



LANEWAY RESOURCES LTD

ACN 003 049 714

NOTICE OF ANNUAL GENERAL MEETING

and

MEETING MATERIALS

Date of Meeting: Thursday 30 November 2017

Time of Meeting: 9:30am (Brisbane time)

Venue of Meeting: Level 9, Waterfront Place,
1 Eagle Street
Brisbane, Qld, 4000

This document should be read in its entirety.

If Shareholders are in doubt as to how they should vote on the Resolutions, they should seek advice from their financial or other professional adviser prior to voting.

CORPORATE DIRECTORY

Directors

Stephen Bizzell
Richard Anthon
Mark Baker
Peter Wright

Secretary

Paul Marshall

Registered Office

Level 9 Waterfront Place
1 Eagle Street
BRISBANE QLD 4000
Ph: (07) 3108 3500
Fax: (07) 3108 3501
Email: admin@lanewayresources.com.au
Website: www.lanewayresources.com.au

ABN

75 003 049 714

Auditors

BDO
Level 10, 12 Creek Street
BRISBANE QLD 4000

Share Registry

Link Market Services
Level 15
324 Queen Street
BRISBANE QLD 4000
Ph: 1300 554 474

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of the Shareholders of **LANEWAY RESOURCES LIMITED ACN 003 049 714** (the **Company** or **LNY**) will be held on Thursday 30 November 2017, commencing at 9.30am (Brisbane time) at Level 9, Waterfront Place, 1 Eagle Street, Brisbane, QLD 4000 (**Meeting**) for the purpose of transacting the business set out below. Registration will commence just prior to the Meeting.

This Notice incorporates, and should be read together with, the Meeting Materials which includes the Explanatory Memorandum and Proxy Form.

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.

ORDINARY BUSINESS

RECEIPT OF 2017 FINANCIAL STATEMENTS

This item does not require voting by Shareholders. It is intended to provide an opportunity for Shareholders to raise questions on the financial statements and reports. The Company's auditor will be present at the Meeting and available to answer any questions.

RESOLUTION 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, 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 2017 Annual Report be adopted."

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

Voting Exclusion Statement: A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (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 (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 2: Re-election of Mr Mark Baker as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That in accordance with the Company's Constitution and the Listing Rules, Mr Mark Baker who retires by rotation and being eligible, be re-elected as a Director of the Company."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 2 by Mr Mark Baker and any of his Associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) by a person chairing the Meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

RESOLUTION 3: Election of Mr Peter Wright as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That for the purpose of the Company's Constitution and for all other purposes, Mr Peter Wright, who was appointed to the Board since the Company's last Annual General Meeting and being eligible, be elected as a Director of the Company."

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution 3 by Mr Peter Wright and any of his Associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form); or
- (b) by a person chairing the Meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

RESOLUTION 4: Ratification of prior issue of Placement Securities

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

"That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 37,588,208 Shares at an issue price of \$0.003 per Share to pay creditors of the company \$112,764 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 4, by any person who participated in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the resolution is passed, and any of their Associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- (b) 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 5: Ratification of prior issue of Placement Securities

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

“That pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 109,024,029 Shares to Exempt Investors unrelated to the Company at an issue price of \$0.00333 per Share to raise \$363,050 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast on Resolution 5, by any person who participated in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if the resolution is passed, and any of their Associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
- (b) 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).

Please refer to the Explanatory Memorandum attached to this Notice for more information regarding these Resolutions.

By order of the Board

Paul Marshall
Company Secretary
31 October 2017

See the following notes on Voting and Proxies



NOTES ON ATTENDANCE AND VOTING AT THE MEETING

These notes form part of the Notice.

VOTING ENTITLEMENT

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the Board has determined that the Shareholders who are on the Company's Share register at 7.00pm (Brisbane time) on Tuesday 28 November 2017 will be taken, for the purposes of the Annual General Meeting, to be entitled to attend and vote at the Meeting.

If you are not the registered holder of a relevant Share at that time, you will not be entitled to vote at the Meeting.

VOTING AT THE MEETING

Ordinary resolutions require the support of more than 50% of the votes cast. Resolutions 1 – 5, to be considered at this Meeting, are ordinary resolutions.

Every question arising at this Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution.

On a show of hands, every Shareholder who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person who is present in person or by proxy, representative or attorney, will have one vote for each Share held by that person.

APPOINTMENT OF PROXIES

A Shareholder who is entitled to attend and vote at the Meeting may appoint a person, who need not be a Shareholder of the Company, as the Shareholder's proxy to attend and vote on behalf of the Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A Proxy Form accompanies this Notice of Meeting. If you wish to appoint a proxy, please complete the Proxy Form and return it at least 48 hours before the Meeting, **being no later than 9:30am (Brisbane time) on Tuesday 28 November 2017:**

- by post to: Laneway Resources Limited, GPO BOX 1164, Brisbane QLD 4001;
- by email to: pmarshall@lanewayresources.com.au
- by facsimile on: +61 7 3108 3501 (for proxy voting) (in Australia or from overseas);

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the Proxy Form.

PROXIES AND CONDUCT OF MEETING

Pursuant to section 250BB of the Corporations Act, an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed;
- b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- c) if the proxy is the chairman of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote as directed; and
- d) if the proxy is not the chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that as directed.

Under section 250BC of the Corporations Act, if:

- a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of a 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,

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.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either **For**, **Against** or **Abstain** on the voting form for each Resolution.

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EXPLANATORY MEMORANDUM

IMPORTANT NOTICE

This Explanatory Memorandum forms part of the Notice and has been prepared for Shareholders in connection with the Meeting. It provides information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions contained in the Notice.

The Notice, Explanatory Memorandum and Proxy Form are collectively referred to as the **Meeting Materials**. The Meeting Materials are all important documents that should be read carefully and in their entirety before Shareholders make a decision on how to vote at the Meeting. This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions.

Capitalised terms used in this Explanatory Memorandum are defined in the Glossary. All times and dates referred to in these Meeting Materials are times and dates in Brisbane, Queensland, Australia, and all currency references are to Australian dollars, unless otherwise indicated.

This Explanatory Memorandum is dated 31 October 2017.

RESPONSIBILITY FOR INFORMATION

The information contained in this Explanatory Memorandum has been prepared by the Company and is the responsibility of the Company. A copy of this Notice and Explanatory Memorandum has been lodged with the ASX pursuant to the Listing Rules. Neither ASX, nor any of its officers take any responsibility for the contents of these documents.

FORWARD LOOKING STATEMENTS

Certain statements in this Explanatory Memorandum relate to the future. These statements reflect views only as of the date of this Explanatory Memorandum. While the Company considers that the expectations reflected in the forward looking statements are reasonable, neither the Company, nor any other person, gives any representation, assurance or guarantee, that the occurrence of an event express or implied in any forward looking statements in this Explanatory Memorandum will actually occur.

THE RESOLUTIONS

At this Annual General Meeting, Shareholders will be asked to vote on Resolutions relating to:

- Resolution 1 - Adoption of Remuneration Report;
- Resolution 2 - Re-election of Mr Mark Baker as a Director;
- Resolution 3 - Election of Mr Peter Wright as a Director;
- Resolutions 4 and 5 - Ratification of prior issue of Placement Securities;

What if I have questions?

If you have any questions, you should contact your broker, financial or legal advisor immediately. Alternatively you can call the Company's Company Secretary, Paul Marshall on +61 7 3108 3500.

RESOLUTION 1 ADOPTION OF REMUNERATION REPORT

1. Introduction

As required by the Corporations Act, the Board is presenting 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 Key Management Personnel (including 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 by contacting the Company or visiting the Company's website www.lanewayresources.com.au.

2. Two strikes

If 25% or more of votes that are cast on this non-binding Resolution are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of these AGMs on a resolution (**Spill Resolution**) that another meeting be held within 90 days (**Spill Meeting**), at which:

- all of the Company's Directors (other than the Managing Director) cease to hold office immediately before the end of the Spill Meeting; and
- resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting will be put to the vote at the Spill Meeting.

The approval threshold for the Spill Resolution is 50% or more of votes that are cast on the resolution.

At the 2016 AGM, Shareholders voted in favour of the Remuneration Report, and no first 'strike' was recorded by the Company.

3. Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

The Chairman intends to vote all available proxies in favour of Resolution 1.

RESOLUTION 2 RE-ELECTION OF MR MARK BAKER AS A DIRECTOR

1. Introduction

As required by the Corporations Act and the Company's Constitution, a Director must not hold office without re-election past the third annual general meeting following the Director's appointment, or 3 years, whichever is longer.

A Director who retires in accordance with these requirements is eligible for re-election.

Accordingly, Mr Mark Baker is due to retire at the end of the Meeting and offers himself for re-election to the Board. Details of Mr Baker's qualifications, experience, other directorships and special responsibilities are set out in the Annual Report and extracted below.

2. Director's Biography

M Baker BA GAICD (Non-Executive Director)

Mark is a former senior editor and national editorial executive with Fairfax Media. Mark has extensive experience working across Asia and in government relations at a national and state level. He is a board member of the Defence Reserves Support Council (Victoria), has a Bachelor of Arts degree and is a Graduate of the Australian Institute of Company Directors.

Other Listed Company Directorships in the past three years:

- Aus Asia Minerals Ltd (appointed November 2016)

3. Board recommendation

All the Directors (except Mr Mark Baker abstaining) recommend that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 ELECTION OF MR PETER WRIGHT AS A DIRECTOR

1. Introduction

Mr Peter Wright was appointed as a non-executive Director of the Company on 30 October 2017.

In accordance with Listing Rule 14.4 and the Company's Constitution, a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the Company. The Company's Constitution also requires that any Director appointed during the year as an addition to the Board must offer himself or herself for election at the Company's next annual general meeting.

Accordingly, Peter Wright who was appointed by the Board to fill a casual vacancy offers himself for election as a Director of the Company.

2. Director's Biography

Mr Wright has over 20 years' experience in the financial markets with a focus on investment in the resources sector. He is currently an Executive Director of Bizzell Capital Partners, a Brisbane based corporate advisory and funds management firm. He is also currently an Executive Director of ASX listed graphite miner, Bass Metals Ltd.

Mr Wright holds a Bachelor of Commerce and a Bachelor of Economics from ANU in Canberra and a Graduate Diploma in Applied Finance and Investment.

Board recommendation

All the Directors (except Mr Peter Wright abstaining) recommend that Shareholders vote in favour of Resolution 3.

RESOLUTIONS 4 & 5 RATIFICATION OF PRIOR ISSUE OF SECURITIES

Background

In the 12 months preceding this Notice, the Company has issued:

- 37,588,208 Shares at the price of \$0.003 on 21 April 2017; and
- 109,024,029 Shares at the price of \$0.00333 on 30 October 2017;

(together the **Placement Securities** or **Placements**).

The Shares issued on 21 April 2017 were issued as payment for services in lieu of cash payments that the Company otherwise may have been required to expend. The Placement on 30 October 2017 raised \$363,050 before costs of the issue for the Company.

The Placements were issued by LNY pursuant to Listing Rule 7.1.

ASX Listing Rules

Pursuant to Listing Rule 7.4, Resolutions 4 and 5 seek ratification by Shareholders of the issue of the Placement Securities.

Listing Rule 7.1 prohibits the Company (subject to certain exceptions such as pro-rata issues), from issuing or agreeing to issue equity securities representing more than 15% of the Company's total issued securities, during a rolling 12 month period, without Shareholder approval (**15% Threshold**).

Listing Rule 7.4 allows an issue of equity securities, for which Shareholder approval was not first obtained, to not be counted towards the 15% Threshold when Shareholder approval for that issue is subsequently obtained.

That is, Listing Rule 7.4 permits an issue of Shares to be approved retrospectively. It provides that an issue of Equity Securities is treated as having been made with Shareholder approval if ASX Listing Rule 7.1 was not breached at the time the securities were issued and Shareholders subsequently approve (ratify) the issue. The Company did not breach Listing Rule 7.1 at the time the Placement

Securities were issued and now seeks Shareholder approval for the issue of the Placement Securities.

By Shareholders approving Resolutions 4 and 5 the Board is given the flexibility to issue more Equity Securities up to the 15% Threshold over the next 12 month period. Once the issue of the Placement Securities is approved, these securities will not be counted for the purposes of the 15% Threshold.

Specific information required by ASX Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Securities:

Table 1: ASX Listing Rule 7.5 Disclosure

REQUIRED DISCLOSURE	
Shares issued on 21 April 2017	
Number of securities issued	37,588,208 Shares
Issue price	\$0.003
Terms of the securities	The Shares issued are fully paid ordinary shares in the capital of the Company that rank equally in all respects with the Company's existing Shares on issue. For further details refer to Annexure A.
Allottee / Basis of allotment	As payment for consulting services provided to the company.
Use of funds	N/A
Shares issued on 30 October 2017	
Number of securities issued	109,024,029 Shares
Issue price	\$0.00333
Terms of the securities	The Shares issued are fully paid ordinary shares in the capital of the Company that rank equally in all respects with the Company's existing Shares on issue. For further details refer to Annexure A.
Allottee / Basis of allotment	Under the Capital Raising to various Exempt Investors unrelated to the Company.
Use of funds	The proceeds of the issue will enable the Company to advance its Agate Creek Gold Project, New Zealand Gold and NSW Coal Projects as well as provide general working capital. Specifically, funds and drilling activities will be primarily directed towards LNY's 100% owned Agate Creek Gold Project with the Company continuing the work required to apply for a mining lease over part of the Company's Agate Creek tenement area.

Impact of Shareholder approval

Importantly, Shareholders should note that:

- a) Shareholder approval was not required for the issue of the Placement Securities; and
- b) if Shareholder approval is not obtained for Resolutions 4 and 5 the Placements will not be impacted or changed.

The impact of Shareholder approval for Resolutions 4 and 5 will be the extent to which the Company's 15% Threshold is refreshed. For example, if:

- a) **Resolutions 4 and 5 are approved** the Company's 15% capacity under Listing Rule 7.1 will be refreshed and assuming no other Equity Securities are issued, the Company will be able to issue an additional 475,453,583 new Shares without Shareholder approval and without relying on any exceptions to the 15% Threshold;
- b) **Resolutions 4 and 5 are not approved** the Company's 15% capacity under Listing Rule 7.1 will not be refreshed and assuming no other Equity Securities are issued and that no convertible notes are converted, the Company may not be able to issue any additional Shares in the next 12 months without Shareholder approval, unless one of the exceptions to the 15% Threshold applies under Listing Rule 7.2; and
- c) **If either but not both of Resolutions 4 and 5 are approved** the Company's 15% capacity under Listing Rule 7.1 will only be refreshed to the extent to which approval is granted, unless one of the exceptions to the 15% Threshold applies under Listing Rule 7.2.

Voting exclusion statements are included in the Notice of Meeting.

The Board recommends that Shareholders vote in favour of Resolutions 4 and 5.

GLOSSARY

In the Meeting Materials:

\$	means Australian dollars.
Associate(s)	has the meaning given in section 12 of the Corporations Act.
ASX	means the Australian Securities Exchange or ASX Limited ACN 008 624 691.
Board	means the board of Directors of the Company.
Chairman	means the chairman of the Board, Mr Stephen Bizzell.
Company, Laneway Resources Ltd or LNY	means Laneway Resources Ltd ACN 003 049 714.
Constitution	means the constitution of the Company as in force from time to time.
Corporations Act	means the Corporations Act 2001 (Cth).
Directors	means the Directors of the Company from time to time, which as at the date of this Notice are Stephen Bizzell, Richard Anthon, Mark Baker and Peter Wright.
Equity Security	has the meaning given in Listing Rule 19.2.
Explanatory Memorandum	means this explanatory memorandum that accompanies and forms part of the Notice and Meeting Materials.
Issue Price	means \$0.003 for the 21/4/17 share issues and \$0.00333 for the 30/10/17 issues
Listing Rules	means the official Listing Rules of ASX.
Meeting or Annual General Meeting	means the Annual general meeting of the Company to be convened by the Notice (unless the context otherwise requires), scheduled for 30 November 2017.
Meeting Materials	means the Notice, Explanatory Memorandum and Proxy Form.
Notice	means the notice of Annual General Meeting setting out the Resolutions dated 31 October 2017 and which these Meeting Materials accompany.
Placement Capacity	means the Company's capacity to issue equity securities without Shareholder approval having regard to the operation of Listing Rule 7.1 and Listing Rule 7.1A as they apply to LNY from time to time.
Proxy Form	means the proxy form accompanying the Notice.
Related Parties or Related Party	means Stephen Bizzell, Richard Anthon, Mark Baker and Peter Wright in accordance with section 228 of the Corporations Act.
Related Bodies Corporate	has the meaning given in the Corporations Act.
Relevant interest	has the meaning given in section 608 of the Corporations Act.
Resolution	means Resolution 1 (Adoption of Remuneration Report), Resolutions 2 and 3 (Election of Directors), Resolutions 4 and 5 (Ratification of Prior Placement Securities), or all resolutions, as the context requires.
Share	means a fully paid ordinary share in the Company.
Shareholder	means a holder of Shares.

ANNEXURE A TERMS AND CONDITIONS OF SHARES

All Shares rank equally.

The following is a summary of the more significant rights and liabilities attaching to Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Company's constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with the Corporations Act and the Company's Constitution.

(b) Voting

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid Shares shall have a fraction of a vote for each partly paid Share. The fraction must be equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited). Amounts paid in advance of a call are ignored when calculating the proportion.

(c) Dividends

Dividends are payable out of the Company's profits and are declared or determined to be payable by the Directors. Subject to the rights of persons (if any) entitled to Shares with special rights to dividends, dividends declared will be payable on the Shares in proportion to the amount for the time being paid in respect of each Share.

The Directors may carry forward so much of the profits remaining as they consider ought not to be distributed as dividends by transferring those profits to a reserve.

(d) Transfer of Shares

A Shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX or the Corporations Act for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Directors.

Generally (subject to formal requirements and to the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia including the transfer not being in breach of the Corporations Act or the ASX Listing Rules), the Shares are freely transferable.

(e) **Meetings and notice**

Each Shareholder is entitled to receive notice of and to attend general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the constitution of the Company, the Corporations Act or the Listing Rules.

(f) **Winding up**

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as the liquidator considers fair on any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the sanction of a special resolution of the Company, vest the whole or any part of any such property in trustees on such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(g) **Shareholder liability**

As all Shares on issue are fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(h) **Future increase in capital**

Subject to restrictions on the issue or grant of securities contained in the Corporations Act, Listing Rules and LNY's constitution, the Directors may issue, allot or dispose of Shares on terms determined by the Directors, at the issue price that the Directors determine and to Shareholders whether in proportion to their existing Shareholdings or otherwise, and to such other persons as the Directors may determine.






(i) **Variation of rights**

Subject to the relevant restrictions in the Corporations Act and Listing Rules, if at any time the Share capital is divided into different classes of Shares, the rights attached to any class may (unless otherwise provided by the terms of issue of the Shares of that class), whether or not the Company is being wound up, be varied or abrogated in any way with the consent in writing of the holders of three-quarters of the issued Shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the Shares of that class.

(j) **Alteration of Constitution**

The Constitution of the Company can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. At least 28 days written notice of the special resolution must be given.

LODGE YOUR VOTE

-  **BY EMAIL**
Scan and email to: pmarshall@lanewayresources.com.au
-  **BY MAIL**
Laneway Resources Limited
GPO Box 1164,
Brisbane QLD 4001
Australia
-  **BY FAX**
(07) 3108 3501
-  **BY HAND**
Laneway Resources Limited, Level 9, Waterfront Place,
1 Eagle Street, Brisbane
-  **ALL ENQUIRIES TO**
Telephone: (07) 3108 3501



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:30am on Thursday, 30 November 2017 at Level 9, Waterfront Place, 1 Eagle Street, Brisbane, Qld, 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.


Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions	For	Against	Abstain*	5 Ratification of prior issue of Placement Securities	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Mark Baker as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Peter Wright as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<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 your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)
 Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO 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 those 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 Form, including where the Resolution is 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 placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am on Tuesday, 28 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged:



BY EMAIL

Scan and email to: pmarshall@lanewayresources.com.au



BY MAIL

Laneway Resources Limited
GPO Box 1164
Brisbane QLD 4001
Australia



BY FAX

+61 7 3108 3501 (for proxy voting) (in Australia or from overseas)



BY HAND

delivering it to Laneway Resources Limited*
Level 9, Waterfront Place, 1 Eagle Street, Brisbane

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**