



GME RESOURCES LIMITED

(ABN 62 009 260 315)

**NOTICE OF ANNUAL GENERAL MEETING
AND EXPLANATORY STATEMENT**

**FOR THE MEETING OF SHAREHOLDERS
OF THE COMPANY TO BE HELD AT**

**THE BLUE WATER WINE ROOM
THE BLUE WATER BAR AND GRILL
55 DUNCRAIG ROAD
APPLECROSS, WESTERN AUSTRALIA**

ON THURSDAY 21 NOVEMBER 2013 AT 11AM (WST)

Registered Office:

247 Balcatta Road

Balcatta WA 6021

GME RESOURCES LIMITED

(ABN 62 009 260 315)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of GME Resources Limited will be held on Thursday 21 November 2013, at 11:00 am (WST) at The Blue Water Wine Room, The Blue Water Bar & Grill, 55 Duncraig Road Applecross, Western Australia to consider and if thought fit to pass the following Resolutions with or without amendment:

AGENDA

ADOPTION OF ANNUAL REPORT

That the Annual Report, including Financial Statements, Directors' declaration and accompanying Reports of the Directors and Auditors for the Financial Year ending 30 June 2013 be approved and adopted.

To consider and if thought fit to pass the following resolutions as ordinary resolutions:

1 RE-ELECTION OF DIRECTOR – MR PETER SULLIVAN

“That Peter Ross Sullivan, who retires by rotation under Clause 21.3(2) of the Company's Constitution and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company.”

2 REMUNERATION REPORT

“That the Remuneration Report as set out in the Company's Annual Report for the year ended 30 June 2013, be adopted.”

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NOTICE OF ANNUAL GENERAL MEETING

GENERAL NOTES:

1. Remuneration Report Voting

Resolution 2 seeks approval of the Company's Remuneration Report, the vote on this item is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Chairman of the meeting intends to vote undirected proxies, that are able to be voted, in favour of the adoption of the remuneration report.

2. Voting Prohibition Statement

A vote on Resolution 2 must not be cast (in any capacity) by or on behalf of any Key Management Personnel (KMP) which includes the Directors of the Company, details of whose remuneration are included in the Remuneration Report, or any closely related party of that person (or those persons).

However, a person described above may vote on Resolution 2 if the person does so as a proxy appointed by writing, that specifies how the proxy is to vote on the Resolution, or where no voting directions have been given and the proxy votes consistent with the stated intention to vote valid undirected proxies, and the vote is not cast on behalf of a member of the Key Management Personnel or any closely related party of that person (or persons).

3. Explanatory statement

An Explanatory Statement explaining and commenting on the Resolutions the subject of this Notice of Meeting are enclosed with this Notice of Meeting. That Explanatory Statement is deemed to form part of this Notice of Meeting.

4. Proxy

A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies, to attend and to vote instead of the shareholder. The proxy need not be a member of GME Resources. Proxy Forms must be lodged:

By Post - Suite 8, 7 The Esplanade Mt Pleasant WA 6153

By Facsimile - (61) 8 9315 5475

no later than 48 hours before the time of the meeting. A Proxy Form accompanies this Notice of Meeting.

Voting Entitlement

The Directors have determined in accordance with Regulation 7.11.37 of the Corporations Regulations that, for the purposes of attending and voting at the meeting, shares will be taken to be held by the registered holders at 11am WST on Tuesday 19 November 2013.

Unless specified otherwise, all Resolutions once passed take effect from the close of the Meeting.

Dated this 10th day of October 2013

BY ORDER OF THE BOARD OF DIRECTORS

MARK PITTS

Company Secretary

GME RESOURCES LIMITED
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NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Meeting.

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions. The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

ANNUAL ACCOUNTS AND REPORTS

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2013 together with the Directors' Declaration and Report in relation to that financial year and the auditor's report on those financial statements. Appropriate time will be devoted to the consideration of these financial statements and reports of the Company for the year ended 30 June 2013. No Resolution is required to be moved in respect of this item.

The Company's auditor will be in attendance to take 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 in relation to the conduct of the audit.

1. RESOLUTION 1 – RE-ELECTION OF PETER ROSS SULLIVAN

"That Peter Ross Sullivan, who retires by rotation under Clause 21.3(2) of the Company's Constitution and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."

Clause 21.3(2) of the Constitution of the Company provides that one-third of the Directors must retire at the Annual General Meeting and those Directors are then eligible for re-election. Accordingly Peter Ross Sullivan, having retired as a director, offers himself for re-election as a director in accordance with the Constitution of the Company.

The Directors recommend the approval of Resolution 1 to all Shareholders.

2. RESOLUTION 2 – REMUNERATION REPORT

"That the Remuneration Report as set out in the Company's Annual Report for the year ended 30 June 2013, be adopted."

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's, shareholders will be required to vote at the second of those AGM's on a resolution ('spill resolution') that another meeting be held within 90 days at which all of the Company's directors (excluding the Managing Director) must offer themselves for re-election.

The Remuneration Report is for consideration and adoption by way of non-binding resolution. The vote on this resolution is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Board considers that its current practices of setting executive and non executive remuneration are well within normal industry expectations, and provide an effective balance between the need to attract and retain the services of the highly skilled key management personnel that the Company requires. As such the directors recommend that shareholders vote in favour of the Company's remuneration report at Resolution 2.

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Resolution 2 by marking either For, Against or Abstain on the voting form.

Please note if you appoint the Chair of the Meeting as your proxy, the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, the Chairman of the meeting intends to vote undirected proxies, that are able to be voted, in favour of the adoption of the Remuneration Report.

The Remuneration Report is set out in the GME Resources Limited Annual Report 2013 and is also available on the Company's web site (www.gmeresources.com.au).

PROXY FORM



ACN 119 062 261

I/We

being a Member(Shareholder) of GME RESOURCES LIMITED entitled to attend and vote at the Meeting, hereby

Appoint

the Chairman of the meeting OR

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting 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 at the **Annual General Meeting to be held at 11.00 am (WST) on Thursday 21st November 2013** at The Blue Water Wine Room, The Blue Water Bar and Grill, 55 Duncraig Road Applecross, Western Australia and at any adjournment thereof.

The Chairman is authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default). I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 2 (except where I/we have indicated a different voting intention below) even though Resolution 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman. **If no directions are given, the Chairman will vote in favour of all of the resolutions.**

Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Approve the re-election of Mr Peter Sullivan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

In order for your vote to be included it must be received by **11am on Tuesday 19th November 2013**.

Signed this day of 2013

By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director and Sole Company Secretary

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Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.
4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.

Important Information

Deadline for Receipt of proxies To be effective, a completed proxy form together with the power of attorney (if any) under which it is signed, must be received by the Company at its registered office **not less than 48 hours before** the appointed time of the General Meeting.

Where to send the completed Proxy Form Once the Proxy Form is completed and all details checked by you, the form is to be sent or delivered (by hand, post or facsimile) to:

Company Secretary
Office: Suite 8, 7 The Esplanade, Mt Pleasant WA 6153

Facsimile Number: (08) 9315 5475

For Further Information If you need any further information about this form or attendance at the Company's General Meeting, please contact the Company Secretary, Mr Mark Pitts on 08 9316 9100