



ALDERAN RESOURCES LIMITED
ACN 165 079 201

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at Level 4, 84 William Street, Melbourne Victoria on Wednesday, 21 November 2018 at 2:30PM (AEDT)

The Directors recommend, except where their interests preclude them from doing so, 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 0506.

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 Level 4, 84 William Street, Melbourne VIC 3000 on Wednesday, 21 November 2018 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 Monday, 19 November 2018 at 5:00PM (AEDT).

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

1. Annual Report

To consider the 2018 Annual Report of the Company and its controlled entities for the financial year ended 30 June 2018, which includes the financial report, the Directors' report and the auditor's report.

The reports referred to above are included in the 2018 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 <https://alderanresources.com.au/>.

2. Resolution 1 - Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding ordinary 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 2018 Annual Report, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

In accordance with sections 250R and 250BD 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 for the Company.
- (c) 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 Nicholas Heinen

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

“That Mr Nicholas Heinen, 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, on the terms and conditions set out in the Explanatory Memorandum.”

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 in favour of this Resolution by a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities in the Company). 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.

5. Resolution 4 - Ratification of Prior Issue of Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 15,000,000 Shares, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any Associates of those persons. 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.

BY ORDER OF THE BOARD

Mr Brett Tucker
Company Secretary
Alderan Resources Limited
Dated: 22 October 2018

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 Level 4, 84 William Street, Melbourne VIC 3000 on Wednesday, 21 November 2018 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	2018 Annual Report
Section 4	Resolution 1 - Adoption of the Remuneration Report
Section 6	Resolution 2 - Re-election of Director - Mr Nicholas Heinen
Section 7	Resolution 3 - Approval for Additional 10% Facility
Section 8	Resolution 4 - Ratification of Prior Issue of Shares

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 no later than **2.30pm (AEDT) on 19 November 2018**.

(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 2018 Annual Report, including the financial report, the Directors' report and the auditor's report for the financial year ended 30 June 2018.

There is no requirement for Shareholders to approve the 2018 Annual Report.

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

- (a) discuss the 2018 Annual Report which is available online at <https://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 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 2018.

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. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

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 2018.

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 Nicholas Heinen

5.1 General

In accordance with ASX Listing Rule 14.4 and clause 12.3 of the Constitution, a Director is prevented from holding office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer. In addition, ASX Listing Rule 14.5 provides that a company that has directors must hold an election of directors each year.

As no Director has held office past the third annual general meeting or 3 years, Mr Nicholas Heinen has agreed to retire and seek re-election at the Meeting.

Mr Nicholas Heinen will retire in accordance with ASX Listing Rule 14.4 and clause 12.3(b)(iv) of the Constitution and being eligible, seeks re-election from Shareholders.

5.2 Qualifications and other material directorships

Mr Heinen is the founder and managing partner of Belgrave Capital Ltd, a London based investment management firm. He has been actively involved in the natural resources sector since 2004.

Mr Heinen joined the private bank Sal. Oppenheim jr. & Cie. In 1992 as a founding member of its corporate finance team. From 1996-98, he co-managed the bank's UK institutional equity brokerage arm. From 1999-2004, he was managing partner of Rhein Trust, an investment company specialised in venture capital, pre-IPO investments and real estate.

In 2004, he founded Mongold Mining Inc., a gold exploration and mining company which developed one of Mongolia's largest conglomerate gold deposits. As its CEO, he

oversaw the acquisition of the assets, exploration, capital raising and development towards mine production. In 2005, he founded Universal Copper International Inc., which discovered, explored and developed one of Mongolia's largest VMS-style copper deposits ("White Hill"). He served as the Company's CEO until its acquisition by Kerry Mining Group, Singapore in mid-2008. During his tenure, he was responsible for building up the company from a greenfield project into an advanced exploration/development project. His responsibilities included the creation and implementation of operational and financial structures, substantial capital raisings as well as financial/operational controlling. He structured and managed the sale of the company.

Independence

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

5.3 Board recommendation

The Board (excluding Mr Heinen 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 \$35,642,450 (based on the number of Shares on issue and the closing price of Shares on the ASX on 19 October 2018).

If Shareholders approve Resolution 3, the number of Equity Securities the eligible entity may issue under the 10% Placement Facility 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 Facility 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

As at the date of this Notice of Annual General Meeting, the Company has 129,608,908 Shares on issue. Accordingly, if Shareholders approve Resolution 3, the Company will have the capacity to issue approximately 12,960,890 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

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

If Shareholders approve Resolution 3, the Company will have a mandate to issue Equity Securities under the 10% Placement Facility under Listing Rule 7.1A from the date of the annual general meeting at which the approval is obtained until the earlier 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 on issue	Dilution			
	Issue Price (per share)	\$0.135 50% decrease in Issue Price	\$0.27 Issue Price	\$0.54 100% increase in Issue Price
129,608,908 (Current Variable A)	Shares issued	12,960,980	12,960,980	12,960,980
	Funds raised	\$1,749,732	\$3,499,465	\$6,998,929
194,413,3162	Shares issued	19,441,331	19,441,331	19,441,331

(50% increase in Current Variable A)	Funds raised	\$2,624,580	\$5,249,159	\$10,498,319
259,217,816 (100% increase in Current Variable A)	Shares issued	25,921,781	25,921,781	25,921,781
	Funds raised	\$3,499,440	\$6,998,881	\$13,997,762

The table has been prepared on the following assumptions:

1. Variable A is 129,608,908 being the number of ordinary securities on issue at the date of this Notice.
 2. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 3. No Options are exercised or converted into Shares before the date of the issue of the Equity Securities.
 4. The Company has not issued any other Equity Securities using its placement capacity under Listing Rule 7.1 or 7.1A in the 12 months preceding this Notice.
 5. 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%.
 6. 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. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
 7. 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.
 8. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 9. The issue price is \$0.27, being the closing price of the Shares on the ASX on 19 October 2018 being that last day that the Company's Shares traded on the ASX before the date of this Notice.
- (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.

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 28 November 2017. In the 12 months preceding the date of the 2018 Annual General Meeting and as at the date of this Notice, the Company has issued 22,195,000 Equity Securities. This represents 18% of the total number of Equity Securities on issue at the commencement of that 12 month period and an increase in total Equity Securities on issue of 7% at the date of this Notice during the 12 month period (taking into account conversion from one class of Equity Securities to another).

- (j) Details of each issue of Equity Securities by the Company during the 12 months preceding the date of this Meeting are set out in table on the following page.
- (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 believes that the 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommends that Shareholders vote in favour of Resolution 3.

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount to Market Price ¹ (if applicable)	Consideration & Use of Funds as at the date of this Notice
30 November 2017	2,000,000	Unlisted options ²	Mr Bruno Hegner	Nil	Issued for nil consideration, as an incentive for future performance. The fair value as at the date of this Notice based on a Black & Scholes valuation is \$84,043.
12 April 2018	5,000,000	Fully paid ordinary shares	Investors	\$0.60, being a 23.57% discount to the closing ASX share price on 11 April 2018 of \$0.785	Total consideration of \$3,000,000 raised (before costs). All funds have been applied towards exploration at the Frisco project, costs of the offer and working capital.
13 June 2018	1,450,000	Unlisted options ³	Employees	Nil	Issued for nil consideration, as an incentive for future performance. The fair value as at the date of this Notice based on a Black & Scholes valuation is \$120,510.
9 August 2018	30,000	Fully paid ordinary shares	Employees	\$0.30, being a 44.44% discount to the closing ASX share price on 9 August 2018 of \$0.54	Total consideration of \$9,000 raised on conversion of unlisted employee incentive options expiring at 27 June 2021 at \$0.30 each. All funds raised have been applied towards exploration at the Frisco project and working capital.
11 September 2018	a) 1,615,000 b) 600,000	a) Fully paid ordinary shares b) Performance rights on the terms and conditions detailed in the Notice of Meeting dated 16 July 2018	a) Directors & Management b) Mr Bruno Hegner	a) \$1,045,000 raised from exercise of unlisted options exercisable at \$0.20 each, being a 25.93% discount to the closing price on 11 September 2018 of \$0.27; and \$570,000 raised from exercise of unlisted options exercisable at \$0.30 each, being an 11.11% premium to the closing price on 11 September 2018 of \$0.27 b) Nil	a) Total consideration of \$380,000 raised on conversion of 1,045,000 unlisted incentive options at \$0.20 each; and 570,000 unlisted incentive options at \$0.30 each. All funds raised have been applied towards exploration at the Accrington project and working capital. b) Nil consideration as an incentive for future performance.
8 October 2018	11,500,000	Fully paid ordinary shares	Sophisticated and professional investors	\$0.20, being a 23% discount to the closing ASX share price on 8 October 2018 of \$0.26	Total consideration of \$2,300,000 raised (before costs). Funds on hand to date of c.\$1,500,000 are intended to be spent on exploration at the Frisco project and working capital.

22 October 2018	3,500,000	Fully paid ordinary shares	Sophisticated and professional investors	\$0.20, being a 27% discount to the closing ASX share price on 19 October 2018 of \$0.275	Total consideration of \$700,000 raised (before costs). All funds are on hand and are intended to be spent on exploration at the Frisco project and working capital.
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Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Unlisted Options were issued under the Company's Long Term Incentive Plan and comprise the following:
 - a. 500,000 Unlisted options exercisable at \$2.50 each on or before 30 November 2021, vesting on 30 January 2018;
 - b. 500,000 Unlisted options exercisable at \$3.00 each on or before 30 November 2021, vesting on 1 November 2018;
 - c. 500,000 Unlisted options exercisable at \$3.50 each on or before 30 November 2021, vesting on 1 November 2019;
 - d. 500,000 Unlisted options exercisable at \$4.00 each on or before 30 November 2021, vesting on 1 November 2020;
3. Unlisted Options were issued under the Company's Long Term Incentive Plan and comprise the following:
 - a. 166,666 Unlisted options exercisable at \$1.00 each on or before 13 June 2022, vesting on 13 June 2019;
 - b. 233,334 Unlisted options exercisable at \$1.00 each on or before 13 June 2022, vesting on 13 June 2020;
 - c. 116,666 Unlisted options exercisable at \$1.50 each on or before 13 June 2022, vesting on 13 June 2019;
 - d. 233,334 Unlisted options exercisable at \$1.50 each on or before 13 June 2022, vesting on 13 June 2020;
 - e. 116,666 Unlisted options exercisable at \$2.00 each on or before 13 June 2022, vesting on 13 June 2019;
 - f. 233,334 Unlisted options exercisable at \$2.00 each on or before 13 June 2022, vesting on 13 June 2020;
 - g. 116,666 Unlisted options exercisable at \$2.50 each on or before 13 June 2022, vesting on 13 June 2019; and
 - h. 233,334 Unlisted options exercisable at \$2.50 each on or before 13 June 2022, vesting on 13 June 2020.

7. Resolution 4 - Ratification of Prior Issue of Shares

7.1 General

As announced on 28 September 2018, the Company undertook a private placement to issue 15,000,000 Shares at an issue price of \$0.20 per Share to raise \$3,000,000 less costs.

15,000,000 Shares were subsequently issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the previous issue of Shares under the Company's placement capacity under Listing Rule 7.1 (**Ratification**).

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that when a company in general meeting ratifies the previous issue made pursuant to the ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this previous issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1.

7.2 Technical Information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) On 8 October 2018 and 22 October 2018 the Company issued 11,500,000 Shares and 3,500,000 Shares respectively, for a total of 15,000,000 Shares;
- (b) The issue price was \$0.20 per Share;
- (d) The Shares were issued to sophisticated or professional investors in accordance with subsections 708(8) and 708(11) of the Corporations Act, as selected by the Company. None of the subscribers were related parties of the Company.
- (e) The Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) The funds raised will be used for the next stage of the Company's drill campaign at Accrington.

7.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4. Each Director intends to vote the Shares they control in favour of Resolution 4.

The Chairman of the General Meeting intends to vote all available undirected proxies in favour of Resolution 4.

Schedule 1 - Definitions

\$ means Australian dollars.

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

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

2018 Annual Report means the Company's annual financial report for the year ended 30 June 2018.

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

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

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to that term in the ASX Listing Rules.

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.

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

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 Annual General 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.

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

Notice 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 Annual General Meeting where applicable

Remuneration Report means the remuneration report set out in the Director's report section of the 2018 Annual Report.

Resolutions means the resolutions set out in the Notice of Annual General 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.

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 email:
brett@alderanresources.com.au

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 Wednesday, 21 November 2018 at Level 4, 84 William 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 Nicolaus Heinen	☐	☐	☐
Resolution 3	Approval for Additional 10% Facility	☐	☐	☐
Resolution 4	Ratification of Prior Issue of Shares	☐	☐	☐

* 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 email 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 email 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

Email: brett@alderanresources.com.au