



KIDMAN RESOURCES LIMITED
ACN 143 526 096

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Thursday, 15 November 2018

Time of Meeting:
10.00am (AEDT)

Place of Meeting:
RACV Club
Level 2, Bourke Room 3
501 Bourke Street
Melbourne Victoria, 3000

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If shareholders are in doubt as to how they should vote, they should seek advice from their
accountant, solicitor or other professional advisor.*

KIDMAN RESOURCES LIMITED

ACN 143 526 096

Registered office: NE Suite, Level 30, 140 William Street, Melbourne, Victoria, 3000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Kidman Resources Limited (the Company) will be held at the RACV Club, Level 2, Bourke Room 3, 501 Bourke Street, Melbourne, Victoria, 3000 at 10.00am (AEDT) on Thursday, 15 November 2018 (Annual General Meeting or Meeting).

AGENDA

The Explanatory Statement and proxy form, which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of financial statements and reports

To receive and consider the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report of the Company and its controlled entities for the financial year ended 30 June 2018.

Note: Except as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no resolution will be put to Shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That for the purpose of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2018 be adopted."

Note: The outcome of this resolution is advisory only and does not bind the Company or the Board.

Resolution 2: Re-election of Mr Brad Evans as a Director of the Company

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

"That Mr Brad Evans, retiring as a Director in accordance with clause 8.1(e)(3) of the Constitution of the Company and being eligible for re-election, be elected as a Director of the Company."

Resolution 3: Election of Mr John Pizzey as a Director of the Company

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

"That Mr John Pizzey, having been appointed to the Board of Directors during the year, and retiring as a Director in accordance with clause 8.1(e)(1) of the Constitution of the Company and being eligible for election, be elected as a Director of the Company."

Resolution 4: Election of Mr Aaron Colleran as a Director of the Company

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

"That Mr Aaron Colleran, having been appointed to the Board of Directors during the year, and retiring as a Director in accordance with clause 8.1(e)(1) of the Constitution of the Company and being eligible for election, be elected as a Director of the Company."

Resolution 5: Ratification of prior issue of unlisted share rights to Mr John Pizzey

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 44,118 unlisted share rights in the Company, upon exercise, each entitling the holder to one Share in the Company, to Mr John Pizzey as described in the Explanatory Statement accompanying this Notice.”

Resolution 6: Ratification of prior issue of unlisted Performance Rights to employees of the Company

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 1,849,200 unlisted Performance Rights in the Company, upon exercise, each entitling the holder to one Share in the Company, to employees of the Company as described in the Explanatory Statement accompanying this Notice.”

Resolution 7: Approval of the Omnibus Incentive Plan

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

“That the Company’s Omnibus Incentive Plan (the terms of which are summarised in the Explanatory Statement accompanying this Notice), the grant of Performance Rights, Options and Loan Shares under the Omnibus Incentive Plan and (where applicable) the resulting issue of Shares under the Omnibus Incentive Plan, be approved for the purposes of Listing Rule 7.2 (Exception 9(b)), and Division 2 of Part 2J.1, section 259B and section 260C(4) of the Corporations Act and for all other purposes.”

Resolution 8: Approval to grant Performance Rights to Mr Martin Donohue

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, approval be given for the Company to grant 972,954 Performance Rights to Mr Martin Donohue (or his nominee) and (where applicable) to issue or transfer Shares in the Company to Mr Martin Donohue (or his nominee) on the terms and conditions set out in the Company’s Omnibus Incentive Plan and the Explanatory Statement accompanying this Notice”.

Resolution 9: Approval of potential termination benefits

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

“That approval be given for all purposes (including Part 2D.2 of the Corporations Act) for the giving of benefits under the Company’s Omnibus Incentive Plan to any current or future person holding a managerial or executive office in the Company or a related body corporate in connection with the person ceasing to hold that managerial or executive office.”

Resolution 10: Approval of termination benefits to Mr Charles McGill

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

“That approval be given for all purposes (including Part 2D.2 of the Corporations Act) for the giving of a benefit to Mr Charles McGill in connection with his retirement as an officer of the Company in the manner set out in the Explanatory Statement accompanying this Notice.”

By order of the Board



Thomas Wilcox
Company Secretary
Melbourne

15 October 2018

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that, for the purposes of the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (AEDT) on Tuesday, 13 November 2018. Only those persons registered as holding Shares at that time will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
 - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
 - b. Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - c. A proxy need not be a Shareholder of the Company.
 - d. If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - e. A proxy must be signed by the Shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - f. To be effective, proxy forms must be received by the Company's share registry (Boardroom Pty Limited) no later than 48 hours before the commencement of the Annual General Meeting, being no later than 10.00am (AEDT) on Tuesday, 13 November 2018. Any proxy received after that time will not be valid for the purposes of the Meeting.

4. Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with an "Appointment of Corporate Representative" executed in accordance with the Corporations Act authorising him or her to act as that company's representative. An "Appointment of Corporate Representative" form can be obtained from the Company's share registry and may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. Voting Exclusion Statement:

Resolution 1

The Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of a member of the KMP (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Any undirected proxies held by Directors or other KMP or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of KMP as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chairman's box on the proxy form you acknowledge that the Chairman of the Meeting will vote in favour of this item of business as your proxy. The Chairman will vote undirected proxies in favour of Resolution 1.

Resolutions 2, 3 and 4

There are no voting exclusions on these Resolutions.

Resolutions 5 and 6

The Company will disregard any votes cast in favour of Resolutions 5 and 6 by any person who participated in the relevant issue and any associates of those persons.

However, the Company need not disregard a vote if it is cast:

- a. by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b. by the Chairman of 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 and who does not specify the way the proxy is to vote.

Resolution 7

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 7 by any Director of the Company (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) and their associates.

In addition, Resolution 7 is a resolution connected directly or indirectly with the remuneration of KMP. Under the Corporations Act, the following persons may not vote (in person or by proxy), and the Company will disregard any votes cast by or on behalf of the following persons, on Resolution 7:

- a. the KMP of the Company at the date of the Meeting; and
- b. each Closely Related Party of the KMP.

However, a person described in the preceding paragraph may cast a vote on Resolution 7 if:

- a. the person is appointed as a proxy, and the proxy appointment specifies how the proxy is to vote on Resolution 7; or
- b. the appointed proxy is the Chairman of the Meeting and:
 - (i) the appointment does not specify how the Chairman is to vote on Resolution 7; and
 - (ii) the appointment expressly authorises the Chairman to exercise the proxy even if Resolution 7 is connected directly or indirectly with the remuneration of a KMP.

If you appoint the Chairman of the Meeting as your proxy, and you do not direct your proxy on how to vote on Resolution 7 on the proxy form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy even if Resolution 7 is connected directly or indirectly with the remuneration of the a member of the KMP, which includes the Chairman of the Meeting.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 7.

Resolution 8

The Company will disregard any votes cast in favour of Resolution 8 by Mr Martin Donohue and his associates.

In addition, Resolution 8 is a resolution connected directly or indirectly with the remuneration of KMP. Under the Corporations Act, the following persons may not vote (in person or by proxy), and the Company will disregard any votes cast by or on behalf of the following persons, on Resolution 8:

- a. the KMP of the Company at the date of the Meeting; and
- b. each Closely Related Party of the KMP.

However, a person described in the preceding paragraph may cast a vote on Resolution 8 if:

- a. the person is appointed as a proxy, and the proxy appointment specifies how the proxy is to vote on Resolution 8; or
- b. the appointed proxy is the Chairman of the Meeting and:
 - (i) the appointment does not specify how the Chairman is to vote on Resolution 8; and
 - (ii) the appointment expressly authorises the Chairman to exercise the proxy even if Resolution 8 is connected directly or indirectly with the remuneration of a KMP.

If you appoint the Chairman of the Meeting as your proxy, and you do not direct your proxy on how to vote on Resolution 8 on the proxy form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy even if Resolution 8 is connected directly or indirectly with the remuneration of the a member of the KMP, which includes the Chairman of the Meeting.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 8.

Resolution 9

If any Shareholder is a current or potential employee or Director of the Company or a related body corporate and wishes to preserve their ability to receive benefits under this approval, then that Shareholder and their associates should not vote on Resolution 9.

In addition, the Company will disregard any votes cast by or on behalf of the following persons, on Resolution 9:

- a. the KMP of the Company at the date of the Meeting; and
- b. each Closely Related Party of the KMP.

However, a person described in the preceding paragraph may cast a vote on Resolution 9 if:

- a. the person is appointed as a proxy, and the proxy appointment specifies how the proxy is to vote on Resolution 9; or
- b. the appointed proxy is the Chairman of the Meeting and:
 - (i) the appointment does not specify how the Chairman is to vote on Resolution 9; and
 - (ii) the appointment expressly authorises the Chairman to exercise the proxy even if Resolution 9 is connected directly or indirectly with the remuneration of a KMP.

If you appoint the Chairman of the Meeting as your proxy, and you do not direct your proxy on how to vote on Resolution 9 on the proxy form, you will be expressly authorising the Chairman of the Meeting to exercise your proxy even if Resolution 9 is connected directly or indirectly with the remuneration of the a member of the KMP, which includes the Chairman of the Meeting.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 9.

Resolution 10

The Company will disregard any votes cast in favour of Resolution 10 by Mr Charles McGill and any of his associates.

However, the Company need not disregard a vote if it is cast:

- a. by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b. by the Chairman of 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 and who does not specify the way the proxy is to vote.

Enquiries

Shareholders are invited to contact the Company Secretary, Thomas Wilcox, on (03) 9671 3801 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Receipt and consideration of financial statements and reports

A copy of the Annual Report for the financial year ending 30 June 2018 (which incorporates the Company's Financial Report, Directors' Report (including the Remuneration Report) and the Auditor's Report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution costs associated with doing so for all Shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9671 3801, and you may request that this occurs on a standing basis for future years. Alternatively you may access the Annual Report at the Company's website: www.kidmanresources.com.au or via the Company's announcement platform on ASX. Except for as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2018 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

Under the Corporations Act if twenty five per cent (25%) or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a **spill resolution**) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

At the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented 6.31% of the total votes cast, and accordingly, a spill resolution will not be required to be put at the Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of Annual General Meeting), that each Director (or any Closely Related Party of a Director) is excluded from voting their Shares on this resolution, the Board unanimously recommends that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report. The Chairman will vote undirected proxies in favour of Resolution 1.

Voting Exclusions

See Item 5 of the Notes to the Notice of Meeting.

Resolution 2: Re-election of Mr Brad Evans as a Director of the Company

Background

Clause 8.1(e)(3) of the Company's Constitution requires that, at every Annual General Meeting, at least one Director (excluding the Managing Director) shall retire from office and, provided that such Director is eligible for re-election at the meeting, may offer himself or herself for re-election. Clause 8.1(e)(4) provides that the Director who must retire at the Annual General Meeting is the Director who has been longest in office since their last election.

Mr Brad Evans was appointed as a Director of the Company on 28 October 2014. Mr Evans was last re-elected as a Director of the Company on 14 November 2016. Mr Evans retires as a Director at the Meeting under the Constitution and, being eligible, offers himself for re-election.

Mr Evans is a Principal Mining Engineer with nearly 20 years' experience in the mining industry and is currently the General Manager of Mining Plus Pty Ltd.

Since completing a Bachelor of Engineering (Mining) at the University of Ballarat, Mr Evans has gained a broad range of practical mining experience through seeking out a diverse range of roles. His experience includes production, planning and management on mine sites and as a service provider in the consulting industry.

Board Recommendation

The Board (with Mr Evans abstaining), recommends that Shareholders vote in favour of the re-election of Mr Evans. The Chairman intends to vote undirected proxies in favour of Mr Evans' re-election.

Voting Exclusions

There are no voting exclusions on this Resolution.

Resolution 3: Election of Mr John Pizzey as a Director of the Company

Mr John Pizzey was appointed as a Director on 1 January 2018 to fill a casual vacancy. Mr Pizzey retires as a Director at the Meeting under clause 8.1(e)(1) of the Constitution and, being eligible, offers himself for election.

Mr Pizzey has been involved in the resources industry for more than 40 years. He was previously the Non-Executive Chairman of Alumina Limited, a position he stepped down from in March 2018. He is also a Non-Executive Director of Orora Limited. The majority of Mr Pizzey's executive experience was with Alcoa Inc. and Alcoa of Australia. Mr Pizzey is a Life Member and former Chairman of the International Aluminium Institute and he is a former Chairman of the London Metal Exchange.

Board Recommendation

The Board (with Mr Pizzey abstaining), recommends that Shareholders vote in favour of the election of Mr Pizzey. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Pizzey's election.

Voting Exclusions

There are no voting exclusions on this resolution.

Resolution 4: Election of Mr Aaron Colleran as a Director of the Company

Mr Aaron Colleran was initially appointed as a Director on 1 January 2018 to fill a casual vacancy. Mr Colleran retires as a Director at the Meeting under clause 8.1(e)(1) of the Constitution and, being eligible, offers himself for election.

Mr Colleran is a strategic member of the highly-successful Evolution Mining Leadership Team, having managed their business development program for the past several years. Originally an exploration geologist with commercial tertiary qualifications, Mr Colleran has had a distinguished career in the resources-related finance industry. He has over 20 years' experience in mining finance and corporate advice and has led a range of successful corporate transactions.

Board Recommendation

The Board (with Mr Colleran abstaining), recommends that Shareholders vote in favour of the election of Mr Colleran. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Colleran's election.

Voting Exclusions

There are no voting exclusions on this resolution.

Resolution 5: Ratification of prior issue of unlisted share rights to Mr John Pizzey

Background

The Company is seeking Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of 44,118 unlisted share rights (**Share Rights**). Pursuant to Mr Pizzey's letter of appointment as Non-Executive Director, his total annual director's fee (\$150,000) is to be received in a fifty per cent (50%) cash component and a fifty per cent (50%) equity component. The number of Share Rights has been calculated at a value of \$75,000, based on the 28 day volume weighted average price on 31 December 2017. Each Share Right, upon exercise, entitles him (or his nominee) to one Share in the Company. The Appendix 3B relating to the issue was announced to ASX on 9 January 2018. The Share

Rights were issued to Mr Pizzey without Shareholder approval under Exception 6 to Listing Rule 10.12 as Mr Pizzey was not, at the time of issue, a Director of the Company.

The Share Rights will vest and the relevant Shares will be issued on 1 January 2019, subject to Mr Pizzey being a Director of the Company on 1 January 2019. The number of Shares to be issued will be calculated at a value of \$75,000, based on the 28 day volume weighted average price of the Company's Shares prior to Mr Pizzey's date of appointment (being 1 January 2018).

Notwithstanding the above, the Share Rights will vest and the relevant shares will be issued if Mr Pizzey resigns as a Director of the Company as part of an agreed succession plan for the Board or, if there is a takeover offer made for the Company, on the date that any such takeover offer becomes unconditional.

The Share Rights were issued without Shareholder approval. Listing Rule 7.1 provides that a company must not, subject to specific exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds fifteen per cent (15%) of the share capital of the Company on issue at the commencement of the twelve (12) month period.

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to Listing Rule 7.1 (provided that the previous issue of securities did not breach Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of Listing Rule 7.1. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) the total number of Share Rights that were issued was 44,118;
- (b) the Share Rights were issued at a price of \$0.00 per Share Right accordingly raising no money;
- (c) each Share Right entitles the holder to one Share in the Company;
- (d) upon vesting of the Share Rights, the Shares that are issued will have the same terms and rights as, and rank equally with, the Company's existing Shares;
- (e) the Share Rights were allotted and issued to Mr John Pizzey (or his nominee(s)) who is a Director of the Company; and
- (f) a voting exclusion statement is included in Item 5 of the Notes to the Notice of Meeting.

Board Recommendation

The Board (with Mr Pizzey abstaining) unanimously recommends that Shareholders vote in favour of Resolution 5.

Voting Exclusions

See Item 5 of the Notes to the Notice of Meeting.

Resolution 6: Ratification of prior issue of unlisted Performance Rights to employees of the Company

Background

The Company is seeking Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of 1,849,200 unlisted performance rights (**Performance Rights**) to employees of the Company. Each Performance Right, upon exercise, entitles the holder to one Share in the Company. The Appendix 3B relating to the issue was announced to ASX on 16 March 2018.

The Performance Rights were issued without Shareholder approval. Listing Rule 7.1 provides that a company must not, subject to specific exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds fifteen per cent (15%) of the share capital of the Company on issue at the commencement of the twelve (12) month period.

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to Listing Rule 7.1 (provided that the previous issue of securities did not breach Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of Listing Rule 7.1. The Company seeks

approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) the total number of Performance Rights in the Company that were issued was 1,849,200;
- (b) the Performance Rights were issued at a price of \$0.00 per Performance Right accordingly raising no money;
- (c) each Performance Right entitles the holder to one Share in the Company;
- (d) upon vesting of the Performance Rights, the Shares that are issued will have the same terms and rights as, and rank equally with, the Company's existing Shares;
- (e) the Performance Rights were allotted and issued to the following employees of the Company on the following terms:

Employee	No. Performance Rights	Grant Date	Expiry of hurdle period	Share price hurdle for vesting*
Charles McGill	259,277	16 March 2018	15 March 2020	\$2.00
	259,277	16 March 2018	15 March 2021	\$2.50
	259,277	16 March 2018	15 March 2022	\$3.00
Jason Eveleigh	125,104	16 March 2018	15 March 2020	\$2.50
	125,104	16 March 2018	15 March 2021	\$3.00
	125,104	16 March 2018	15 March 2022	\$3.50
Chris Williams	152,979	16 March 2018	15 March 2020	\$2.25
	152,979	16 March 2018	15 March 2021	\$2.75
	152,979	16 March 2018	15 March 2022	\$3.25
Michael Green	51,768	16 March 2018	15 March 2020	\$2.50
	51,768	16 March 2018	15 March 2021	\$3.00
	51,768	16 March 2018	15 March 2022	\$3.50
Ben Cerlienco	27,273	16 March 2018	15 March 2020	\$2.50
	27,273	16 March 2018	15 March 2021	\$3.00
	27,273	16 March 2018	15 March 2022	\$3.50
Total	1,849,203			

* Based on 60-day volume weighted average price of the Company's Shares.

- (f) a voting exclusion statement is included in Item 5 of the Notes to the Notice of Meeting.

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 6.

Voting Exclusions

See Item 5 of the Notes to the Notice of Meeting.

Resolution 7: Approval of the Omnibus Incentive Plan

The Company is proposing to establish an Omnibus Incentive Plan that will appropriately motivate, retain and reward employees to drive long term growth and performance of the Company by allowing executives and Directors to obtain equity incentives in the Company and ultimately align their interest with that of the Company's Shareholders.

Shareholder approval is sought under Listing Rule 7.2 (Exception 9(b)) and Division 2 of Part 2J.1, section 259B and section 260C(4) of the Corporations Act and for all other purposes for the Company's Omnibus Incentive Plan and the issue of Performance Rights, Options and Loan Shares under the Omnibus Incentive Plan.

Listing Rule 7.1: Listing Rule 7.1 provides that a company must not, subject to specific exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds fifteen per cent (15%) of the share capital of the Company on issue at the commencement of the twelve (12) month period.

However, Listing Rule 7.2 sets out a number of exceptions to Listing Rule 7.1. These exceptions include Exception 9, which is an issue under an employee incentive scheme if, within three years before the date of issue, the holders of ordinary securities have approved the issue of securities under the scheme as an exception to this rule. Shareholder approval is now sought for the Omnibus Incentive Plan for a three year period.

The effect of passing the resolution will provide the Company with an opportunity to incentivise its employees without affecting its capacity to issue equity securities under Listing Rule 7.1, because Performance Rights, Options and/or Loan Shares issued under the Omnibus Incentive Plan during the three years following the date of the Meeting will not be taken into account for calculations of the Company's fifteen per cent (15%) capacity under Listing Rule 7.1.

For the purposes of Listing Rule 7.2 (exception 9(b)), the following information is provided in relation to the Omnibus Incentive Plan:

- (a) a summary of the key terms of Omnibus Incentive Plan is set out in Schedule 1;
- (b) no Performance Rights, Options and/or Loan Shares have been issued to date under the Omnibus Incentive Plan; and
- (c) a voting exclusion statement is included in Item 5 of the Notes to the Notice of Meeting.

Division 2 of Part 2J.1 of the Corporations Act – Buy-back of own shares: Under section 257A of the Corporations Act, if a company wishes to buy back its own shares (for example, to buy back the Loan Shares of a person who has ceased to be an executive Director or employee of the Group) generally the Company would need to comply with the selective buy-back procedure. However, section 257B of the Corporations Act provides a simplified procedure for the Company to buy back Loan Shares granted under an “employee share scheme” (as defined in the Corporations Act) including that such scheme has been approved by shareholders at a general meeting. The Omnibus Incentive Plan will, if Resolution 7 is approved by Shareholders, meet the definition of “employee share scheme”.

Section 259B of the Corporations Act – Taking security over own shares: As a general rule, the Corporations Act prohibits a company from taking security over shares in itself or in a company that controls it. However, section 259B(2) of the Corporations Act states that a company may take security over shares in itself or in a company that controls it under an employee share scheme (as defined in the Corporations Act) that has been approved by shareholders at a general meeting.

Section 260C(4) of the Corporations Act – Financial Assistance: Section 260A of the Corporations Act prescribes the circumstances in which a company can financially assist a person to acquire shares in a company or in a holding company of the company. However, section 260C(4) of the Corporations Act states that an exemption will apply if the financial assistance is given under an employee share scheme (as defined in the Corporations Act) that has been approved by shareholders at a general meeting.

In order to take advantage of the simplified processes and exemptions referred to above, Shareholder approval is sought for the purposes of Listing Rule 7.2 (Exception 9(b)) and Division 2 of Part 2J.1, section 259B(2) and section 260C(4) of the Corporations Act and for all other purposes in respect of the Omnibus Incentive Plan and the issue of Performance Rights, Options and Loan Shares under the Plan.

Board Recommendation

Each of the Directors (other than Mr Donohue who is a potential participant under the Company's Omnibus Incentive Plan) recommends that Shareholders vote in favour of this resolution. Mr Donohue makes no recommendation in relation to this resolution.

Voting Exclusions

See Item 5 of the Notes to the Notice of Meeting.

Resolution 8: Approval to grant Performance Rights to Mr Martin Donohue

Background

Listing Rule 10.14 states that a listed company must not permit a Director to acquire securities under an employee incentive scheme without the prior approval of shareholders by an ordinary resolution.

The purpose of this Resolution 8 is for Shareholders to approve the proposed grant of Performance Rights under the Company's Omnibus Incentive Plan to Mr Martin Donohue, the Managing Director and Chief Executive Officer of the Company.

The Board has considered the application of Chapter 2E of the Corporations Act to the grant of Performance Rights to Mr Donohue and considers that the financial benefit given by such grant constitutes reasonable remuneration to him given (i) the circumstances of the Company; and (ii) his role and responsibilities at the Company. Accordingly, it is the Board's view that the exception contained in section 211(1) of the Corporation Act applies and, therefore, the Company is not seeking Shareholder approval for the purposes of section 208 of the Corporations Act.

If approval is given by Shareholders under Listing Rule 10.14 in relation to a grant of Performance Rights, separate Shareholder approval is not required under Listing Rules 7.1 or 10.11 for that grant or any resulting issue of Shares.

It is proposed that any exercised Performance Rights granted under the Omnibus Incentive Plan may be fulfilled by the issue of new Shares, the acquisition of Shares (whether on-market or off-market) or the allocation of Shares held within an employee share trust. Resolution 8 is being put to Shareholders to preserve the flexibility for the Company to undertake such fulfilment in any manner it sees fit at the relevant time (including the issue of Shares).

In accordance with Listing Rule 10.15, the following information is provided to Shareholders in relation to Resolution 8.

Requirements of Listing Rule 10.15

The following information is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) Maximum number of securities: The maximum number of Performance Rights that may be granted to Mr Donohue is 972,954.

Each Performance Right entitles Mr Donohue to receive, upon vesting and exercise, one Share in the Company. Details of the relevant vesting conditions for Mr Donohue are summarised below.
- (b) Price of securities: The Performance Rights will be granted for no consideration. Furthermore, no fee is payable upon exercise of the Performance Rights and the issue, transfer or allocation of a resulting Share.
- (c) Securities granted under the Omnibus Incentive Plan since the last approval: The Omnibus Incentive Plan is a new equity incentive plan for the Company and therefore it has not been the subject of a prior Shareholder approval.
- (d) Eligible participants: Mr Donohue is the only executive Director of the Company and therefore the only Director who is entitled to participate in the Company's Omnibus Incentive Plan.
- (e) No loans given to acquire securities: No loan will be provided by the Company in connection with the grant of the Performance Rights to Mr Donohue.
- (f) Voting exclusion statement: A voting exclusion statement is included in Item 5 of the Notes to the Notice of Meeting.
- (g) Issue of Performance Rights: Subject to Shareholder approval of this Resolution 8, the Company will issue the Performance Rights to Mr Donohue as soon as practicable after the Meeting and in any event within 12 months after the date of this Meeting.

Vesting conditions attaching to proposed grant to Mr Donohue

The proposed grant of Performance Rights to Mr Donohue is divided into three tranches. Each tranche will be subject to the separate vesting conditions set out below. In the vesting conditions, the following terms have the following meanings:

- (a) Tranche 1 Performance Period means the period from 1 January 2018 to 31 December 2019 (both dates inclusive);
- (b) Tranche 2 Performance Period means the period from 1 January 2018 to 31 December 2020 (both dates inclusive);
- (c) Tranche 3 Performance Period means the period from 1 January 2018 to 31 December 2021 (both dates inclusive); and
- (d) 60-day VWAP means, on a given date, the volume weighted average price at which the Company's Shares have been traded on the ASX over the 60 days preceding that date.

Vesting Conditions for Tranche 1 Performance Rights

The Tranche 1 Performance Rights will vest if both of the following conditions are satisfied or waived in accordance with the Plan Rules:

- (a) Mr Donohue remains continuously employed by a Group Company until 31 December 2019 (inclusive); and
- (b) at any time during the Tranche 1 Performance Period, the 60-day VWAP is equal to or greater than \$2.25.

At the date of this Notice, the 60-day VWAP hurdle set out above has not been met in respect of the Tranche 1 Performance Rights.

Vesting Conditions for Tranche 2 Performance Rights

The Tranche 2 Performance Rights will vest if both of the following conditions are satisfied or waived in accordance with the Plan Rules:

- (a) Mr Donohue remains continuously employed by a Group Company until 31 December 2020 (inclusive); and
- (b) at any time during the Tranche 2 Performance Period, the 60-day VWAP is equal to or greater than \$2.75.

At the date of this Notice, the 60-day VWAP hurdle set out above has not been met in respect of the Tranche 2 Performance Rights.

Vesting Conditions for Tranche 3 Performance Rights

The Tranche 3 Performance Rights will vest if both of the following conditions are satisfied or waived in accordance with the Plan Rules:

- (a) Mr Donohue remains continuously employed by a Group Company until 31 December 2021 (inclusive); and
- (b) at any time during the Tranche 3 Performance Period, the 60-day VWAP is equal to or greater than \$3.25.

At the date of this Notice, the 60-day VWAP hurdle set out above has not been met in respect of the Tranche 3 Performance Rights.

Other relevant conditions

Any Shares resulting from the vesting (and where relevant, the exercise) of Mr Donohue's performance rights cannot be disposed of, or otherwise dealt with, within three years of the vesting date of the relevant Performance Rights unless:

- (a) the Board has approved of such disposal or dealing; or
- (b) in the event of termination of Mr Donohue's employment agreement by the Company on the basis that his position is considered redundant by the Company.

In the event that the Company is subject to a Change in Control or the Board resolves for the purposes of the Omnibus Incentive Plan that a Change in Control is likely to occur, any unvested performance rights held by Mr Donohue will vest and become exercisable on:

- (c) in the context of a scheme of arrangement, the record date of the scheme of arrangement;
- (d) in the context of a takeover bid, the date that the takeover bid is declared unconditional; and
- (e) in all other cases, the date determined by the Board,

and, in each case, the restriction on disposal of any resulting Shares referred to above will not apply.

If Mr Donohue dies, is made redundant, is considered by the Board to have suffered total permanent disablement or the Board exercises its discretion to treat him as a 'Good Leaver', then he will not be required to forfeit his performance rights however (unless the Board otherwise determines) those performance rights will remain subject to any vesting conditions and/or exercise conditions that applied prior to the cessation of his employment.

The Performance Rights will be issued with an expiry date on the fifteenth (15th) anniversary of the date of grant.

Board recommendation

Each of the Directors (other than Mr Donohue) recommends that Shareholders vote in favour of this resolution. Mr Donohue makes no recommendation in relation to this resolution.

Voting Exclusions

See Item 5 of the Notes to the Notice of Meeting.

Resolution 9: Approval of potential termination benefits

Background

Part 2D.2 of the Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act) on leaving their employment with the Company or any of its subsidiaries, unless an exception applies.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exemption applies.

Provided shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (that is, the approved benefit will not count towards the statutory cap under the legislation).

Accordingly Shareholder approval is also sought for all purposes including Part 2D.2 of the Corporations Act to approve the giving of benefits under the Company's Omnibus Incentive Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Statement.

Requirements of Part 2D.2 of the Corporations Act

Under the terms of the Omnibus Incentive Plan, the Board has the discretion to determine, in the event that a participant ceases employment, office or engagement with the Company (or a subsidiary of the Company) before the vesting of their Awards, that some or all of their Awards and/or Loan Shares will not lapse or be subject to compulsory divestiture (whichever is applicable).

Exercising discretion in this manner may constitute a "benefit" for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in relation to termination benefits under the Omnibus Incentive Plan in respect of any current or future participant in the Omnibus Incentive Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Awards and/or Loan Shares under the Omnibus Incentive Plan at the time of their leaving.

The value of the termination benefits that the Directors may give under the Omnibus Incentive Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Awards and/or Loan Shares that will vest. The following additional factors may also affect the benefit's value:

- (c) the Participant's base salary at the time the relevant Awards and/or Loan Shares were granted to the Participant and the time they cease employment or office;
- (d) the date when, and the circumstances in which, the person ceases employment or office;
- (e) the number of unvested Awards and/or Loan Shares held by the person prior to cessation of employment or office;
- (f) the number of unvested Awards and/or Loan Shares that the Board has determined will vest (which could be all of the unvested Awards and/or Loan Shares held by the person) at or in connection with the termination of employment or office;
- (g) the market price of the Shares on the date of vesting; and
- (h) any other factors that the Board considers relevant when exercising its discretion.

If approval is obtained, it will be effective for three years from the date that the resolution is passed.

Board Recommendation

Each of the Directors (other than Mr Donohue who is a potential participant under the Company's Omnibus Incentive Plan) recommends that Shareholders vote in favour of this resolution. Mr Donohue makes no recommendation in relation to this resolution.

Voting Exclusions

See Item 5 of the Notes to the Notice of Meeting.

Resolution 10: Approval of termination benefits to Mr Charles McGill

Background

Mr Charles McGill, the former Chief Financial Officer of the Company, resigned from the Company on 22 May 2018. Under his employment arrangements with the Company, Mr McGill was entitled to three tranches of Performance Rights. Each Performance Right, when vested, entitled Mr McGill to the issue of one Share in the Company. The vesting of each tranche of the Performance Rights was subject to the condition, amongst other things, that Mr McGill remain as an employee of the Company for three years (**Tenure Condition**).

In the circumstances of Mr McGill's departure from the Company and given that the other condition to vesting (being a Share price hurdle) had been satisfied in relation to the first tranche of the relevant Performance Rights as at the date of his departure, the Board determined to exercise its discretion to waive the Tenure Condition, subject to Shareholder approval, in relation to the first tranche of Mr McGill's Performance Rights.

Part 2D.2 of the Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act) on leaving their employment with the Company or any of its subsidiaries, unless the benefit is approved by shareholders or an exemption applies.

Mr McGill held a managerial or executive position with the Company. The waiver of the Tenure Condition in respect of the first tranche of Mr McGill's Performance Rights is a benefit in connection with the retirement of office to which Part 2D.2 of the Corporations Act applies.

If the benefit constituted by the waiver of the Tenure Condition is approved by Shareholders and the first tranche of the Performance Rights are vested, Mr McGill will be entitled to be issued with 259,277 Shares in the Company. Based on the closing price of the Company's Shares on the ASX as at 1 October 2018 (\$1.03), these Shares will have a value of \$267,055.

Accordingly, Shareholder approval is sought for all purposes including Part 2D.2 of the Corporations Act to approve the giving to Mr McGill of the benefit in connection with his retirement from office constituted by the waiver of the Tenure Condition in relation to the first tranche of his Performance Rights and the subsequent issue of the Shares to him.

Board Recommendation

Each of the Directors recommends that Shareholders vote in favour of this resolution.

Voting Exclusions

See Item 5 of the Notes to the Notice of Meeting.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement (including in Schedule 1):

\$ means Australian Dollars;

AEDT means Australian Eastern Daylight Time;

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2018;

ASIC means the Australian Securities and Investments Commission;

ASX means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

Auditor's Report means the auditor's report on the Financial Report;

Award means a Performance Right and/or an Option granted under the Omnibus Incentive Plan;

Board means the Directors acting as the board of Directors of the Company;

Chairman means the person appointed to chair the Meeting of the Company convened by the Notice;

Change in Control means:

- (a) the Company entering into a scheme of arrangement with its creditors or members or any class thereof pursuant to section 411 of the Corporations Act;
- (b) any person acquires more than fifty percent (50%) of the Shares in the Company pursuant to a takeover bid conducted in accordance with Chapter 6 of the Corporations Act;
- (c) the sale or disposal of the Company or the business operated by the Company to an entity which is not an associated entity of the Company; or
- (d) where a person or group of associated persons acquires a relevant interest in sufficient Shares to give it or them the ability (**Relevant Ability**), in general meeting, to replace all or a majority of the Board in circumstances where the Relevant Ability was not held by that person or group of associated persons prior to the acquisition or such earlier date set out in the relevant participant's invitation letter.

Closely Related Party means, in relation to a member of the KMP:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) 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, or
- (e) a company the member controls;

Company means Kidman Resources Limited ACN 143 526 096;

Constitution means the constitution of the Company as at the date of the Meeting;

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

Director means a director of the Company;

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

Explanatory Statement means the explanatory statement which forms part of the Notice;

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

Key Management Personnel or **KMP** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

Listing Rules means the official listing rules of the ASX;

Meeting has the meaning given in the introductory paragraph of the Notice;

Notice means this notice of Meeting;

Omnibus Incentive Plan or **Plan** means the Company's Omnibus Incentive Plan which is the subject of Resolution 7;

Option means a right which, upon satisfaction or waiver of the relevant vesting conditions and exercise conditions and the exercise of that right, entitles the holder to receive one Share in the Company;

Performance Right means a conditional right which, upon satisfaction or waiver of the relevant vesting conditions and exercise conditions and the exercise of that right (whether manual or automatic), entitles the holder to receive one Share in the Company;

proxy form means the proxy form attached to the Notice;

Remuneration Report means the remuneration report which forms part of the Directors' Report for the financial year ended 30 June 2018.

Resolution means a resolution referred to in this Notice;

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

Shareholder means shareholder of the Company.

Schedule 1 – Summary of terms and conditions of Omnibus Incentive Plan

Summary of the Plan	
Types of securities	<ul style="list-style-type: none"> • The Plan provides flexibility for the Company to grant Options or Performance Rights (each an Award) and/or loan funded Shares (Loan Shares) in the Company. <ul style="list-style-type: none"> ○ An Award is an entitlement to receive a Share upon satisfaction of the applicable vesting or exercise conditions, the exercise of the Award (if applicable) and payment of an exercise price (if applicable). ○ In relation to Loan Shares, participants will receive the Shares and will fund some or all of the acquisition price for those Shares (which will be the prevailing market price of Shares at the time of grant) through a limited recourse, interest-free loan from the Company or a subsidiary of the Company (Loan).
Grants and Eligibility	<ul style="list-style-type: none"> • Under the Plan, Awards and/or Loan Shares may be granted to eligible participants from time to time in the absolute discretion of the Board. • Eligible participants will include employees (full-time, part-time or casual and including executive Directors) of the Company and its subsidiaries, as selected by the Board from time to time. The Company expects, but is not obliged, to make offers in accordance with the requirements of ASIC Class Order 14/1000. • If the Board permits, participants will be able to nominate another party (Nominated Affiliate) to receive their Awards or Loan Shares.
Issue price	<ul style="list-style-type: none"> • No payment is required for a grant of Awards unless the Board determines otherwise. • Payment will be required for a grant of Loan Shares and some or all of that payment will be lent to the relevant participant through a Loan.
Terms and conditions	<ul style="list-style-type: none"> • The Board has the absolute discretion to determine the terms and conditions (including conditions in relation to vesting, exercise, forfeiture, disposal and pricing) on which it will make offers under the Plan and may set different terms and conditions for different participants in the Plan.
Voting & dividend rights	<ul style="list-style-type: none"> • Awards will not carry any voting or dividend rights and participants will not, by virtue of holding an Award, be entitled to participate in a rights issue undertaken by the Company. • Shares issued, allocated or transferred to participants upon exercise of Awards or the grant of Loan Shares will carry the same rights and entitlements as other Shares on issue, including voting and dividend rights. • The Company may, but is not obliged to, require participants that have received Loan Shares and have an outstanding Loan to apply the after-tax value of any dividends and other cash distributions towards the repayment of the Loan.
Issue, allocation or acquisition of Shares	<ul style="list-style-type: none"> • Shares to be delivered to participants upon the exercise of Awards or the grant of Loan Shares may be issued by the Company, acquired on or off market and transferred, or allocated within an employee share trust. • The Company may, but is not obliged to, limit the manner in which it delivers Shares to a participant that has exercised an Award or accepted a grant of Loan Shares (for example, through on-market acquisition only for the purposes of Listing Rule 10.15B).

Summary of the Plan	
Quotation	<ul style="list-style-type: none"> Awards will not be quoted on ASX. The Company will apply in accordance with the Listing Rules for official quotation of any Shares issued to a participant under the Plan.
Change in Control	<ul style="list-style-type: none"> If a Change in Control in relation to the Company occurs or is likely to occur (as determined by the Board), all unvested Awards will vest and become exercisable and all unvested Loan Shares will vest. The Board may, when granting certain Awards, require that a different vesting outcome apply to those Awards in Change in Control circumstances. If vested Awards have not been exercised shortly prior to a Change in Control occurring, the Company may cancel such Awards for market value where the Board determines that it is necessary or desirable for the purposes of the Change in Control that all Awards are cancelled prior to, or with effect from, the Change in Control occurring.
Employee Share Trust	<ul style="list-style-type: none"> The Company may operate an employee share trust in conjunction with the Plan. Participants that have Shares held in an employee share trust on an allocated basis will be entitled to dividends paid on those Shares and to instruct the trustee how to exercise votes attaching to those Shares.
Other terms	<ul style="list-style-type: none"> The Plan contains customary and usual terms having regard to Australian law and the Listing Rules for dealing with administration, variation and termination of the Plan (including in relation to the treatment of Awards in the event of a reorganisation of the Company's share capital structure or a bonus share issue).
Terms and conditions specific to Awards	
Vesting & Exercise of Awards	<ul style="list-style-type: none"> Awards will vest if and to the extent that any applicable performance, service and other vesting conditions specified at the time of the grant (collectively the Vesting Conditions) are satisfied or waived and the Company has given the participant a vesting notice. Awards will be exercisable if and to the extent that any applicable exercise conditions specified at the time of the grant (collectively the Exercise Conditions) are satisfied or waived and the Company has given the participant a confirmation notice. If no Exercise Conditions apply to a grant of Awards, a vesting notice will be deemed to also be a confirmation notice.
Equity or cash settlement	<ul style="list-style-type: none"> The Plan has the flexibility for Awards to be settled in either Shares or cash. Cash settlement will only be available if the Company sets out in the terms and conditions of an invitation to participate in the Plan that cash settlement is available.
Exercise price	<ul style="list-style-type: none"> As a condition of the grant of Awards, the Board may require a participant to pay an exercise price to exercise those Awards.
Expiry Date	<ul style="list-style-type: none"> Awards will be issued with an expiry date. If no date is specified, the expiry date will be the Business Day prior to the 15 year anniversary of the date of grant.

Summary of the Plan	
No transfer and no hedging	<ul style="list-style-type: none"> • Subject to applicable laws and the Listing Rules, without the prior approval of the Board: <ul style="list-style-type: none"> ○ Awards may not be sold, assigned, transferred, encumbered or otherwise dealt with; and ○ participants may not enter into any arrangement which hedges or otherwise affects the participant's economic exposure to the Awards.
Lapse / forfeiture of Awards	<ul style="list-style-type: none"> • A participant may be required to forfeit their Awards if: <ul style="list-style-type: none"> ○ they cease their employment or engagement with the Company or a subsidiary other than due to redundancy, death or total permanent disability; ○ the Vesting Conditions or Exercise Conditions attaching to the relevant Awards are not satisfied or the Board forms the view they cannot be satisfied; ○ they act fraudulently or dishonestly or they wilfully breach the obligations that they owe to the Company and its subsidiaries; ○ they become insolvent; ○ they materially breach (without remedy) the obligations they owe the Company in respect of the Plan; ○ the Awards are not exercised before the applicable expiry date; or ○ if their Nominated Affiliate holds unvested Awards, there is a change of control of the Nominated Affiliate.
Terms and conditions specific to Loan Shares	
Loan	<ul style="list-style-type: none"> • The Company (or a subsidiary) will provide a Loan to the participants to fund some or all of the acquisition price for the Loan Shares (which regardless of whether the Shares are issued, allocated or transferred, will be the prevailing market price of Shares at the time of grant). • The methodology for calculating the prevailing market price for Shares will be specified in the relevant invitation letter. The Company expects, but is not obliged, to use a volume weighted average share price over the five trading days prior to the grant date. • Loans will be interest free and the recourse of the relevant lending entity will be limited to the Loan Shares themselves and, where required by the Company, the after-tax value of any dividends and other cash distributions on those Loan Shares.

Summary of the Plan

Repayment obligations

- Loans will generally be repayable on the earlier of the following:
 - the date that the participant is required to compulsorily divest their Loan Shares in accordance with the rules of the Plan;
 - the date that the participant otherwise disposes or attempts to dispose of the Loan Shares;
 - the occurrence of a Change in Control which results in a disposal of the Loan Shares; and
 - the 10th anniversary of the date of grant of the Loan Shares or such earlier date nominated by the Board.
- In some circumstances, repayment may be deferred. For example, where the participant does not receive all of the proceeds of sale from an authorised sale of Loan Shares.
- Participants may generally make a voluntary repayment of all or any part of the Loan at any time.

Compulsory divestiture

- A Participant may be required to compulsorily divest their Loan Shares if:
 - they cease their employment or engagement with the Company or a subsidiary other than due to redundancy, death or total permanent disability;
 - the Vesting Conditions attaching to the Loan Shares are not satisfied or the Board forms the view they cannot be satisfied;
 - they act fraudulently, dishonestly or wilfully breach the obligations that they owe to the Company and its subsidiaries;
 - they become insolvent;
 - they materially breach (without remedy) the obligations they owe the Company in respect of the Plan;
 - they fail to repay the Loan in accordance with the terms of Loan; or
 - if their Nominated Affiliate holds unvested Loan Shares, there is an unauthorised change of control in that Nominated Affiliate.
- If Loan Shares are to be compulsorily divested, they will be compulsorily divested for that part of the loan balance attributable to the divested Loan Shares. Accordingly, after repayment of the loan, the participant will not receive any proceeds from such divestiture unless otherwise determined by the Board.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Tuesday 13 November 2018.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/kdragm2018>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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 in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's share registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Tuesday 13 November 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/kdragm2018>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

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

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **RACV Club, Level 2, Bourke Room 3, 501 Bourke Street, Melbourne, Victoria, 3000 on Thursday 15 November 2018 at 10.00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 5, 6, 7, 8 and 9, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 5, 6, 7, 8 and 9 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all items of business (including Resolutions 1, 5, 6, 7, 8 and 9). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
 * 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 vote will not be counted in calculating the required majority if a poll is called.

	For	Against	Abstain*
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Brad Evans as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Mr John Pizzey as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Mr Aaron Colleran as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Ratification of prior issue of unlisted share rights to Mr John Pizzey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ratification of prior issue of unlisted Performance Rights to employees of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval of the Omnibus Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval to grant Performance Rights to Mr Martin Donohue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Approval of potential termination benefits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Approval of termination benefits to Mr Charles McGill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018