



S2 Resources Ltd

ACN 606 128 090

Notice of General Meeting

Time: 9:00am (WST)

Date: Friday, 9 September 2016

Place: Rendezvous Hotel,
148 The Esplanade
Scarborough WA 6019

This Notice of General Meeting contains important information and should be read in its entirety. Shareholders are encouraged to contact their professional advisers if they require advice as to how to vote.

NOTICE IS GIVEN that a General Meeting (**GM** or **Meeting**) of Shareholders of S2 Resources Limited (**S2** or the **Company**) will be held at the Rendezvous Hotel at 148 The Esplanade, Scarborough WA 6019 on Friday, 9 September 2016 at 9:00am (WST).

Attached to, and forming part of, this Notice of Meeting are Explanatory Notes that provide Shareholders with background information and further details on the Resolutions to assist Shareholders to determine how they wish to vote on the Resolutions. This Notice of Meeting, including the Explanatory Notes, Other Information and the Proxy Form, should be read in its entirety.

BUSINESS

1. **RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES TO PURCHASE REMAINING 33% OF NORSE EXPLORATION PTY LTD**

To consider and, if thought fit, pass the following as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, the issue of 8,400,000 fully paid ordinary shares on the terms and conditions set out in paragraph 1.1 of the Explanatory Notes, be approved and ratified."

2. **RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES PURSUANT TO THE PLACEMENT**

To consider and, if thought fit, pass the following as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, the issue of 22,700,000 fully paid ordinary shares for an issue price \$0.40 per share on the terms and conditions set out in paragraph 1.2 of the Explanatory Notes, be ratified and approved."

Voting Exclusion Statement for Resolutions 1 and 2: In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 1 or 2 by:

- any person who participated in the issue of Shares the subject of those Resolutions; and
- any associate of those persons.

However, the Company need not disregard a vote on Resolution 1 or 2, for the purposes of the ASX Listing Rules, if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form authorising the Chairman of the Meeting to vote as the Chairman decides.

Chairman voting intention: The Chairman of the Meeting (where appropriately authorised) intends to vote all available undirected proxies **in favour of** Resolutions 1 and 2.

Date 3 August 2016

By order of the Board



Anna Neuling
Company Secretary

NOTES

These Notes form part of the Notice of Meeting.

The business at the Meeting affects your shareholding and your vote is important.

Entitlement to vote at the Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations that, for the purpose of voting at the Meeting, the members eligible to vote are those persons who are the registered holders of shares at 5:00pm (WST) on Wednesday, 7 September 2016.

If more than one joint holder of shares is present at the Meeting (whether personally or by proxy, attorney or representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting in person

To vote in person, attend the Meeting at the time, date and location mentioned in this Notice of Meeting.

Voting by proxy

Each member entitled to vote at the Meeting may appoint a proxy to attend and vote at the Meeting.

A proxy need not be a member of the Company and can be an individual or a body corporate.

A body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A member 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. For an appointment of a proxy for the meeting to be effective:

- the Proxy Form; and
- if the Proxy Form is signed by the appointor's attorney – the authority under which the Proxy Form was signed (eg a power of attorney) or a certified copy of it,

must be received by the Share Registry at least 48 hours before the Meeting (ie by 9:00 am (WST) on Wednesday, 7 September 2016).

The following addresses are specified by the Share Registry for the purposes of receipt of proxies:

Online: www.investorvote.com.au	
By mail: Computershare Investor Services Pty Limited GPO Box 242 Melbourne VICTORIA 3001	By fax: 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)

Shareholders should be aware in appointing a proxy 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 Chairman, who must vote the proxies as directed.

Corporate representatives

A body corporate that is also a Shareholder, or that has been appointed as a proxy, may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Shareholders can download and fill out the "Appointment of Corporate Representative" form from the Computershare website:

<https://cda-au.computershare.com/Content/c1acf4d9-e87a-4e63-91a9-a4880af8fe32>

EXPLANATORY NOTES, COMMENTARY AND RECOMMENDATIONS

This information forms part of the Notice of Meeting.

1. BACKGROUND TO THE SHARE ISSUES

1.1 Issue of Shares to purchase remaining 33% of Norse Exploration Pty Ltd

(a) Background

As on 30 November 2015, the Company issued an aggregate of 8,400,000 Shares at an issue price of \$0.15 per Share as consideration for the acquisition of the remaining 33% interest in Norse Exploration Pty Ltd (**Norse**) that the Company does not own, from Finnish, British and Swedish vendors. The aggregate value of the Shares issued for the purposes of this acquisition that is implied by issue price is \$1,260,000. Sakumpu Exploration Oy (**Sakumpu**) is a wholly-owned subsidiary of Norse and, as a result:

- the Company is now the sole owner of all of the tenements and prospects owned by Sakumpu; and
- the Company will be the sole benefactor of any future exploration success in relation to those tenements and prospects in Sweden and Finland.

(b) 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:

- 8,400,000 Shares were issued.
- The issue price was \$0.15 per Share.
- The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

The Shares were issued to the following persons (none of whom are related parties of the Company) in the following quantities:

Name	Number of Shares
James Coppard	2,100,000
Graham Brown	2,100,000
Alain Chevalier	2,100,000
Bo Langbacka	2,100,000

- No cash proceeds were received from the issue. However, as noted above, the Shares were issued as consideration for the acquisition of the remaining 33% of Norse, and, as a result, the Company now owns 100% of Norse (and therefore Sakumpu).

1.2 **Issue of Shares pursuant to the Placement**

(a) *Introduction*

As announced on 26 July 2016, the Company has completed a placement of 22,700,000 Shares to professional, sophisticated and other institutional investors, raising approximately \$9.1 million. The issue price pursuant to the Placement was \$0.40 per Share and the Placement was within the Company's 15% capacity in accordance with ASX Listing Rule 7.1. The Company also announced a share purchase plan on 26 July 2016 to raise up to \$3 million (**SPP**).

The net proceeds from the Placement and SPP will be used:

- to accelerate S2's ongoing exploration activities; and
- for general corporate purposes; and
- for ongoing working capital requirements and to pay the transaction costs associated with the Placement and SPP.

(b) *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:

- 22,700,000 Shares were issued.
- The issue price was \$0.40 per Share.
- The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- The capital raising Shares were issued to domestic and international professional, sophisticated and other institutional investors (consisting of both existing and new Shareholders). None of the placees are or were related parties of the Company.
- The funds raised from this issue have been and will be used for:
 - ongoing exploration activities; and
 - general working capital and corporate purposes.

2. **REASON FOR THE RESOLUTIONS**

The Resolutions seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the Share issues described in paragraph 1.

The reason for seeking ratification is broadly as follows:

- **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 where a company in general meeting ratifies a previous issue of securities made pursuant to 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.

As such, by ratifying the issues the subject of Resolutions 1 and 2, the Company will retain the flexibility to use securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. Put another way, if the Resolutions are passed, the Company will not need to include the Shares issued to acquire the remaining 33% interest in Norse, or the Shares issued pursuant to the Placement, when calculating how many Shares it has already issued for the purposes of the 15% threshold.

The Company considers it important to retain the flexibility to issue Shares for the purposes of either raising capital quickly, or as consideration for an acquisition, should either become necessary or desirable in the prevailing circumstances. Whether or not Resolutions 1 and 2 are passed, any future share issue will remain subject the 15% threshold in Listing Rule 7.1, unless Shareholders approve additional placement capacity pursuant to ASX Listing Rule 7.1A or an exemption in ASX Listing Rule 7.2 applies.

For the avoidance of doubt, the Company notes that the Shares to be issued pursuant to the SPP will not count towards its placement capacity for the purposes of ASX Listing Rule 7.1, as that issue will satisfy Exception 15 of ASX Listing Rule 7.2.

3. **BOARD RECOMMENDATION**


The Board believes that Resolutions 1 and 2 are in the best interests of the Company and its Shareholders and recommends that Shareholders vote in favour of those Resolutions.

GLOSSARY

Term	Meaning
ASX	ASX Limited (ABN 98 008 624 691) or the financial market conducted by it (the Australian Securities Exchange), as the context requires.
ASX Listing Rule	The official listing rules of ASX, as amended or waived from time to time.
Board	The board of Directors of the Company.
Chairman	The chairman of the Meeting appointed in accordance with the Constitution.
Company	S2 Resources Limited (ACN 606 128 090).
Constitution	The constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Corporations Regulations	<i>Corporations Regulations 2001</i> (Cth).
Director	A director of the Company.
equity securities	Has the meaning given to that term in the ASX Listing Rules.
Explanatory Notes	The explanatory notes enclosed with and forming part of this Notice.
General Meeting, GM or Meeting	The general meeting of the Company notified to Shareholders by this Notice of Meeting.
Notice of Meeting or Notice	This notice of meeting incorporating the Explanatory Notes and the Proxy Form.
Placement	The placement of Shares announced on 26 July 2016, raising approximately \$9.1 million
Proxy Form	The proxy form enclosed with and forming part of this Notice.
Resolution	A resolution referred to in this Notice.
Share	A fully paid ordinary share in the capital of the Company.
Share Registry	Computershare Investor Services Pty Limited.
Shareholder	A registered holder of a Share in the capital of the Company.
\$	A reference to "\$" is to Australian currency.

S2R
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 9:00am (WST) Wednesday, 7 September 2016**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also 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. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of S2 Resources Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 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) at the General Meeting of S2 Resources Ltd to be held at the Rendezvous Hotel, 148 The Esplanade, Scarborough, Western Australia on Friday, 9 September 2016 at 9:00am (WST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of prior issue of Shares to purchase remaining 33% of Norse Exploration Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior issue of Shares pursuant to the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /

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Computershare +