

**ASX
ANNOUNCEMENT
8 November 2018**

8 November 2018

ASX Limited
Company Announcements Office
Level 40, Central Park
152-158 St Georges Terrace
PERTH WA 6000

NOTICE OF ANNUAL GENERAL MEETING & PROXY FORM

CORPORATE DIRECTORY

NON EXECUTIVE CHAIRMAN
Terry Streeter

MANAGING DIRECTOR
Shane Sadleir

COMMERCIAL DIRECTOR
Ralph Winter

NON EXECUTIVE DIRECTOR
Adrian Larking

COMPANY SECRETARY
Ralph Winter

ASX: MOH

CORPORATE ADDRESS

1/22 RAILWAY RD
SUBIACO 6008

T 0411 704 498
0435 336 538

E admin@mohoresources.com.au

W www.mohoresources.com.au

Moho Resources Limited (ASX: MOH) ("Moho Resources" or "the Company") advises that the attached Notice of Annual General Meeting & Proxy Form, for the Company's Annual General Meeting to be held at Suite 1/22 Railway Road, Subiaco, WA, 6008 at 1.00pm (AWST) on 26 November 2018 has been despatched to shareholders on 5 November 2018.

The 2018 Annual Report has also been despatched to shareholders that have elected to receive a copy otherwise copies are available by contacting the Company's share registry.

Yours faithfully,



Ralph Winter
Commercial Director/Company Secretary

Investor Inquiries:
Shane Sadleir
Managing Director
Tel: +61 411 704 498

Ralph Winter
Commercial Director/Company Secretary
Tel: +61 435 336 538

MOHO RESOURCES LIMITED
ACN 156 217 971

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

AND

PROXY FORM

IMPORTANT INFORMATION

*This is an important document that should be read in its entirety.
If you do not understand it you should consult your professional advisers without delay.*

*If you wish to discuss any aspect of this document with the Company please contact
Mr Ralph Winter on telephone +61 435 336 538*

NOTICE OF ANNUAL GENERAL MEETING

MOHO RESOURCES LIMITED

ACN 156 217 971

NOTICE IS HEREBY GIVEN that the 2018 Annual General Meeting of the members of Moho Resources Limited will be held at 1.00pm (AWST) on 26 November 2018 at Suite 1/22 Railway Road, Subiaco, Western Australia, 6008 to consider and, if thought fit, to pass the following Resolutions:

The business of the Meeting affects your shareholding and your vote is important. This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at each Meeting are those who are registered Shareholders at 1:00pm (WST) on Wednesday, 24 November 2018.

AGENDA

Financial Statements & Other Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the director's report and the auditor's report.

Resolution 1 – Re-election of Mr Adrian Larking as a Director

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

“That, for the purpose of clause 14.2 of the Constitution, and for all other purposes, Mr Adrian Larking, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

Resolution 2 – Election of Mr Terry Streeter as a Director

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

“That, for the purpose of clause 14.4 of the Constitution, and for all other purposes, Mr Terry Streeter, a Director, who was appointed on 6 July 2018, retires, and being eligible, is elected as a Director.”

DATED this 30th day of October 2018.

BY ORDER OF THE BOARD



Ralph Winter

Director/Company Secretary

Voting in person

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

Voting by proxy

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

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

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

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- If proxy holders vote, they must cast all directed proxies as directed; and
- Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact Ralph Winter (Director/Company Secretary) on +61 435 336 538 or by email at admin@mohoresources.com.au.

MOHO RESOURCES LIMITED
ACN 156 217 971

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS & OTHER REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.mohoresources.com.au.

2. RESOLUTION 1 – RE-ELECTION OF MR ADRAIN LARKING AS A DIRECTOR

2.1 General

Clause 14.2 of the Constitution provides that one-third of the Directors for the time being shall retire by rotation and be eligible for re-election at each annual general meeting.

Accordingly, Mr Adrian Larking retires by rotation and seeks re-election.

2.2 Qualifications and material directorship

Mr Adrian Larking is a geoscientist and lawyer with minerals, petroleum and geothermal energy industry experience in Australia and internationally including as managing director and director of listed and unlisted companies. He has been involved in the establishment of successful mineral exploration companies and consulted to major and junior companies. He spent over 25 years with WMC Ltd in various exploration, mine geology, research, legal/commercial, marketing and managerial positions. Mr Adrian Larking has also been an Association of Mining and Exploration Companies Councilor since 2004.

2.3 Board recommendation

The Board supports the re-election of Mr Adrian Larking and recommends that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – ELECTION OF MR TERRY STREETER AS A DIRECTOR

3.1 General

Clause 14.4 of 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 so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Terry Streeter, having been appointed by the other Directors on 6 July 2018 in accordance with clause 14.4 of the Constitution, will retire and being eligible, seeks election from Shareholders at the Meeting.

3.2 Qualifications and material directorship

Mr Terry Streeter has extensive experience in funding, listing and overseeing junior explorers in all exploration and economic cycles and has served in various roles in the nickel sulphide industry for over 30 years.

3.3 Board recommendation

The Board supports the election of Mr Terry Streeter and recommends that Shareholders vote in favour of Resolution 2.

4. GLOSSARY

In this Explanatory Memorandum:

“Chair” means the chair of the Meeting;

“Company” means Moho Resources Limited ACN 156 217 971;

“Constitution” means the constitution of the Company as amended from time to time;

“Corporations Act” means the Corporations Act 2001 (Cth);

“Director(s)” means a director(s) of the Company;

“Directors’ Report” means the directors’ report for the financial year ended 30 June 2018 provided to Shareholders;

“Explanatory Statement” means this explanatory statement accompanying the Notice;

“Meeting” means the annual general meeting of Shareholders convened by this Notice;

“Notice” and **“Notice of Meeting”** means this notice of meeting including the Explanatory Statement and the Proxy Form;

“Proxy Form” means the proxy form accompanying the Notice;

“Resolution” means the resolution set out in this Notice and **“Resolutions”** has a corresponding meaning;

“Section” means a section of this Explanatory Statement;

“Share” means an ordinary fully paid share in the capital of the Company; and

“Shareholder” means a registered holder of a Share.

[This page has been left blank intentionally]

MOHO RESOURCES LIMITED

ABN 81 156 217 971

LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

2018 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Moho Resources Limited and entitled to attend and vote hereby:

APPOINT A PROXY



The Chairman of
the meeting

OR



PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including 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), at the Annual General Meeting of the Company to be held at **Suite 1/22 Railway Road, Subiaco, Western Australia, 6008, on Monday, 26 November 2018 at 1.00pm (AWST)** and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 and 2 (except where I/we have indicated a different voting intention below) even though this Item is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chairman. I/we acknowledge the Chairman of the Meeting intends to vote all undirected proxies available to them in favour of each Item of Business.

VOTING DIRECTIONS

Agenda Items

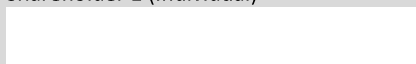
		For	Against	Abstain*			For	Against	Abstain*
1	Re-election of Mr Adrian Larking as a Director	☐	☐	☐	2	Election of Mr Terry Streeter as a Director	☐	☐	☐



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

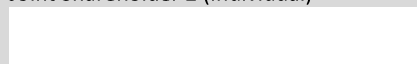
SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



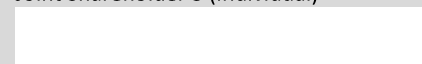
Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)



Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)



Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

☐ Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on an item, your vote on that item will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chairman) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Item 1 and 2, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Item 1 and 2.

PLEASE NOTE: If you appoint the Chairman as your proxy (or if they are appointed by default) but do not direct them how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), the Chairman may vote as they see fit on that item.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 1.00 pm (AWST) on Saturday, 24 November 2018, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 9262 3723



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033