



Todd River Resources Limited
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NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting will be held at
the Celtic Club, 48 Ord Street, West Perth, Western Australia
at 10.00 am (WST) on Tuesday, 28 November 2017.**

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

This 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 by
telephone on +61 8 9327 0950.***

Todd River Resources Limited

A B N 4 5 6 0 0 3 0 8 3 9 8

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Todd River Resources Limited (the "**Company**") will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on 28 November 2017 at 10.00 am (WST) (the "**Meeting**").

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this 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 on 26 November 2017 at 4:00 pm (WST).

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

AGENDA

ORDINARY BUSINESS

Part A – Financial and Other Reports

Financial and Other Reports

To receive and consider the financial report for the year ended 30 June 2017 and the related Directors' Report, Directors' Declaration and Auditors' Report.

Resolution 1 – Adopt Remuneration Report

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

“That the Remuneration Report of the Company for the financial year ended 30 June 2017 be adopted.”

Under the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion

To the extent required by section 250R of the Corporations Act, a vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Company's key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of such a member. However, a person (the “voter”) may cast a vote as a proxy where the vote is not cast on behalf of such a member or a closely related party of such a member and the voter is either:

- (a) appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 1; or*
- (b) the chair of the meeting and the appointment of the chair as proxy does not specify how the proxy is to vote on Resolution 1 and expressly authorises the chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel.*

Part B – Re-election of Directors

Resolution 2 – Re-election of Mr Rex Turkington

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

“That Mr Rex Turkington, who retires in accordance with Clause 11.3 of the Constitution and, being eligible, offers himself for election, be re-elected as a Director.”

Resolution 3 – Re-election of Mr Edward Fry

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

“That Mr Edward Fry, who retires in accordance with Clause 11.11 of the Constitution and, being eligible, offers himself for election, be re-elected as a Director.”

SPECIAL BUSINESS

Part C – Approval of 10% Placement Facility

Resolution 4 – Approval of 10% Placement Facility under Listing Rule 7.1A

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

“That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve that the Company may issue (or enter into agreements to issue) Equity Securities representing up to 10% of the issued capital of the Company (calculated in accordance with the formula prescribed in Listing Rule 7.1A.2) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on this Resolution 4 by a person who may participate in the 10% Placement Facility (as defined in the Explanatory Memorandum) and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution 4 is passed, and by any associates of such persons.

However, the Company will not disregard a vote if:

- (a) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (b) *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.*

Part D – Appointment of Auditor

Resolution 5 – Appointment of Auditor

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

“That pursuant to and in accordance with section 327B(1) of the *Corporations Act 2001* (Cth) and for all other purposes, KPMG having:

- (a) been nominated by a Shareholder of the Company, in accordance with section 328B(1) of the *Corporations Act 2001* (Cth); and
- (b) given its consent in writing to act as Auditor, in accordance with section 328A(1) of the *Corporations Act 2001* (Cth), to the Directors,

be appointed as the Auditor of the Company.”

*Note: In accordance with section 328B(3) of the *Corporations Act*, a copy of the notice of nomination of Auditor accompanies this Notice at Annexure 1.*

OTHER BUSINESS

To consider any other business which may properly be brought before the Meeting in accordance with the Company's Constitution and the Corporations Act.

BY ORDER OF THE BOARD



Paul Burton
Non-Executive Technical Director

Dated: 19 October 2017

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on 28 November 2017 at 10.00 am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

This Explanatory Memorandum includes information to assist Shareholders in deciding how to vote on each of the Resolutions contained in the Notice.

Part A – Financial and Other Reports

Resolution 1 – Adopt Remuneration Report

The Corporations Act requires listed companies to put a Remuneration Report relating to director and executive remuneration for each financial year to a resolution of members at their annual general meeting. The Remuneration Report is included in the Directors' Report of the Company's Annual Report.

Under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on the Resolution are voted against adoption of the Remuneration Report at the 2017 Annual General Meeting and then again at the 2018 Annual General Meeting, the Company will be required to put to Shareholders a resolution at the 2018 Annual General Meeting proposing the calling of a further general meeting to consider the election of directors of the Company ("**Spill Resolution**").

If more than 50% of Shareholders vote in favour of a Spill Resolution, the Company would be required to convene a further general meeting ("**Spill Meeting**") within 90 days of the 2018 Annual General Meeting. All of the Directors who were in office when the 2018 Directors' Report was approved by the Directors, other than the Managing Director, would 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 would be the Directors of the Company.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

The Company's key management personnel, details of whose remuneration are included in the Remuneration Report, and their closely related parties are prohibited from voting on Resolution 1, except in the circumstances described in the voting exclusion statement set out in the Notice.

Part B – Re-election of Directors

Resolution 2 – Re-election of Mr Rex Turkington

Resolution 2 seeks the re-election of Mr Rex Turkington as a Non-Executive Director of the Company. Mr Turkington was first appointed as a Non-Executive Director of the Company on its incorporation on 24 June 2014.

Mr Turkington is required to retire in accordance with Clause 11.3 of the Company's Constitution. Clause 11.3 provides that at the Annual General Meeting in every year, one-third of the Directors (or the number of Directors closest to one-third), and any other Director who has held office for three years or more (except the Managing Director, if any) must retire from office.

Mr Turkington is a highly experienced corporate advisor and economist who has worked extensively in financial services in Australia, specializing in the exploration and mining sectors. He has extensive experience with equities, derivatives, foreign exchange and commodities and has participated in numerous corporate initial public offerings and capital raisings for listed exploration and mining companies.

If re-elected, the Board considers that Mr Turkington will qualify as an independent Non-Executive Director.

Mr Turkington is currently a director of an Australian corporate advisory company, offering corporate finance and investor relations advice to listed companies. He holds a first class Honours Degree in economics, is a graduate of the Australian Institute of Company Directors and is an Associate of the Securities Institute of Australia. He has been a non-executive director of ASX listed TNG Limited since 2011 and is also a non-executive director of ASX listed Key Petroleum Limited (**KEY**), having been a member of the KEY board of directors since 2012. Being eligible, Mr Turkington offers himself for re-election as a Non-Executive Director.

Directors' recommendation

The Board (other than Mr Turkington, who abstained) unanimously recommends that Shareholders vote in favour of this Resolution.

Resolution 3 – Re-election of Mr Edward Fry

Resolution 3 seeks the re-election of Mr Edward Fry as a Non-Executive Director of the Company. Mr Fry was appointed as a Non-Executive Director and Chairman of the Company by the Directors on 4 April 2017 under Clause 11.10 of the Constitution. Mr Fry is required to retire in accordance with Clause 11.11 of the Company's Constitution. Clause 11.11 provides that a Director appointed under Clause 11.10 of the Constitution holds office until the next Annual General Meeting of the Company and is then eligible for re-election.

Mr Fry has extensive experience within the Australian resource sector and is a specialist in Indigenous and Native Title issues. He holds a Diploma in Business Management from the University of South Australia and is a graduate of the International Lead and Zinc Study Group conducted out of Belgium on international base metal global supply and demand trade.

If re-elected, the Board considers that Mr Fry will qualify as an independent Non-Executive Director.

Based in Adelaide, Mr Fry is a former director and a retained consultant to ASX listed TNG Limited. He is an Executive Director of Gimbulki Ltd., a Native Title land access company he established in 2002, which has provided consulting services to a range of Australian exploration and mining companies including Rio Tinto, Barrick Gold, and Transfield Services.

During his career he also held senior executive roles with Normandy Mining Ltd., where he established the Normandy's Traditional Owner policy, and later was manager of international logistics and marketing of Normandy's base metal portfolio.

Mr Fry is the Chairman of Indigenous Business Australia, Chair of the Indigenous Land Corporation, Chair of the Indigenous Advisory Board at Transfield Services Australia (since 2010), a Deputy Chair of the Aboriginal

Foundation of South Australia Inc (since 2007) and is an advisory member of the development team for TNG Limited's world-class ferro/vanadium Mount Peake project in the Northern Territory.

Directors' recommendation

The Board (other than Mr Fry, who abstained) unanimously recommends that Shareholders vote in favour of this Resolution.

Part C – 10% Placement Facility

Resolution 4 – Approval of the 10% Placement Facility under Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue (or agree to issue) Equity Securities representing up to 10% of their issued share capital through placements for up to 12 months after their annual general meeting (the “**10% Placement Facility**”). A 10% Placement Facility is in addition to an eligible entity’s 15% placement capacity under Listing Rule 7.1 and provides the Directors with additional flexibility to efficiently manage the Company’s capital requirements.

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 now seeking Shareholder approval by way of a special resolution to have the ability to issue (or agree to issue) Equity Securities under a 10% Placement Facility.

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 (see paragraph (c) (Formula for calculating 10% Placement Facility) below).

Description of Listing Rule 7.1A

(a) **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 (which requires the approval of 75% of the votes cast by Shareholders present and eligible to vote on the Resolution).

(b) **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.

(c) **Formula for calculating 10% Placement Facility**

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

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

where:

- A** is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement to issue:
- (i) plus the number of fully paid ordinary securities issued in the previous 12 months under an exception in Listing Rule 7.2;
 - (ii) plus the number of partly paid ordinary securities that became fully paid in the previous 12 months;
 - (iii) plus the number of fully paid ordinary securities issued in the previous 12 months with approval of holders of ordinary securities under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without Shareholder approval pursuant to Listing Rule 7.1 or ratification pursuant to Listing Rule 7.4;
 - (iv) less the number of fully paid ordinary securities cancelled in the previous 12 months.

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

Note that Listing Rule 7.1B.4 provides that in working out the number of fully paid ordinary securities on issue 12 months before the issue date or date of agreement to issue (the amount "A"), if first quotation of the entity's securities occurred less than 12 months before the date of issue or agreement to issue, the number of securities is the number of fully paid ordinary securities on issue on the date of first quotation.

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 holders of ordinary securities under Listing Rules 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

As mentioned above, 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, the Company has on issue 65,000,100 Shares and has capacity to issue:

- (i) 9,750,015 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being obtained under Resolution 4 at the Meeting, 6,500,010 Shares 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 (or entry into an agreement to issue) of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to paragraph (c) (Formula for calculating 10% Placement Facility) above).

(e) Minimum issue price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price ("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), the date on which the Equity Securities are issued.

(f) **10% Placement Facility 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 Shareholder approval is obtained to the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which Shareholder approval is obtained; or
- (ii) 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 Listing Rule 11.2 (disposal of main undertaking),

(the “**10% Placement Period**”).

Specific information required by Listing Rule 7.3A

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

- (a) The Equity Securities will be issued at an issue price of not less than the amount described in paragraph (e) (Minimum issue price) above.
- (b) If Resolution 4 is approved by Shareholders at the Meeting and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic interest may be diluted if the Equity Securities are issued at a discount. Further, the existing Shareholders' voting power in the Company will be diluted by up to 9.09%. 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 Shareholder 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 and also on the Company's Share price post issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current Share price and the current number of Shares for variable “A” calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice (see paragraph (c) (Formula for calculating 10% Placement Facility) above).

The table also shows:

- (iii) two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro-rata entitlement offer or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved by Shareholders at this Meeting or at future Shareholder meetings; and
- (iv) two examples where the issue price of Shares has changed – in one example it has decreased by 50% and in another it has increased by 50% against the current Share price (which, for the purposes of this table, is \$0.115 as at 4 October 2017).

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		Assuming 50% decrease in issue price \$0.0575	Issue price \$0.115	50% increase in issue price \$0.23
Current Variable A 65,000,100	Number of Shares that could be issued under 10% Placement Facility	6,500,010 Shares	6,500,010 Shares	6,500,010 Shares
	Funds that could be raised	\$373,751	\$747,501	\$1,495,002
50% increase in current Variable A 97,500,150	Number of Shares that could be issued under 10% Placement Facility	9,750,015 Shares	9,750,015 Shares	9,750,015 Shares
	Funds that could be raised	\$560,626	\$1,121,252	\$2,242,503
100% increase in current Variable A 130,000,200	Number of Shares that could be issued under 10% Placement Facility	13,000,020 Shares	13,000,020 Shares	13,000,020 Shares
	Funds that could be raised	\$747,501	\$1,495,002	\$2,990,005

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) In each case, an issue of the maximum number of Shares under the 10% Placement Facility would dilute the Shareholders as at the date immediately prior to the issue by up to 9.09 %. For example, based on the current number of Shares on issue as at the date of this Notice, existing Shareholders would have 65,000,100 votes out of a total post-issue number of 71,500,110 Shares, representing 9.09% of the post-issue total number of shares (or a dilution of 9.09%).
 - (iii) The table does not show the economic dilution that may be caused to a particular Shareholder's shareholding by reason of placements under the 10% Placement Facility.
 - (iv) 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.
 - (v) The issue of Equity Securities under the 10% Placement Facility consists only of Shares (although the Company also has listed Options on issue as at the date of this Notice).
 - (vi) The base issue price is assumed to be \$0.115 being the closing price of the Shares on ASX on 4 October 2017.
 - (vii) The issue price is assumed to be the current Share price as at 4 October 2017 of \$0.115 (rather than being based on the 15 trading day VWAP).
 - (viii) No Options are exercised before the issue of Equity Securities under the 10% Placement Facility.
- (c) The Company may only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of 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) The Company may seek to issue Equity Securities under the 10% Placement Facility for the following purposes:
- (i) non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards acquisitions of new assets or investments (including expenses associated with such acquisitions or repayment of debt drawn down to fund such acquisitions), for capital expenditure on the Company's current assets for continued exploration and development of its current projects and/or for general working capital.

The Company may issue such Equity Securities for non-cash consideration.

The Company will comply with its disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities under the 10% Placement Facility.

- (e) The Company's allocation policy for issues of new Shares under the 10% Placement Facility is dependent on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to, without limitation, the following factors:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate and other forms of equity and debt financing;
 - (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).
- (f) Any potential allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.
- (g) The Company has not previously sought or obtained approval under ASX Listing Rule 7.1A.
- (h) A voting exclusion statement is included in the Notice.

Directors' Recommendation

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

Part D – Appointment of Auditor

Resolution 5 – Appointment of Auditor

The Directors last appointed KPMG as Auditor on 19 December 2016 pursuant to section 327C(1) of the Corporations Act. Under section 327C(2) of the Corporations Act, an auditor appointed by the Company under section 327C(1) holds office until the Company's next Annual General Meeting. The ongoing appointment of the auditor must then be approved by Shareholders.

In accordance with section 328B(1) of the Corporations Act, notice in writing nominating KPMG has been given to the Company by a Shareholder. A copy of this notice is included at Annexure A.

The Directors unanimously recommend that KPMG continues as Auditor of the Company and that Shareholders consider this Resolution at the Meeting. KPMG has consented in writing to its appointment as the Company's Auditor pursuant to section 328A(1) of the Corporations Act and, as at the date of this Notice, has not withdrawn its consent.

Directors' Recommendation

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

Action to be taken by Shareholders

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

Proxies

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 provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

If you appoint the Chairman as your proxy, or the Chairman is appointed as your proxy by default, please note that the Chairman intends to vote all undirected proxies held by him, and which are able to be voted, **in favour** of all Resolutions.

Voting Exclusions

To the extent required by section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 1 if the person is either a member of a Group Company's key management personnel or a closely related party of such a member and the appointment does not specify the way the proxy is to vote on Resolution 1. However, the proxy may vote if the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of a Group Company's key management personnel.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on any of Resolution 1 by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of a Group Company's key management personnel.

Schedule 1 - Definitions

In this Explanatory Memorandum, Notice and Proxy Form:

10% Placement Facility means a placement facility to issue Equity Securities representing up to 10% of an entity's issued capital pursuant to Listing Rule 7.1A.

Annual General Meeting means an annual general meeting of the Company.

associates has the same meaning as in the Corporations Act.

ASX means ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Auditor or KPMG means KPMG.

Auditors' Report means the Auditors' report included in the annual report for the year ended 30 June 2017.

Board means the board of Directors.

Chairman means the person appointed to the chair of the Meeting convened by this Notice.

Clause means a clause of the Constitution.

Company means Todd River Resources Limited ABN 45 600 308 398.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Directors' Declaration means the directors' declaration included in the annual report for the year ended 30 June 2017.

Directors' Report means the directors' report included in the annual report for the year ended 30 June 2017.

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

Explanatory Memorandum means the explanatory memorandum to the Notice.

Group Company means the Company or any of its Subsidiaries.

Listing Rules means the Listing Rules of ASX.

Meeting has the meaning given in the introductory paragraph of this Notice.

Non-Executive Director means a non-executive director of the Company.

Notice means this notice of meeting.

Option means an option to acquire a Share.

Proxy Form means the proxy form attached to this Notice.

Remuneration Report means the remuneration report included in the annual report for the year ended 30 June 2017.

Resolution means a resolution contained in this Notice.

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

Shareholder means a shareholder of the Company.

Subsidiary has the meaning given in the Corporations Act.

WST means Australian Western Standard Time, being the time in Perth, Western Australia.

Annexure 1 – Notice of Nomination of Auditor

TNG LIMITED

ABN 12 000 817 023

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Subiaco WA 6008

PO Box 1126
Subiaco WA 6904

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E corporate@tngltd.com.au

www.tngltd.com.au

18 October 2017

Mr Simon Robertson
Company Secretary
Todd River Resources Limited
Level 1
282 Rokeby Road
SUBIACO WA 6008

Dear Mr Robertson

Notice of Nomination of Auditor

TNG Limited (ACN 000 817 023), a shareholder of Todd River Resources Limited (ACN 600 308 398) (**TRT**), hereby nominates KPMG for appointment as auditor of TRT at the next Annual General Meeting of TRT to be held on 28 November 2017, or any adjournment thereof.

Yours sincerely



Paul Burton
Managing Director
For and behalf of TNG Limited



TRT

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

Proxy Form

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Vote and view the annual report 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: 9999999

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 10:00am (WST) Sunday, 26 November 2017**

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.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Todd River Resources Limited 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 Annual General Meeting of Todd River Resources Limited to be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Tuesday, 28 November 2017 at 10:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolution: 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

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	Adopt Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Mr Rex Turkington	☐	☐	☐
Resolution 3	Re-election of Mr Edward Fry	☐	☐	☐
Resolution 4	Approval of 10% Placement Facility under Listing Rule 7.1A	☐	☐	☐
Resolution 5	Appointment of Auditor	☐	☐	☐

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 / /

T R T

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Computershare +