



ALDERAN RESOURCES LIMITED
ACN 165 079 201

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company will be held at
the offices of the Company, at Dexus Place, 385 Bourke
Street, Melbourne Victoria on Tuesday, 28 November 2017 at
2:30PM (AEDT)**

The Directors recommend that you vote in favour of all Resolutions at this Annual General Meeting.

The 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.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9482 0520.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.

ALDERAN RESOURCES LIMITED

ACN 165 079 201

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Alderan Resources Limited (**Company**) will be held at the offices of the Company, at Dexus Place, 385 Bourke Street, Melbourne VIC 3000 on Tuesday, 28 November 2017 at 2:30PM (AEDT) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on Sunday, 26 November 2017 at 2:30PM (AEDT).

Terms and abbreviations used in the Notice are defined in Schedule 1.

1. Annual Report

To consider the annual report of the Company and its controlled entities for the financial year ended 30 June 2017, which includes the financial report, the Directors' report and the auditor's report.

The reports referred to above are included in the 2017 Annual Report sent to those Shareholders who elected to receive a hard copy. A copy of the report is also available on the Company's website at www.alderanresources.com.au.

2. Resolution 1 - Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the 2017 Annual Report, on the terms and conditions in the Explanatory Memorandum".

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

A vote may be cast by such person as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; or

- (b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Further, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

3. Resolution 2 - Re-election of Director - Mr Bruno Hegner

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

“That Mr Bruno Hegner, being a Director of the Company, who retires in accordance with the Company’s Constitution, ASX Listing Rule 14.4 and for all other purposes, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

4. Resolution 3 - Approval for Additional 10% Facility

To consider and if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

“That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed 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.

5. Resolution 4 - Ratify Prior Issue of Options

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 7.4 and for all other purposes, Shareholders approve and ratify the prior issue of 800,000 Consultant Options to Mr Page Blakemore, for the purpose and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Page Blakemore (who received the Consultant Options) and any person associated with Mr Blakemore. 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.

6. Resolution 5 - Re-appointment of Auditor

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

“That, for the purpose of section 327B of the Corporations Act and for all other purposes, RSM Australia Partners, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the close of the Meeting.”

7. Resolution 6 - Issue of Options to a Related Party - Mr Bruno Hegner

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 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 2,000,000 Options under the Long Term Incentive Plan to Mr Bruno Hegner (or his nominee), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any Director of the Company (who is eligible to participate in the employee incentive scheme in respect of which the approval is sought), and any person associated with 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.

A vote must not be cast on this Resolution by a member of the Key Management Personnel, or a Closely Related Party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the chairman of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

If you are a Key Management Personnel (other than the chair of the meeting acting as proxy) or a Closely Related Party of Key Management Personnel (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

BY ORDER OF THE BOARD

Mr Brett Tucker
Company Secretary
Alderan Resources Limited
Dated: 27 October 2017

ALDERAN RESOURCES LIMITED

ACN 165 079 201

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company, at Dexus Place, 385 Bourke Street, Melbourne VIC 3000 on Tuesday, 28 November 2017 at 2:30PM (AEDT).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	2017 Annual Report
Section 4	Resolution 1 - Adoption of the Remuneration Report
Section 6	Resolution 2 - Re-election of Director - Mr Bruno Hegner
Section 7	Resolution 3 - Approval for Additional 10% Facility
Section 8	Resolution 4 - Ratify Issue of Consultant Options
Section 9	Resolution 5 - Re-appointment of Auditor
Section 10	Resolution 6 - Issue of Options to a Related Party - Mr Bruno Hegner

A Proxy Form is located at the end of the Explanatory Memorandum.

If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice of Annual General Meeting, please contact the Company Secretary, your stockbroker or other professional adviser

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

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

2.2 Proxies

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- In person at Ground Floor, 16 Ord Street, West Perth WA 6005;
- By post to PO Box 902, West Perth WA 6872;
- By facsimile to 08 9482 0505; or
- By scan and email to brett@alderanresources.com.au.

Please note that the Proxy Form must be received by the Company not later than **2.30pm (AEDT) on 26 November 2017**.

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(b) Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
- (iii) if the proxy is the chair of the meeting at which the resolution is voted on - the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

(c) Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the 2017 Annual Report, including the financial report, the Directors' report and the auditor's report for the financial year ended 30 June 2017.

There is no requirement for Shareholders to approve the 2017 Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the 2017 Annual Report which is available online at <http://www.alderanresources.com.au>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the Company's auditor, RSM Australia Partners, questions about the conduct of the audit and the preparation and content of the auditor's report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office: Ground Floor, 16 Ord Street, West Perth WA 6005.

4. Resolution 1 - Adoption of the Remuneration Report

4.1 Background

In accordance with Section 250R(2) of the Corporations Act, the Company must put a non-binding resolution to its Shareholders for consideration and adoption of its Remuneration Report at the Annual General Meeting. The Remuneration Report is a

distinct section of the annual Directors' report which deals with the remuneration of Directors, executives and senior managers of the Company.

The Annual Report is currently available on the Company's website at www.alderanresources.com.au.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2017.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and Key Management Personnel.

The chair of the meeting will allow a reasonable opportunity for discussion of the Remuneration Report at the Annual General Meeting.

4.2 Regulatory Requirements

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes.

In addition, pursuant to the Corporations Act, if at least 25% of the votes cast on the Resolution are voted **against** adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting, if at the first of those annual general meetings a Spill Resolution was not put to a vote.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the Directors who were in office when the Directors' report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this annual general meeting. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part

of the Directors' report contained in the annual financial report of the Company for the financial year ending 2017.

Proxy restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directions given	No directions given
Key Management Personnel ¹	Vote as directed	Unable to vote ³
Chair ²	Vote as directed	Able to vote at discretion of Proxy ⁴
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

² Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

⁴ The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

4.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

5. Resolution 2 - Re-election of Director - Mr Bruno Hegner

5.1 General

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders.

Mr Bruno Hegner, having been appointed by other directors on 1 November 2017 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rules 14.4 and being eligible, seeks re-election from Shareholders.

5.2 Qualifications and other material directorships

Mr Hegner brings over 25 years experience as a corporate manager and executive having been the Managing Director of Major Copper Projects for Rio Tinto and Vice-President/General Manager of Resolution Copper.

Mr Hegner has significant experience in the management and development of major copper projects in the USA including land titles, permitting, acquisitions, governmental

relations, cost management, project management and operations including overseeing the growth of teams to in excess of 300 employees.

Independence

If elected the board considers, with regards to the ASX Corporate Governance Principles and Recommendations, Mr Hegner will not be an independent director.

5.3 Board recommendation

The Board (excluding Mr Hegner who has an interest in the outcome of Resolution 2) recommends that Shareholders vote in favour of Resolution 2.

6. Resolution 3 - Approval for Additional 10% Facility

6.1 General

ASX Listing Rule 7.1A provides that an eligible entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the annual general meeting (**10% Placement Facility**).

An eligible entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an eligible entity. As at the date of this Notice, is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$202,972,147 (based on the number of Shares on issue and the closing price of Shares on the ASX on 18 October 2017).

If Shareholders approve Resolution 3, the number of Equity Securities the eligible entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

The effect of Resolution 3 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

The Company is an eligible entity as at the time of this Notice of Annual General Meeting. However, it is possible that the Company's market capitalisation could increase to \$300 million or more (for example, as a result of an increase in the Company's Share price) by the time of the Annual General Meeting such that the Company will not be eligible to seek security approval under Listing Rule 7.1A for the 10% Placement Facility. If this occurs, or the Company is included in the S&P / ASX 300 Index as at the time of the Annual General Meeting, Resolution 3 will be withdrawn and any votes cast on the Resolution will be disregarded.

6.2 Summary of ASX Listing Rule 7.1A

(a) Shareholder approval

ASX Listing Rule 7.1A enables the Company to issue Equity Securities under the 10% Placement Facility subject to shareholder approval by way of a special resolution at its annual general meeting in addition to those under the eligible entity's 15% annual placement capacity.

(b) Equity Securities

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: AL8).

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

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

- (A) plus the number of fully paid 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 shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;
- (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 Shareholder approval 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 prescribed in Listing Rule 7.1A.2 (refer to Section 6.2(c)).

(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 in that class were recorded 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 Shareholder approval 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),

(10% Placement Period).

6.3 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (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 this Resolution 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 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 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.

- (c) 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 the Notice and assuming any ratification resolutions in this Notice are approved by Shareholders.
- (d) The table also shows:
- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Number of shares issued	Dilution			
	Issue Price (per share)	\$0.94 50% decrease in Issue Price	\$1.88 Issue Price	\$3.76 100% increase in Issue Price
107,963,908 (current)	Share s issued	10,796,391	10,796,391	10,796,391
	Funds raised	\$10,148,607	\$20,297,213	\$40,594,426
161,945,862 50% increase in current	Share s issued	16,194,586	16,194,586	16,194,586
	Funds raised	\$15,222,911	\$30,445,822	\$60,891,643
215,927,816 100% increase in current	Share s issued	21,592,782	21,592,782	21,592,782
	Funds raised	\$297,214	\$40,594,28	\$81,188,857

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 2. No Options are exercised or converted into Shares before the date of the issue of the Equity Securities.
 3. 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%.
 4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 7. The issue price is \$1.88, being the closing price of the Shares on ASX 18 October 2017 being that last day that the Company's Shares traded on the ASX before this Notice was printed.
- (e) The Company will only issue the Equity Securities during the 10% Placement Period.
- (f) The Company may seek to issue the Equity Securities for the following purposes:
- (i) as cash consideration, in which case the Company intends to use funds raised for working capital, continued development and expansion of its existing resources projects, including marketing activities, or for the acquisition of additional resources assets or businesses; or
 - (ii) as non-cash consideration for the acquisition of additional resources assets or for the provision of services to the Company. In such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.
- (g) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

- (i) The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include service providers, existing Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

Further, if the Company is successful in acquiring new resource assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

- (j) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.
- (k) A voting exclusion statement for Resolution 3 is included in the Notice of Annual General Meeting preceding this Explanatory Memorandum.

6.4 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

7. Resolution 4 - Ratify Issue of Consultant Options

7.1 General

Resolution 4 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of the following Options to a key consultant of the Company as an incentive for future performance:-

Number	Exercise price	Expiry date
200,000	\$0.60	22/02/2021
200,000	\$0.80	22/02/2021
200,000	\$1.00	22/02/2021
200,000	\$1.20	22/02/2021

(together, the “Consultant Options”).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity (such as options), 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.

ASX Listing Rule 7.4 provides that where a company’s shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

The Consultant Options issued, for which approval and ratification is sought under this Resolution, comprise 0.64% of the Company’s fully diluted issued capital (based on the number of Shares and Options on issue as at the date of this Notice of Annual General Meeting).

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

(a) **Number of securities issued**

Under Resolution 4, the Company seeks from Shareholders, approval for, and ratification of, the issue of 800,000 unlisted options.

- (b) **The price at which the securities were issued**
The Consultant Options were issued for nil consideration and nil issue price.
- (c) **Terms of the securities**
The Consultant Options were issued on terms and conditions set out in Schedule 2.

The Company has not applied to ASX for official quotation of the Consultant Options.
- (d) **The names of the persons to whom the entity issued the securities or the basis on which those persons were determined**
The Consultant Options were issued to Mr Page Blakemore.
- (e) **The use of the funds raised**
The Consultant Options were issued for nil consideration and accordingly no funds were raised.
- (f) **Voting exclusion statement**
A voting exclusion statement for Resolution 4 is included in the Notice of Annual General Meeting preceding this Explanatory Memorandum.

7.2 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

8. Resolution 5 - Re-appointment of Auditor

8.1 General

RSM Australia Partners was appointed as the auditor of the Company by the Board on 12 December 2016.

In accordance with section 327B(1)(a) of the Corporations Act, a public company must appoint an auditor at its first annual general meeting. As the Company converted to a public company on 24 February 2017, this is the Company's first annual general meeting as a public company.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for RSM Australia Partners to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Memorandum at Schedule 3.

In accordance with section 328A(1) of the Corporations Act, RSM Australia Partners has given its written consent to act as the Company's auditor, subject to Shareholder approval.

If Resolution 5 is passed, the appointment of RSM Australia Partners as the Company's auditors will take effect from the close of the Annual General Meeting.

8.2 Board recommendation

The Board unanimously recommends that you vote in favour of Resolution 5.

9. Resolution 6 - Approval to issue Options to a Related Party - Mr Bruno Hegner

9.1 General

Shareholders are being asked to approve Resolution 6 to allow the Company to issue Options to Mr Bruno Hegner (or his nominee) under the Long Term Incentive Plan, as set out below.

The Board has determined that the grant of Options under the Long Term Incentive Plan to Mr Bruno Hegner is an appropriate form of long term incentive for the Company's Key Management Personnel. The Board considers that Mr Bruno Hegner is essential to the operation of Alderan's ongoing business.

Accordingly, the Company is proposing, subject to obtaining Shareholder approval, to issue the following Options to the Mr Bruno Hegner (or his nominee) under the Long Term Incentive Plan, the key terms of which are set out in Schedule 4.

Class	Number	Exercise price	Expiry date	Vesting date
A Class Options	500,000	\$2.50	4 years after the date of grant	Following completion of the probationary period on 31 January 2018
B Class Options	500,000	\$3.00	4 years after the date of grant	On the first anniversary of the date of employment (being 1 November 2018)
C Class Options	500,000	\$3.50	4 years after the date of grant	On the second anniversary of the date of employment (being 1 November 2019)
D Class Options	500,000	\$4.00	4 years after the date of grant	On the third anniversary of the date of employment (being 1 November 2020)

In determining Mr Bruno Hegner's remuneration packages, including this proposed issue of Options under the Long Term Incentive Plan, the Board considered the scope of the Mr Bruno Hegner's role, the business challenges facing Alderan and market practice for the remuneration of executive officers in positions of similar responsibility. Accordingly, they determine this proposed grant of Options is appropriate.

9.2 Regulatory Requirements

Resolution 6 seeks Shareholder approval in order to comply with the requirements of Listing Rule 10.14 and sections 200B and 200E of the Corporations Act.

9.3 Listing Rules

Listing Rule 10.11 provides a general restriction against issuing securities to directors without shareholder approval.

Listing Rule 10.14 provides that a company must not issue Equity Securities to a director of the company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. If approval is given by shareholders under Listing Rule 10.14, separate shareholder approval is not required under Listing Rule 10.11.

Under Resolution 6, Alderan seeks approval from Shareholders for the issue of Options to Mr Bruno Hegner, who by virtue of his position as Director of the Company is a related party of the Company.

In compliance with the information requirements of Listing Rule 10.15A, Shareholders are advised of the following information:

(a) **Nature of relationship between person to receive securities and the Company**

The Options are proposed to be issued to Mr Bruno Hegner. Mr Bruno Hegner is a Director of Alderan and is, as such, a related party of Alderan.

(b) **Maximum number of securities that may be acquired pursuant to Resolution 6**

The maximum number of securities that may be acquired by Mr Bruno Hegner under Resolution 6 is 2,000,000 Options.

(c) **Issue price**

The Options will be issued for nil consideration and nil issue price.

(d) **Previous issues under the Long Term Incentive Plan**

The following persons, referred to in Listing Rule 10.14, received securities under the Company's incentive scheme since its last approval:

Name	Number of Options	Acquisition price of Options
Donald Smith	3,000,000*	Nil
Christopher Wanless	4,250,000	Nil
Nicolaus Heinen	1,350,000	Nil
Peter Geerds	2,700,000	Nil
Ernest Eadie	800,000	Nil

*options lapsed unvested following cessation of employment on 10 October 2017

(e) **Eligible participants under the Long Term Incentive Plan**

Under the Long Term Incentive Plan, Options may be issued to all Directors, or their permitted nominees, but for the purposes of Resolution 6, at this time, the Company is only seeking to grant Options to Mr Bruno Hegner (and/or his nominee). The persons referred to in Listing Rule 10.14 who are entitled to participate in the Long Term Incentive Plan are Messrs Christopher Wanless, Nicolaus Heinen, Ernest Eadie, Bruno Hegner. These recipients are the only

people referred to in Listing Rule 10.14 currently eligible to participate in the Long Term Incentive Plan. Any additional persons who become entitled to participate in the Long Term Incentive Plan after this Resolution is approved and who are not named in this Notice of Annual General Meeting will not participate until approval is obtained under Listing Rule 10.14.

(f) **Issue date**

The latest date that the Company will issue Options under Resolution 6 will be no later than three years after the date of the Annual General Meeting.

(g) **Loan**

No loans have or will be made by the Company in connection with the relevant Options.

(h) **Reporting**

Details of any securities issued under the Long Term Incentive Plan will be published in each annual report of the Company relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under Listing Rule 10.14

(i) **Voting exclusion statement**

A voting exclusion statement for Resolution 6 is included in the Notice of Annual General Meeting preceding this Explanatory Memorandum

9.4 Section 208 Corporations Act

Chapter 2E of the Corporations Act regulates the provision of “financial benefits” to “related parties” by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A “related party” is widely defined under the Corporations Act, and includes the directors of the company. As such, the Directors of Alderan are related parties of the Company for the purposes of Section 208 of the Corporations Act.

A “financial benefit” is construed widely and in determining whether a financial benefit is being given, Section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

It is the view of the Directors that the proposed issue of Options pursuant to Resolution 6 falls within the “reasonable remuneration” exception under section 211 Corporations Act given the circumstances of the Company and the position held by the Directors.

Accordingly, the Directors have determined not to seek Shareholder approval for the purposes of section 208 Corporations Act for the issue of the Options to the Directors.

9.5 Sections 200B and 200E Corporations Act

The Corporations Act restricts the benefits that can be given to persons who hold a “managerial or executive office” (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate.

Under Sections 200B and 200E of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exemption applies.

Amendments to the Corporations Act in 2009 significantly expanded the scope of these provisions and lowered the threshold for termination benefits that do not require shareholder approval. The term “benefit” has a wide meaning and may include benefits resulting from the Board exercising certain discretions under the rules of the Plan, including the discretion to determine the accelerated vesting or automatic vesting of Options in certain circumstances.

Under the Long Term Incentive Plan, a participant may become entitled to accelerated vesting or automatic vesting of Option if there is a change of control of the Company or if the Board exercises its discretion upon cessation of employment. Accordingly, Shareholder approval is sought for the Directors to be given any such benefit in connection with his retirement from office or employment with the Company if that occurs within 3 years of the date of this Meeting.

If Shareholder approval is given under Resolution 6, the Company will still be required to comply with Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

The value of the benefit will depend on the number of Options that may vest and the market value of the Shares at the time of cessation of employment.

9.6 Board Recommendation

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Options to Mr Bruno Hegner pursuant to this Resolution.

The Board, other than Mr Bruno Hegner who has a material personal interest in the outcome of Resolution 6, recommends that Shareholders vote in favour of Resolution 6.

Schedule 1 - Definitions

\$ means Australian dollars.

10% Placement Capacity has the meaning given in the Explanatory Memorandum.

10% Placement Period has the meaning given in the Section 6.2(f).

2017 Annual Report means the Company's annual financial report for the year ended 30 June 2017.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the securities market operated by ASX Limited, as the context requires.

ASX Listing Rules means the official listing rules of the ASX.

Board means the current board of directors of the Company.

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

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a 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 *Corporations Regulations 2001* (Cth).

Company means Alderan Resources Limited (ACN 165 079 201).

Consultant Options has the meaning given in Resolution 4.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Long Term Incentive Plan means the plan adopted by the Board on 3 February 2017, a summary of which is set out in Schedule 4.

Meeting or Annual General Meeting has the meaning given in the introductory paragraph of the Notice.

Notice of Meeting or Notice of Annual General Meeting means this notice of annual general

Options means an unlisted option to acquire one Share, with the terms detailed in the explanatory memorandum of this Notice of Meeting where applicable

Remuneration Report means the remuneration report set out in the Director's report section of the 2017 Annual Report.

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

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

Shareholder means a holder of a Share.

VWAP means volume weighted average price.

Schedule 2 - Consultant Option terms and conditions

The terms and conditions of the Consultant Options are as follows:

- (a) Each Option gives the holder the right to subscribe for one Share.
- (b) The Options are exercisable in accordance with the table below:

Number	Exercise Price	Expiry Date
200,000	\$0.60	22/02/2021
200,000	\$0.80	22/02/2021
200,000	\$1.00	22/02/2021
200,000	\$1.20	22/02/2021

- (c) The Options are not transferable.
- (d) Subject to the condition in paragraph (b) being satisfied, the Options are exercisable by delivering to the registered office of the Company a notice in writing stating the intention of the holder to exercise a specified number of Options, accompanied by a Option certificate, if applicable, and a cheque made payable to the Company for the subscription monies due, subject to the funds being duly cleared funds. The exercise of only a portion of the Options held does not affect the holder's right to exercise the balance of any Options remaining.
- (e) All Shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then issued Shares.
- (f) The Options are not to be quoted on ASX and the Company is under no obligation to apply for quotation of the Options on ASX.
- (g) The Company will apply for quotation on ASX of all Shares issued upon exercise of the Options.
- (h) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the Company will give each Option holder prior notice as required by the Listing Rules of the Record Date (as defined in the Listing Rules) of any proposed issue of Shares or other securities or entitlements made available to the holders of Shares generally to enable the Option holder to exercise its Options and participate in the new issue.
- (i) There is no right to change the Exercise Price of an Option nor the number of Shares over which the Option can be exercised, if the Company completes a pro rata issue of Shares which is not a bonus issue.
- (j) If there is a bonus issue of Shares, the number of Shares over which an Option can be exercised increases by the number of Shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
- (k) In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the expiry date, all rights of the Option holder will be varied in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

Schedule 3 - Auditor Nomination Letter

The Directors
Alderan Resources Limited
16 Ord Street, West Perth WA 6005
Australia

19 October 2017

Dear Directors,

The undersigned being a shareholder of Alderan Resources Limited hereby nominates RSM Australia Partners for appointment of auditor of the company at the forthcoming annual general meeting.

Yours faithfully

A handwritten signature in dark ink, appearing to be 'Brett Tucker', with a long horizontal stroke extending to the right.

Mr Brett Tucker
Shareholder & Company Secretary

Schedule 4 - Summary of Long Term Incentive Plan

1. PARTICIPATION

The board of directors ("Board") of Alderan Resources Limited ("Company") may from time to time in its sole and absolute discretion determine that a person who is an eligible employee under the Plan ("Eligible Employee") may participate in the Plan.

2. OFFERS TO PARTICIPATE

Following a determination that an Eligible Employee may participate in the Plan, the Board may at any time and from time to time make an invitation to an Eligible Employee to apply for the grant of Performance Rights or Options ("Awards") under the rules in respect of the operation of the Plan ("Rules") to the Eligible Employee ("Offer").

The terms and conditions of Awards offered or granted under the Rules to each Eligible Employee will be determined by the Board in its sole and absolute discretion and set out in an offer letter delivered to the Eligible Employee ("Offer Letter"). The Offer Letter will include as a minimum:

- (a) the date of the Offer;
- (b) the name of the Eligible Employee to whom the Offer is made;
- (c) the number and type of Award which are capable of becoming exercisable if the conditions (if any) are met;
- (d) the grant date;
- (e) in the case of an Option, the exercise price and the exercise period;
- (f) the expiry date (if any);
- (g) any applicable conditions associated with the Award;
- (h) any disposal or other restrictions attaching to the Award or the fully paid ordinary share ("Share") issued upon exercise of the Award;
- (i) any rights attaching to the Awards; and
- (j) agreement with the Eligible Employee for the Company to supply details to third parties where required by law.

3. RULES OF THE PLAN

Under the Plan, Performance Rights and/or Options may be offered to Eligible Employees as determined by the Board.

The following is a summary of the key terms of the Plan:

- (a) **Nature of Awards:** Each Option or Performance Right entitles the participant holding the Option or Performance Right, to subscribe for, or be transferred, one Share. Any Share acquired pursuant to the exercise of an Award will rank equally with all existing Shares from the date of acquisition.
- (b) **No consideration:** An Eligible Employee will not pay anything for the grant of Awards.
- (c) **Conditions:** Awards may be subject to exercise conditions, performance hurdles or vesting conditions ("Conditions"). These Conditions must be specified in the Offer Letter to Eligible Employees. In the event that a takeover bid for the Company is declared unconditional, there is a change of control in the Company, or if a merger by way of a scheme of arrangement has been approved by a court, then the Board may determine that:

- (i) all or a percentage of unvested Options will vest and become exercisable;
 - (ii) all or a percentage of Performance Rights will be automatically exercised; and
 - (iii) any Shares issued or transferred to a participant under the Plan that have restrictions (on their disposal, the granting of any security interests in or over, or otherwise on dealing with), will be free from any restrictions on disposal.
- (d) **Vesting of Awards:** Awards will vest if and when any Conditions have been satisfied, waived by the Board, or are deemed to have been satisfied under the Rules, and the Company has issued a notice (“Vesting Notification”) to the participant informing them that some or all of their Awards have vested.
- (e) **Exercise of Awards:** The period during which a vested Award may be exercised will commence when a Vesting Notification has been issued by the Company and ends on the Expiry Date (as defined below). Vested Awards must be exercised by delivering to the Company a signed notice together all other required documents and in the case of vested Options, a cheque or cash or such other form of payment determined by the Board for the amount of the Exercise Price (if any).
- (f) **Lapse:**
 - (i) Unvested Awards will generally lapse on the earlier of:
 - (A) the cessation of employment, engagement or office of a relevant person;
 - (B) the day the Board makes a determination that all unvested Awards and vested Options of the relevant person will lapse because, in the opinion of the Board a relevant person has acted fraudulently or dishonestly, or is in material breach of his or her duties or obligations to the Company;
 - (C) if any applicable Conditions are not achieved by the relevant time;
 - (D) if the Board determines that any applicable Conditions have not been met and cannot be met prior to the date that is 5 years from the grant date of an Award or any other date determined by the Board and as specified in the Offer (“Expiry Date”); or
 - (E) the Expiry Date.
 - (ii) Where a relevant person who holds Awards ceases employment with the Company and becomes a “Bad Leaver”, unvested Awards will lapse in accordance with paragraph (i) above and vested Options that have not been exercised will lapse on the date of cessation of employment, engagement or office. A Bad Leaver is a person who ceases employment or engagement with the Company in the following circumstances:
 - (A) as a result of termination of their employment or engagement due to serious and wilful misconduct, a material breach of their contract of employment, engagement or office, gross negligence or other conduct justifying termination without notice under their contract of employment, engagement or office or at common law;

- (B) the relevant person ceases their employment, engagement or office for any reason and commences employment, engagement or office, or otherwise acts, in breach of any post-termination restrictions contained in his or her contract of employment, engagement or office; or
 - (C) the relevant person is disqualified from managing corporations for the purposes of Part 2D.6 Corporations Act.
- (g) **Good Leaver:** If a relevant person, who is classified as a “Good Leaver”, ceases employment, engagement or office with the Company, unless the Board determines otherwise, the person's Awards will lapse in accordance with the terms of the Plan and vested Options that have not been exercised will continue in force and remain exercisable, subject to the satisfaction of any exercise conditions, until the Expiry Date. A Good Leaver is a person who is not a Bad Leaver, and includes where the relevant person's employment, engagement or office ceases due to death, permanent incapacity, redundancy, resignation, retirement or any other reason the Board determines in its discretion.
- (h) **No assignment:** Awards granted under the Plan may not be assigned, transferred, novated, encumbered with a security interest (such as a mortgage, charge, pledge, lien, encumbrance or other third party interest of any nature) over them, or otherwise disposed of by a participant, other than to a nominated party (such as a spouse, child, trustee of a trust or company) in accordance with the Plan, unless:
 - (i) the prior consent of the Board is obtained; or
 - (ii) such assignment or transfer occurs by force of law upon the death of a participant to the participant's legal personal representative.
- (i) **Issue Limitations:** The Board is not entitled to make an Offer to an Eligible Employee if offers of Awards under the Plan or under similar plans (excluding offers to persons situated at the time of receipt of the offer outside of Australia, that do not require the use of a disclosure document, or made under a disclosure document) in the previous 3 years would exceed 5% of the issued capital of the Company.
- (j) **Amendment of the Plan:**
 - (i) The Board may at any time amend the Rules without shareholder approval in respect of the following matters:
 - (A) amendments of a "housekeeping" nature;
 - (B) changing the vesting and exercise provisions of the Plan or any Award so that the scheduled expiry date for an Award is not extended, including to provide for accelerated vesting and early exercise of any Awards;
 - (C) changing the termination provisions of the Plan or any Award so that an Award's originally scheduled expiry date is not extended;
 - (D) changing the provisions on transferability of Awards for normal estate settlement purposes;
 - (E) changing the process by which a Participant who wishes to exercise his or her Award can do so, including the required form of payment for the Shares being purchased, the form of exercise notice and the place where such payments and notices must be delivered; and

- (F) adding a conditional exercise feature which would give Participants the ability to conditionally exercise in certain circumstances determined by the Board.
- (ii) No amendment to the Rules may be made if the amendment materially reduces the rights of any participant in respect of the Awards granted to them prior to the date of the Amendment (except in relation to amendments stipulated by the Rules).
- (iii) No amendment to the Plan that requires shareholder approval under any applicable securities laws or requirements shall become effective until such approval is obtained.
- (iv) The Board may at any time terminate the Plan or suspend the operation of the Plan.

Proxy Form

ALDERAN RESOURCES LIMITED

ACN 165 079 201

PROXY FORM

The Company Secretary
ALDERAN RESOURCES LIMITED

By post:
PO Box 902
West Perth WA 6872

Delivery:
Ground Floor,
16 Ord Street,
West Perth WA 6005

By facsimile:
08 9482 0505

Step 1 - Appoint a Proxy to Vote on Your Behalf

I/We ¹ _____ of _____

being a Shareholder/Shareholders of the Company and entitled to _____
votes in the Company, hereby appoint:

The Chairman of
the Meeting (mark
box)

☐

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and address of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting to be held at 2:30pm (AEDT) on Tuesday, 28 November 2017 at Dexus Place, 385 Bourke Street, Melbourne VIC 3000, on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit, except as provided below).

The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Step 2 - Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director - Mr Bruno Hegner	☐	☐	☐
Resolution 3	Approval for Additional 10% Facility	☐	☐	☐
Resolution 4	Ratify Prior Issue of Options	☐	☐	☐
Resolution 5	Reappointment of Auditor	☐	☐	☐
Resolution 6	Issue of Options to a Related Party - Mr Bruno Hegner	☐	☐	☐

* If you mark the Abstain box for a particular Resolution, 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.

Authorised signature/s

This section ***must*** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary
Contact Name	Contact Daytime Telephone	Date

¹Insert name and address of Shareholder

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

- Joint Holding: where the holding is in more than one name all of the holders should sign.
- Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
- Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the address below no later than 48 hours prior to the time of commencement of the Meeting (WST).

Business address: Ground Floor, 16 Ord Street, West Perth WA 6005

Postal address: PO Box 902, West Perth WA 6872

Facsimile: 08 9482 0505