



ASCOT RESOURCES LIMITED
ACN 146 530 378

NOTICE OF ANNUAL GENERAL MEETING

TIME: 3pm (Perth time)
DATE: Thursday 29 November, 2018
PLACE: Hay Room, BDO, 38 Station Street, Subiaco, Western Australia

IMPORTANT INFORMATION

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 professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting, please contact the Company Secretary on (+61 8) 9386 3496

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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 3.00pm (Perth time) on Thursday 29 November 2018 at the Hay Room, BDO, 38 Station Street, Subiaco, Western Australia.

ORDINARY BUSINESS

Financial Reports

To receive and consider the annual financial report, the Directors' report and the Auditor's report for the year ended 30 June 2018.

Resolution 1 – Removal of auditors – Pitcher Partners Corporate & Audit (WA) Pty Ltd

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

“Subject to the passing of Resolution 2, pursuant to and in accordance with Section 329(1) of the Corporations Act and for all other purposes Pitcher Partners Corporate & Audit (WA) Pty Ltd be removed as the auditor of the Company with effect from the close of the Annual General Meeting”

Resolution 2 – Appointment of auditors – Pitcher Partners BA&A Pty Ltd

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

“Subject to the passing of Resolution 1, pursuant to and in accordance with Section 327D of the Corporations Act and for all other purposes, Pitcher Partners BA&A Pty Ltd, having consented to act as auditor of the Company, be appointed as the auditor of the Company with effect from the close of the Annual General Meeting.”

EXPLANATORY STATEMENT

The Explanatory Statement accompanying this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary contained in the Explanatory Statement.

ENTITLEMENT TO VOTE

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5.00pm (Perth time) on 29 November 2018.

PROXIES

Appointing a proxy

Each Shareholder that is entitled to attend and vote is entitled to appoint a proxy. The proxy does not need to be a Shareholder. A Shareholder that is entitled to cast two or more votes may appoint not more than two proxies to attend and vote on its behalf. The person or persons so appointed need not necessarily be Shareholders. Where two proxies are appointed, each proxy should be appointed to represent a specified portion or number of the Shareholder's voting rights (failing which each appointee will be entitled to cast half the Shareholder's votes).

A Proxy Form together with instructions on how to complete the Proxy Form is attached.

To vote by proxy, please complete and sign the Proxy Form and return by:

- (a) post to Ascot Resources Limited at Unit 3, 154 Hampden Rd, Nedlands, Western Australia, 6009;
- (b) facsimile to the Company on facsimile number (+61 8) 9386 3440; or
- (c) email to admin@ascotresources.com.

To be valid, properly completed proxy forms must be received by the Company no later than 48 hours before the Meeting.

If you return your Proxy Form but do not nominate a person as proxy, the Chairman of the Meeting will be your proxy and will vote on your behalf as you direct on the Proxy Form. If your nominated proxy does not attend the Meeting then your proxy will revert to the Chairman of the Meeting and he will vote on your behalf as you direct on the Proxy Form.

Transfer of Non-Chairman proxy to Chairman in certain circumstances

Section 250BC of the Corporations Act provides that, if all of the following criteria (a) to (d) are met:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the Chairman of the meeting;
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting; or
 - (ii) the proxy does not vote on the resolution,

then the Chairman of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Corporate Representative

A body corporate Shareholder may elect to appoint a representative, rather than appoint a proxy, in accordance with section 250D of the Corporations Act. Where a body corporate appoints a representative, the Company requires written proof of the representative's appointment to be lodged with or presented to the Company before the Meeting.

By order of the Board

Nick Longmire
Company Secretary

DATED: 31 October 2018

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at 2018 Annual General Meeting of Shareholders to be held at 3pm (Perth time) on 29 November 2018 at Hay Room, BDO, 38 Station Street, Subiaco, Western Australia.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

Terms and abbreviations used in this Explanatory Statement are defined in the Glossary.

The Board recommends that Shareholders vote in favour of the Resolutions.

The Chairman of the meeting intends to vote undirected proxies in favour of the Resolutions.

ORDINARY BUSINESS

Financial Reports

The Corporations Act 2001 requires:

- the reports of the Directors' and Auditor; and
- the annual financial report, including the financial statements of the Company for the year ended 30 June 2018,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or statements. However, Shareholders will be given an opportunity to raise questions or comments on the management of the Company.

Resolution 1 – Removal of the Company's auditors – Pitcher Partners Corporate & Audit Pty Ltd

Resolution 2 – Appointment of new Company auditor's - Pitcher Partners BA&A Pty Ltd

Section 329 of the Corporations Act provides that an auditor of a company may be removed from office by resolution at a general meeting where 2 months' notice of an intention to move the resolution has been given. Under this section, if a company receives a notice and calls a meeting to consider the removal of the auditor, the meeting may pass the resolution even if the meeting is held less than 2 months after the notice is given.

The Company's auditors, Pitcher Partners, are presently undertaking an internal restructure.

As part of this restructure, they have asked the Company's management to assist with this process. The process requires, as a first step, to remove the current contracted audit entity, Pitcher Partners Corporate & Audit Pty Ltd, at a general meeting.

Under Section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under Section 329 of the Corporations Act.

Accordingly, the Company's Chairman, Mr Paul Kopejka, served on the Company notice:

- (a) requesting the Company move a resolution to remove Pitcher Partners Corporate & Audit Pty Ltd as the Company's auditor; and

(b) nominating Pitcher Partners BA&A Pty Ltd of Level 11/12-14 The Esplanade, Perth WA 6000 to be appointed as the Company's auditor.

A copy of the notice to remove Pitcher Partners Corporate & Audit (WA) Pty Ltd as auditor and appoint Pitcher Partners BA&A Pty Ltd is provided in Annexure A and, as required by section 329(2) and section 328B(3) of the Corporations Act, was sent to Pitcher Partners Corporate & Audit Pty Ltd and ASIC on 29 October 2018.

Pitcher Partners BA&A Pty Ltd has given its written consent to act as the Company's auditor in accordance to Section 328A(1) of the Corporations Act.

From a day to day perspective there will be no change. The audit engagement team will be the same and the audit process will not change.

The Board recommends Shareholders vote in favour of this resolution.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

G L O S S A R Y

Annual General Meeting or **Meeting** means the annual general meeting of the Company convened by the Notice.

Ascot or **Company** means Ascot Resources Limited (ACN 146 530 378).

Board means the current board of directors of the Company.

Company means Ascot Resources Limited (ACN 146 530 378).

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

Constitution means the Company's constitution.

Director means a current director of the Company.

Explanatory Statement means this explanatory statement.

Notice or **Notice of Meeting** means the notice of meeting accompanying this Explanatory Statement.

Pitcher Partners means Pitcher Partners Corporate & Audit (WA) Pty Ltd and its related entities.

Proxy Form means the proxy form accompanying the Notice of Meeting.

Resolution means a resolution set out in the Notice of Meeting.

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

Shareholder means a holder of a Share.

**ASCOT RESOURCES LIMITED
(ACN 146 530 378)
PROXY FORM**

I/We

of

being a shareholder of Ascot Resources Limited entitled to vote at the Annual General Meeting, hereby appoint:

The Chairman of
the Meeting **OR**
(mark with an 'X')

(c) Write here the name of the person you are appointing if this person is someone other than the Chairman of this Meeting.

(b) or failing the person named (or if no person is named), the Chairman of the Meeting, or the Chairman's nominee, as my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Ascot Resources Limited to be held at 3.00pm (Perth time) on Thursday, 29 November 2018 at the Hay Room, 38 Station Street, Subiaco, WA and at any adjournment or postponement thereof.

Voting on Business of the Annual General Meeting

FOR AGAINST ABSTAIN

Resolution 1 – Removal of auditors – Pitcher Partners Corporate & Audit Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Appointment of auditors - Pitcher Partners BA&A Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark abstain, you are directing your proxy not to vote on the Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

The Chairman of the Meeting intends to vote all available proxies in favour of the Resolutions.

PLEASE SIGN HERE

This section must be signed in accordance with the instructions overleaf for your directions to be implemented.

Dated this _____ day of _____ 2018

Individual or Shareholder 1 <input style="width: 270px; height: 35px;" type="text"/> Sole Director and Sole Secretary	Shareholder 2 <input style="width: 230px; height: 35px;" type="text"/> Director	Shareholder 3 <input style="width: 210px; height: 35px;" type="text"/> Director/Company Secretary
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ASCOT RESOURCES LIMITED
ACN 146 530 378

Instructions for Completing Proxy Form

1. **(Appointing a Proxy):** A member entitled to attend and cast a vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy may be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. Any fraction of votes will be disregarded. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite the item of business. Please refer to the proxy form for further instructions on how to vote. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - a) post to Ascot Resources Limited at Unit 3, 154 Hampden Road, Nedlands, Western Australia 6009;
or
 - b) facsimile to the Company on facsimile number (+61) 8 9386 3440; or
 - c) email to admin@ascotresources.com so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy forms received later than this time will be invalid.



The Company Secretary,
Ascot Resources Limited,
Unit 3, 154 Hampden Road,
NEDLANDS WA 6009

Dear Sir/Madam

ASCOT RESOURCES LIMITED (the 'COMPANY')

NOTICE OF INTENTION TO REMOVE AUDITOR PURSUANT TO SECTION 329 OF THE CORPORATIONS ACT 2001 (CTH)

Dear Sir

I, Paul Kopejtkja, request that the Company as part of the general meeting it will convene on 29 November 2018, consider and, if thought fit, pass the resolution that Pitcher Partners Corporate & Audit (WA) Pty Ltd be removed as auditor of the Company.

I nominate Pitcher Partners BA&A Pty Ltd to be considered for appointment as the company's new auditor.

A handwritten signature in black ink, appearing to read "Paul Kopejtkja", written over a horizontal line.

Paul Kopejtkja
Non-executive Chairman

Date: 29 October 2018