

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the thirty third Annual General Meeting of Shareholders of Austpac Resources N.L. will be held at the **Royal Exchange, 1 Gresham Street, Sydney, on Thursday, 24th November 2016 at 4:30pm.**

BUSINESS

- 1. Financial Statements, Report of the Directors, Remuneration Report and Report of the Auditors**
To receive and consider the Statements of Comprehensive Income, Statement of Changes in Equity, Statements of Financial Position, Statements of Cash Flows, Report of the Directors, Remuneration Report and Report of the Auditors for the year ended 30 June 2016.
- 2. Election of Directors**
In accordance with Article 41, Mr Robert Harrison retires and being eligible offers himself for re-election.
2.1 To resolve that Mr Robert Harrison be elected a Director.
- 3.** To transact any other business which may be brought before the meeting in accordance with the Articles of the Company.

BY ORDER OF THE BOARD

N.J. Gaston
Secretary
20 October 2016

ADDITIONAL

INFORMATION – VOTING EXCLUSIONS

In accordance with the Corporations Act, any votes will be disregarded made by or on behalf of any person who is disclosed in the Remuneration Report (appearing in Resolution 1) as a member of the key management personnel including any Director or a closely related party of any key management personnel, in relation to the proposed Resolution 1.

However, a vote will not be disregarded if:

- It is cast by a person as proxy for a person who is permitted to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is permitted to vote, in accordance with a direction on the proxy form to vote as the proxy decides;

Definitions:

- (a) “Key management personnel” are people having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, and includes Directors.
- (b) “Closely related parties” includes certain family members and dependents of key management personnel and companies they control.

A shareholder entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote instead of the member. A proxy need not be a member of the Company. Where two proxies are appointed, each proxy must be appointed to represent a specific portion of the member's voting rights. Proxy forms must be received by the Company at the principal office at least 48 hours before the time for the holding of the meeting.