

ABN 47 095 792 288

VISION | COMMITMENT | RESULTS

NOTICE OF 2013 ANNUAL GENERAL MEETING

INCLUDING EXPLANATORY MEMORANDUM

(NOTE: A PROXY FORM IS SEPARATELY INCLUDED WITH THIS NOTICE)

DATE OF MEETING

Wednesday, 20 November 2013

TIME OF MEETING

9.30am (WST)

PLACE OF MEETING

DUXTON 2 MEETING ROOM – LOWER LOBBY

DUXTON HOTEL, 1 St GEORGES TERRACE

PERTH, WESTERN AUSTRALIA

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of the Shareholders of Panoramic Resources Limited ABN 47 095 792 288 ("Company") will be held in the Duxton 2 Meeting Room - Lower Lobby, Duxton Hotel, 1 St Georges Terrace, Perth, Western Australia on Wednesday, 20 November 2013 at 9.30am (WST) for the purpose of transacting the following business.

AGENDA

BUSINESS

The accompanying Explanatory Memorandum containing information in relation to each of the following Resolutions forms part of this Notice of 2013 Annual General Meeting and should be read in conjunction with it.

ORDINARY BUSINESS

Item 1 – RECEIPT OF ANNUAL FINANCIAL REPORT

"To receive and consider the 2013 Annual Financial Report of the Company, which includes the financial statements of the Company for the year ended 30 June 2013, together with the notes to the financial statements, the Directors' declaration and the reports by the Directors and Independent Auditor."

Item 2 - RE- ELECTION OF MR BRIAN PHILLIPS AS A DIRECTOR (Resolution 1)

To consider and, if thought fit, pass the following Resolution as an **ordinary resolution**: "That Mr Brian Marshall Phillips, being eligible, be re-elected as a Director."

Item 3 - ADOPTION OF REMUNERATION REPORT (Resolution 2)

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

"That the Remuneration Report for the year ended 30 June 2013 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Company or the Directors. However, the Board is obliged to take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Company will disregard any votes cast on Resolution 2 by or on behalf of:

- a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report (and their Closely Related Parties) in any capacity; and
- a member of the Key Management Personnel (and their Closely Related Parties) acting as a proxy

unless the vote is cast:

- as proxy for a person who is entitled to vote in accordance with a direction on the proxy form; or
- by the person chairing the Meeting as proxy for a person who is entitled to vote and the person chairing the meeting has received express authority to vote undirected proxies as such person sees fit.

Item 4 – SUBSEQUENT APPROVAL OF ISSUE OF SHARES TO ORION CORPORATE ADVISORY SERVICES PTY LTD (Resolution 3)

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 the issue to Orion Corporate Advisory Services Pty Ltd of 377,360 fully-paid Ordinary Shares, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

The Company will disregard any votes cast on Resolution 3 by Orion Corporate Advisory Services Pty Ltd and any associate of Orion Corporate Advisory Services Pty Ltd . However, the Company need not disregard a vote cast on the Resolution if:

- it is cast by a person as 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 a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Item 5 – SUBSEQUENT APPROVAL OF ISSUE OF SHARES TO DDH1 DRILLING PTY LTD (Resolution 4)

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 the issue to DDH1 Drilling Pty Ltd of 7,226,577 fully-paid Ordinary Shares, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting."

The Company will disregard any votes cast on Resolution 4 by DDH1 Drilling Pty Ltd and any associate of DDH1 Drilling Pty Ltd. However, the Company need not disregard a vote cast on the Resolution if:

- it is cast by a person as 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 a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Mr Trevor Eton Company Secretary

Dated: 3 October 2013

NOTES

REMUNERATION REPORT

Shareholders who have elected not to receive the Company's 2013 Annual Report (which includes the Remuneration Report) may obtain a copy of the Remuneration Report by contacting the Company on telephone (+61 8) 6266 8600 or, alternatively, by downloading a copy from the Company's website at www.panoramicresources.com

PROXIES

A separate Proxy Form is included with this Notice of Meeting which gives instructions for the completion and lodgement of the Proxy Form. The Proxy Form is to be returned direct to Computershare Investor Services in accordance with the lodgement instructions given on the Form and may be lodged either:

- by mail (in the envelope provided), or
- by facsimile at the number quoted.

Alternatively, proxy votes may be submitted online via the Computershare InvestorVote facility by following the instructions given on the Proxy Form.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the items of business by marking either "For", "Against" or "Abstain" for those items of business.

How the Chairman of the Meeting will Vote Undirected Proxies

The Chairman of the Meeting will vote undirected proxies in favour of all items of business.

Voting Exclusions

The Company's Key Management Personnel and their Closely Related Parties (other than in limited circumstances where they are acting as proxy) are excluded from voting on Item 3 – Remuneration Report (Resolution 2).

Where you have appointed the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default), you expressly authorise the Chairman to exercise your proxy on Resolution 2 (other than where you have indicated a different voting intention on the Proxy Form) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chairman.



CUSTODIANS AND NOMINEES

For Intermediary Online subscribers only (Custodians & Nominees), please visit www.intermediaryonline.com to submit your voting intentions. Proxy Forms must be received by Computershare at least 48 hours prior to the meeting, that is, by 9.30am (WST) on Monday, 18 November 2013.

A Shareholder entitled to attend and vote at the Meeting may appoint not more than two proxies to attend and vote at this Meeting. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If two proxies are appointed, and the appointment does not specify the proportion or number of votes that the proxy may exercise, then in accordance with Section 249X(3) of the Corporations Act, each proxy may exercise half the votes. A proxy may, but need not, be a Shareholder.

BODIES CORPORATE

A body corporate may appoint an individual as its representative to attend and vote at the Meeting and exercise any other powers the body corporate can exercise at the Meeting. The appointment may be a standing one. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

VOTING ENTITLEMENTS

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that, for the purposes of voting at the Meeting, Shareholders will be taken to be those persons recorded on the Company's register of members as at 9.30am (WST) on Monday, 18 November 2013.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for Shareholders to provide information about the items of business contained in the accompanying Notice of 2013 Annual General Meeting of the Company.

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

All Resolutions are ordinary resolutions. Ordinary resolutions require approval by a simple majority of votes cast by Shareholders present (either in person, or by representative or proxy) and entitled to vote on the Resolution, in order to be passed.

BUSINESS OF THE MEETING

ITEM 1 - RECEIPT OF ANNUAL FINANCIAL REPORT

The Corporations Act requires the Company to lay its Annual Financial Report, Directors' Report and Auditor's Report for the last financial year before the Annual General Meeting. No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the reports.

The Company's Auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

ITEM 2 - RE-ELECTION OF MR BRIAN PHILLIPS AS A DIRECTOR (Resolution 1)

In accordance with the ASX Listing Rules and Article 10.3(b) of the Company's Constitution, the Company is required to hold an election of Directors each year at its Annual General Meeting.

In accordance with ASX Listing Rules and the Company's Constitution, Mr Phillips retires by rotation as a Director and, being eligible, offers himself for re-election as a Director of the Company.

Mr Brian Marshall Phillips has been a Non-Executive Director since 27 March 2007 and is Chairman of the Board as well as Chairman of the Company's Remuneration and Environment, Safety and Risk Committees. Mr Phillips is also a member of the Company's Audit Committee.

Further details on Mr Phillips' long and distinguished career in the resources sector can be found in the Directors' Report of the 2013 Annual Report and on the Company's website at www.panoramicresources.com

Board recommendation

The Board (excluding Mr Phillips) recommends the re-election of Mr Phillips as a Director of the Company.

ITEM 3 – ADOPTION OF REMUNERATION REPORT (Resolution 2)

The Remuneration Report details the Company's policy on the remuneration of Non-Executive Directors, the Managing Director and Senior Executives and is set out on pages 12 to 22 of the Directors' Report in the Company's 2013 Annual Report, which is available on the Company's website at www.panoramicresources.com.

The Corporations Act requires that a resolution for the adoption of the Remuneration Report be put before Shareholders at each Annual General Meeting. However, such a Resolution is advisory only and does not bind the Directors or the Company.

Under changes to the Corporations Act which came into effect on 1 July 2011, requirements were introduced with regard to voting on the adoption of Remuneration Reports at Annual General Meetings. These changes have been commonly referred to as the "two strikes test". If at least 25% of the votes cast on the Resolution are against the adoption of the Remuneration Report at the Company's Annual General Meeting ("**first AGM**"), this constitutes the "first strike".

The Resolution is advisory only and does not bind the Directors or the Company and the Remuneration Report is adopted at that AGM, if passed by a simple majority of votes cast by Shareholders.

A 'no' vote of 25% or more at the first AGM obliges the Company to take into consideration the feedback from Shareholders when preparing the Remuneration Report for the following year. The Remuneration Report will need to explain whether Shareholders' feedback has been taken into account and, if so, how. If not, the Remuneration Report will need to explain why the feedback from Shareholders has not been taken into account.

If, at the subsequent Annual General Meeting held the following year ("**second AGM**"), Shareholders again cast 25% or more votes against adopting the Remuneration Report for that year, this constitutes the "second strike" which then triggers further requirements of the Company at the same AGM.

Following the second strike, the Company will be required to put to Shareholders, at the second AGM, a separate Resolution proposing the calling of a General Meeting to consider the appointment of Directors of the Company ("Spill Resolution").

If more than 50% of Shareholders then vote in favour of the Spill Resolution at the second AGM, the Company must convene a General Meeting of Shareholders ("**Spill Meeting**") within 90 days of that AGM to consider the re-election of each Non-Executive Director of the Company.

All of the Directors who were in office at the time of the Company's second AGM, other than the Managing Director, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons elected or re-elected as Directors will be the Directors of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the 2013 Remuneration Report.

Board recommendation

The Board unanimously recommends that Shareholders vote in favour of adopting the 2013 Remuneration Report.

Voting Exclusions

A voting exclusion statement is included in the Notice of Meeting.

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ITEM 4 – SUBSEQUENT APPROVAL OF THE ISSUE OF SHARES TO ORION **CORPORATE ADVISORY SERVICES PTY LTD (Resolution 3)**

On 5 December 2012, the Company issued to Orion Corporate Advisory Services Pty Ltd ("Orion") 377,360 fully-paid Ordinary Shares at \$0.53 per share. These Shares were issued to Orion to settle (in part) invoices received from Orion for corporate advisory services undertaken by Orion during the course of 2012 and, in particular, for assisting the Company in the off-market takeover of Magma Metals Limited. The Company did not directly raise any funds from the issue of the Shares to Orion.

Background to subsequent approval

ASX Listing Rule 7.1 imposes a limit on the number of securities that a company can issue or agree to issue without shareholder approval. Generally, a company may not, without shareholder approval, issue in any 12 month period more than 15% of the number of shares on issue 12 months before the date of the issue.

ASX Listing Rule 7.4 provides that an issue of shares made by a company without prior shareholder approval under ASX Listing Rule 7.1 is treated as having been made with approval under ASX Listing Rule 7.1 if (i) the issue did not breach ASX Listing Rule 7.1 when made, and (ii) the company's shareholders subsequently approve the issue.

The Company now seeks Shareholder approval for the issue of the Shares pursuant to ASX Listing Rule 7.4. The effect of passing the Resolution will be to refresh the Company's 15% capacity under ASX Listing Rule 7.1 so that its capacity will be the same as if the Shares had not been issued.

The Shares are fully-paid Ordinary Shares and rank equally with the existing fully-paid Ordinary Shares in the Company.

Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

Voting Exclusions

A voting exclusion statement is included in the Notice of Meeting.

ITEM 5 - SUBSEQUENT APPROVAL OF THE ISSUE OF SHARES TO DDH1 **DRILLING PTY LTD (Resolution 4)**

The Company has issued to DDH1 Drilling Pty Ltd ("DDH1") 7,226,577 fully-paid Ordinary Shares at a weighted average price of \$0.28 per share. These Shares were issued to DDH1 to settle (in part) invoices received from DDH1 for exploration drilling services undertaken by DDH1 at the Gidgee and Mt Henry Gold Projects during the course of 2013. The Company did not directly raise any funds from the issue of the Shares to DDH1.

Background to subsequent approval

ASX Listing Rule 7.1 imposes a limit on the number of securities that a company can issue or agree to issue without shareholder approval. Generally, a company may not, without shareholder approval, issue in any 12 month period more than 15% of the number of shares on issue 12 months before the date of the issue.

ASX Listing Rule 7.4 provides that an issue of shares made by a company without prior shareholder approval under ASX Listing Rule 7.1 is treated as having been made with approval under ASX Listing Rule 7.1 if (i) the issue did not breach ASX Listing Rule 7.1 when made, and (ii) the company's shareholders subsequently approve the issue.

The Company now seeks Shareholder approval for the issue of the Shares pursuant to ASX Listing Rule 7.4. The effect of passing the Resolution will be to refresh the Company's 15% capacity under ASX Listing Rule 7.1 so that its capacity will be the same as if the Shares had not been issued.

Further details on issue of Shares to DDH1: -

Dates of Issue	Issued Party	No. of Securities	Issue Prices
27 March 2013	DDH1 Drilling Pty Ltd (ABN 82 119 482 861)	841,174 fully-paid Ordinary Shares	\$0.44 per Share
27 June 2013	As above	3,776,687 fully-paid Ordinary Shares	\$0.28 per Share
1 October 2013	As above	2,608,716 fully-paid Ordinary Shares	\$0.24 per Share
		Total: 7,226,577 Shares	\$0.28 per Share

The Shares are fully-paid Ordinary Shares and rank equally with the existing fully-paid Ordinary Shares in the Company.

Board recommendation

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

Voting Exclusions

A voting exclusion statement is included in the Notice of Meeting.

Enquiries

Shareholders are invited to contact Mr Trevor Eton, Company Secretary, on telephone (+61 8) 6266 8600 if they have any queries in respect to the matters set out in these documents.

GLOSSARY

"Accounting Standards" has the meaning given to that term in the Corporations Act;

"AGM" means the Annual General Meeting of the Company;

"ASX" means ASX Limited;

"ASX Listing Rules" means the official listing rules of ASX;

"Auditor" means any persons appointed to perform the duties of auditor of the Company from time to time:

"Board" means the Board of Directors:

"Closely Related Party" of a member of the Key Management Personnel means a spouse or child of the member, a child of the member's spouse, a dependant of the member or of the member's spouse, anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company, a company the member controls or a person prescribed as such by the Corporations Regulations 2001 and "Closely Related Parties" has a corresponding meaning.

"Constitution" means the Company's Constitution, as adopted by Shareholders on 18 November 2008:

"Company" means Panoramic Resources Limited ABN 47 095 792 288;

"Corporations Act" means the Corporations Act 2001 (Cth);

"Directors" means the directors of the Company;

"Directors' Report" means the Directors' Report for the year ended 30 June 2013 as set out in the Company's 2013 Annual Financial Report;

"Explanatory Memorandum" means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained in the Notice;

"Key Management Personnel" has the meaning given to that term in the Accounting Standards. The Accounting Standards define the Key Management Personnel of an entity to be those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity;

"Meeting" means the meeting the subject of the Notice.

"Notice" means the Notice of 2013 Annual General Meeting which accompanies this Explanatory Memorandum;

"Related Body Corporate" has the meaning given to that term in the Corporations Act;

"Remuneration Report" and "2013 Remuneration Report" means the 2013 Remuneration Report which forms part of the Directors' Report and is contained within the Company's 2013 Annual Financial Report;

"Resolution" means each resolution set out in the Notice and "Resolutions" means all or some of those resolutions.

"Share" means a share issued in the capital of the Company;

"Shareholder" means a person whose name is entered on the Company's register of members: and

"WST" means Australian Western Standard Time.



ABN 47 095 792 288



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Lodge your vote:



www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia

Alternatively you can fax your form to (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only (custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505 (outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

Go to www.investorvote.com.au or scan the QR Code with your mobile device. Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: 19999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 9:30am (WST) Monday 18 November 2013

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE, or turn over to complete the form



MR SAM SAMPLE FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

I	Change of address. If incorrect,
J	mark this box and make the
	correction in the space to the left.
	Securityholders sponsored by a
	broker (reference number
	commences with 'X') should advis
	your broker of any changes



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Proxy Form		Please mark	X to indica	te your direction
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the Chairman of the Meeting OR			you have select	E: Leave this box blank if cted the Chairman of the ot insert your own name(s)
o act generally at the Meeting or o the extent permitted by law, as fleeting Room - Lower Lobby, Di	orporate named, or if no individual or in my/our behalf and to vote in accord is the proxy sees fit) at the Annual Ge uxton Hotel, 1 St Georges Terrace, F r postponement of that Meeting.	ance with the following direction neral Meeting of Panoramic Res	s (or if no direction ources Limited to	ns have been given, and be held at Duxton 2
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Resolution 1 Re-Election of Mr E	Brian Phillips as a Director			
Resolution 2 Adoption of Remur	eration Report			
Resolution 3 Subsequent approv	val of Issue of Shares to Orion Corporat	te Advisory Services Pty Ltd		
Resolution 4 Subsequent approv	val of Issue of Shares to DDH1 Drilling	Pty Ltd		
Γhe Chairman of the Meeting intends	to vote all available proxies in favour of ea	ach item of business.		
Signature of S	ecurityholder(s) This section	on must be completed.		
ndividual or Securityholder 1	Securityholder 2		rityholder 3	
Sole Director and Sole Company So	ecretary Director	Direct	ector/Company Secretary	

Computershare



Contact

Name

Contact

Daytime

Telephone