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AND REQUIRES YOUR ATTENTION

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please consult your financial or other professional adviser.



STELLAR RESOURCES LIMITED
ABN 96 108 758 961

('Stellar' or 'Company')

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY STATEMENT

The Annual General Meeting will be held:

- at Advocacy Room, Deloitte Touche Tohmatsu, Level 10, 550 Bourke Street, Melbourne, Victoria 3000;
- on Thursday 17 November 2016 at 10.30am AEDT.

You can vote by:

- attending and voting at the Meeting; or
- appointing someone as your proxy to attend and vote at the Meeting on your behalf, by completing and returning the proxy form to Boardroom Pty Ltd in the manner set out in the proxy form. The proxy form must be received by the Share Registry of Stellar no later than 10.30am AEDT on Tuesday 15 November 2016.

STELLAR RESOURCES LIMITED
ABN 96 108 758 961

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the members of **Stellar Resources Limited** will be held:

- **on Thursday, 17 November 2016**
- **at 10.30am AEDT**
- **at Advocacy Room, Deloitte Touche Tohmatsu, Level 10, 550 Bourke Street, Melbourne, Victoria 3000**

1. BUSINESS

A. Financial Statements and Reports

To table the following statements and reports and provide members with the opportunity to raise any issues or ask questions generally of the Directors concerning those financial statements or the business operations of the Company:

- (a) the annual financial report of the Company and controlled entities for the year ended 30 June 2016, together with the declaration of Directors;
- (b) the Directors' report;
- (c) the Remuneration report; and
- (d) the independent auditor's report thereon.

B. Ordinary Resolutions

To consider and, if thought fit, to pass the following resolutions, in the case of Resolution 1 as a non-binding resolution, and in all other cases as an ordinary resolution:

Resolution 1: Adoption of Remuneration Report

"**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 contained in the Company's annual financial report for the financial year ended 30 June 2016."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Resolution 2: Re-election of Director – Mr Miguel Lopez de Letona

"**THAT** Mr Miguel Lopez de Letona, a Director retiring in accordance with clause 57.1 of the Company's constitution, being eligible for re-election and having signified his candidature for the office, be re-elected as a Director of the Company."

C. Special Resolutions

To consider and, if thought fit, to pass the following resolutions as special resolutions:

Resolution 3: Approval of 10% Placement Facility

"**THAT**, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

Resolution 4: Adoption of Proportional Takeover Provisions

"**THAT**, pursuant to and in accordance with sections 136(2) and 648G of the Corporations Act 2001 (Cth), the proportional takeover provisions contained in Clause 22A of the Constitution be re-inserted for the period of three years after the date of the Annual General Meeting."

2. VOTING RESTRICTIONS

Resolution 1

A vote on Resolution 1 must not be, and the Company will disregard any vote, cast (in any capacity) by or on behalf of either a member of the Company's key management personnel (as described below), details of whose remuneration are included in the Remuneration Report (**KMP member**) or a closely related party of a KMP member (as described below) (**Closely Related Party**).

However, a KMP member or a Closely Related Party may cast a vote on Resolution 1 (**Voter**) as a proxy if the vote is not cast on behalf of a KMP member or a Closely Related Party and either the Voter is appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 1 and expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP member.

KMP members are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director of the Company.

If you are a KMP member or a Closely Related Party (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as stated above), you may commit an offence by breaching the voting restrictions that apply to you under the Corporations Act.

A **Closely Related Party** means any of the following:

- a spouse or child of the KMP member;
- a child of the KMP member's spouse;
- a dependant of the KMP member or the KMP member's spouse;
- anyone else who is one of the KMP member's family and may be expected to influence the KMP member, or be influenced by the KMP member, in the KMP member's dealings with the Company;
- a company the KMP member controls;
- a person prescribed by regulations (as at the date of this Notice of Annual General Meeting, no such regulations have been prescribed).

The proxy form accompanying this Notice contains instructions regarding how to complete the proxy form if a Shareholder wishes to appoint the Chairperson as his or her proxy and to authorise the Chairperson to vote on the resolution to adopt the Remuneration Report. You should read those instructions carefully.

Resolution 3

The Company will disregard any votes cast on Resolution 3 by a person (and any associate of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 3 is passed. However, the Company need not disregard a vote cast on Resolution 3 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 a 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.

3. VOTING ENTITLEMENT

The Directors of the Company have determined that the shareholding of each member for the purposes of ascertaining voting entitlements for the Annual General Meeting will be as it appears on the Register of Members at 7pm (AEDT) on Tuesday 15 November 2016.

4. HOW TO VOTE

Shareholders entitled to vote at the Annual General Meeting may vote by attending the Meeting in person, by attorney or proxy or, in the case of corporate shareholders, by a corporate representative.

5. VOTING IN PERSON OR BY ATTORNEY

Shareholders or their attorneys wishing to vote in person should attend the Meeting. Persons are asked to arrive at least 30 minutes prior to the time the Meeting is to commence, so that their shareholding may be checked against the register and their attendance recorded. Shareholders intending to attend the Meeting by attorney must ensure that they have, not later than 48 hours prior to the time the Meeting is to commence, 10.30am AEDT, Tuesday, 15 November 2016 provided the original or a certified copy of the power of attorney to the Company, in the same manner prescribed below for the giving of proxy forms to the Company.

6. VOTING BY PROXY

- (a) Shareholders wishing to vote by proxy must complete, sign and deliver the enclosed personalised proxy form or forms, in accordance with the instructions on the form, prior to 10.30am AEDT on Tuesday 15 November 2016 by:
- Mail to: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
 - Hand delivery to: Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000; or
 - Fax to: Stellar Resources Limited c/- Boardroom Pty Limited on +61 2 9290 9655; or
 - Online at www.votingonline.com.au/stellaragm2016
- (b) A Shareholder who is entitled to vote at the Meeting may appoint:
- (i) one proxy if the Shareholder is only entitled to one vote; or
 - (ii) one or two proxies if the Shareholder is entitled to more than one vote.
- (c) If a Shareholder appoints one proxy, that proxy may vote on a show of hands. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
- (d) Where the Shareholder appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not do so, each proxy may exercise one-half of the votes, and any fraction of votes will be disregarded.
- (e) A proxy need not be a Shareholder of the Company. In the case of joint holders, all should sign the proxy form. In the case of corporations, proxies must be executed in accordance with the Corporations Act.
- (f) To be valid, a proxy form signed under a power of attorney must be accompanied by the signed power of attorney, or a certified copy of the power of attorney.
- (g) You are encouraged when completing the proxy form to direct the proxy by indicating a vote "For" or "Against" or "Abstain". If the abstention box for the item of business is marked, the proxy will be directed not to vote on a show of hands or on a poll and the relevant shares will not be counted in calculating the required majority on a poll. If no box is marked, the proxy will not have been directed how to vote and may therefore vote as he or she thinks fit, or abstain from voting.
- (h) If the proxy form is signed by the Shareholder but does not name the proxy or proxies in whose favour it is given, the Chairperson of the Meeting may either act as proxy or complete the proxy by inserting the name of one or more Directors or the Company Secretary.
- (i) The Chairperson of the Annual General Meeting, the Company Secretary or any Directors of the Company intend to vote all undirected proxies from Shareholders (who are eligible to vote in favour of the Resolutions) in favour of the Resolutions to be voted on at the Annual General Meeting.
- (j) If you complete a proxy form that authorises the Chairperson of the Annual General Meeting to vote on your behalf as a proxyholder, and you do not mark any of the boxes "For" "Against" or "Abstain" so as to give the Chairperson directions about how your vote should be cast, your proxy will automatically be directed in favour of the resolution to adopt the Remuneration Report (i.e. Resolution 1), and the Chairperson will vote accordingly.
- (k) If you require an additional proxy form, the Company will supply it on request to the undersigned.

7. VOTING BY CORPORATE REPRESENTATIVE

Corporate Shareholders wishing to vote by corporate representative should:

- (a) obtain an appointment of corporate representative form from the Registry;
- (b) complete and sign the form in accordance with the instructions on it; and
- (c) bring the completed and signed form with them to the Annual General Meeting.

DATED 7 October 2016

BY ORDER OF THE BOARD



.....
Christina R Kemp
Company Secretary

STELLAR RESOURCES LIMITED
ABN 96 108 758 961

EXPLANATORY STATEMENT

INTRODUCTION

The purpose of this Explanatory Statement is to provide Shareholders with an explanation of the business of the Meeting and the Resolutions proposed to be considered at the Annual General Meeting to be held on Thursday 17 November 2016 and to assist Shareholders in determining how they wish to vote on those Resolutions. This Explanatory Statement should be read in conjunction with the Notice of Meeting and forms part of the Notice of Meeting.

Certain terms used in this Explanatory Statement and the Notice of Meeting of which it forms part are defined in section 4 of this Statement (Interpretation).

1. BUSINESS OF THE MEETING – SUMMARY

- a. To table the financial statements of the Company for the period ended 30 June 2016 and to give the members the opportunity to raise issues and ask questions generally concerning the financial statements or business operations of the Company;

To consider and vote on the following ordinary resolutions:

Resolution 1 – to adopt the Remuneration Report;

Resolution 2 – to re-elect Mr Miguel Lopez de Letona as a Director;

- b. To consider and vote on the following special resolutions:

Resolution 3 – to approve a 10% Placement Facility under Listing Rule 7.1A; and

Resolution 4 – to adopt the Proportional Takeover Provisions of the Constitution.

2. WHY THE MEETING IS BEING HELD

2.1 Financial Statements and Reports

The Board is required to lay before the Meeting the annual financial statements, Directors' report, Remuneration Report and independent auditor's report for the year ended 30 June 2016.

Copies of the annual financial statements and abovementioned reports are contained in the Annual Report for the financial year ended 30 June 2016 which has been lodged with ASX and is available for Shareholders to access and download from the Company's website: www.stellarresources.com.au

Shareholders can also request a printed copy of the Annual Report by telephoning the Company Secretary, Ms Christina Kemp on (+61 3) 9618 2540. Shareholders who have opted in writing to receive a hard copy of the Annual Report will receive it in the mail with this Notice of Meeting.

The Chairperson of the Meeting will take Shareholders' questions and comments about the management of the Company. The auditor of the Company will be available to take Shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements or the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the auditor about the content of the auditor's report or the conduct of the audit of the Annual Financial Report to be considered at the Meeting may be submitted not later than five business days before the Meeting to:

The Company Secretary
Stellar Resources Limited
Level 17, 530 Collins Street
Melbourne VIC 3000

Facsimile: +61 3 9649 7200

E-mail: chris.kemp@stellarresources.com.au

Copies of any questions received will be made available at the Meeting. The Chairperson of the Meeting will allow the auditor to answer written questions submitted to the auditor before the Meeting. If the auditor has prepared a written answer to a question, the Chairperson of the Meeting may permit the auditor to table that written answer. A written answer tabled at the Meeting will be made reasonably available to members as soon as practicable after the Meeting.

Shareholders are not required to pass any resolution in relation to the financial statements and reports (other than Resolution 1 being the adoption of the Remuneration Report for the year ended 30 June 2016).

2.2 Resolution 1 – Adoption of Remuneration Report for Year Ended 30 June 2016

The Remuneration Report forms part of the statutory Annual Report for the year ended 30 June 2016 which is available for Shareholders to access and download from the Company's website: www.stellarresources.com.au. The Remuneration Report sets out the remuneration policy of the Company and reports the remuneration arrangements in place for specified executives, including the Managing Director, and the non-executive Directors.

The Company is required by the Corporations Act to put to the vote at the Annual General Meeting a resolution that the Remuneration Report be adopted. But, it should be noted, the vote on this resolution is **advisory only** and does not bind the Directors or the Company. Accordingly, the Company will not be required to alter any arrangements detailed in the Remuneration Report, should the Report not be adopted. However, notwithstanding this strict legal position, the Board has determined that it will take the outcome of the vote and comments made by Shareholders on the Remuneration Report into consideration when determining the remuneration policy of the Company.

Further, under the Corporations Act, if 25% or more of the votes cast on Resolution 1 are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the Annual General Meeting, the Company's Remuneration Report for the period ending 30 June 2017 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's 2017 Annual General Meeting, 25% or more of the votes cast on the resolution for the adoption of the Remuneration Report for the financial year ended 30 June 2017 are against its adoption, and at the Meeting convened by this Notice at least 25% of the votes cast on Resolution 1 were against adoption of the Remuneration Report, the Company must put to its Shareholders a resolution proposing that an Extraordinary General Meeting (**Spill Meeting**) be held within 90 days of the date of the 2017 Annual General Meeting to consider the appointment of Directors (**Spill Resolution**). Where a Spill Resolution is carried at the Spill Meeting (i.e. more than 50% of the votes cast on the Spill Resolution are in favour of the Spill Resolution), all of the Directors in office at the 2017 Annual General Meeting will cease to hold office immediately before the end of the Spill Meeting, unless they are re-elected at the Spill Meeting.

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 Company recommends that Shareholders who submit proxies should consider giving "how to vote" directions to their proxyholder on each resolution, including this Resolution 1. If you complete a proxy form that authorises the Chairperson of the Annual General Meeting to vote on your behalf as proxyholder, and you do not mark any of the boxes "For" or "Against" or "Abstain" so as to give the Chairperson directions about how your vote should be cast, your proxy will automatically be directed in favour of the resolution to adopt the Remuneration Report and the Chairperson will vote accordingly.

If you wish to appoint the Chairperson of the Annual General Meeting as your proxyholder but you do not want to put the Chairperson in the position to cast your votes in favour of Resolution 1, you should complete the appropriate box on the proxy form, directing the Chairperson to vote against or abstain from voting on Resolution 1.

Before calling for votes in relation to this resolution, the Chairperson of the Meeting will allow a reasonable opportunity for the members present to ask questions about, or make comments on, the Remuneration Report.

The Directors make no voting recommendation to Shareholders in relation to this Resolution.

2.3 Resolution 2 – Re-election of Mr Miguel Lopez de Letona as a Director

Clause 57.1 of the Company's constitution provides that, at the close of each Annual General Meeting, one third of the Directors (or, if their number is not a multiple of three, then the number nearest to but not more than one third of the Directors) must retire from office. The Directors retire by rotation, with the Director(s) who have been the longest in office since being appointed or re-appointed being the Director(s) who must retire in any year. Mr Lopez de Letona, who was appointed as a non-executive Director on 21 May 2014, retires by rotation at the conclusion of the 2016 Annual General Meeting. Under clause 57.4, a retiring Director is entitled to offer himself for re-election as a Director at the Annual General Meeting which coincides with his retirement.

Mr Lopez de Letona is an experienced Belgian based investment advisor and private investor in the natural resources industry across mining, oil and gas, as well as other sectors. For more than a decade, he was responsible for sourcing, structuring, negotiating and managing private equity investments for international clients. Prior to his investment advisory activities in Europe and South America, Mr Lopez de Letona was a management consultant and banker with leading financial institutions.

Details of Mr Lopez de Letona's qualifications and further details of his experience are contained in the Directors' Report forming part of the 2016 Annual Report.

Mr Lopez de Letona will retire in accordance with the requirements of the Company's constitution at the close of the Annual General Meeting. He seeks re-election as a Director of the Company at the Meeting.

The Board considers Mr Lopez de Letona to be an independent director.

The Directors (other than Mr Lopez de Letona) recommend that you vote in favour of this Resolution. Mr Lopez de Letona makes no recommendation to Shareholders.

2.4 Resolution 3 – Approval of 10% Placement Facility under Listing Rule 7.1A

2.4.1 General

Listing Rule 7.1A enables an eligible entity to seek Shareholder approval at its Annual General Meeting to allow it to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% Placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is again seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The approval obtained at last year's Annual General Meeting is due to expire on 20 October 2016.

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 Equity Securities on issue, being the Shares (ASX Code: SRZ). The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 2.4.2 below).

2.4.2 Description of Listing Rule 7.1A

2.4.2.1 Shareholder Approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an Annual General Meeting.

2.4.2.2 Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of this Notice of Meeting, has on issue one class of Equity Securities, being shares.

2.4.2.3 Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that an eligible entity which has 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:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;
- less the number of fully paid shares cancelled in the 12 months.

Note, that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

2.4.2.4 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.

At the date of this Notice of Meeting, the Company has on issue 300,227,775 shares and therefore has a capacity to issue:

- 45,034,166 Equity Securities under Listing Rule 7.1; and
- under Resolution 3, subject to Shareholder approval being sought, 30,022,778 Equity Securities under Listing Rule 7.1A.

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 2.4.2.3 above).

2.4.2.5 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:

- (A) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (B) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

or such longer period if allowed by ASX (**10% Placement Period**).

2.4.3 Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

2.4.4 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) Minimum Issue Price

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 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) Risk of voting dilution

If Resolution 3 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 table below. 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 Shareholders provide their approval at the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

The Table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

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 to all Shareholders) 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 (Variable A in Listing Rule 7.1A.2)		Dilution		
		\$0.023 50% decrease in Issue Price	\$0.046 Issue Price	\$0.092 100% increase in Issue Price
Current Variable A 300,227,775 Shares	Shares issued - 10% Voting Dilution	30,022,778 Shares	30,022,778 Shares	30,022,778 Shares
	Funds raised	\$690,524	\$1,381,048	\$2,762,096
50% increase in current Variable A 450,341,663 Shares	Shares issued - 10% Voting Dilution	45,034,166 Shares	45,034,166 Shares	45,034,166 Shares
	Funds raised	\$1,035,786	\$2,071,572	\$4,143,143
100% increase in current Variable A 600,455,550 Shares	Shares issued - 10% Voting Dilution	60,045,555 Shares	60,045,555 Shares	60,045,555 Shares
	Funds raised	\$1,381,048	\$2,762,096	\$5,524,191

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The Table has been prepared on the following assumptions:

1. There are currently 300,227,775 Shares on issue.
2. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
3. None of the 40,000,000 unlisted options that the Company currently has on issue are exercised into Shares before the date of the issue of the Equity Securities.
4. 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%.
5. The Table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
6. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
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 price is \$0.046, being the closing price of the Shares on ASX on 19 September 2016.
9. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

(c) Date of issue

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(d) Purpose of issue under 10% Placement Facility

The Company may seek to issue the Equity Securities for the following purposes:

- (i) cash consideration. In such circumstances, the Company intends to use the funds raised to advance its wholly owned Heemskirk Tin Project near Zeehan in north west Tasmania, keeping the Company's other mining tenements in good standing to the extent that third parties are not responsible for doing so under farm-in or joint venture agreements and/or to provide general working capital.
- (ii) non-cash consideration. Whilst the Company is not currently seeking to acquire new resource assets or investments, an asset may become available for acquisition in exchange for shares. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(e) Allocation policy under the 10% Placement Facility

The Company's allocation policy will depend 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 at the time of issue having regard to factors including, but not limited to, the following:

- (i) the purpose of the issue;
- (ii) the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing Shareholders can participate;
- (iii) the effect the issue of the Equity Securities might have on the control of the Company;
- (iv) the circumstances of the Company, including the financial situation and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

If the Company were to acquire an asset or investment in exchange for Shares, it is likely that the allottee under the 10% Placement Facility would be the vendor of the asset or investment.

(f) Previous approval under Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its Annual General Meeting held on 20 October 2015 (**Previous Approval**).

The Company has not issued any Equity Securities pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 17 November 2015, the Company has not issued any Equity Securities under any other purpose.

(g) Voting exclusion statement

A voting exclusion statement is included in section 2 of the Notice of Meeting. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Directors recommend that you vote in favour of this Resolution.

2.5 Resolution 4 – Adoption of Proportional Takeover Provisions

(a) Summary of Proposal

Clause 22A of the Constitution provides that the Company is prohibited from registering a transfer of shares resulting from a proportional takeover bid unless a resolution to approve the bid is passed (or deemed to have been passed) by holders of shares in the relevant bid class. It is a requirement of section 648G of the Corporations Act that proportional takeover bid approval rules apply for a maximum period of three years unless renewed. This requirement is also reflected in Clause 22A.8 of the Constitution.

The Company resolved to insert the proportional takeover provisions in Clause 22A of the Constitution (Proportional Takeover Bid) into the Constitution at the Company's 2013 Annual General Meeting. This means that the Proportional Takeover Provisions will cease to have effect on 16 October 2016 (being the third anniversary of the 2013 Annual General Meeting).

(b) Resolution to Adopt the Proportional Takeover Provisions

Resolution 4 (if passed) would re-insert Clause 22A of the Constitution of the Company. The re-insertion would operate for a further three years, and would then cease to apply unless renewed again by a further special resolution of Shareholders (i.e., until 17 November 2019).

The Corporations Act requires certain information to be included in the notice of meeting where a company seeks the approval of its Shareholders to adopt proportional takeover provisions.

(c) What is a Proportional Takeover Bid?

A proportional takeover bid is a takeover offer sent to all Shareholders in a class offering to purchase only a specified proportion of each Shareholder's shares. If a Shareholder accepts, the Shareholder disposes of that specified portion and retains the balance.

(d) Legal and Regulatory Requirements

Section 648G(5) of the Corporations Act provides that, with every notice that specifies the intention to propose a resolution to adopt a Company's proportional takeover provisions and is sent to a person who is entitled to vote on the resolution, the Company must send a statement that:

- explains the effect of the provisions proposed to be adopted; and
- explains the reasons for proposing the resolution and sets out the factual matters and principles underlying those reasons; and
- states whether, as at the date on which the statement is prepared, any of the Directors of the Company are aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company and, if so, explains the extent (if any) to which the proposal has influenced the decision to propose the resolution; and
- for a proposed resolution to adopt proportional takeover provisions – reviews both the advantages, and disadvantages, of the provisions proposed to be adopted for the Directors and the Company's members during the period during which the provisions have been in effect; and
- discusses both the potential advantages, and the potential disadvantages, of the provisions proposed to be adopted for the Directors and the Company's members.

(e) Effect of Proportional Takeover Provisions

Clause 22A of the constitution requires that, if a proportional takeover bid is made, the Directors must convene a Meeting of Shareholders to vote on a resolution to approve the bid. The Meeting must be held, and the resolution voted on, before the approving resolution deadline which is defined in the Corporations Act as the 14th day before the last day of the bid period. The clause does not apply to full takeover offers.

Clause 22A provides that, for a resolution to be approved, it must be passed by a simple majority of votes at the Meeting, excluding votes by the bidder and its associates.

If no resolution to approve the bid has been voted on within the required timeframe, a resolution approving the bid will be deemed to have been passed, thereby allowing the bid to proceed.

If a resolution is rejected, binding acceptances are required to be rescinded, and all unaccepted offers and offers failing to result in binding contracts are taken to be withdrawn. If the resolution is approved, the relevant transfers of shares will be registered, provided they comply with the other provisions of the constitution and otherwise with the Corporations Act.

(f) Reasons for Proposing Adoption of Clause 22A

The Directors consider that Shareholders should have the opportunity to vote on a proposed proportional takeover bid. A proportional takeover bid for the Company may result in effective control of the Company changing hands without Shareholders having the opportunity to dispose of all of their Shares. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their shares whilst leaving themselves as part of a minority interest in the Company. Clause 22A, if adopted, can prevent this from occurring by enabling Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

(g) Present Acquisition Proposals

At the date of this Explanatory Statement, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(h) Review of Advantages and Disadvantages of Clause 22A while Previously in Effect

The Directors consider that there have been no advantages or disadvantages for them during the previous three year period in which they remained free to make a recommendation on whether a proportional takeover bid should be accepted. No proportional takeover bid has been made during the last three years, and the Directors do not consider that there have been any advantages in relation to Clause 22A for the members of the Company during this period. Whilst the Directors consider it unlikely, and have no reason to believe that such is the case, they cannot guarantee that the existence of Clause 22A has not prevented a potential bidder from making a proportional takeover bid which might have been advantageous to members.

(i) Potential Advantages and Disadvantages of Adoption of Clause 22A

The Directors consider that there are no such advantages or disadvantages for them as they are free to make a recommendation on whether a proportional takeover bid should be accepted. The Directors consider that it is a potential advantage for all Shareholders that they have the opportunity to consider and vote upon whether any proportional takeover bid should proceed. For a proportional takeover bid to be approved, it must be approved by more than one half of the shares voted at the meeting, excluding the shares of the bidder and its associates, and accordingly the existence of the proposed provisions is likely to cause an intending bidder to formulate its offer in a way that would be attractive to a majority of Shareholders. It may also have the effect of not allowing control of the Company to pass without payment of a control premium and may prevent Shareholders from being locked in as a minority.

As to the possible disadvantages of the adoption of Clause 22A, it may be perceived by some Shareholders that its presence makes a proportional takeover bid less likely to succeed and that therefore the chances of receiving an opportunity to dispose of part of their shares, possibly at a premium, would be reduced because potential bidders may be discouraged from making a proportional takeover bid. This may be thought to potentially remove or reduce any speculative element of the market price of the Company's shares arising from the possibility of a proportional takeover bid. Some Shareholders may consider the presence of Clause 22A, if adopted, to be an additional restriction on the ability of individual Shareholders to deal freely with their shares.

The Directors do not believe that the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions.

The Directors recommend that you vote in favour of this Resolution.

3. OTHER SOURCES OF INFORMATION

You may wish to review information available from the following sources in deciding whether or not to attend and vote at the Annual General Meeting or to vote in favour of or against any of the Resolutions.

Stellar is a 'disclosing entity' for the purposes of the Corporations Act and as such is subject to periodic reporting and continuous disclosure obligations. Specifically, as an entity listed with ASX, Stellar is subject to the Listing Rules which require continuous disclosure of any information which Stellar has concerning itself that a reasonable person would expect to have a material effect on the price or value of shares.

Copies of announcements made by the Company on ASX are available from the ASX website: www.asx.com.au

In addition, Stellar is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Stellar may be obtained from, or inspected at, ASIC offices.

Additional information regarding Stellar is available on Stellar's website: www.stellarresources.com.au

4. INTERPRETATION

In this Notice of Meeting:

10% Placement Facility has the meaning given in section 2.4.1;

10% Placement Period has the meaning given in section 2.4.2.5;

Annual Report means the Company's annual report for the financial year ended 30 June 2016;

ASIC means the Australian Securities and Investments Commission;

ASX means ASX Limited ACN 008 624 691;

Board means the board of Directors of the Company;

Company or **Stellar** means Stellar Resources Limited ABN 96 108 758 961;

Corporations Act means Corporations Act 2001 (Cth);

Director means a Director of the Company;

Equity Securities has the same meaning as in the Listing Rules;

Explanatory Statement or **Statement** means the explanatory statement accompanying and forming part of the Notice;

Listing Rules means the listing rules of ASX;

Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises).

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

Notice or **Notice of Meeting** means this notice of annual general meeting and Explanatory Statement;

Official List means the official list of ASX.

Registry means Boardroom Pty Limited of Level 12, 225 George Street, Sydney, NSW 2000;

Remuneration Report means the remuneration report for the year ended 30 June 2016;

Resolutions means the two ordinary resolutions and two special resolutions contained in the Notice of Meeting;

Shareholder means a holder of a Share;

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

Share Registry means the Company's share registry, which as at the date of this Notice is Boardroom Pty Limited;

Stellar or **Company** means Stellar Resources Limited ABN 96 108 758 961;

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

VWAP means volume weighted average price.

5. QUERIES

If you have any queries about the Meeting, the Resolutions to be put to the Meeting or the proposals being considered, please contact the Company Secretary, Ms Christina Kemp, on (03) 9618 2540.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10.30am AEDT on Tuesday 15 November 2016.**

💻 TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/stellaragm2016

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

📱 BY SMARTPHONE

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the Company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that 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 he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10.30am AEDT on Tuesday, 15 November, 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** www.votingonline.com.au/stellaragm2016

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Stellar Resources Limited

ABN 96 108 758 961

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Stellar Resources Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Advocacy Room, Deloitte Touche Tohmatsu, Level 10, 550 Bourke Street, Melbourne, Victoria 3000 on Thursday, 17 November, 2016 at 10.30am AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters. If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Ordinary Resolutions		☐	☐	☐
Resolution 1	Adoption of Remuneration Report 2016	☐	☐	☐
Resolution 2	Re-election of Director – Mr Miguel Lopez de Letona	☐	☐	☐
Special Resolutions		☐	☐	☐
Resolution 3	Approval of 10% Placement Facility	☐	☐	☐
Resolution 4	Adoption of Proportional Takeover Provisions	☐	☐	☐

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016