



Adelaide
RESOURCES

NOTICE OF 2015 ANNUAL GENERAL MEETING

ACN 061 503 375

NOTICE IS HEREBY GIVEN that the
Annual General Meeting of Shareholders
of Adelaide Resources Limited

will be held at The Science Exchange,
55 Exchange Place, Adelaide, South Australia

on **Monday 30 November 2015**
commencing at **11.00 am** (Adelaide time ACDT).

How to find The Science Exchange



Ordinary Business

FINANCIAL REPORT

To receive and consider the Company's financial statements and independent audit report for the year ended 30 June 2015.

The 2015 Annual Report will be available to view online at www.adelaideresources.com.au and despatched to those Shareholders who have elected to receive a hard copy of the report.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2015

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

That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopt the Remuneration Report for the period ended 30 June 2015 as set out in the Directors' Report in the 2015 Annual Report.

Voting Exclusion Statement

The Company will disregard any votes cast (in any capacity) on Resolution 1 by any Key Management Personnel, the details of whose remuneration are included in the Remuneration Report, and any Closely Related Party of such Key Management Personnel.

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) the Chair of the Meeting is appointed as proxy and the Proxy Form expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

The Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the stated voting intentions of the Chair of the Meeting.

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

RESOLUTION 2 – RE-ELECTION OF MR COLIN JACKSON AS A DIRECTOR

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

That, for the purposes of ASX Listing Rule 14.4 and clause 9.2 of the Company's Constitution and for all other purposes, Mr Colin Jackson, who was appointed a director since the last annual general meeting and will retire as a Director at the close of the meeting and being eligible and having offered himself for re-election, is re-elected as a Director of the Company with immediate effect.

RESOLUTION 3 – RE-ELECTION OF MR NICHOLAS HARDING AS A DIRECTOR

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

That, for the purposes of ASX Listing Rule 14.4 and clause 9.2 of the Company's Constitution and for all other purposes, Mr Nicholas Harding, who was appointed a director since the last annual general meeting and will retire as a Director at the close of the meeting and being eligible and having offered himself for re-election, is re-elected as a Director of the Company with immediate effect.

RESOLUTION 4 – RE-ELECTION OF MR JONATHAN BUCKLEY AS A DIRECTOR

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

That, for the purposes of ASX Listing Rule 14.4 and clause 6.1 of the Company's Constitution and for all other purposes, Mr Jonathan Buckley, having retired as a Director by rotation and being eligible and having offered himself for re-election, is re-elected as a Director of the Company with immediate effect.

Special Business

RESOLUTION 5 – APPROVAL TO REFRESH CAPACITY TO ISSUE NEW SHARES UNDER ASX LISTING RULE 7.4

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

That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue and allotment by the Company of 14,051,667 Shares as summarised in the Explanatory Memorandum accompanying this Notice of Meeting.

Voting exclusion statement

The Company will disregard any votes cast on Resolution 5 by a person who participated in the issue and any of their associates. However the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form; or
- (b) it is cast by a person who is 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.

RESOLUTION 6 – APPROVAL OF ISSUE OF SECURITIES TO EXECUTIVE DIRECTOR – MR NICHOLAS HARDING

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

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the granting of 375,000 Performance Rights to acquire fully paid ordinary shares in the capital of the Company and the issue of Shares on vesting of the Performance Rights to Mr Nicholas Harding, in accordance with the Employee Performance Rights Plan and on the terms summarised in the Explanatory Memorandum accompanying this Notice of Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 6 by Mr Nicholas Harding and Mr Christopher Drown or any of their associates. However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form; or
- (b) it is cast by a person who is 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.

For the purposes of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- (a) the person is either:
 - a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity; or
 - a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company will not disregard a vote if:

- the person is the Chair of the Meeting at which the resolution is to be voted on; and
- the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

RESOLUTION 7 – APPROVAL OF LOAN FUNDED EMPLOYEE SHARE PLAN

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

That, for the purposes of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, any issue of securities made under the Loan Funded Employee Share Plan, the terms and conditions of which are summarised in the Explanatory Memorandum accompanying this Notice of Meeting, within the period of 3 years from the date of passing this resolution, be approved as an exception to Listing Rule 7.1.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 7 by any Mr Christopher Drown and Mr Nicholas Harding or any other employee or contractor of the Company (except an employee or contractor who is ineligible to participate in the Loan Funded Employee Share Plan) and any associates of those persons. Mr Colin Jackson and Mr Jonathan Buckley are eligible to vote on Resolution 7 as they are Non-Executive Directors and consequently unable to participate under the rules of the Loan Funded Employee Share Plan. However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form; or
- (b) it is cast by a person who is 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.

For the purposes of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (a) the person is either:
 - a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity; or
 - a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company will not disregard a vote if:

- the person is the Chair of the Meeting at which the resolution is to be voted on; and
- the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

RESOLUTION 8 – APPROVAL OF ISSUE OF SECURITIES TO EXECUTIVE DIRECTOR – MR CHRISTOPHER DROWN

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

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue and allotment of 4,500,000 Shares to Mr Christopher Drown under the Loan Funded Employee Share Plan, on the terms and conditions summarised in the Explanatory Memorandum accompanying this Notice of Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 8 by Mr Christopher Drown and Mr Nicholas Harding or any of their associates. However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form; or
- (b) it is cast by a person who is 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.

For the purposes of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 8 if:

- (a) the person is either:
 - a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity; or
 - a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company will not disregard a vote if:

- the person is the Chair of the Meeting at which the resolution is to be voted on; and
- the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

RESOLUTION 9 – APPROVAL OF ISSUE OF SECURITIES TO EXECUTIVE DIRECTOR – MR NICHOLAS HARDING

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

That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue and allotment of 2,500,000 Shares to Mr Nicholas Harding under the Loan Funded Employee Share Plan, on the terms and conditions summarised in the Explanatory Memorandum accompanying this Notice of Meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 9 by Mr Nicholas Harding and Mr Christopher Drown or any of their associates. However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form; or
- (b) it is cast by a person who is 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.

For the purposes of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9 if:

- (a) the person is either:
 - a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity; or
 - a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the Company will not disregard a vote if:

- the person is the Chair of the Meeting at which the resolution is to be voted on; and
- the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

RESOLUTION 10 – APPROVAL OF 10% PLACEMENT FACILITY

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

That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.

Voting Exclusion Statement

In accordance with ASX Listing Rule 7.3A.7, the Company will disregard any votes cast on Resolution 10 by:

- (a) a person who may participate in the issue of securities; and
- (b) a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed; and
- (c) any of their associates.

NOTICE OF 2015 ANNUAL GENERAL MEETING

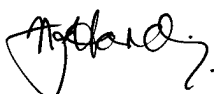
However, the Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions of the Proxy Form; or
- (b) it is cast by a person who is 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.

Other Business

To transact any other business that may be brought forward in accordance with the Company's Constitution.

By Order of the Board



N J Harding

Company Secretary

Dated this 27th day of October 2015

VOTING ENTITLEMENTS

For the purposes of ascertaining the voting entitlements for the Annual General Meeting, the shareholding of each Shareholder will be as it appears in the share register on Saturday 28 November 2015 at 11.00am (Adelaide time ACDT).

PROXIES

A Shareholder entitled to attend and vote at the Meeting has the right to appoint a proxy, who need not be a Shareholder of the Company. If a Shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. The Proxy Form must be deposited at the share registry of the Company, Computershare Investor Services Pty Limited, located at GPO Box 242, Melbourne VIC 3001, or at the Company's registered office, 69 King William Road, Unley, SA 5061, or by facsimile to Computershare on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia) or to the Company on +61 8 8271 0033, or by casting a vote online by visiting www.investorvote.com.au and by entering the Control Number, SRN/HIN and postcode, which are shown on the first page of the enclosed Proxy Form not later than 48 hours before the commencement of the Meeting. For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions, which must be submitted by not later than 48 hours before the commencement of the Meeting.

CORPORATE REPRESENTATIVE

A corporation that is a Shareholder or a proxy may elect to appoint a person to act as its corporate representative at the meeting, in which case the corporate Shareholder or proxy (as applicable) must provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that Shareholder's or proxy's (as applicable) corporate representative. The authority must be sent to the Company and/or the Company's Share Registry (detailed above) in advance of the Meeting or handed in at the meeting when registering as a corporate representative.

EXPLANATORY MEMORANDUM

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist Shareholders in consideration of Resolutions proposed for the Annual General Meeting of the Company to be held at The Science Exchange, 55 Exchange Place, Adelaide, South Australia on Monday 30 November 2015 commencing at 11 am (Adelaide time ACDT).

It should be read in conjunction with the accompanying Notice of Annual General Meeting.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2015

In accordance with Section 250R(2) of the Corporations Act, Shareholders are required to vote on the Company's Remuneration Report for the year ended 30 June 2015.

The Remuneration Report is contained in the Directors' Report in the 2015 Annual Report, which will be available to view online at the Company's website www.adelaideresources.com.au and despatched to those Shareholders who have elected to receive a hard copy of the report.

The Remuneration Report describes the underlying policies and structure of the remuneration arrangements of the Company and sets out the remuneration arrangements in place for Directors and senior executives for the year ended 30 June 2015.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote at the annual general meeting of the Company. Members should note that the vote on Resolution 1 is not binding on the Company or the Directors.

Since 1 July 2011, if more than 25% of the votes cast on a resolution to adopt the Remuneration Report are against the adoption of the Remuneration Report for two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution ("Spill Resolution") that another meeting be held within 90 days, at which all of the Company's Directors must go up for re-election.

At the 2014 AGM, the Company's Remuneration Report for the year ended 30 June 2014 did not receive a 'no' vote of 25% or more.

The Directors recommend Shareholders vote in favour of Resolution 1. The Chair intends to vote undirected proxies in favour of Resolution 1.

Important information for Shareholders:

Please note, in accordance with sections 250R(4) and (5) of the Corporations Act, the Chair will not vote any undirected proxies in relation to Resolution 1 unless the Shareholder expressly authorizes the Chair to vote in accordance with the Chair's stated voting intentions. Please note that if the Chair of the Meeting is your proxy (or becomes your proxy by default), by completing the attached proxy form, you will expressly authorise the Chair to exercise your proxy on Resolution 1 even though it is connected directly or indirectly with the remuneration of a member of Key Management Personnel for the Company, which includes the Chair. You should be aware that the Chair of the Meeting intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

Alternatively, if you appoint the Chair as your proxy, you can direct the Chair to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box on the proxy form.

As a further alternative, Shareholders can nominate as their proxy for the purposes of Resolution 1, a proxy who is not a member of the Company's Key Management Personnel or any of their Closely Related Parties. That person would be permitted to vote undirected proxies (subject to the Listing Rules).

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1, noting that each Director has a material personal interest in his own remuneration from the Company.

RESOLUTION 2 – RE-ELECTION OF MR COLIN JACKSON AS A DIRECTOR

Listing Rule 14.4 and clause 9.2 of the Company's Constitution require that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following their appointment, but is eligible for re-election at that Annual General Meeting.

Mr Colin Jackson has been appointed as an addition to the Board since the Company's 2014 Annual General Meeting and retires as a Director pursuant to Listing Rule 14.4 and clause 9.2 of the Company's Constitution. Mr Jackson is eligible for, and has offered himself for, re-election.

The resume of Mr Jackson is as follows:

Colin G Jackson MSc, BSc (Hons), DIC, Grad Dip Bus Admin

Colin Jackson is a metallurgist and mineral process design engineer graduate of Birmingham University and Royal School of Mines, Imperial College, London University. He has over 40 years of industry experience and brings to the Company a strong technical background and extensive copper-gold knowledge. In addition he has substantial global financial market experience and has guided a number of companies from the exploration phase into production.

After ten years of mine design and operating experience with Selection Trust Limited and RGC Limited, Mr Jackson became a Director of Research and Corporate for McIntosh Securities Ltd (now Bank of America Merrill Lynch) where he raised equity for a significant number of gold companies including Kidston Gold Mines and Placer Pacific Limited's IPO over a 12 year period. His next 8 years were dedicated to communication and investor relations roles at Newcrest Mining Limited and Normandy Mining Limited where he was Group Executive Corporate.

More recently Mr Jackson has held Non-Executive Director positions with Terramin Australia Limited, Intrepid Mines Limited and Red 5 Limited where he helped guide the financing and development of the Angas zinc mine in South Australia, the Paulsens underground gold mine in Western Australia, and the Siana open pit gold mine on the island of Mindanao in the Philippines.

Directors Recommendation

The Directors (excluding Mr Jackson) unanimously recommend that Shareholders vote in favour of Resolution 2. The Chair intends to vote undirected proxies in favour of Resolution 2.

RESOLUTION 3 – RE-ELECTION OF MR NICHOLAS HARDING AS A DIRECTOR

Listing Rule 14.4 and clause 9.2 of the Company's Constitution require that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next Annual General Meeting following their appointment, but is eligible for re-election at that Annual General Meeting.

Mr Nicholas Harding has been appointed as an addition to the Board since the Company's 2014 Annual General Meeting and retires as a Director pursuant to Listing Rule 14.4 and clause 9.2 of the Company's Constitution. Mr Harding is eligible for, and has offered himself for, re-election.

The resume of Mr Harding is as follows:

Nicholas J Harding BA(Acc), Grad Dip (Acc), Grad Dip (App Fin), Grad Dip (Corp Gov), FCPA, F Fin, AGIA, ACIS

Nick Harding is a qualified accountant and company secretary with over 25 years experience in the resources industry. He is a Fellow of CPA Australia, a Fellow of the Financial Services Institute of Australasia and a member of the Governance Institute of Australia and possesses qualifications in accounting, finance and corporate governance.

Mr Harding has held various senior roles with WMC Resources Limited, Normandy Mining Limited and Newmont Australia Limited. At WMC Resources over a period of 14 years to 1999 he held a number of senior management roles at both minesites and regional offices in Western Australia and South Australia including five years as Chief Financial Officer for Olympic Dam Operations, and four years as Chief Accountant and Business Planning Manager for the Copper Uranium Division.

In eight years from 1999 to 2006 at Normandy Mining and then Newmont Australia following the takeover by Newmont of Normandy, Mr Harding held the positions of General Manager Operations Finance and General Manager Planning and Analysis which respectively had responsibilities for accounting, finance and budgeting for 14 mining operations in Australia and overseas.

Directors' Recommendation

The Directors (excluding Mr Harding) unanimously recommend that shareholders vote in favour of Resolution 3. The Chair intends to vote undirected proxies in favour of Resolution 3.

RESOLUTION 4 – RE-ELECTION OF MR JONATHAN BUCKLEY AS A DIRECTOR

In accordance with Listing Rule 14.4 and clause 6.1 of the Company's Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement. This rule does not apply to the Managing Director.

The Directors presently in office are Mr Colin Jackson, Mr Christopher Drown, Mr Nicholas Harding and Mr Jonathan Buckley.

Mr Buckley has been longest in office since his last re-appointment and will retire by rotation at the Annual General Meeting. Mr Buckley is eligible for, and has offered himself for, re-election.

The resume of Mr Buckley is as follows:

Jonathan P Buckley BEc, SF Fin, GAICD

Jonathan Buckley is a corporate executive with extensive commercial and corporate finance experience spanning over 25 years in Australia and the UK. He was previously Group Managing Director for PhillipCapital Australia, part of a leading Asian financial group providing corporate finance, funds management, stockbroking and wealth management services in Australia. He has been a founding director of a number of fund management businesses in high growth sectors, including resources and healthcare.

Prior to establishing PhillipCapital Australia's corporate advisory business, Mr Buckley was Manager, Strategic Planning for Rothschild Asset Management UK based in London. He has also held roles with KPMG Management Consulting and Barclays de Zoete Wedd Securities in London.

Directors' Recommendation

The Directors (excluding Mr Buckley) unanimously recommend that Shareholders vote in favour of Resolution 4. The Chair intends to vote undirected proxies in favour of Resolution 4.

RESOLUTION 5 – APPROVAL TO REFRESH CAPACITY TO ISSUE NEW SHARES UNDER ASX LISTING RULE 7.4

The Company seeks approval for the purposes of Listing Rule 7.4 to the issue and allotment on 27 October 2015 of 14,051,667 Shares to professional and sophisticated investors, being the shortfall arising under an Underwriting Agreement with Patersons Securities to the Company's Share Purchase Plan announced on 24 September 2015 (**SPP Shares**) and an associated Top-Up Placement.

Generally, under Listing Rule 7.1, a company may, in any 12 month period, issue without the prior approval of shareholders, new securities of up to 15% of the number of shares on issue 12 months before the date of the issue of the new securities.

ASX Listing Rule 7.4 provides that an issue by a company of securities made without shareholder approval under ASX Listing Rule 7.1 is treated as having been made with approval if the issue did not breach Listing Rule 7.1 when it was made and the Company's Shareholders subsequently approve it.

The issue of the Shares to professional and sophisticated investors under the Underwriting Agreement and Top-Up Placement did not breach Listing Rule 7.1 and has not previously been approved by Shareholders. The Company now seeks Shareholder approval for the issue of the Shares pursuant to Listing Rule 7.4. The SPP Shares and Top-Up Placement would have when issued, amounted to approximately 4.61% of the Company's ordinary Shares.

The effect of passing Resolution 5 will be to refresh the Company's 15% capacity under Listing Rule 7.1 so that its capacity would be the same as if the Shares had not been issued. This Resolution, if passed, will increase the Company's financial flexibility in the future.

If Resolution 5 is not passed by Shareholders, the Company would, when calculating the number of securities it can issue without Shareholder approval to go beyond the 15% limit, need to deduct the number of Shares issued to professional and sophisticated investors under the Underwriting Agreement and Top-Up Placement from which any further issues could be made.

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the number of SPP and Top-Up Placement Shares issued: 14,051,667 fully paid ordinary Shares were issued;
- (b) the price at which the Shares were issued: the SPP and Top-Up placement Shares were issued at \$0.02 per Share;
- (c) the terms of the Shares: the SPP and Top-Up Placement Shares were issued on the same terms as, and rank equally in all respects with the Company's existing issued Shares;
- (d) the basis on which the allottees were determined: the SPP and Top-Up Placement Shares were issued to professional and sophisticated investors as sub-underwriters to the Underwriting Agreement with Patersons Securities to the Company's Share Purchase Plan;
- (e) use (or intended use) of the funds raised: the funds raised by the issue of the SPP and Top-Up Placement Shares will be directed principally to advancing the exploration effort on the Company's wholly owned Drummond and Eyre Peninsula gold projects.

Directors' Recommendation

The Directors believe that the ratification of this issue and the refresh of the 15% capacity under Listing Rule 7.1 is beneficial to the Company. The Directors unanimously recommend that shareholders vote in favour of Resolution 5. The Chair intends to vote undirected proxies in favour of Resolution 5.

RESOLUTION 6 – APPROVAL OF ISSUE OF SECURITIES TO EXECUTIVE DIRECTOR – MR NICHOLAS HARDING

The Company's remuneration policy is to ensure that remuneration is competitive in attracting, motivating and retaining employees of high calibre and properly reflects the duties and responsibilities of each relevant employee. Consequently, Shareholder approval is being sought for the proposed issue of 375,000 Performance Rights to Mr Nicholas Harding, as Chief Financial Officer, pursuant to his participation in the Performance Rights Plan for the calendar year ending 31 December 2015.

The remuneration structure used by the Company to achieve these objectives includes the combination of fixed annual remuneration and performance related remuneration (including participation in the Performance Rights Plan, which is offered to employees who are able to influence the generation of Shareholder wealth and therefore have a direct impact on the Company's performance).

At the 2013 Annual General Meeting, Shareholders approved the refreshing of the Company's Performance Rights Plan for a further 3 years under the same terms and conditions as the original plan approved by Shareholders at the 2010 Annual General Meeting for the grant of Performance Rights to executives of the Company as part of the executive remuneration structure.

To achieve the objectives of sustainable performance, 375,000 Performance Rights will vest, and the underlying Shares in the capital of the Company will be issued to Mr Harding, subject to Shareholders approving Resolution 6, on the satisfaction of the performance of the Company against the following KPIs during the calendar year 2015:

- (a) the Company's share price outperforms the S&P/ASX Small Resources Index (in capital not accumulation terms);
- (b) the enterprise value growth from the base date (December 2014) exceeds the S&P/ASX Small Resources Index growth;
- (c) the enterprise value growth having a conversion of over 100% of total spend on exploration and administration. That is, every \$1.00 spent on exploration and administration results in an increase of more than \$1.00 in enterprise value.

The extent of vesting of the Performance Rights will depend on the level of achievement of the performance conditions above. On exercise, each performance right will be convertible into an ordinary Share.

The grant of the Performance Rights and the subsequent issue of Shares on the vesting of the Performance Rights are subject to Shareholders approving Resolution 6. Subject to receipt of Shareholder approval, the Board intends to grant the Performance Rights at the first Board meeting following the Meeting.

Listing Rule 10.14 requires that an entity must not permit a Director or an associate of a Director to acquire securities under an employee incentive scheme without the approval of shareholders of ordinary securities of the acquisition.

The following information is provided to Shareholders for the purposes of Listing Rule 10.15A:

- (a) upon vesting of the Performance Rights, the underlying Shares will be issued to Mr Harding or an associate of Mr Harding nominated by him;
- (b) the maximum number of Shares to be issued to Mr Harding upon vesting of the Performance Rights is 375,000;
- (c) there will be no amount payable by Mr Harding either on grant or exercise of the Performance Rights;
- (d) At the 2014 Annual General Meeting Shareholders approved the granting of 750,000 Performance Rights to Mr Christopher Drown which may or may not vest subject to the achievement of a number of KPIs as determined by the Board. The Performance Rights were granted to Mr Drown for non-cash consideration and the Shares to be issued upon vesting of the Performance Rights will be issued for non-cash consideration. Other than Mr Drown, no person referred to in Listing Rule 10.14 has received any Performance Rights under the Plan to date;
- (e) the persons referred to in Listing Rule 10.14 entitled to participate in the Performance Rights Plan are Mr Nicholas Harding and Mr Christopher Drown;
- (f) there is no loan applicable to the grant of the Performance Rights or the issue of the Shares upon vesting of the Performance Rights;
- (g) details of any securities issued under the Performance Rights Plan will be published in each Annual Report of the Company in accordance with the requirements of the Corporations Act and relevant Accounting Standards relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under Listing Rule 10.14;
- (h) any additional persons specified in Listing Rule 10.14 who become entitled to participate in the Performance Rights Plan after Resolution 6 is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14;
- (i) the Shares to be issued upon the vesting of the Performance Rights will be issued no later than 3 years after the date of this Meeting; and
- (j) a voting exclusion statement has been included in the Notice of Meeting.

Directors' Recommendation

The Directors (other than Mr Harding) recommend that Shareholders vote in favour of Resolution 6. The Chair intends to vote undirected proxies in favour of Resolution 6.

RESOLUTION 7 - APPROVAL OF LOAN FUNDED EMPLOYEE SHARE PLAN

Adelaide Resources has determined to implement a Loan Funded Employee Share Plan (**Loan Funded Share Plan**) as a means to conserve cash through the issue of Shares and associated loan as part payment of annual salaries to key staff. The Shares issued will be subject to the satisfaction of certain Company and personal KPIs. A further purpose of the Loan Funded Share Plan is to provide eligible employees with the opportunity to acquire a financial interest in the Company in the event certain targets are met, which will align their interests more closely with Shareholders and provide greater incentive for them to focus on the Company's long-term goals.

Listing Rule 7.1 prohibits an entity from issuing more than 15% of its securities in any 12 month period, without obtaining shareholder approval (unless an exception applies).

Listing Rule 7.2 (Exception 9) provides that shareholder approval is not required for an issue under an employee incentive scheme, if within 3 years before the date of issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to Listing Rule 7.1.

Accordingly, Shareholders are being asked, pursuant to Listing Rule 7.2 (Exception 9) to approve the Loan Funded Share Plan for a period of three years, so that Shares issued under the Loan Funded Share Plan are not included within the 15% issued shares that can be issued without Shareholder approval.

In accordance with Listing Rule 7.2 (Exception 9), a summary of the key terms of the Loan Funded Share Plan is set out below. Capitalised terms are defined under the Loan Funded Share Plan.

Copies of the Loan Funded Share Plan Rules are available on request by contacting the Company directly.

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Eligible Persons	Employees (whether full-time or part-time), contractors or employees of a contractor, and directors employed in an executive capacity, are all eligible to participate.
Offer	The Board may determine whether an Eligible Person may participate in the Plan and whether to make an Offer to that Eligible Person. If it does so, the Board will issue a written invitation to the Eligible Person inviting him or her to apply for Shares on the terms and conditions set out in the Plan and on such additional terms and conditions as the Board determines.
Acquisition of Shares	<p>An Eligible Person who wishes to acquire Shares specified in an Offer must on or before the closing date for acceptance stated in the Offer do what is specified in the Offer in order to accept the Shares.</p> <p>The Company may accept the application from the Eligible Person and the Board may determine that the number of Shares for which the Participant was entitled to subscribe are allotted and issued or transferred to the Participant.</p>
Consideration	The method of paying consideration to purchase Shares will be by a Loan.
Loan	<p>The Board may determine that the amount of the Loan is equal to the total Price of Shares to be acquired under the Offer. A participant who accepts a Loan irrevocably authorises the Company to apply the Loan on behalf of the Participant by way of payment of the total Price of Shares to be acquired under the Offer. Unless otherwise determined by the Board, Loans will be interest-free.</p> <p>Unless otherwise determined by the Board, the Loan Period is the period commencing when the Loan is made and ending on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date on which Shares are forfeited by the Participant; (b) the Shares that are the subject to a Loan are disposed of or Bought-back; (c) the date of a Change of Control; (d) five years from the date the Loan is provided to the Participant; or (e) the date the parties to the relevant Loan Agreement otherwise agree in writing. <p>Unless otherwise determined by the Board, a Participant may repay all or part of a Loan at any time before the expiration of the Loan Period.</p> <p>Unless otherwise determined by the Board, the Company will apply and each Participant irrevocably directs the Company to so apply the After-Tax Amount of dividends paid in cash for the Shares towards repayment of the Loan. In the event of a capital distribution, unless otherwise determined by the Board, any capital distribution in respect of a Participant's Shares that are subject to a Loan must first be applied in payment against the outstanding balance of the Loan.</p> <p>Unless otherwise determined by the Board, at the expiration of the Loan Period and not before, the Loan amount to be repaid will be the lesser of the following amounts:</p> <ul style="list-style-type: none"> (a) the Loan less any amounts already paid in reduction of the Loan; and (b) the Market Value of the Shares that are subject to a Loan as at the end of the Loan Period. <p>In the event a Participant forfeits his or her interest in Shares that are subject to a Loan to the Company, the Participant will be taken to have repaid the Loan in full and is discharged from any further liability or obligation in respect of the Loan.</p>
Conditions	<p>The Conditions which must be satisfied or circumstances which must exist before the Shares become Unrestricted, will be determined by the Board in its discretion and will be specified in the invitation for the Shares concerned.</p> <p>Once the Conditions have been satisfied or the Board determines that any Restricted Shares are no longer subject to the Conditions and the Board notifies the Participant, Shares become Unrestricted Shares and may be dealt with in accordance with these Rules and the Security Trading Policies.</p>

Rights attaching to Shares	A Participant is entitled to any rights which accrue to Shares held by the Participant and may accept the rights and sell or otherwise deal with those rights in accordance with these Rules and the Offer.
Forfeiture	<p>Unless determined otherwise by the Board, while Shares are held by a Participant, the Forfeiture Conditions include the following:</p> <ul style="list-style-type: none"> (a) if the Board determines that the Participant has committed any act of fraud in relation to the affairs of the Company, or is dismissed from employment or office with the Company as a result of serious misconduct, material breach, gross negligence or any conduct that provides grounds for termination without notice, all of the Participant's Shares will be forfeited; (b) if, in the opinion of the Board, any of the Vesting Conditions cannot be satisfied for any reason, all of the Participant's Shares will be forfeited; (c) if the Participant has not repaid the outstanding amount of the Loan or if the Board determines that the Participant will be unable to repay the outstanding amount of a Loan at the end of the Loan Period, all the Participant's Shares subject to a Loan will be forfeited; (d) the Participant becomes disqualified from managing corporations in accordance with Part 2D.6 of the Corporations Act, all the Participant's Shares will be forfeited; (e) other Forfeiture Conditions determined by the Board. <p>Where the Participant has satisfied the Vesting Conditions, and the Disposal Restrictions are lifted, the Board may determine that the Forfeiture Conditions can be removed, on the earlier of:</p> <ul style="list-style-type: none"> (a) when the Loan in relation to the Shares subject to a Loan is fully repaid; (b) five years from the date the Loan is provided to the Participant; (c) the date the Participant ceases employment with the Company or the Subsidiary; or (d) at a date determined by the Board.
Transferability and Disposal	<p>A Participant must not sell, assign, transfer encumber or otherwise deal with Restricted Shares unless otherwise permitted under this Plan or with the approval of the Board. Shares are transferable to a legal personal representative on the death of the Participant.</p> <p>The Board may, at its discretion, impose trading and other restrictions on Shares issued to the Participant under the Plan.</p>
Trustee	The Company may appoint a Trustee, on terms and conditions that it considers appropriate, to do all such things and perform all such functions as considered appropriate to enable the implementation of the Plan, including: to acquire and hold Shares, or other securities of the Company, on behalf of Participants, for transfer to future Participants or otherwise for the purposes of the Plan.
Amendments	<p>The Board may at any time by resolution vary, amend or add to all or any of the provisions of the Plan.</p> <p>Amendments which reduce the Participant's accrued benefits or entitlements or impose additional obligations on the Participant in respect of Shares that have already been issued, may only be made in limited circumstances (eg to correct a manifest error or to comply with the law) unless the Participant consents in writing.</p>

The Company has not previously sought approval of the Loan Funded Share Plan for the purposes of ASX Listing Rule 7.2 (Exception 9) and no Shares have yet been granted under the Loan Funded Share Plan.

Directors' Recommendation

The Directors (other than Mr Christopher Drown and Mr Nicholas Harding) recommend that Shareholders vote in favour of Resolution 7. The Chair intends to vote undirected proxies in favour of Resolution 7.

**RESOLUTION 8 – APPROVAL OF ISSUE OF SECURITIES TO EXECUTIVE DIRECTOR
– MR CHRISTOPHER DROWN**

The Company's remuneration policy is to ensure that remuneration is competitive in attracting, motivating and retaining employees of high calibre and properly reflects the duties and responsibilities of each relevant employee. Consequently, Shareholder approval is being sought for the proposed issue of 4,500,000 Shares to Mr Christopher Drown, as Managing Director, pursuant to his participation in the Loan Funded Share Plan for the calendar year ending 31 December 2016.

The remuneration structure used by the Company to achieve these objectives includes the combination of fixed annual remuneration and performance related remuneration (including participation in the Loan Funded Share Plan, which is offered to employees who are able to influence the generation of shareholder wealth and therefore have a direct impact on the Company's performance).

To achieve the objectives of sustainable performance, subject to Shareholders approving Resolution 8, up to 4,500,000 Shares in the capital of the Company will be issued to Mr Drown, 50% of which will be based upon performance against a number of personal KPIs as set by the Board and 50% based on the Company's share price performance against a peer group relative Share price performance during the calendar year 2016.

In measuring the Company's share price performance, the improvement must be positive over the course of the year with 100% of the Company performance Shares component awarded if the share price improvement is in the top quartile of the ASX Small Resources Index and 50% if the share price improvement is in the second quartile of the ASX Small Resources Index. There is no award for share price improvement in the lower half of the ASX Small Resources Index.

The granting of the Shares is subject to Shareholders approving Resolution 7. Subject to receipt of Shareholder approval, the Board intends to grant the Shares at the first Board meeting following the Meeting.

ASX Listing Rule 10.14 requires that an entity must not permit a Director or an associate of a Director to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition.

The following information is provided to Shareholders for the purposes of Listing Rule 10.15A:

- (a) the Shares will be issued to Mr Drown or an associate of Mr Drown nominated by him;
- (b) the maximum number of Shares to be issued to Mr Drown is 4,500,000;
- (c) the Shares will be issued based upon the current market price at the date of issue;
- (d) No person referred to in Listing Rule 10.14 has received any Shares under the Loan Funded Share Plan to date;
- (e) the persons referred to in Listing Rule 10.14 entitled to participate in the Loan Funded Share Plan are Mr Christopher Drown and Mr Nicholas Harding;
- (f) an interest-free loan equivalent to the total value of the Shares at the date of issue will be granted to Mr Drown;
- (g) details of any securities issued under the Loan Funded Employee Share Plan will be published in each Annual Report of the Company in accordance with the requirements of the Corporations Act and relevant Accounting Standards relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under Listing Rule 10.14;
- (h) any additional persons specified in Listing Rule 10.14 who become entitled to participate in the Loan Funded Share Plan after Resolution 7 is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14;
- (i) the Shares to be issued will be issued not later than 1 month after the date of this Meeting; and
- (j) a voting exclusion statement has been included in the Notice of Meeting.

Director's Recommendation

The Directors (other than Mr Drown) recommend that Shareholders vote in favour of Resolution 8. The Chair intends to vote undirected proxies in favour of Resolution 8.

**RESOLUTION 9 – APPROVAL OF ISSUE OF SECURITIES TO EXECUTIVE DIRECTOR
– MR NICHOLAS HARDING**

The Company's remuneration policy is to ensure that remuneration is competitive in attracting, motivating and retaining employees of high calibre and properly reflects the duties and responsibilities of each relevant employee. Consequently, Shareholder approval is being sought for the proposed issue of 2,500,000 Shares to Mr Nicholas Harding, as Executive Director, pursuant to his participation in the Loan Funded Share Plan for the year calendar year ending 31 December 2016.

The remuneration structure used by the Company to achieve these objectives includes the combination of fixed annual remuneration and performance related remuneration (including participation in the Loan Funded Share Plan, which is offered to employees who are able to influence the generation of shareholder wealth and therefore have a direct impact on the Company's performance).

To achieve the objectives of sustainable performance, subject to Shareholders approving Resolution 9, up to 2,500,000 Shares in the capital of the Company will be issued to Mr Harding, 60% of which will be based upon performance against a number of personal KPIs as set by the Board and 40% based on the Company's Share price performance against a peer group relative share price performance during the calendar year 2016.

In measuring the Company's share price performance, the improvement must be positive over the course of the year with 100% of the Company performance Shares component awarded if the share price improvement is in the top quartile of the ASX Small Resources Index and 50% if the share price improvement is in the second quartile of the ASX Small Resources Index. There is no award for share price improvement in the lower half of the ASX Small Resources Index.

The granting of the Shares is subject to Shareholders approving Resolution 7. Subject to receipt of Shareholder approval, the Board intends to grant the Shares at the first Board meeting following the Meeting.

ASX Listing Rule 10.14 requires that an entity must not permit a Director or an associate of a Director to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition.

The following information is provided to Shareholders for the purposes of Listing Rule 10.15A:

- (a) the Shares will be issued to Mr Harding or an associate of Mr Harding nominated by him;
- (b) the maximum number of Shares to be issued to Mr Harding is 2,500,000;
- (c) the Shares will be issued based upon the current market price at the date of issue;
- (d) No person referred to in Listing Rule 10.14 has received any Shares under the Loan Funded Share Plan to date;
- (e) the persons referred to in Listing Rule 10.14 entitled to participate in the Loan Funded Share Plan are Mr Christopher Drown and Mr Nicholas Harding;
- (f) an interest-free loan equivalent to the total value of the Shares at the date of issue will be granted to Mr Harding;
- (g) details of any securities issued under the Loan Funded Share Plan will be published in each Annual Report of the Company in accordance with the requirements of the Corporations Act and relevant Accounting Standards relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under Listing Rule 10.14;
- (h) any additional persons specified in Listing Rule 10.14 who become entitled to participate in the Loan Funded Employee Share Plan after Resolution 7 is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14;
- (i) the shares to be issued will be issued not later than 1 month after the date of this Meeting; and
- (j) a voting exclusion statement has been included in the Notice of Meeting.

Directors' Recommendation

The Directors (other than Mr Harding) recommend that Shareholders vote in favour of Resolution 9. The Chair intends to vote undirected proxies in favour of Resolution 9.

SPECIAL RESOLUTION 10 – APPROVAL OF 10% PLACEMENT FACILITY

Background to Resolution 10

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share 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 ASX Listing Rule 7.1. An eligible entity for the purposes of ASX 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's market capitalisation as at 27 October 2015 was \$7.7 million (350,922,352 issued shares at \$0.022 opening price per share). Further, the Company is not included in the S&P/ASX 300 Index, and is therefore an eligible entity for the purposes of ASX Listing Rule 7.1A.

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 to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. It is the Company's intention that funds received under the 10% Placement Facility will primarily be used to undertake further exploration activities within the Drummond Project in Northern Queensland and the Eyre Peninsula Project in South Australia. Funds raised under the 10% Placement Facility may also be used to supplement the Company's working capital requirements and undertake further transactions to acquire new assets or investments should the Directors determine this to be in the best interests of the Company. Consequently, the Directors have resolved to seek Shareholder approval for the 10% Placement Facility, for the 12 month period from the date of this Meeting.

Description of 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.

The Company, as at the date of this Notice, has on issue three classes of Equity Securities being Listed Shares, Listed Options and Performance Rights.

(c) Formula for calculating 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 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (1) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (2) plus the number of partly paid shares that became fully paid in the 12 months;
- (3) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;
- (4) less the number of fully paid 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.

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 350,922,352 Shares and therefore has a capacity to issue:

- (1) 52,638,352 Equity Securities under Listing Rule 7.1; and
- (2) subject to Shareholder approval being obtained under Resolution 10, 35,092,235 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.

Minimum Issue Price

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

- (1) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (2) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (1) above, the date on which the Equity Securities are issued.

The Company may also issue Equity Securities under the 10% Placement Facility as consideration for the acquisition of a new asset, in which case the Company will release to the market a valuation of those Equity Securities that demonstrates that the issue price of the securities complies with the rule above. Since it is not known at this time if any securities will be issued during the 12 month period under the 10% Placement Facility, it is not possible to definitively state the minimum issue price, except to confirm that the issue price will be calculated in accordance with the above formula.

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:

- (1) the date that is 12 months after the Annual General Meeting at which the approval is obtained; or
 - (2) 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**).

Listing Rule 7.1A

The effect of Resolution 10 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 placement capacity under Listing Rule 7.1.

Resolution 10 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).

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 VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (1) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (2) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (1) above, the date on which the Equity Securities are issued.
- (b) if Resolution 10 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, existing Shareholders may be subject to both economic and voting power dilution. There is a risk that:

- (1) 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;
- (2) 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; and
- (3) the Equity Securities are issued as part of consideration for the acquisition of a new asset, in which case, no funds will be raised by the issue of the Equity Securities.

The table below 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:

- (1) 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. 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 script issued under a takeover) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (2) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.011 50% decrease in issue price	\$0.022 Issue price	\$0.044 100% increase in issue price
Current Variable A 350,922,352 Shares	10% voting dilution	35,092,235 Shares	35,092,235 Shares	35,092,235 Shares
	Funds raised	\$386,015	\$772,029	\$1,544,058
50% increase in current Variable A 526,383,528 Shares	10% voting dilution	52,638,353 Shares	52,638,353 Shares	52,638,353 Shares
	Funds raised	\$579,022	\$1,158,044	\$2,316,088
100% increase in current Variable A 701,844,704 Shares	10% voting dilution	70,184,470 Shares	70,184,470 Shares	70,184,470 Shares
	Funds raised	\$772,029	\$1,544,058	\$3,088,117

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. no Unlisted Options (including any Unlisted Options issued under the 10% Placement Facility) or Performance Rights are exercised into Shares before the date of the issue of the Equity Securities;
 - 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 issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1. Dilution experienced by Shareholders may be greater if issues have been made utilising the capacity in Listing Rule 7.1 as well;
 - vi. the issue of Equity Securities under the 10% Placement Facility consists only of Shares;
 - vii. the issue price is \$0.022, being the opening price of the Shares on ASX on 27 October 2015.
- (c) the Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 10 for the issue of 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 (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 new resources, assets and investments. 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 an acquisition of new assets or investments (including expenses associated with such acquisitions or investments), 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.

- (e) 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 of raising funds that are available to the Company, including but not limited to, rights issue or other issue 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 advisers (if applicable).

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.

Further, if the Company acquires new assets, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets.

If Resolution 10 is approved by Shareholders, the Company may issue Equity Securities under the 10% Placement Facility during the Placement Period as and when the circumstances of the Company require.

- (f) the Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2014 Annual General Meeting. The following Equity Securities have been issued during the preceding 12 months:

Number Issued	Class of Security	Issued to	Price	Consideration	Comment
782,500	Ordinary Shares	Non-Executive Directors	\$0.03	\$23,475	Take up of additional shares under the Rights Issue
391,250	Listed Options	Non-Executive Directors	Nil	Nil	Free attaching 5c option associated with terms of Rights Issue
100,000	Ordinary Shares	Non-Executive Directors	\$0.03	Nil	Part payment of December 2014 director fees
750,000	Performance Rights	Managing Director	Nil	\$18,677 as per Black Scholes valuation	Issue of Performance Rights under the Company's Performance Rights Plan
27,217	Ordinary Shares	Certain ADN shareholders	\$0.05	\$1,361	Exercise of listed options and subsequent issue of shares
825,000	Ordinary Shares	Qualifying ADN employees and contractors	Nil	Nil	Vesting of Performance Rights
5,033	Ordinary Shares	Certain ADN shareholders	\$0.05	\$252	Exercise of listed options and subsequent issue of shares
33,600,000	Ordinary Shares	ADN Shareholder	\$0.03	\$1,008,000	Part placement of Shortfall to Rights Issue
16,800,000	Listed Options	ADN Shareholder	Nil	Nil	Free attaching 5c option associated with terms of Rights Issue
46,376,667	Ordinary Shares	ADN Shareholder and professional and sophisticated investors	\$0.02	\$921,833	Underwritten SPP and Top-Up Placement

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- (g) a total of \$1,954,921 cash has been received through the issue of Equity Securities in the preceding 12 months since the 2014 Annual General Meeting. Over that time approximately \$1.92 million has been spent on exploration activities and \$0.91 million on administration and corporate overheads. The remaining proceeds available, in addition to the opening cash position at the time of the 2014 AGM will predominantly be used to undertake further exploration field activities at the Company's Drummond and Eyre Peninsula projects in addition to meeting ongoing corporate overheads.
- (h) a total of 81,716,417 Ordinary Shares, 17,191,250 Listed Options and 750,000 Performance Rights have been issued in the 12 months preceding the date of the 2015 Annual General Meeting which represents 34.3% of the total number of Equity Securities on issue at the time of the previous Annual General Meeting.
- (i) a voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not formed any specific intention to issue any additional Shares or other securities, and has not approached any particular existing Shareholder or any other person with a view to participating in the issue of the Equity Securities. In these circumstances (and in accordance with Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that a person will participate in the proposed issue. Therefore, no existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Meeting.

Directors' Recommendation

Resolution 10 is a special Resolution. For a special Resolution to be passed, at least 75% of the votes cast by Shareholders entitled to vote on Resolution 10 must be in favour of this Resolution.

The Board considers that the approval of the issue of the 10% Placement Facility described above is beneficial for the Company as it provides the Company with the flexibility to issue up to the maximum number of securities permitted under Listing Rule 7.1A in the next 12 months (without further Shareholder approval), should it be required. At the date of this Notice, the Company has no plans to use the Placement Facility should it be approved.

Accordingly, the Directors unanimously recommend that Shareholders vote in favour of special Resolution 10 to provide the Company with additional capacity to issue securities. The Chair intends to vote all undirected proxies in favour of Resolution 10.

GLOSSARY

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

"**ASX**" means ASX Limited ACN 008 624 691 or the securities exchange operated by ASX Limited (as the context requires);

"**Board**" means the Board of Directors from time to time.

"**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 dependant of the member or of 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 dealings with the Company; or
- (e) a company that the member controls.

"**Company**" means Adelaide Resources Limited (ACN 061 503 375).

"**Constitution**" means the constitution of the Company from time to time.

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

"**Directors**" means the Directors of the Company from time to time and "Director" means any one of them.

"**Equity Securities**" has the meaning given to that term in the Listing Rules.

"**Explanatory Memorandum**" means this explanatory memorandum.

"**Key Management Personnel**" means those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any Director (whether executive or otherwise).

"**Listing Rules**" means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

"**Meeting**" has the meaning given in the introductory paragraph of the Explanatory Memorandum.

"**Option**" means an option to subscribe for one fully paid ordinary share in the capital of the Company.

"**Related party**" has the meaning given to that term in Section 228 of the Corporations Act.

"**Resolution**" means a resolution contained in this Notice of Meeting.

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

"**Shareholder**" means a holder of Shares in the Company.

"**Trading Day**" means a day determined by ASX to be a trading day in accordance with the Listing Rules.

"**VWAP**" means Volume Weighted Average Price of the Company's ASX-listed Shares trading under the code ADN.



Adelaide Resources Limited

ABN 75 061 503 375

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

Proxy Form

	Vote and view the annual report online	
<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.		
Your access information that you will need to vote:		
Control Number:		
SRN/HIN:		
PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.		

For your vote to be effective it must be received by 11:00am (Adelaide Time) Saturday 28 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** →

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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Adelaide 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 Adelaide Resources Limited to be held at The Science Exchange, 55 Exchange Place, Adelaide SA 5000 on Monday, 30 November 2015 at 11:00am (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 **Items 1, 6, 7, 8 & 9** (except where I/we have indicated a different voting intention below) even though **Items 1, 6, 7, 8 & 9** are 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 **Items 1, 6, 7, 8 & 9** 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		For	Against	Abstain
1. Adoption of the Remuneration Report for the year ended 30 June 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Approval of issue of securities to Executive Director – Mr Christopher Drown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Colin Jackson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Approval of issue of securities to Executive Director – Mr Nicholas Harding	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Mr Nicholas Harding as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Mr Jonathan Buckley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

SPECIAL BUSINESS

	For	Against	Abstain
5. Approval to refresh capacity to issue new shares under ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of issue of securities to Executive Director - Mr Nicholas Harding	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of Loan Funded Employee Share Plan	<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 / / _____