



# METEORIC RESOURCES

**METEORIC RESOURCES NL**  
**ABN 64 107 985 651**

## **NOTICE OF ANNUAL GENERAL MEETING**

**AND**

**EXPLANATORY MEMORANDUM**

**AND**

**PROXY FORM**

**Date of Meeting**

Friday, 22 November 2013

**Time of Meeting**

10.30 am

**Place of Meeting**

Ground Floor  
22 Delhi Street  
WEST PERTH WA 6005

*This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*The **2013 Annual Report** may be viewed on the Company's website at [www.meteoric.com.au](http://www.meteoric.com.au)*

**METEORIC RESOURCES NL**  
**ABN 64 107 985 651**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Shareholders of Meteoric Resources NL (**Company**) will be held at Ground Floor, 22 Delhi Street, West Perth, Western Australia on Friday, 22 November 2013 at 10.30 am (WST) (**Meeting**) for the purpose of transacting the following business.

**2013 Financial Statements**

To receive the financial statements of the Company for the year ended 30 June 2013, consisting of the annual financial report, the directors' report and the auditor's report.

**Resolution 1 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass, with or without amendment, the following **advisory only resolution**:

*"That, for the purposes of Section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company's 2013 Annual Report be and is hereby adopted."*

**Voting Prohibition:** A vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Key Management Personnel or a Closely Related Party of such a member. However, such a person may cast a vote on the Resolution if the vote is not cast on behalf of such a person and the person:

- (a) is appointed as a proxy by writing that specifies the way the proxy is to vote; or
- (b) is the Chair of the meeting and the appointment of the Chair as proxy 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.

A vote cast in contravention of this prohibition will be taken not to have been cast.

**Resolution 2 – Re-election of Peter Sisley Thomas as a Director**

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

*"That Peter Sisley Thomas, having retired as a Director of the Company in accordance with the Company's Constitution and, being eligible, having offered himself for re-election, is re-elected a Director of the Company."*

**Resolution 3 – Ratification of Issue of Shares**

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

"That, for the purpose of Listing Rule 7.4 of the Listing Rules of the ASX and for all other purposes, the Company approves and ratifies the issue of 12,500,000 Shares to persons and on the terms set out in the Explanatory Memorandum accompanying this Notice."

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 3 by persons who participated in the issue and any Associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled 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 entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**Resolution 4 – Grant of Underwriter Options to CPS Capital Group Pty Ltd and/or its nominee/s**

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

"That, for the purpose of Listing Rule 7.1 of the Listing Rules of the ASX and for all other purposes, the Company approves and authorises the grant of up to 5,000,000 Underwriter Options at an exercise price of 4.5 cents per Option and an expiry date of 31 January 2017 to CPS Capital Group Pty Ltd (as underwriter of the Entitlement Offer) and/or its nominee/s, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

**Voting Exclusion:** The Company will disregard any votes cast on Resolution 4 by any person who may participate in the issue and any Associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled 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 entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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

*For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding Shares at 5.00 pm (WST) time on Wednesday 20 November 2013 will be entitled to attend and vote at the AGM.*

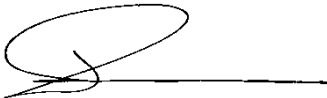
*Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Memorandum.*

A Proxy Form is attached.

To be valid, properly completed Proxy Forms must be received by the Company no later than 10.30 am (WST) on Wednesday 20 November 2013:

- by post to:  
Security Transfer Registrars Pty Ltd  
PO Box 535  
Applecross, WA 6953
  - by facsimile on +61 8 9315 2233
- by delivery to:  
Security Transfer Registrars Pty Ltd  
Alexandrea House, Suite 1  
770 Canning Highway  
Applecross, WA 6153
- by email to [registrar@securitytransfer.com.au](mailto:registrar@securitytransfer.com.au)

By order of the Board.



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**Rudolf Tieleman**  
**Company Secretary**  
Date: 18 October 2013

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## PROXIES

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

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

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

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

## ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding Shares at 5.00 pm Perth time on Wednesday 20 November 2013 will be entitled to attend and vote at the AGM.

## CORPORATIONS

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

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## EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the Shareholders of Meteoric Resources NL ABN 64 107 985 651 (**Company**) in connection with the business to be conducted at the Annual General Meeting of the Company to be held at Ground Floor, 22 Delhi Street, West Perth, Western Australia, on Friday 22 November 2013 commencing at 10.30 am (WST).

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

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

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

At the AGM, Shareholders will be asked to consider Resolutions to:

- adopt the Remuneration Report;
- re-elect Mr Peter Sisley Thomas as a Director, who retires by rotation in accordance with the Company's Constitution;
- ratify the issue of Shares; and
- grant Underwriter Options to CPS Capital Group Pty Ltd and/or its nominee/s.

### Financial and Other Reports

As required by Section 317 of the Corporations Act, the financial statements for the year ended 30 June 2013 and the accompanying directors' report and auditor's report will be laid before the meeting.

Neither the Corporations Act, nor the Company's Constitution requires a vote on the reports. However, the Shareholders will have an opportunity to ask questions about the reports at the AGM.

### Resolution 1 – Remuneration Report

#### 1.1 Introduction

As required by the Corporations Act, the Board has presented the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The Remuneration Report contains:

- information about the Board's policy for determining the nature and amount of remuneration of the Directors and senior executives of the Company;
- a description of the relationship between the Company's remuneration policy and the Company's performance;
- a summary of performance conditions for each of the Directors and senior executives, including a summary of why they were chosen and how performance is measured against them; and
- remuneration details for each Director and for each of the Company's specified executives.

The Remuneration Report, which is part of the Annual Report, has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the Annual Report are available on the Company's web site [www.meteoric.com.au](http://www.meteoric.com.au).

#### 1.2 Voting on the Remuneration Report

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any persons falling within either of the following classes:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that directs how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy:
  - (i) does not specify the way the proxy is to vote on Resolution 1; and

- (ii) expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of the key management personnel.

The Chairman will cast available proxies in favour of Resolution 1.

## **Resolution 2 – Re-election of Peter Sisley Thomas as a Director**

### **2.1 Introduction**

Mr Peter Sisley Thomas was appointed as a founding Director on 13 February 2004 when the Company was incorporated.

In accordance with Listing Rule 14.4, no director of the Company may hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever period is longer. The Company's Constitution also requires that one third of the Company's directors must retire at each AGM. Accordingly, Mr Thomas will retire by rotation and, being eligible, offers himself for re-election.

Resolution 2 is an ordinary resolution, requiring a simple majority of eligible votes cast by the Shareholders if it is to be passed.

### **2.2 Director's Biography**

Mr Thomas was a practising solicitor from 1980 until June 2011, specialising in the provision of corporate and commercial advice to explorers and miners. Since the mid-1980s, he has served on the boards of various listed companies. He is non-executive director of this company, Meteoric Resources NL (since the company was incorporated 13 February 2004). He is also non-executive chairman of Image Resources NL (since 19 April 2002), Emu NL (since the company was incorporated on 29 August 2007) and Middle Island Resources Limited (since 2 March 2010), each of which is ASX listed. He was founding non-executive chairman of Magnetic Resources NL, a position he held until he resigned in July 2013.

### **2.3 Directors' Recommendation**

All the Directors except Mr Thomas recommend that Shareholders vote in favour of Resolution 2.

## **Resolution 3 – Ratification of Issue of Shares**

### **3.1 General**

The Company issued 1,000,000 Shares on 2 July 2013 at an issue price of \$0.023 and 11,500,000 Shares on 12 September 2013 at an issue price of \$0.0275 per Share under its 15% placement capacity and now seeks, pursuant to Resolution 3 of the Notice, to ratify the issue of those Shares.

Resolution 3 is proposed for the purposes of ASX Listing Rule 7.4 which provides that shareholders may ratify the issue of securities made without their prior approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such a ratification is to refresh the company's maximum discretionary power to issue further shares up to 15% of its' issued capital in circumstances contemplated by that Listing Rule.

The Company confirms that the issue of the Shares the subject of Resolution 3 did not breach ASX Listing Rule 7.1.

### **3.2 Listing Rules Notice Requirements**

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

- (a) 12,500,000 Shares were allotted and issued by the Company;
- (b) the issue price per Share was \$0.023 in respect of 1,000,000 Shares and \$0.0275 in respect of 11,500,000 Shares;
- (c) the Shares allotted were fully paid ordinary shares which rank equally with all other fully paid ordinary shares on issue;
- (d) 1,000,000 Shares were allotted issued pursuant to an agreement dated 16 June 2010 to acquire the remaining interest in a mineral tenement and 11,500,000 Shares were allotted as a private placement to sophisticated, professional and experienced investors who are not related parties of the Company; and
- (e) the funds raised have been applied towards general working capital.

### **3.3 Directors' Recommendation**

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

## **Resolution 4 – Grant of Underwriter Options**

### **4.1 Background**

On 29 August 2013, the Company announced its intention to undertake a capital raising. The Company is seeking to raise approximately \$422,275 (before costs and expenses), by way of a fully underwritten pro rata non-renounceable entitlement issue of 15,639,824 New Shares at 2.7 cents each to existing and eligible Shareholders with an offer ratio of 1 New Share for every 8 Shares held on the record date (**Entitlement Offer**).

The funds raised through the Entitlement Offer will be used to fund expenses of the Entitlement Offer, ongoing review, evaluation, exploration programs on existing projects (both local and overseas), due diligence on possible acquisitions and additional working capital.

The Entitlement Offer is fully underwritten by CPS Capital Group Pty Ltd ACN 088 055 636 (**Underwriter**) pursuant to an underwriting agreement between the Underwriter and the Company dated 9 October 2013 (**Underwriting Agreement**). In consideration of the services to be provided by the Underwriter, the Company has agreed, upon the successful completion of the Entitlement Offer, to (among other things):

- pay a management fee equal to 1% and an underwriting fee of 5% of the total amount underwritten by the Underwriter; and
- grant 5,000,000 Options to the Underwriter or its nominee/s (**Underwriter Options**), subject to shareholder approval and to all of the underwritten amount being received.

The Underwriting Agreement allows the Underwriter to appoint sub-underwriters who may be paid sub-underwriting fees and selling fees to third parties out of the underwriting fees.

All Underwriter Options will be issued at an exercise price of 4.5 cents per Option, will have an expiry date of 31 January 2017 and will not be quoted on the ASX. The full terms and conditions of the Options are set out in Schedule 1 to the Explanatory Memorandum.

As the Company has already issued substantially all of the shares authorised to be issued under its 15% placement capacity, the issue of the Underwriter Options requires Shareholder approval.

Should these “out of the money” Options be exercised on or before their expiry date, the Company would receive additional funds of approximately \$225,000.

### **4.2 General**

Resolution 4 seeks Shareholder approval for the grant of the Underwriter Options to the Underwriter (CPS Capital Group Pty Ltd), and/or its nominee/s, in part consideration for underwriting the Entitlement Offer in accordance with the Underwriting Agreement.

The Underwriter is not a Related Party of the Company.

### **4.3 Listing Rules Notice Requirements**

#### **Listing Rule 7.1**

A listed company may not issue securities in any 12 month period which, when aggregated with the number of other securities issues within that 12 month period, exceed 15% of the number of ordinary shares on issue at the beginning of the 12 month period, unless the issue falls within one of the nominated exceptions or the prior approval of members of the company in general meeting is obtained.

The grant of up to 5,000,000 Underwriter Options as contemplated under resolution 4 will exceed the 15% threshold set out in Listing Rule 7.1 and accordingly, the Company requires Shareholder approval for the purposes of this Listing Rule.

#### **Listing Rule 7.3**

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- (a) the maximum number of securities to be granted by the Company under Resolution 4 is 5,000,000 Options;
- (b) the Underwriter Options will be granted as soon as practicable after the Meeting, but in any event, no later than 3 months after the date of the Meeting and it is anticipated that they will be granted on one date rather than on a progressive basis;
- (c) the Underwriter Options will be granted for nil consideration, at an exercise price of 4.5 cents per Option and have an expiry date of 31 January 2017;

- (d) the Underwriter Options will be granted to the Underwriter (and/or its nominee/s), none of whom are a Related Party of the Company;
- (e) the Underwriter Options will be granted on the terms and conditions set out in Schedule 1; and
- (f) no funds are to be raised from the Underwriter Options.

The effect of Resolution 4 will be to allow the Company to issue the Underwriter Options during the period of 3 months after this Meeting without using the Company's 15% placement capacity.

## GLOSSARY

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

<b>10% Placement Facility</b>	has the meaning given in Section 3.1.
<b>10% Placement Period</b>	has the meaning given in Section 3.2.
<b>AGM</b>	means an Annual General Meeting
<b>Annual Report</b>	means the Directors' report, the annual financial report and auditors report in respect of the financial year ended 30 June 2013.
<b>Associate</b>	has the same meaning as defined in Section 11 and Sections 13 to 17 of the Corporations Act.
<b>ASX</b>	means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
<b>Board</b>	means the board of Directors of the Company.
<b>Closely Related Party</b>	has the same meaning as defined in Section 9 of the Corporations Act.
<b>Company</b>	means Meteoric Resources NL ABN 64 107 985 651.
<b>Constitution</b>	means the Company's constitution, as amended from time to time.
<b>Corporations Act</b>	means Corporations Act 2001 (Cth).
<b>Director</b>	means a director of the Company.
<b>Equity Securities</b>	has the same meaning as in the Listing Rules.
<b>Explanatory Memorandum</b>	means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Meeting</b>	has the meaning in the introductory paragraph of the Notice.
<b>Notice or Notice of Meeting</b>	means the Notice of Annual General Meeting accompanying this Explanatory Memorandum.
<b>Option</b>	means an option to acquire a Share in the Company.
<b>Proxy Form</b>	means the proxy form attached to this Notice.
<b>Remuneration Report</b>	means the remuneration report of the Company outlined in the Annual Report.
<b>Resolution</b>	means a resolution contained in the Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a share.
<b>Trading Day</b>	means a day determined by ASX to be a trading day in accordance with the Listing Rules.
<b>Underwriter</b>	means CPS Capital Group Pty Ltd ABN 736 088 05 636.
<b>Underwriting Agreement</b>	means the agreement entered into between the Company and the Underwriter whereby the Underwriter undertakes to underwrite the subscription of all the Underwritten Securities.
<b>Underwritten Securities</b>	means the Rights Shares to be issued to Eligible Shareholders pursuant to a Corporate Action being actioned by the Company and the Underwriter during the months of October and November 2013.
<b>WST</b>	means Australian Western Standard Time.



**SCHEDULE 1**  
**UNDERWRITER OPTIONS**  
**TERMS AND CONDITIONS OF THE OPTION TO ACQUIRE FULLY PAID ORDINARY SHARES IN**  
**METEORIC RESOURCES NL (the Company)**

Each Option entitles the holder to subscribe for and be issued with one fully paid ordinary share upon payment of an amount per Option of \$0.045 (the **Exercise Price**) and is otherwise granted upon and subject to the terms and conditions which follow:

- (i) the Option shall lapse at 5.00pm Western Standard Time on 31st January 2017 (the **Expiry Date**);
- (ii) the Option will remain unquoted on the ASX for the duration of its term;
- (iii) the Option shall be exercisable wholly or in part by notice in writing to the directors of the Company at any time until the Expiry Date together with payment of the Exercise Price per Option (in cleared funds);
- (iv) the Option will not be subject to any restrictions on transferability;
- (v) the Option will not entitle the holder (by reason of being the holder of the Option) to participate in new issues of capital which may be offered to shareholders during the currency of the Option;
- (vi) the Option confers on the right of the holder to exercise that Option prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Option, and will be granted a period of at least 9 business days before the date for determining entitlements to exercise that Option;
- (vii) the Company will issue a share within 5 business days of an Option being validly exercised;
- (viii) the share issued on the exercise of the Option will rank pari-passu with the then existing issued ordinary shares and the Company will apply for Official Quotation by ASX of the share within three business days after the date of issue;
- (ix) in the event of any reorganisation (including reconstruction, consolidation, subdivision, reduction or return) of the issued capital of the Company, the Option will be reorganised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged;
- (x) in the event of a bonus issue to the holders of Shares, the Share over which the Option is exercisable shall be increased by the number of Shares which the Holder would have received if the Option had been exercised before the record date for the bonus issue. The bonus issue must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the bonus issue and rank equally in all respects with other shares of that class at the date of issue of the bonus shares;
- (xi) other than as set out in (ix) above, the Option does not confer any of the rights set out in ASX Listing Rule 6.22.

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.

METEORIC RESOURCES NL

ABN: 64 107 985 651

REGISTERED OFFICE:
GROUND FLOOR
22 DELHI STREET
WEST PERTH WA 6005

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

Code: MEI

Holder Number:

SECTION A: Appointment of Proxy

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

Input box for Chairperson appointment

OR

Input box for name of person appointed

The meeting Chairperson
(mark with an "X")

The name of the person you are appointing
(if this person is someone other than the Chairperson of the meeting).

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 in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10.30am (WST) on Friday, 22 November 2013 on the Ground Floor, 22 Delhi Street, West Perth WA 6005 and at any adjournment of that meeting.

SECTION B: Voting Directions to your Proxy

Please mark "X" in the box to indicate your voting directions to your Proxy.

Table with 4 columns: Resolution, For, Against, Abstain\*. Rows include Remuneration Report, Re-election of Peter Sisley Thomas as a Director, Ratification of Issue of Shares, Grant of Underwriter Options.

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.

Input box for Chairperson appointment

If you wish to appoint the Chairperson as your proxy and you do not wish to direct the Chairperson how to vote on Resolution 1, please mark "X" in the box. By marking this box, you acknowledge that the Chairperson may exercise your proxy even if he has an interest in the outcome of Resolution 1 and votes cast by him/her other than as a proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1. The Chairperson of the Meeting intends to vote undirected proxies in favour of Resolution 1.

SECTION C: Please Sign Below

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

Signature lines for Individual or Security Holder, Security Holder 2, Security Holder 3 with titles: Sole Director and Sole Company Secretary, Director, Director / Company Secretary.

9849460561 Reference Number:

1

MEI 1

