



Resource Base Limited

ABN 57 113 385 425



Notice of Annual General Meeting

This is an important document. Please read it carefully.

If you are unable to attend the Annual General Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

The Annual General Meeting of the Company will be held at:
ASIPAC Place
Level 7, 342-348 Flinders Street, Melbourne, Victoria 3000
at 10.00am (AEDT) on 22 November 2019

TIME AND PLACE OF MEETING AND HOW TO VOTE

Venue:

The Annual General Meeting of Shareholders of the Company will be held at:

ASIPAC Place Level 7, 342-348 Flinders Street Melbourne, Victoria 3000	Commencing 10.00am (AEDT) on Friday 22 November 2019
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How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and either:

- (a) send the proxy form by facsimile to the Company Secretary on facsimile number + 61 8678 1747; or
 - (b) post the proxy form to the Company at PO Box 305 Fitzroy, Victoria 3065; or
 - (c) deliver the proxy form to the Company at 1B, 205-207 Johnston Street, Fitzroy, Victoria 3065,
- so that it is received not later than 10.00am (AEDT) on 20 November 2019.

Your proxy form is enclosed.

RESOURCE BASE LIMITED
ABN 57 113 385 425

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 10.00am (AEDT) on 22 November 2019 at ASIPAC Place, Level 7, 342-348 Flinders Street, Melbourne, Victoria 3000.

The Explanatory Statement to 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.

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 of the Company at 7.00pm (AEDT) on 20 November 2019.

BUSINESS OF THE MEETING

1. Financial Statements and Reports

	Financial Statements and reports
Description	To receive and consider the Annual Financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the Auditor's report.

2. Adoption of Remuneration Report

Resolution 1	Adoption of Remuneration Report
Description	<p>To consider and, if thought fit, to pass the following Resolution as a non-binding advisory resolution:</p> <p><i>"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Company approves the adoption of the Remuneration Report for the year ended 30 June 2019".</i></p>
Voting Exclusion	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:</p> <p>(a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</p> <p>(b) A closely related party of such a member.</p> <p>However a person described above may vote on this Resolution if:</p> <p>(a) the person does so as a proxy; and</p> <p>(b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and</p> <p>(c) either:</p> <p>1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or</p> <p>2) the voter is the chair of the meeting and the appointment of the chair as proxy:</p> <p>(i) does not specify the way the proxy is to vote on the resolution; and</p> <p>(ii) 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 for the Company or, if the Company is part of a consolidated entity, for the entity.</p>
Voting Intention of Chair	Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolution subject to compliance with the Corporations Act.

3. Re-election of Director

Resolution 2	Re-election of Director – Mr Angelo Sicillano
Description	Mr Angelo Sicillano retires as a Director in accordance with Article 57(1) of the Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.
Resolution (Ordinary)	To consider and, if thought fit, to pass the following Resolution as an ordinary resolution: <i>"That Mr Angelo Sicillano, appointed to the Board on 26 July 2011, who will retire at the close of the meeting in accordance with Article 57(1) of the Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i>

Dated: 17 October 2019

By Order of the Board

Justyn Stedwell
Company Secretary

The accompanying Explanatory Statement and the Proxy and Voting Instructions form part of this Notice of Meeting.

Notes:

- (a) A Shareholder of the Company who is entitled to attend and vote at a general meeting of Shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
- (b) Where a voting exclusion applies, 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 to vote as the proxy decides 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.
- (c) In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 7.00pm (AEDT) on 20 November 2019.
- (d) The Company's 2019 Annual Financial Statements are set out in the Company's 2019 Annual Report which can be obtained from the Company's website, www.resourcebase.com.au or upon request to the Secretary at PO Box 305 Fitzroy Victoria 3065 (telephone (03) 9191 0135).

EXPLANATORY STATEMENT

TO NOTICE OF 2019 ANNUAL GENERAL MEETING

PURPOSE OF INFORMATION

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10.00am (AEDT) on 22 November 2019 at ASIPAC Place, Level 7, 342-348 Flinders Street, Melbourne, Victoria 3000.

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.

BUSINESS

Resolution 1	Adoption of Remuneration Report
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Section 250R(2) of the Corporations Act requires that at a listed Company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Company's Key Management Personnel. The Remuneration Report is part of the Directors' report contained in the 2019 Annual Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

There are restrictions on members of the Key Management Personnel and their Closely Related Parties (in any capacity) and their proxies voting on Resolution 1, details of which are set out in the voting exclusion statement included in Resolution 1 of the Notice of Meeting.

Any undirected proxies held by the Chairman of the Meeting, other Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 will be voted in favour of Resolution 1, subject to compliance with the Corporations Act.

The Company encourages all Shareholders to cast their vote in relation to Resolution 1 and if Shareholders chose to appoint a proxy, Shareholders are encouraged to direct their proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy, or where the Chairman is appointed as proxy, by marking the applicable box in the Proxy directing the Chairman to vote in accordance with the Chairman's voting intentions.

Resolution 2	Re-election of Angelo Siciliano
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In accordance with ASX Listing Rule 14.4 and Article 57 of the Constitution, at every Annual General Meeting, one-third of the Directors, or if their number is not a multiple of three then the number nearest to but not more than one-third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are to be those who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time and unless mutually agreed, by lot. Further, under Article 57(2) of the Constitution a Director (except the Managing Director) must retire from office at the conclusion of the third annual general meeting following the Director's election, even if his or her retirement results in more than one-third of all Directors retiring from office.

Details of the qualifications and experience of Mr Angelo Siciliano are contained in the Company's 2019 Annual Report.

All Directors, other than Mr Angelo Siciliano, recommend that Shareholders vote in favour of Resolution 2 and each of the other Directors who holds shares intends to vote in favour of Mr Siciliano's re-election.

Glossary

In the Notice of Meeting and this Explanatory Statement:-

- (a) "2019 Annual Report" means the Annual Report for the Company for the financial year ended 30 June 2019.
- (b) "Annual General Meeting" or "Meeting" means the Annual General Meeting of the Company the subject of the Notice of Meeting.
- (c) "ASX" means ASX Limited or the Australian Securities Exchange, as the context requires.
- (d) "ASX Listing Rules" and "Listing Rules" means the listing rules of the ASX.
- (e) "Board" means the Directors of the Company as at the date of this Notice of Meeting.
- (f) "Chairman" means the person appointed to chair the Meeting.
- (g) "Company" means Resource Base Limited ABN 57 113 385 425.
- (h) "Constitution" means the constitution of the Company.
- (i) "Corporations Act" means the Corporations Act 2001 (Cth).
- (j) "Director" means a director of the Company.
- (k) "Explanatory Statement" means the explanatory statement to the Notice of Meeting.
- (l) "Key Management Personnel" means the key management personnel of the Company being the Directors of the Company and those other persons having authority for planning, directing and controlling the activities of the Company, either directly or indirectly.
- (m) "Notice" or "Notice of Meeting" means this notice of Annual General Meeting.
- (n) "Proxy Form" means the proxy form attached to the Notice of Meeting.
- (o) "Remuneration Report" means the remuneration report contained in the Company's 2019 Annual Report.
- (p) "Resolution" means a resolution contained in this Notice of Meeting.
- (q) "Share" means fully paid ordinary share in the capital of the Company.
- (r) "Shareholder" means a shareholder of the Company.

Resource Base Limited
ACN 113 385 425

Proxy Form

The Company Secretary
Resource Base Limited

By Delivery:

1B, 205-207 Johnston Street
Fitzroy VIC 3065

By Post:

PO Box 305
Fitzroy VIC 3065

By Facsimile:

+61 3 8678 1747

I/We _____
(Insert name of shareholder)

of _____
(Insert address of shareholder)

being a Shareholder of the Company and
entitled to vote at the Annual General
Meeting, hereby appoint

(Insert name of proxy)

(Insert address of proxy)

or failing such appointment, the chairman of the Annual General Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10.00am (AEDT) on 22 November 2019 at ASIPAC Place, Level 7, 342-348 Flinders Street, Melbourne, Victoria and at any adjournment thereof in the manner indicated below or, in the absence of such directions, as he thinks fit. If no directions are given, the Chairman will vote in favour of all of the resolutions, subject to compliance with the Corporations Act.

IMPORTANT: If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of **Resolution 1**, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. By marking this box I/we acknowledge the Chairman of the Meeting can exercise my/our proxy even though he has an interest in the outcome of the resolution and unless a specific voting direction has been specified below, the Chairman of the Meeting is directed to vote in accordance with his voting intention as set out below. The Chairman intends to vote all undirected proxies **IN FAVOUR** of Resolution 1.

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The proxy is to vote for or against the Resolutions referred to in the Notice of Meeting as follows:

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-Election of Director – Mr Angelo Siciliano	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll

Authorised signature/s

This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Proxy Notes

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person or a corporation as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies (an additional Proxy Form will be supplied by the Company on request). Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the meeting must produce the appropriate Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's Share Registry at www.linkmarketservices.com.au/public/forms/general.html

You must sign this form as follows in the spaces provided:

- | | |
|--------------------|--|
| Joint Holding: | where the holding is in more than one name all of the holders must sign. |
| Power of Attorney: | if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it. |
| Companies: | a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space. |

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at 1B, 205-207 Johnston Street Fitzroy VIC 3065, PO Box 305 Fitzroy VIC 3065 or Facsimile 03 8678 1747 if faxed from within Australia or +61 3 8678 1747 if faxed from outside Australia) no later than 10.00am (AEDT), 20 November 2019.