
ABM RESOURCES NL

ACN 009 127 020

NOTICE OF GENERAL MEETING

TIME: 2 pm (WST)

DATE: 18 April 2016

PLACE: BDO Audit (WA) Pty Ltd
38 Station Street
Subiaco, Western Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9423 9777.

CONTENTS PAGE

Business of the Meeting (setting out the proposed Resolutions)	2
Explanatory Statement (explaining the proposed Resolutions)	4
Glossary	6
Certificate of Appointment of Corporate Representative	7

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2 pm (WST) on 18 April 2016 at:

BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco, Western Australia.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 2 pm (WST) on 16 April 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

VOTING IN PERSON

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

VOTING BY PROXY

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

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

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

The Proxy Form (and any power of attorney under which it is signed) must be received at the address set out below not later than 2 pm (WST) on 16 April 2016 (being not less than 48 hours before the commencement of the General Meeting). Any Proxy Forms received after that time will not be valid for the General Meeting.

By mail: ABM Resources NL
C/- Security Transfer Registrars Pty Ltd
PO BOX 535
APPLECROSS WA 6953

By fax: ABM Resources NL
C/- Security Transfer Registrars Pty Ltd
+61 8 9315 2233

By email: registrar@securitytransfer.com.au

BUSINESS OF THE MEETING

AGENDA

ORDINARY BUSINESS

1. RESOLUTION 1 – APPOINTMENT OF MR BRETT SMITH AS A DIRECTOR

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

“That, Mr Brett Smith, having consented to act, be appointed as a director of the Company with effect from closure of the meeting.”

The Directors (Mr Ferguson excluded) are against the appointment of Mr Brett Smith as a director of the Company and recommend that Shareholders vote against Resolution 1.

2. RESOLUTION 2 – APPOINTMENT OF MR MYLES CAMPION AS A DIRECTOR

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

“That, Mr Myles Campion, having consented to act, be appointed as a director of the Company with effect from closure of the meeting.”

The Directors (Mr Ferguson excluded) are against the appointment of Mr Myles Campion as a director of the Company and recommend that Shareholders vote against Resolution 2.

3. RESOLUTION 3 – REMOVAL OF DR HELEN GARNETT AS A DIRECTOR

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

“That, subject to the passing of both Resolution 1 and Resolution 2, Dr Helen Garnett be removed as a director of the Company with effect from closure of the meeting.”

The Directors (Mr Ferguson excluded and Dr Garnett abstaining) are against the removal of Dr Helen Garnett as a Director and recommend that Shareholders vote against Resolution 3.

4. RESOLUTION 4 – REMOVAL OF MR RICHARD PROCTER AS A DIRECTOR

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

"That, subject to the passing of both Resolution 1 and Resolution 2, Mr Richard Procter be removed as a director of the Company with effect from closure of the meeting."

The Directors (Mr Ferguson excluded and Mr Procter abstaining) are against the removal of Mr Richard Procter as a Director and recommend that Shareholders vote against Resolution 4.

**DATED: 8 MARCH 2016
BY ORDER OF THE BOARD**



**JUTTA ZIMMERMANN
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions. The Directors also recommend Shareholders read the instructions on the proxy form in full if they intend to vote by proxy.

1. RESOLUTION 1 TO RESOLUTION 4 – BACKGROUND

On 18 February 2016 the Company received a request to call and arrange to hold a general meeting of Shareholders pursuant to section 249D of the Corporations Act to consider each of Resolutions 1 to 4 set out in this Notice of Meeting (“Requisition Notice”) from PNB Paribas Nominees Pty Ltd (“Requesting Shareholder”). At the date of this Notice, the Requesting Shareholder holds 51,412,949 Shares, which represents 14.99% of the Company’s share capital. The Requesting Shareholder holds a majority of its Shares as nominee for APAC Resources Limited. Mr Andrew Ferguson, a non-executive Director, is also a director of APAC Resources Limited.

If all of Resolutions 1 to 4 set out in this Notice are passed, the Requesting Shareholder will have appointed a majority of the directors of the Company. The Directors (Mr Ferguson excluded) do not consider it appropriate that the Requesting Shareholder determines the composition of the Board, particularly as it holds less than 15% of Shares at the date of this Notice and already has a nominee Director in Mr Andrew Ferguson. As such, the Directors (Mr Ferguson excluded) are against all of Resolutions 1 to 4 in this Notice of Meeting.

2. RESOLUTION 1 – APPOINTMENT OF MR BRETT SMITH AS A DIRECTOR

The Chair intends to vote all undirected proxies against Resolution 1.

2.1 Directors’ Recommendation

For the reasons set out above, the Directors (Mr Ferguson excluded) are against the appointment of Mr Brett Smith as a director of the Company and recommend that Shareholders vote against Resolution 1.

3. RESOLUTION 2 – APPOINTMENT OF MR MYLES CAMPION AS A DIRECTOR

The Chair intends to vote all undirected proxies against Resolution 2.

3.1 Directors’ Recommendation

For the reasons set out above, the Directors (Mr Ferguson excluded) are against the appointment of Mr Myles Campion as a director of the Company and recommend that Shareholders vote against Resolution 2.

4. RESOLUTION 3 – REMOVAL OF DR HELEN GARNETT AS A DIRECTOR

4.1 Background

Dr Helen Garnett was appointed as a non-executive Director on 13 October 2014.

Dr Helen Garnett is an accomplished director and leader. Dr Garnett is currently the chair of Delta Electricity, chair of the Australian Centre for Plant Functional Genomics, a non-executive director of Carbon Energy Limited (ASX: CNX) and , a non-executive director of Sugar Research Australia and of the Grains Research and Development Corporation. Dr Garnett was formerly a director of Energy Resources of Australia (ASX:ERA) 2005-2015, Chief Executive of Ansto (1993-2003) and Vice Chancellor of Charles Darwin University (2003-2008). Dr Garnett is a Fellow of the Australian Institute of Company Directors and of the Australian Academy of Technological Sciences and Engineering.

Dr Helen Garnett is chair of the Group's Audit, Risk and Sustainability Committee and a member of the Remuneration and Nomination Committee.

The Chair intends to vote all undirected proxies against Resolution 3.

4.2 Directors' Recommendation

For the reasons set out above, the Directors (Mr Ferguson excluded and Dr Garnett abstaining) are against the removal of Dr Helen Garnett as a Director and recommend that Shareholders vote against Resolution 3.

5. RESOLUTION 4 – REMOVAL OF MR RICHARD PROCTER AS A DIRECTOR

5.1 Background

Mr Richard Procter was appointed as non-executive Director of the Company on 13 October 2014 and Chair of the Company on 8 March 2016.

Mr Richard Procter is a mining engineer with over 35 years of international mining industry experience, encompassing roles in the corporate, operations, contracting and mine development areas. Mr Procter has held senior industry positions that have demonstrated leadership and management capability of base and precious metal mining companies; development of definitive/bankable feasibility studies and their conversion into mining operations; and managing teams undertaking mining asset evaluations and valuations, including technical and operational audits. Mr Procter is a former executive director of Linq Resources Fund, former managing director of Avocet Gold Ltd, former chairman of Minrex Resources NL (ASX: MRR) and is currently the chairman of Millennium Minerals Ltd (ASX: MOY).

Mr Richard Procter is a member of the Audit, Risk and Sustainability Committee and Chair of the Remuneration and Nomination Committee.

The Chair intends to vote all undirected proxies against Resolution 4.

5.2 Directors' Recommendation

For the reasons set out above, the Directors (Mr Ferguson excluded and Mr Procter abstaining) are against the removal of Mr Richard Procter as a Director and recommend that Shareholders vote against Resolution 4.

GLOSSARY

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

ASX means ASX Limited.

Associate has the same meaning as defined in Section 11 and Sections 13 to 17 of the Corporations Act.

Board means the current board of Directors of the Company.

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

Company means ABM Resources NL (ACN 009 127 020).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Group means the Company and its subsidiaries.

Listing Rules means the listing rules of ASX.

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

Proxy Form means the proxy form accompanying the Notice.

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

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

Shareholder means a holder of a Share.

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

Certificate of Appointment of Corporate Representative

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (Company),
Insert name of shareholder company

The Company has appointed:

.....
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of ABM Resources NL to be held on 18 April 2016 and at any adjournments of that meeting/all meetings of the members of ABM Resources NL.

DATED 2016

Please sign here

Executed by the Company)
in accordance with its constituent)
documents)

.....
Director

.....
Director/Secretary

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Signature of authorised representative

Instructions for Completion

1. Insert name of appointor company and the name or position of the appointee (e.g. "John Smith" or "each director of the company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (e.g. director) of each company officer who signs this Certificate on behalf of the company.
4. Insert the date of execution where indicated.
5. Send or deliver the Certificate to ABM Resources NL's registered office at Level 1, 141 Broadway Nedlands WA 6009 or fax the Certificate to the registered office at 08 9423 9733 or email to admin@abmresources.com.au; or
6. Produce to the Company Secretary or a Director prior to admission at the General Meeting .

+

ABM RESOURCES NL

ACN: 009 127 020

REGISTERED OFFICE:

LEVEL 1
141 BROADWAY
NEDLANDS WA 6009

+

«EFT_REFERENCE_NUMBER»

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

ABU

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote, or abstain from voting, 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 General Meeting of the Company to be held at 2:00pm WST on Monday 18 April 2016 at BDO Audit (WA) Pty Ltd, 38 Station Street, Subiaco Western Australia and at any adjournment or postponement of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies AGAINST all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. APPOINTMENT OF MR BRETT SMITH AS A DIRECTOR
2. APPOINTMENT OF MR MYLES CAMPION AS A DIRECTOR
3. REMOVAL OF DR HELEN GARNETT AS A DIRECTOR
4. REMOVAL OF MR RICHARD PROCTER AS A DIRECTOR

For Against Abstain*

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 2:00pm WST on Saturday 16 April 2016.

+ ABUPX2180416

1

2

ABU

ABUPX2180416

+



My/Our contact details in case of enquiries are:

Name:

Number:

 ()

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Registrars Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 535 Applecross WA 6953 AUSTRALIA
Street Address	Alexandrea House Suite 1, 770 Canning Highway Applecross WA 6153 AUSTRALIA
Telephone	+61 8 9315 2333
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

