



(ABN 64 107 985 651)

NOTICE OF 2018 ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

AND

PROXY FORM

Date of Meeting

Thursday, 15 November 2018

Time of Meeting

11.00 am

Place of Meeting

Ascent Capital
Level 1, 33 Ord St
WEST PERTH WA 6005

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.

*The **2018 Annual Report** may be viewed on the Company's website at www.meteoric.com.au*

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METEORIC RESOURCES NL
ABN 64 107 985 651
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Meteoric Resources NL (**Company**) will be held at Ascent Capital, Level 1, 33 Ord St West Perth WA 6005 on Thursday, 15 November 2018 at 11.00 am (WST) (**Meeting**) for the purpose of transacting the following business.

2018 Financial Statements

To receive the financial statements of the Company for the year ended 30 June 2018 consisting of the annual financial report, the directors' report and the auditor's report.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following **advisory only resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company's 2018 Annual Report be and is hereby adopted."

Voting Prohibition: A vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Key Management Personnel or a Closely Related Party of such a member. However, such a person may cast a vote on the Resolution if the vote is not cast on behalf of such a person and the person:

- (a) is appointed as a proxy by writing that specifies the way the proxy is to vote; or
 - (b) is the Chair of the meeting and the appointment of the Chair as proxy expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- A vote cast in contravention of this prohibition will be taken not to have been cast.

Resolution 2 – Re-election of Shastri Ramnath as a Director

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

"That Shastri Ramnath, having retired as a Director of the Company in accordance with the Company's Constitution and, being eligible, having offered himself for re-election, is re-elected a Director of the Company."

Resolution 3 – Ratification of Prior Issue of Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the issue of 2,000,000 Shares to persons and on the terms set out in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution (in any capacity) by or on behalf of a person (or their associates) who participated in the prior issue. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 4 – Approval of 10% Placement Facility

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

"That approval is given for the Company to have the additional capacity (i.e., 10% Placement Capacity) to issue Equity Securities under Listing Rule 7.1A, for the period specified in Listing Rule 7.1A.1 and in accordance with the formula prescribed in Listing Rule 7.1A.2."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities, if the Resolution is passed or any associates of those persons). However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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A Proxy Form is attached.

To be valid, properly completed Proxy Forms must be received by the Company no later than 11.00 am (WST) on Tuesday, 13 November 2018:

- by post to:
Automic
GPO Box 5193
Sydney NSW 2001
- by facsimile on +61 2 8583 3040
- by delivery to:
Automic
Level 5, 126 Phillip Street
Sydney NSW 2000
- by email to meetings@automic.com.au

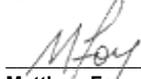
The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the meeting.

The Explanatory Memorandum and the Proxy Form are part of this Notice.

For the purposes of regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding Shares at 4.00 pm (WST) time on Tuesday, 13 November 2018 will be entitled to attend and vote at the AGM.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Memorandum.

By order of the Board and dated 11 October 2018.



Matthew Foy
Company Secretary

PROXIES

A Shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights.

A proxy may, but need not be, a Shareholder of the Company.

The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer duly authorised.

The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the meeting. For the convenience of Shareholders a Proxy Form is enclosed.

CORPORATIONS

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company before the meeting.

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the Shareholders of Meteoric Resources NL ABN 64 107 985 651 (**Company**) in connection with the business to be conducted at the Annual General Meeting of the Company to be held at Ascent Capital, Level 1, 33 Ord St West Perth WA 6005, on Thursday, 15 November 2018 commencing at 11.00 am (WST).

This Explanatory Memorandum should be read in conjunction with, and form part of, the accompanying notice.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Memorandum.

At the AGM, Shareholders will be asked to consider Resolutions to:

- adopt the Remuneration Report;
- re-elect Ms Shastri Ramnath as a Director, who retires by rotation in accordance with the Company's Constitution;
- ratify the issue of shares; and
- approve a 10% Placement Facility;

Financial and Other Reports

As required by Section 317 of the Corporations Act, the financial statements for the year ended 30 June 2018 and the accompanying directors' report and auditor's report will be laid before the meeting.

Neither the Corporations Act, nor the Company's Constitution requires a vote on the reports. However, the Shareholders will have an opportunity to ask questions about the reports at the AGM.

Resolution 1 – Remuneration Report

1.1 Introduction

As required by the Corporations Act, the Board has presented the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The Remuneration Report contains:

- information about the Board's policy for determining the nature and amount of remuneration of the Directors and senior executives of the Company;
- a description of the relationship between the Company's remuneration policy and the Company's performance;
- a summary of performance conditions for each of the Directors and senior executives, including a summary of why they were chosen and how performance is measured against them; and
- remuneration details for each Director and for each of the Company's specified executives.

The Remuneration Report, which is part of the Annual Report, has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the Annual Report are available on the Company's web site www.meteoric.com.au.

1.2 Voting on the Remuneration Report

In accordance with the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any persons falling within either of the following classes:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that directs how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of the key management personnel.

The Chairman will cast available proxies in favour of Resolution 1.

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Resolution 2 – Re-election of Shastri Ramnath as a Director

2.1 Introduction

Ms Ramnath was appointed as a director on 1 October 2017.

In accordance with Listing Rule 14.4, no director of the Company may hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever period is longer. The Company's Constitution also requires that one third of the Company's directors must retire at each AGM. Accordingly, Ms Ramnath will retire by rotation and, being eligible, offers herself for re-election.

Resolution 2 is an ordinary resolution, requiring a simple majority of eligible votes cast by the Shareholders if it is to be passed.

2.2 Director's Biography

Ms Ramnath has more than 20 years' experience in exploration and mining during which she gained direct experience working on the Midrim and La Force projects recently acquired by Meteoric through its acquisition of Cobalt Canada. Whilst employed by FNX Mining Ltd as a geologist for special projects, Ms Ramnath was directly involved with exploration of Midrim and La Force, undertaking various technical activities on the Company's assets including drill program supervision. This level of direct experience will prove invaluable in the progression of exploration across the Belleterre-Angliers Greenstone Belt.

Throughout her 20 years in the exploration and mining industry, Ms Ramnath has gained extensive international experience, working on projects in Canada, the United States (Nevada), South America (Chile, Ecuador & Peru) and Africa (Guinea, Burkina Faso, Zambia, Namibia & South Africa).

She has extensive experience in Canadian mining and exploration including roles at Falconbridge Limited in Winnipeg, Manitoba, FNX Mining (now KGHM International) in Sudbury, Ontario, and as the President and Managing Director of Bridgeport Ventures, a TSX-listed junior exploration company..

2.3 Directors' Recommendation

All the Directors except Ms Ramnath recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Ratification of Issue of Shares

4.1 General

The Company issued 2,000,000 Shares on 16 May 2018 in consideration for the acquisition of the Joyce Lake and Lorrain Lake project tenements pursuant to its 15% placement capacity and now seeks to ratify the issue of those Shares.

Resolution 3 is proposed for the purposes of ASX Listing Rule 7.4 which provides that shareholders may ratify the issue of securities made without their prior approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such a ratification is to refresh the company's maximum discretionary power to issue further shares up to 15% of its' issued capital in circumstances contemplated by that Listing Rule.

The Company confirms that the issue of the Shares the subject of Resolution 3 did not breach ASX Listing Rule 7.1.

4.2 Listing Rules Notice Requirements

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) a total of 2,000,000 Shares were issued by the Company in consideration for the acquisition of the Joyce Lake and Lorrain Lake project tenements. The Shares were issued for nil cash consideration, accordingly, no funds were raised from the issue of Shares;
- (b) the Shares issued were fully paid ordinary shares which rank equally with all other fully paid ordinary shares on issue; and
- (c) the Shares were issued to the vendors of the Joyce Lake and Lorrain Lake project tenements, who are unrelated parties to the Company, in the proportions below:

Name	Shares
1544230 Ontario Inc	500,000
Steven Siemieniuk	500,000
Jonathan Camilleri	1,000,000
	2,000,000

4.3 Directors' Recommendation

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Approval of 10% Placement Facility

5.1 General

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Under Listing Rule 7.1, subject to certain exceptions, a listed entity must not, without the approval of holders of ordinary securities, issue or agree to issue more Equity Securities than the number calculated according to the formula set out in that rule. The formula generally has the effect that, in addition to the exceptions provided, every listed entity has the ability (**15% Placement Capacity**) over any 12-month period to issue Equity Securities equal to 15% of its issued capital at the commencement of the 12-month period.

Under Listing Rule 7.1A, an "Eligible Entity" may also seek the approval of the holders of its ordinary securities by special resolution passed at an AGM to have the additional capacity (**10% Placement Capacity**) to issue Equity Securities under rule 7.1A. The exact formula for the 10% Placement Capacity is set out in Listing Rule 7.1A.2 and the approval period (**10% Placement Period**) to which it relates (generally 12 months) is set out in Listing Rule 7.1A.1 (refer to sections 4.2 and 4.3 respectively below). The ability to issue securities under listing rule 7.1A is in addition and separate to each listed entity's ability to issue securities under listing rule 7.1.

An "Eligible Entity" for the purposes of Listing Rule 7.1A is an entity which, as at the date of the relevant special resolution passed for the purposes of rule 7.1A, (excluding restricted securities and securities quoted on a deferred settlement basis) is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As at the date of this Notice, the Company's market capitalisation for this purpose is approximately \$9 million and the Company expects to be an Eligible Entity at the time of the Meeting.

There are a number of other rules and conditions applicable to the approval and issue of equity securities under listing rule 7.1A, including:

- (a) that 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;
- (b) a limitation on the discount to prevailing market price at which they may be issued; and
- (c) additional disclosure requirements.

As at the date of the Notice, the Company has on issue one class of quoted Equity Securities, being fully paid ordinary shares (MEI).

The Company is now seeking Shareholder approval to have the 10% Placement Capacity.

At the date of this Notice, the Company has on issue 574,455,761 fully paid ordinary Shares. Assuming the Company's Shares on issue do not change, the Company will have the capacity over the course of the next 12 months to issue:

- (i) 86,168,364 Equity Securities under its 15% Placement Capacity; and
- (ii) 57,455,576 Equity Securities under its 10% Placement Capacity,

without requiring further shareholder approval.

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution. In particular, the ability of the Company to issue shares under the 10% Placement Capacity will enable the Company to issue shares at a discount to the then market price in circumstances where it might otherwise be subjected to the cost, delay and uncertainty of having to go back to Shareholders for approval. The additional flexibility will better position the Company to raise working capital in the current difficult market conditions and pursue distressed asset opportunities.

5.2 Formula for calculating the 10% Placement Capacity under Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may issue or agree to issue, during the 10% Placement Period, 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:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) 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 (which does not include the 10% Placement Capacity);
- (iv) 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.

5.3 10% Placement Period under Listing Rule 7.1A.1

Listing Rule 7.1A.1 provides that an approval under Listing Rule 7.1A must be for a period commencing on the date of the AGM at which the approval is obtained and expiring on the first to occur of the following:

- (a) the date that is 12 months after the date of that AGM; or
- (b) the date of the approval by holders of the Eligible Entity's ordinary securities of a transaction under rule 11.1.2 (proposed significant change to the nature or scale of its activities where ASX has required the entity to seek such approval) or rule 11.2 (disposal of main undertaking).

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5.4 Special Resolution

Resolution 4 will only be effective if it is passed as a special resolution which requires (amongst other matters) that it be passed by at least 75% of votes cast by members entitled to vote on the resolution.

5.5 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 Capacity as follows:

- (a) If the 10% Placement Capacity is used, Equity Securities may only be issued in reliance on the 10% Placement Capacity at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 trading days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power and economic interests in the Company could potentially be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

The table below shows:

- (i) the potential dilution of existing Shareholders assuming a share issue at the current market price of Shares and assuming the current number of ordinary securities for variable "A" (as described in section 5.2 and Listing Rule 7.1A.2) (further assumptions are set out in the notes immediately below the table).
- (ii) two further 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 included in variable "A" may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Number of Shares on Issue	Issue Price (per Share)	Dilution		
		\$0.0085 50% decrease in Issue Price	\$0.017 Current Issue Price	\$0.0255 50% Increase in Issue Price
574,455,761 (Current)	10% voting dilution	57,445,576 Shares	57,445,576 Shares	57,445,576 Shares
	Funds raised	\$488,287	\$976,575	\$1,464,862
861,683,641 (50% increase)	10% voting dilution	86,168,364 Shares	86,168,364 Shares	86,168,364 Shares
	Funds raised	\$732,431	\$1,464,862	\$2,197,293
1,148,911,522 (100% increase)	10% voting dilution	114,891,152 Shares	114,891,152 Shares	114,891,152 Shares
	Funds raised	\$976,575	\$1,953,150	\$2,929,724

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) No Options are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) 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%.
- (iv) 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 the Shareholder's holding at the date of the Meeting.

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- (v) *The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.*
- (vi) *The use of Equity Securities under the 10% Placement Facility consists only of Shares.*
- (vii) *The assumed issue price is \$0.17 the closing price of the Shares on ASX on 1 October 2018.*
- (c) The Company will only issue and allot the Equity Securities under the 10% Placement Facility (if) approved at the 2018 AGM during the 10% Placement Period. The approval under Resolution 4 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) The Company may seek to issue the Equity Securities under the 10% Placement Facility for the following purposes:
 - (i) cash consideration. In such circumstances, the Company intends to use the funds raised towards continuing the investigation and exploration on the tenements acquired via the Cobalt Canada acquisition, investigating new opportunities and/or general working capital; or
 - (ii) non-cash consideration for the acquisition of new resources, 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.

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

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The 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.

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The Company has previously obtained Shareholder approval under Listing Rule 7.1A. Additional disclosures required by Listing Rule 7.3A are as follows:

Listing Rule 7.3A.6(a)

The table below shows the total number of equity securities issued in the previous 12 months preceding the date of the annual general meeting and the percentage that those issues represent of the total number of equity securities on issue at the commencement of that 12-month period.

Total number of equity securities issued in the 12 months preceding the date of the meeting	138,728,571
Percentage that they represent of the total number of equity securities on issue at the commencement of that 12-month period	29.69%

Listing Rule 7.3A.6(b)

The tables below set out specific details for each issue of equity securities that have taken place in the 12-month period prior to the date of the annual general meeting.

Date of Appendix 3B	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price of Equity Securities and discount to Market Price¹ on the trading day prior to the issue	If issued for cash – the total consideration, what it was spent on and the intended use of any remaining funds If issued for non-cash consideration – a description of the consideration and the current value of the consideration
7-Dec-17	50,000,000	Ordinary Shares	Placement	6.2¢ per Share. Market price: 7.0¢	\$3.1M raised. Funds raised used for exploration activities at the Iron Mask and Mulligan properties, and for working capital. Approximately \$1M spent. Remaining funds to be used for further exploration.
7-Dec-17	628,571	Ordinary Shares	Exercise of Options	1.2¢ per Share. Market Price: 7.0¢	\$7,542 raised. All proceeds used for working capital purposes.
7-Dec-17	3,150,000	Ordinary Shares	Exercise of Options	2.0¢ per Share. Market Price: 7.0¢	\$63,000 raised. All proceeds used for working capital purposes.
7-Dec-17	1,500,000	Ordinary Shares	Exercise of Options	1.2¢ per Share. Market Price: 7.0¢	\$18,000 raised. All proceeds used for working capital purposes.
7-Dec-17	13,000,000	Ordinary Shares	Exercise of Options	1.1¢ per Share. Market Price: 7.0¢	\$143,000 raised. All proceeds used for exploration activities at Iron Mask and Mulligan projects and working capital purposes.
19-Dec-17	20,000,000	Ordinary Shares	Share Purchase Plan	6.2¢ per Share. Market Price: 6.5¢	\$1,240,000 raised. Funds raised used for exploration activities at the Iron Mask and Mulligan properties, and for working capital. Approximately \$500,000 spent. Remaining funds to be used for further exploration and for working capital.
19-Dec-17	6,000,000	Ordinary Shares	Exercise of Options	1.1¢ per Share. Market Price: 6.5¢	\$66,000 raised. All proceeds used for exploration activities at Iron Mask and Mulligan projects and working capital purposes.
19-Dec-17	1,200,000	Ordinary Shares	Underwriting fee shares to CPS Capital	N/A. Market Price: 6.5¢	No funds raised Issue of shares in partial satisfaction of underwriting fees. Current Market Value: \$20,400 @1.7¢
7-Mar-18	6,000,000	Ordinary Shares	Exercise of Options	1.1¢ per Share. Market Price: 4.4¢	\$66,000 raised. All proceeds used for exploration activities at Iron Mask and Mulligan projects and working capital purposes.
19-Apr-18	750,000	Ordinary Shares	S3 Consortium Pty Ltd	N/A. Market Price: 3.6¢	No funds raised Issue of shares in partial satisfaction of marketing fees. Current Market Value: \$12,750 @1.7¢

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19-Apr-18	20,500,000	Performance Rights	Directors and management	N/A. Market Price: 3.6¢	No funds raised Issue of director and management long term incentive remuneration performance rights. Current Market Value: N/A
16-May-18	3,000,000	Ordinary Shares	Exercise of Options	1.2¢ per Share. Market Price: 3.7¢	\$36,000 raised. All proceeds used for exploration activities at Iron Mask and Mulligan projects and working capital purposes.
16-May-18	11,000,000	Performance Rights	Unrelated Advisors	N/A. Market Price: 3.7¢	No funds raised Issue of advisor performance rights. Current Market Value: N/A
16-May-18	2,000,000	Ordinary Shares	Refer Resolution 3	N/A. Market Price: 3.7¢	No funds raised Issue of shares in consideration for the acquisition of the Joyce Lake and Lorrain Lake tenements. Current Market Value: \$34,000 @ 1.7¢

GLOSSARY

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

AGM	means an Annual General Meeting
Annual Report	means the Directors' report, the annual financial report and auditors report in respect of the financial year ended 30 June 2018.
ASX	means ASX Ltd ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Ltd.
Board	means the board of Directors of the Company.
Closely Related Party	has the same meaning as defined in Section 9 of the Corporations Act.
Company	means Meteoric Resources NL ABN 64 107 985 651.
Constitution	means the Company's constitution, as amended from time to time.
Corporations Act	means Corporations Act 2001 (Cth).
Director	means a director of the Company.
Explanatory Memorandum	means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice.
Listing Rules	means the listing rules of ASX.
Meeting	has the meaning in the introductory paragraph of the Notice.
Notice or Notice of Meeting	means the Notice of Annual General Meeting accompanying this Explanatory Memorandum.
Proxy Form	means the proxy form attached to this Notice.
Remuneration Report	means the remuneration report of the Company outlined in the Annual Report.
Resolution	means a resolution contained in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a share.
WST	means Australian Western Standard Time.

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Vote by Proxy: MEI

Your proxy voting instruction must be received by **10.00am (WST) on Tuesday, 13 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

