



Anson Resources Ltd

ABN 46 136 636 005

**NOTICE OF ANNUAL GENERAL MEETING AND
EXPLANATORY STATEMENT**

**For the Annual General Meeting to be held on
Wednesday, 28th September 2016 at 10.00 (WST) at
Level 1, 8 Outram Street, West Perth WA 6005**

As this is an important document, please read it carefully.

**For those members who have elected to receive a printed copy of the Annual Report,
the 2016 Annual Report accompanies this Notice of Annual General Meeting.
The 2016 Annual Report is also available on the Company's website at www.ansonresources.com.**

*If you are unable to attend the Annual General Meeting, please complete
the proxy form enclosed and return it in accordance with the
instructions set out on that form.*

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of the Shareholders of Anson Resources Limited ("Anson" or the "Company") will be held at:

Level 1, 8 Outram Street, West Perth WA 6005

Commencing at 10.00am (WST) on Wednesday, 28th September 2016

How to Vote

You may vote by attending the Meeting in person, by proxy or corporate representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 10.00am (WST).

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- send the proxy by facsimile to (08) 9321 1627 (International: + 61 8 9321 1627); or
- deliver or mail the proxy to the Company's registered office at Level 1, 8 Outram Street, West Perth, WA 6005,

so it is received **not later than 10am (WST) on Monday, 26th September 2016**, being not later than 48 hours before the commencement of the Annual General Meeting. Any proxy received after that time will not be valid for the scheduled Annual General Meeting.

Your proxy form is enclosed.

Appointment of proxy

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder of the Company.
2. If you wish to appoint the Chairman of the Meeting as your proxy, mark the appropriate box on the proxy form. If you appoint the Chairman of the Meeting as your proxy, he or she can only cast your votes on Resolution 1 if you expressly authorise him to do so by marking the box on the proxy form. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy.
3. You are entitled to appoint up to two persons as proxies to attend the Annual General Meeting and vote on a poll. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company on +61 8 9226 0299 or you may photocopy the proxy form.
4. To appoint a second proxy you must on each proxy form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both proxy forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.
5. For the purposes of the Corporations Act, the Directors have set a snapshot time and date to determine the identity of those entitled to attend and vote at the Annual General Meeting. The **snapshot time and date is 10am (WST) on Monday, 26th September 2016**.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolutions. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolutions will be invalid.

Voting restrictions that may affect your proxy appointment

Due to the voting exclusions that may apply to certain items of business, the Key Management Personnel and their Closely Related Parties will not be able to vote your proxy on Resolution 1 (Remuneration Report) or Resolution 8 (Employee Share Plan) unless you have directed them how to vote or, in the case of the Chairman, if you expressly authorise him.

Chairman voting undirected proxies

The Chairman will vote undirected proxies on, and in favour of, all of the proposed resolutions, except that in respect of Resolution 1 Resolution 8 (Employee Share Plan), the Chairman will only do so where expressly authorised by the Shareholder having marked the appropriate box on the proxy form.

Corporate representatives

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

Questions from Shareholders

At the Annual General Meeting the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Mr Martin Michalik of Stantons International, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2016 (or his or her representative) will attend the Annual General Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing no later than **10am (WST) on Monday, 26th September 2016:**

In person: Registered Office- Level 1, 8 Outram Street, West Perth WA 6005, Australia

By mail: Level 1, 8 Outram Street, West Perth WA 6005, Australia

By fax: (08) 9321 1627 (International: + 61 8 9321 1627)

The Company will distribute a list setting out the questions directed to the auditor received in writing by Monday, 26th September 2016, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 30 June 2016. The Chairman will allow reasonable opportunity to respond to the questions set out in this list.

ANSON RESOURCES LIMITED
ABN 46 136 636 005

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Anson Resources Limited ("Anson Resources" or the "Company") will be held at Level 1, 8 Outram Street, West Perth WA 6005, at 10.00am (WST) on Wednesday, 28th September 2016.

AGENDA

BUSINESS

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered as ordinary business and special business. Certain abbreviations and other defined terms are used throughout this Notice. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in the Glossary contained in the Explanatory Statement.

ORDINARY BUSINESS

Annual Accounts

To receive and consider the financial report of the Company and the consolidated financial report of the Company for the year ended 30 June 2016 and the reports by the Directors and Independent Auditor.

Resolution 1: Remuneration Report

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

"That the Remuneration Report contained in the Directors' Report for the year ended 30 June 2016 be adopted by the Company"

- Although this resolution is advisory only, this resolution shall be determined as if it were an ordinary resolution.
- This resolution does not bind the Directors or the Company.
- The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.
- If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at 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 (other than the Managing Director) must go up for re-election. For further information, please refer to the Explanatory Statement.

Voting exclusion: The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of Key Management Personnel whose remuneration is disclosed in the Remuneration Report and any Closely Related Parties of those persons, or as a proxy by a member of Key Management Personnel or Closely Related Party, unless the vote is cast as a proxy for a person who is entitled to vote on Resolution 1 in accordance with their instructions on the proxy form or by the Chairman of the Meeting pursuant to an express authorisation on the proxy form.

Resolution 2: Re-election of Mr (Peter) Gregory Knox as a Director

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

"That for the purposes of Listing Rule 14.4 and clause 16.4 of the Company's Constitution, Mr Knox, being a Director of the Company who retires by rotation and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

SPECIAL BUSINESS

Resolution 3 Ratification of the investment in Rhodes Resources Pty Ltd

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

“That pursuant to ASX Listing Rule 7.4, the issue on 23 December 2015 of 10,000,000 ordinary shares in the Company and the acquisition of Rhodes Resources Pty Ltd, be ratified.”

Voting exclusion: The Company will disregard any votes cast on this Resolution by a person and any associates of those persons who participated in the issue if the resolution is passed. However, the Company need 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 Ratification of the issue of 3,703,704 ordinary shares and 3,703,704 options to acquire ordinary shares

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

“That pursuant to ASX Listing Rule 7.4, the issue on 14 July 2016 of 3,703,704 ordinary shares and 3,703,704 options to acquire shares in the Company under the placement capacity available under Listing Rule 7.1 and 7.1A, be ratified.”

Voting exclusion: The Company will disregard any votes cast on this Resolution by a person and any associates of those persons who participated in the issue if the resolution is passed. However, the Company need 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 5 Ratification of the issue of 4,296,296 ordinary shares and 4,296,296 options to acquire ordinary shares

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

“That pursuant to ASX Listing Rule 7.4, the issue on 3 August 2016 of 4,296,296 ordinary shares and 3,703,704 options to acquire shares in the Company under the placement capacity available under Listing Rule 7.1 and 7.1A, be ratified.”

Voting exclusion: The Company will disregard any votes cast on this Resolution by a person and any associates of those persons who participated in the issue if the resolution is passed. However, the Company need 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 6: Approval of 10% Placement Facility

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

“That, pursuant to ASX Listing Rule 7.1A, approval be given to issue 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 Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and 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 any Associates of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the Chairman of 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 7: Approval of Issue of Shares and Options – Proposed Capital Raising

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

“That, pursuant to ASX Listing Rule 7.1, approval is given for the Company to issue up to 15,000,000 fully paid ordinary shares and 15,000,000 options to acquire fully paid shares in the Company to investors entitled to subscribe for securities pursuant to section 708 of the Corporations Act on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and 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 any Associates of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the Chairman of 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 8: Approval of Employee Share Plan

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

“That, for the purpose of ASX Listing Rule 7.2 Exception 9, approval is given for the issue of ordinary shares to eligible participants in the Company’s Employee Share Plan on the terms and conditions set out in the Explanatory Statement”.

Voting exclusion: The Company will disregard any votes cast on Resolution 8 by or on behalf of a director of the entity (except one who is ineligible to participate in any employee incentive scheme in relation to the entity), unless the vote is cast as a proxy for a person who is entitled to vote on Resolution 8 in accordance with their instructions on the proxy form or by the Chairman of the Meeting pursuant to an express authorisation on the proxy form.

Snapshot Date

The Directors have determined that for the purposes of regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the persons eligible to attend and vote at the Meeting are those persons who were Shareholders at **10am (WST) on Monday, 26th September 2016**.

Incorporation of Explanatory Statement

The Explanatory Statement attached to this Notice of Meeting, is hereby incorporated into and forms part of this Notice of Meeting.

DATED THIS 29th DAY OF AUGUST 2016

BY ORDER OF THE BOARD

A handwritten signature in blue ink, appearing to read 'M. van Uffelen', written in a cursive style.

Mr Michael van Uffelen
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

Certain abbreviations and other defined terms are used throughout this Explanatory Statement. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in the Glossary contained in this Explanatory Statement.

This Explanatory Statement has been prepared for the Shareholders of Anson Resources Limited in connection with the Annual General Meeting of the Company to be held on Wednesday, 28th September 2016.

1. ANNUAL ACCOUNTS

The Corporations Act requires that the Annual Report (which includes the financial report, directors' report and auditors' report) be tabled at the Annual General Meeting.

Shareholders will be given an opportunity to ask questions and make comments about the Annual Report of the Company generally, but there will be no formal resolution submitted in respect of the Annual Report.

2. RESOLUTION 1 – REMUNERATION REPORT

The Remuneration Report is set out in the Directors' Report in the Company's 2016 Annual Report.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. In accordance with section 250R(3) of the Corporations Act, the vote on the Resolution is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's 2015 annual general meeting the votes cast against the remuneration report represented less than 25% of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

A voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. Key Management Personnel and their closely related parties may not vote on this Resolution and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chairman and expressly authorises the Chairman to exercise the proxy. The Chairman will use any such proxies to vote in favour of Resolution 1.

The Company encourages all Shareholders to cast their votes on Resolution 1 (Remuneration Report).

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR (P. GREGORY KNOX)

3.1 Background

Resolution 2 seeks approval for the re-election of Mr Knox as a Director. Mr Knox was appointed as a non-executive Director on 22 September 2011.

In accordance with Listing Rule 14.4 and clause 16.4 of the Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are 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.

Mr Knox retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-election.

Mr Knox is a qualified geologist and has more than 25 years' experience as both an exploration and mining geologist for a number of companies.

3.2 Directors' Recommendation

All the Directors (other than Mr Knox) recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3: RATIFICATION OF THE INVESTMENT IN RHODES RESOURCES PTY LTD

The Company issued 10,000,000 shares under its available placement capacity pursuant to Listing Rule 7.1 and paid \$50,000 in cash to acquire Rhodes Resources Pty Ltd.

The acquisition of Rhodes Resources Pty Ltd does not require shareholder approval, however, the Company is asking shareholders to ratify the acquisition and the issue of shares.

Under Chapter 7 of the Listing Rules there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities without shareholder approval. Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities, including securities with rights of conversion to equity (such as options), if the number of those securities exceeds 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that an issue under Listing Rule 7.1 is treated as having been made with shareholder approval if the issue did not breach Listing Rule 7.1 and shareholders subsequently approve it.

Approval under Listing Rule 7.4 is now being sought in order to reinstate the 15% placement capacity.

In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 3:

- (a) The issue consisted of the issue of 10,000,000 ordinary shares.
- (b) The issue price was for consideration of \$0.019 for the ordinary shares.
- (c) The ordinary shares are fully paid.
- (d) The securities were issued to a sophisticated investor from whom the project was purchased.
- (e) No new funds were raised. The issue was part of the consideration for the acquisition of Rhodes Resources Pty Ltd which holds the Ajana project which is prospective for graphite.
- (f) A voting exclusion statement is included in the Notice of Meeting.

The Directors recommend that the Shareholders vote in favour of this Resolution.

5. RESOLUTION 4: RATIFICATION OF THE ISSUE OF 3,703,704 ORDINARY SHARES AND 3,703,704 OPTIONS TO ACQUIRE ORDINARY SHARES

On 14 July 2016 the Company issued securities which included 3,703,704 ordinary shares and 3,703,704 options to acquire shares in the Company under the placement capacity available under Listing Rule 7.1 and 7.1A.

Under Chapter 7 of the Listing Rules there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities without shareholder approval. Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities, including securities with rights of conversion to equity (such as options), if the number of those securities exceeds 15% of the number of ordinary shares on issue at the commencement of that 12 month period. Listing Rule 7.1A provides that following approval by the shareholders of a Company to issue additional securities, a company must not issue during any 12 month period any equity securities, including securities with rights of conversion to equity (such as options), if the number of those securities exceeds 10% of the number of ordinary shares on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that an issue under Listing Rule 7.1 or Listing Rule 7.1A is treated as having been made with shareholder approval if the issue did not breach Listing Rule 7.1 or Listing Rule 7.1A and shareholders subsequently approve it.

Approval under Listing Rule 7.4 is now being sought in order to reinstate the 15% placement capacity and the additional 10% placement capacity.

In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 4:

- (a) The issue consisted of the issue of 3,703,704 ordinary shares and 3,703,704 options to acquire shares in the Company ordinary shares.
- (b) The issue price was for consideration of \$0.027 for the ordinary shares, with the options free attaching.
- (c) The ordinary shares are fully paid and the options are convertible into fully paid ordinary shares upon the holder paying \$0.03 on or before 13 July 2017.
- (d) The securities were issued to sophisticated investors arranged by a broker.
- (e) The funds will be used for working capital.
- (f) A voting exclusion statement is included in the Notice of Meeting.

The Directors recommend that the Shareholders vote in favour of this Resolution.

6. RESOLUTION 5: RATIFICATION OF THE ISSUE OF 4,296,296 ORDINARY SHARES AND 4,296,296 OPTIONS TO ACQUIRE ORDINARY SHARES

On 3 August 2016 the Company issued securities which included 4,296,296 ordinary shares and 4,296,296 options to acquire shares in the Company under the placement capacity available under Listing Rule 7.1 and 7.1A.

Under Chapter 7 of the Listing Rules there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities without shareholder approval. Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities, including securities with rights of conversion to equity (such as options), if the number of those securities exceeds 15% of the number of ordinary shares on issue at the commencement of that 12 month period. Listing Rule 7.1A provides that following approval by the shareholders of a Company to issue additional securities, a company must not issue during any 12 month period any equity securities, including securities with rights of conversion to equity (such as options), if the number of those securities exceeds 10% of the number of ordinary shares on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that an issue under Listing Rule 7.1 or Listing Rule 7.1A is treated as having been made with shareholder approval if the issue did not breach Listing Rule 7.1 or Listing Rule 7.1A and shareholders subsequently approve it.

Approval under Listing Rule 7.4 is now being sought in order to reinstate the 15% placement capacity and the additional 10% placement capacity.

In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 5:

- (a) The issue consisted of the issue of 3,703,704 ordinary shares and 3,703,704 options to acquire shares in the Company ordinary shares.
- (b) The issue price was for consideration of \$0.027 for the ordinary shares, with the options free attaching.
- (c) The ordinary shares are fully paid and the options are convertible into fully paid ordinary shares upon the holder paying \$0.03 on or before 13 July 2017.

- (d) The securities were issued to sophisticated investors arranged by a broker.
- (e) The funds will be used for working capital.
- (f) A voting exclusion statement is included in the Notice of Meeting.

The Directors recommend that the Shareholders vote in favour of this Resolution.

7 RESOLUTION 6 - APPROVAL OF 10% PLACEMENT FACILITY

7.1 ASX Listing Rule 7.1A enables eligible entities to obtain shareholder approval to issue Equity Securities up to 10% of their issued capital 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 Listing Rule 7.1.

An eligible entity for the purposes of 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 is an eligible entity.

7.2 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.

The effect of this Resolution will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period.

Resolution 6 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).

(b) Equity Security

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.

As at the date of this Notice of Meeting, the Company has two quoted class of Equity Securities, being Shares and Options, and the number of Shares currently on issue is up to 156,219,987 Shares and up to 34,036,704 Options. These include the Shares and Options expected to be issued under an entitlement issue announced on 27 July 2016.

(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 x D) – E

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

- (a) plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid shares that became fully paid in the 12 months;

- (c) plus the number of fully paid ordinary 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 ordinary shares under the entity's 15% placement capacity without shareholder approval;
- (d) 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.

(d) **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.

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 set out above.

(e) **Minimum Issue Price**

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

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

(f) **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:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (ii) 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).

7.3 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 of the Company's Equity Securities in the same class calculated over the 15 Trading Days on which trades were recorded in that class immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) 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 Annual General Meeting; and
 - (ii) 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 or the Equity Securities are issued as part of the consideration for the acquisition of a new asset;

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table 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 of Meeting. The formula in Listing Rule 7.1A(2) is outlined above.

The table also shows:

- (iii) Two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of Shares the Company has on issue. The number of Shares 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 scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 or approved at a Shareholders' meeting; and
- (iv) Two examples of where the issue price of Shares has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A2		Dilution		
		\$0.012 50% decrease in Issue Price	\$0.024 Issue Price	\$0.036 50% increase in Issue Price
Current Variable A 156,219,987 Shares	10% Voting Dilution	15,621,999	15,621,999	15,621,999
	Funds Raised	\$187,463.99	\$374,927.98	\$562,391.96
50% increase in current Variable A 156,219,987 Shares	10% Voting Dilution	23,432,999	23,432,999	23,432,999
	Funds Raised	\$281,195.99	\$562,391.98	\$843,587.96
100% increase in current Variable A 156,219,987 Shares	10% Voting Dilution	31,243,998	31,243,998	31,243,998
	Funds Raised	\$374,927.98	\$749,855.95	\$1,124,783.93

The table has been prepared on the following assumptions:

- (v) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (vi) No options are exercised before the date of the issue of Equity Securities.

- (vii) 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%.
 - (viii) 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 Annual General Meeting.
 - (ix) The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1 or other issues of Equity Securities.
 - (x) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (xi) The issue price is \$0.24, being 75% of the VWAP of Shares calculated over the 15 Trading Days on which trades were recorded prior to the date of preparation of the Explanatory Statement.
- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the 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 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 for development of its existing projects and/or for general working capital. In addition, the Company may use the cash consideration for the acquisition of new assets and investments.

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 issues or other issues 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 advisors (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing Shareholders and/or new Shareholders who are not Related Parties or Associates of a Related Party of the Company.

- (f) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2015 Annual General Meeting. The total number of Equity Securities issued by the Company in the 12 months preceding the date of this Notice of Meeting is 90,083,516, inclusive of the Equity Securities the Company expects to issue pursuant to an entitlement offer announced on 27 July 2016. The percentage those Equity Securities represent of the total number of Equity Securities on issue at the commencement of the 12 month period is 84.94%. The table at Annexure B

details all issues of Equity Securities by the Company during the 12 months preceding the date of this Notice of Meeting.

- (g) A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class or existing security holder to participate in an issue of Equity Securities pursuant to the Resolution. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice of Meeting.

The Directors recommend that the Shareholders vote in favour of this Resolution.

8. RESOLUTION 7 - APPROVAL OF ISSUE OF SHARES AND OPTIONS – PROPOSED CAPITAL RAISING

8.1 Background

The Company is seeking approval for a capital raising to raise additional capital at an issue price of at least 80% of the average market price for Shares traded on ASX over the last five days on which sales of Shares are recorded before the date on which the issue is made.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

Resolution 7 seeks Shareholder approval for the Company to issue up to 15,000,000 Shares and 15,000,000 options to acquire Shares at a price which is not less than 120% of the issue price of at least 80% of the average market price for Shares traded on ASX over the last five days on which sales of Shares are recorded before the date on which the issue is made any time on or before the first anniversary of the issue of the Share under this resolution 7.

8.2 Information required by ASX Listing Rules

In compliance with the information requirements of ASX Listing Rule 7.3 Shareholders are advised of the following particulars in relation to the proposed issue of Shares the subject of Resolution 7:

- (a) *Maximum number of securities proposed for issue:*

15,000,000 Shares and 15,000,000 options to acquire Shares

- (b) *Date by which the Company will issue and allot securities:*

No later than three months after Shareholder approval.

- (c) *Price at which the securities proposed for issue:*

No less than 80% of the average market price for Shares calculated over the last five days on which sales of Shares are recorded on ASX before the date(s) on which the issue is made.

- (d) *Basis upon which allottees will be determined:*

The allottees will be sophisticated, professional and other investors who are entitled to receive exempt offers under Section 708 of the Corporations Act.

No related parties of the Company are entitled to participate in the proposed issue.

- (e) *Terms of issue:*

The Shares will rank equally in all respects with the existing Shares on issue.

The options will be a new class of security and will be unlisted.

(f) Intended use of funds raised:

It is intended that the funds raised will be used to continue the exploration of the Company's Ajana Project including drilling, metallurgical test work and associated studies, and for working capital.

(g) Dates of allotment:

The Shares and options will be allotted progressively as the placement funds are received.

The Directors recommend that the Shareholders vote in favour of this Resolution.

9. RESOLUTION 8 – APPROVAL OF EMPLOYEE SHARE PLAN

The Company has an existing employee share plan which is approaching its third anniversary and seeking approval to re-fresh this plan.

The terms of the Plan are summarised in Schedule A.

The Directors recommend that the Shareholders vote in favour of this Resolution.

GLOSSARY

“\$” means Australian dollars.

“**Annual Report**” means the Company's annual report including the reports of the Directors and the auditor and the financial statements of the Company for the year ended 30 June 2016, which can be downloaded at the Company's website at www.ansonresources.com.

“**ASIC**” means the Australian Securities and Investments Commission.

“**Associate**” has the meaning given to it by Division 2 of Part 1 of the Corporations Act.

“**ASX**” means ASX Limited ACN 008 624 691 or the Australian Securities Exchange as the context requires.

“**Board**” means the board of Directors.

“**Business Day**” means any ASX Business day that is not a Saturday, Sunday or public holiday in Western Australia.

“**Closely Related Party**” means, in relation to a member of Key Management Personnel:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the regulations as defined in the Corporations Act.

“**Company**” or “**Anson Resources**” means Anson Resources Limited (ABN 46 136 636 005).

“**Constitution**” means the Company's Constitution.

“**Corporations Act**” means the Corporations Act 2001 (Cth).

“**Directors**” mean the directors of the Company.

“Employee Share Plan” means the Company’s Employee Share Plan summarised in Schedule A to the Explanatory Statement.

“Explanatory Statement” means the explanatory statement accompanying the Notice of Meeting.

“Incentive Share” means a Share issued under the Plan.

“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) of the Company.

“Listing Rules” means the Listing Rules of ASX.

“Meeting” or **“Annual General Meeting”** means a meeting of the Shareholders, holders or Directors;

“Notice”, “Notice of Meeting” or **“Notice of Annual General Meeting”** means this Notice of General Meeting including the Explanatory Statement.

“Performance Hurdle” means:

- (i) for the Tranche B Performance Rights:
 - (A) The sale by the Company of the project or a majority interest in the project where the sale consideration values the project at a higher value than the sum of the acquisition cost of the project and all money spent by the Company in developing the project.
 - (B) The farm-out by the Company of the project where the sum of any consideration received by the Company in consideration of the farm-out and the value of the retained interest of the Company in the project is higher than the sum of the acquisition cost of the project and all money spent by the Company in developing the project.
 - (C) The Company delineating a JORC compliant resource in relation to a mining exploration project.
 - (D) The Company commencing the commercial extraction of minerals from a mining development project.

“Performance Right” means the right to be issued a Share under the Plan subject to the Performance Hurdles.

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

“Shareholders” means the holder of the Share.

“Shares” means fully paid ordinary shares in the Company.

“WST” means Australian Western Standard Time.

SCHEDULE A – SUMMARY OF EMPLOYEE SHARE PLAN

Outlined below is a summary of the key terms of the Company's Employee Share Plan.

- (a) **Eligibility:** The Plan is available to full time and part time employees, directors, officers or consultants of the Company (**Eligible Employee**). An Eligible Employee may nominate an associate to participate in the Plan in their place.
- (b) **Administration of Plan:** The Board is responsible for the operation of the Plan and has a broad discretion to determine which Eligible Employees will be offered Shares under the Plan.
- (c) **Offer:** The Board may issue an offer to an Eligible Employee to participate in the Plan (**Offer**). The Offer:
 - (i) will invite application for the number of Shares specified in the Offer (or specify the manner in which the number of Shares is to be calculated);
 - (ii) will specify the issue price for the Shares or the manner in which the issue price is to be calculated;
 - (iii) the amount payable to subscribe for the Shares, or the manner in which the amount is to be calculated;
 - (iv) may invite application for a loan up to the amount payable in respect of the Shares accepted in accordance with the Offer;
 - (v) will specify any restriction conditions applying to the Shares;
 - (vi) will specify an acceptance period; and
 - (vii) will specify any other terms and conditions attaching to the Shares.
- (d) **Issue price:** The issue price of each Share shall be determined by the Board in its absolute discretion.
- (e) **Quotation on ASX:** The Company will apply for each Plan Share to be admitted to trading on ASX upon issue of the Share. Quotation will be subject to the ASX Listing Rules and any holding lock applying to the Shares.
- (f) **Rights attaching to Shares:** Each Share shall be issued on the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the Plan) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.
- (g) **Loan:** An Eligible Employee who is invited to subscribe for Shares may also be invited to apply for a loan up to the amount payable in respect of the Shares accepted (**Loan**), on the following terms:
 - (i) interest will be payable on the Loan at a rate set by the Board;
 - (ii) the Loan shall be applied by the Company directly toward payment of the issue price of the Shares;
 - (iii) the Loan repayment date shall be determined by the Board and set out in the Offer;
 - (iv) a participant granted a Loan must repay the Loan in full by the Loan repayment date but may elect to repay the Loan in respect of any or all of the Shares at any time prior to the Loan repayment date;
 - (v) the Company shall have a lien over the Shares in respect of which a Loan is outstanding and the Company shall be entitled to sell those Shares in accordance with the terms of the Plan if the Loan is not repaid when due;
 - (vi) a Loan will be non-recourse except against the Shares held by the participant to which the Loan relates;
 - (vii) any dividends or capital returns paid in respect of all or any of the Shares shall be applied towards repayment of the Loan; and
 - (viii) the proceeds of the sale of any Shares shall be applied towards repayment of the Loan.

- (h) **Restriction Conditions:** Shares may be subject to restriction conditions (such as a period of employment or a performance hurdle) which must be satisfied before the Shares can be sold, transferred, or encumbered (**Restriction Condition**). The Board may waive Restriction Conditions in its absolute discretion, including where a holder dies. In addition, Shares cannot be sold, transferred or encumbered until any Loan in relation to the Shares has been repaid or otherwise discharged under the Plan, including from the proceeds of sales. The Company is authorised to impose a holding lock on the Shares to implement these restrictions.
- (i) **Ceasing to be an Eligible Officer or Employee:** If an Eligible Employee ceases to be an employee or officer of the Company, and at that time:
 - (i) there are unfulfilled Restriction Conditions in relation to Shares under the Plan held by the Eligible Employee or his or her nominee, the Shares may be forfeited and the Company may be entitled to either buy back or sell the Shares in accordance with the Plan; or
 - (ii) there are no unfulfilled Restriction Conditions in relation to Shares under the Plan held by the Eligible Employee or his or her nominee, but there is an outstanding Loan, the holder must repay the Loan within 30 days or such longer period approved by the Board, failing which the Company may sell the Shares to recoup the Loan.
- (l) **Corporate Transactions:** The Board may, in its absolute discretion and subject to conditions, waive a Restriction Condition applying to a Share where:
 - (i) (**Takeover**) a takeover bid for the Company's issued Shares is declared unconditional and the bidder has acquired a relevant interest in at least 50.1% of the Company's issued Shares;
 - (ii) (**Compromise or Arrangement**): a court approves under Section 411(4)(b) of the Corporations Act a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
 - (iii) (**Winding Up**): the Company passes a resolution for voluntary winding up or an order is made for the compulsory winding up of the Company.
- (j) **Plan Limit:** The Company must take reasonable steps to ensure that the number of Shares offered by the Company under the Plan when aggregated with:
 - (i) the number of Shares that would be issued if each outstanding offer for Shares (including options to acquire unissued Shares) under any employee incentive scheme of the Company were to be exercised or accepted; and
 - (ii) the number of Shares issued during the previous 5 years under the Plan (or any other employee share scheme extended only to eligible employees),

does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with relevant ASIC Class Orders).

ANNEXURE B

Issue of Equity Securities by the Company over the last 12 months

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price ¹	Total Cash Consideration	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
29/9/15	5,885,000	Performance rights	Directors and Consultants under an employee share plan	Nil	Nil	N/A	N/A	Nil	Nil
14/12/15	5,885,000	Fully paid ordinary shares. The shares rank equally with existing fully paid ordinary shares	Vesting of performance rights	Nil	Nil	N/A	N/A	Nil	Nil
21/12/15	4,250,000	Fully paid ordinary shares. The shares rank equally with existing fully paid ordinary shares	Loan funded shares issued to Directors an employee share plan at the market price and bearing interest at 8%pa	Nil	Nil	N/A	N/A	Nil	Nil
23/12/15	10,000,000	Fully paid ordinary shares. The shares rank equally with existing fully paid ordinary shares	Acquisition of Rhodes Resources Pty Ltd	1.4 c Nil discount to market price	Nil	N/A	N/A	\$140,000	\$140,000, assumed to be the same as at purchase date
15/01/16	5,000,000	Fully paid ordinary shares. The shares rank equally with existing fully paid ordinary shares	Vesting of performance rights	Nil	Nil	N/A	N/A	Nil	Nil
11/05/16	2,400,000	Performance rights	Employees under an employee share plan	Nil	Nil	N/A	N/A	Nil	Nil

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price ¹	Total Cash Consideration	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
25/05/16	2,400,000	Fully paid ordinary shares. The shares rank equally with existing fully paid ordinary shares	Vesting of performance rights	Nil	Nil	N/A	N/A	Nil	Nil
22/07/16	3,703,704 3,703,704	Fully paid ordinary shares. The shares rank equally with existing fully paid ordinary shares Options to acquire fully paid ordinary shares on or before 13 July 2017 at \$0.03		2.7 cents Free attaching	\$100,000	Nil	Working capital	Nil	Nil
27/07/16	Up to 26,036,704 Up to 26,036,704	Fully paid ordinary shares. The shares rank equally with existing fully paid ordinary shares Options to acquire fully paid ordinary shares on or before 13 July 2017 at \$0.03		2.7 cents Free attaching	\$702,989	Nil	Funds raised from the rights issue will be applied towards funding exploration activities at the newly acquired graphite project located in Western Australia, metallurgical testwork on samples collected at the newly acquired Graphite Project located in Western Australia, expenses of the entitlement offer and working capital.	Nil	Nil

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price ¹	Total Cash Consideration	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
03/08/16	4,296,296	Fully paid ordinary shares. The shares rank equally with existing fully paid ordinary shares		2.7 cents	\$116,000	Nil	Working capital	Nil	Nil
	4,296,296	Options to acquire fully paid ordinary shares on or before 13 July 2017 at \$0.03							

NOTES -

¹Market price is the closing price on the trading platform, excluding special crossings, overnight sales and ETO exercises on the last trading day on which trades occurred before the issue date.

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ANSON RESOURCES LIMITED

ACN: 136 636 005

REGISTERED OFFICE:LEVEL 1
8 OUTRAM STREET
WEST PERTH WA 6005

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«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 Australia 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:

ASN

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.

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 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 10:00am WST on Wednesday 28 September 2016 at Level 1, 8 Outram Street, West Perth WA 6005 and at any adjournment of that meeting.

SECTION B: Voting DirectionsPlease mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies **in FAVOUR** of 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**

- | | For | Against | Abstain* |
|------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Re-election of Mr (Peter) Gregory Knox as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Ratification of the investment in Rhodes Resources Pty Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Ratification of the issue of 3,703,704 ordinary shares and 3,703,704 options to acquire ordinary shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Ratification of the issue of 4,296,296 ordinary shares and 4,296,296 options to acquire ordinary shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Approval of 10% Placement Facility | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Approval of Issue of Shares and Options - Proposed Capital Raising | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. Approval of Employee Share Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Anson Resources Limited no later than 10:00am WST on Monday 26 September 2016.

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ANSPX1280916

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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 Anson Resources Limited 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.

Anson Resources Limited

Postal Address Level 1
8 Outram Street
West Perth WA 6005

Facsimile +61 8 9321 1627

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia 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 Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

