL  
ACN 009 159 077

NOTICE OF GENERAL MEETING  
EXPLANATORY MEMORANDUM  
AND  
PROXY FORM

**Date of Meeting**  
10 June 2015

**Time of Meeting**  
9:30am

**Place of Meeting**  
Anglo Australian Resources NL Office  
63 Hay Street  
SUBIACO WA 6008

*This Notice of 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.*

ANGLO AUSTRALIAN RESOURCES NL  
ACN 009 159 077

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Anglo Australian Resources NL (**Company**) will be held at the Company's Registered Office 63 Hay Street Subiaco, Western Australia on 10 June 2015 at 9:30am for the purpose of transacting the following business.

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

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Memorandum.

1. **RESOLUTION 1 - RATIFICATION OF ISSUE OF SHARES**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 25,700,000 Shares, for the purposes and on the terms set out in the Explanatory Memorandum accompanying this Notice."*

**Voting Exclusion Statement:** For the purposes of Listing Rule 7.5, the Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their Associates, unless it is cast by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form) or 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).

2. **RESOLUTION 2 - PLACEMENT AUTHORITY – SHARES**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

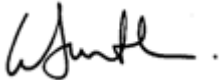
*"That, for the purposes of Listing Rule 7.1 of the Listing Rules of ASX Limited and for all other purposes, approval is given for the Company to issue and allot at the Directors' discretion up to a maximum of 20,000,000 fully paid ordinary Shares on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution by any person who might participate in the issue and any of their Associates 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 unless it is cast by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form) or 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).

A Proxy Form is attached.

To be valid, properly completed Proxy Forms must be received by the Company no later than 9:30am (WST) 8 June 2015:

- by post to Anglo Australian Resources NL
- 63 Hay Street Subiaco WA 6008
- by facsimile on +61 8 9322 1744



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Graeme Smith  
Director / Company Secretary  
Date: 8 May 2015

#### **PROXIES**

A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.

A proxy may, but need not be, a Shareholder of the Company.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer duly authorised.

The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the meeting. For the convenience of Shareholders a Proxy Form is enclosed.

#### **ENTITLEMENT TO VOTE**

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding Shares at 5:00pm WST time on 8 June 2015 will be entitled to attend and vote at the meeting.

#### **CORPORATIONS**

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company before the meeting.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the Shareholders of Anglo Australian Resources NL ACN 009 159 077 (**Company**) in connection with the business to be conducted at a General Meeting of the Company to be held at the Company's office, 63 Hay Street Subiaco WA 6008, on 10 June 2015 commencing at 9:30am.

This Explanatory Memorandum should be read in conjunction with, and form part of, the accompanying notice.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolution.

Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Memorandum.

At the General Meeting, Shareholders will be asked to consider the following Resolutions:

- ratification of the issue of Shares under Listing Rule 7.4; and
- approve a placement authority for up to 20 million Shares.

### 1. RESOLUTION 1 – RATIFY PREVIOUS ISSUE OF SHARES

#### 1.1 General

The Company issued a total of 25,700,000 Shares being 4,200,000 Shares on 17 December 2014 at an issue price of \$0.01 per Share under its 15% placement capacity, 12,206,263 Shares on 17 February 2015 at an issue price of \$0.01 per Share under its 15% placement capacity, and 9,293,737 Shares on 17 February 2015 at an issue price of \$0.01 per Share under its 10% placement capacity and now seeks, pursuant to Resolution 1 of the Notice, to ratify the allotment and issue of those Shares.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the threshold set by Listing Rule 7.1 & 7.1A. The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further Shares up to 15% of the issued capital of the Company under listing Rule 7.1 and to issue further Shares up to 10% of the issued capital of the Company under listing Rule 7.1A without requiring shareholder approval.

The Company proposes Resolution 1 to ratify a previous issue of Shares in accordance with ASX Listing Rule 7.4. The Company confirms that the issue and allotment of the Shares, the subject of Resolution 1 did not breach ASX Listing Rules 7.1 or 7.1A.

#### 1.2 Information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 25,700,000 Shares were allotted and issued by the Company;
- (b) the issue price per Share was \$0.01 per Share;
- (c) the Shares allotted were fully paid ordinary shares which rank equally with all other fully paid ordinary Shares on issue;
- (d) the Shares were issued to sophisticated investors, who were not a related of the Company;
- (e) \$257,000 was raised from the issue of Shares. The funds raised have been applied to exploration expenditure and working capital expenses; and
- (f) a voting exclusion statement is included in the Notice.

#### 1.3 Directors' Recommendation

The Directors of the Company believe that Resolution 1 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 1.

## 2. RESOLUTION 2 – PLACEMENT AUTHORITY - SHARES

### 2.1 Background

Resolution 2 seeks the approval of Shareholders to enable the Directors, at any time during the three months after the General Meeting, to issue up to 20,000,000 Shares in the Company for the purpose of raising additional funds for the Company.

The purpose of the issue will be to fund the Company's ongoing exploration and evaluation programmes, fund the evaluation and acquisition of new opportunities, fund the corporate and administrative activities of the Company, working capital and to meet the costs of the issue.

The Shares to be issued will rank equally in all respects with the Company's existing issued Shares. The Shares to be issued will have a diluting effect on the issued capital of the Company.

### 2.2 Listing Rule Requirements

The effect of Resolution 2 will be to allow the Directors to issue the Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's annual placement capacity.

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

- (a) the maximum number of Shares to be issued is 20,000,000 Shares;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur progressively throughout the 3 month period;
- (c) the issue price of the Shares will be not less than 80% of the average market price for Shares calculated over the 5 days on which sales in the Shares are recorded before the day on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed;
- (d) the subscribers for these Shares are not yet known, however they will only be issued to investors who qualify under Section 708 of the Corporations Act. None of these subscribers will be related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the Placement towards the Company's ongoing exploration and evaluation programmes, fund the evaluation and acquisition of new opportunities, fund the corporate and administrative activities of the Company, working capital and to meet the costs of the issue in the proportions outlined below:

Proposed Area of Application	Proposed Allocation (%)
Ongoing exploration & evaluation programmes	35%
Evaluation and acquisition of new opportunities	30%
Corporate and administrative activities	15%
Working capital	15%
Costs of the Issue	5%
<b>Total</b>	<b>100%</b>

## OTHER BUSINESS

Management is not aware of any other business to come before the Meeting other than as set forth in the accompanying Notice. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Shares represented thereby in accordance with their best judgement on such matter.

## GLOSSARY

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

<b>ASX</b>	means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
<b>Board</b>	means the board of Directors of the Company.
<b>Company</b>	means Anglo Australian Resources NL ACN 009 159 077
<b>Corporations Act</b>	means Corporations Act 2001 (Cth).
<b>Director</b>	means a director of the Company.
<b>Explanatory Memorandum</b>	means this information attached to the Notice, which provides information to Shareholders about the Resolution contained in the Notice.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Notice or Notice of Meeting</b>	means the Notice of General Meeting accompanying this Explanatory Memorandum.
<b>Proxy Form</b>	means the proxy form attached to this Notice.
<b>Resolution</b>	means a resolution contained in the Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a share.

The Company Secretary  
 Anglo Australian Resources NL  
 63 Hay Street  
 SUBIACO WA 6008

Facsimile: +61 8 9322 1744

Name of Shareholder (s) \_\_\_\_\_

Address of Shareholder (s) \_\_\_\_\_

**STEP 1**

**Appoint Proxy to Vote on Your Behalf**

I / We being a member / s of Anglo Australian Resources NL 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 names (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, as the proxy sees fit) at the General Meeting of Anglo Australian Resources NL to be held at the Company's office, 63 Hay Street, Subiaco Western Australia on 10 June 2015 at 9:30am (WST) and at any adjournment of that meeting.

**Important for All Resolutions – if the Chairman of the meeting is your proxy or is appointed as your proxy by default**

By marking this box, you are directing the Chairman of the meeting to vote in accordance with the Chairman's voting intentions on the Resolutions as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on the Resolutions in Step 2 below, the Chairman of the meeting will not cast your votes on the Resolutions and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the meeting will vote in favour of the Resolutions).

The Chairman of the Meeting intends to vote all available proxies in favour of the Resolutions

I / We (except where I / we have indicated a different voting intention below):

1. direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on the Resolutions to vote in favour of this item; and
2. acknowledge that the Chairman of the Meeting may exercise my / our proxy in respect of the Resolutions as he sees fit even if the Chairman has an interest in the outcome of The Resolutions and that votes cast by him, other than as proxy holder, would be disregarded because of that interest.

**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

		For	Against	Abstain
Resolution 1	Ratification of Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Placement Authority - Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This Proxy is appointed to represent \_\_\_\_\_% of my voting right, or if 2 proxies are appointed Proxy 1 represents \_\_\_\_\_% and Proxy 2 represents \_\_\_\_\_% of my total votes. My total voting right is \_\_\_\_\_ shares.

**SIGN**

Signature of Security holder – Please sign here

Individual or Shareholder 1

Joint Shareholder 2

Joint Shareholder 3




Sole Director & Sole Company Secretary

Director / Company Secretary

Director

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

## INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A Shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at this General Meeting as the Shareholder's proxy. A proxy need not be a Shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the Shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the Shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the Shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with its constitution or its duly authorised attorney. In the case of joint Shareholders, this proxy must be signed by each of the joint Shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a Shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. To be effective, forms to appoint proxies **must be received by the Company by 9:30am on 8 June 2015** by post, facsimile or email to the respective addresses stipulated in this proxy form.
6. The Chairman will cast all available proxies in favour of the Resolution.
7. If the proxy form specifies a way in which the proxy is to vote on any of the Resolution stated above, then the following applies:
  - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
  - (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
  - (c) if the proxy is the Chairperson, the proxy must vote on a poll and must vote that way, and
  - (d) if the proxy is not the Chairperson, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.
8. If a proxy is also a Shareholder, the proxy can cast any votes the proxy holds as a Shareholder in any way that the proxy sees fit.