



ABN 62 009 260 315

5/78 Marine Terrace
Fremantle WA 6160

PO Box 441
Fremantle WA 6160

P: +61 8 9336 3388
F: +61 8 9315 5475

www.gmeresources.com.au

ASX ANNOUNCEMENT/MEDIA RELEASE

9 October 2020

Notice of Annual General Meeting

GME Resources Limited ('GME' or the 'Company') is pleased to advise that its Annual General Meeting will be held at 11:30am on Wednesday 11 November 2020.

Attached is a Notice of Meeting and a letter to shareholders advising further details of the meeting and access to meeting documents.

This announcement has been authorised for issue by Mr James Sullivan, Managing Director, GME Resources Limited.

For further information please contact:

Jamie Sullivan
Managing Director
Perth, Western Australia
+ 61 89336 3388

Mark Pitts
Company Secretary
Perth, Western Australia
+61 89316 9100

jsullivan@gmeresources.com.au

markp@endeavourcorp.com.au

About GME Resources Limited:

GME Resources Limited is an ASX listed (GME) exploration and development company with nickel, cobalt and gold interests in Western Australia. GME's principal asset is its 100% owned NiWest (nickel – cobalt) Project situated adjacent to Glencore's Murrin Operations. The Company has completed a Pre-Feasibility Study which has confirmed the technical and economic viability of a heap leach and direct solvent extraction operation at one of the largest undeveloped nickel/cobalt Projects in Australia. Further information is available on GME's website: www.gmeresources.com.au.

Annual General Meeting Notice and Proxy Form

9 October 2020

Dear Shareholder

GME Resources Limited (ACN 009 260 315) (**GME** or the **Company**) is convening an Annual General Meeting (**Meeting**) to be held at Unit 5, 78 Marine Terrace, Fremantle, Western Australia on Wednesday, 11 November 2020 at 11.30am (AWST).

The Company and the Board are very aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. Accordingly, the Board has made the decision that it will hold a physical Meeting with any appropriate social gathering and physical distancing measures in place to comply with the State and Federal Government's current restrictions for physical gatherings.

In accordance with subsection 5(f) of the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020, the Company will not be dispatching physical copies of the Notice of Annual General Meeting (**Notice**). Instead, a copy of the Notice will be available under the "ASX announcements" section of GME's website at <https://gmeresources.com.au/investors/asx-announcements/>.

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. **Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.**

Your proxy voting instruction must be received by 11.30am (AWST) on Monday, 9 November 2020, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 263 821 (within Australia) or +61 3 9415 4873 (overseas).

Circumstances relating to COVID-19 are changing rapidly. The Company will update shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at <https://gmeresources.com.au/investors/asx-announcements/>

The Company appreciates the understanding of shareholders during this time.

Mark Pitts
Company Secretary
GME Resources Limited



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**

**GME RESOURCES LIMITED
UNIT 5 / 78 MARINE TERRACE
FREMANTLE, WESTERN AUSTRALIA**

ON WEDNESDAY 11 NOVEMBER 2020 AT 11.30 AM (WST)

Registered Office:

Unit 5 / 78 Marine Terrace

Fremantle WA 6160

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 Wednesday 11 November 2020, at 11:30 am (WST) at GME Resources Limited, Unit 5 / 78 Marine Terrace, Fremantle, 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 2020 be approved and adopted.

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

1 REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2020."

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

2 RE-ELECTION OF DIRECTOR – MR PETER HUSTON

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

"That Peter Huston, 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."

Dated this 9th day of October 2020

BY ORDER OF THE BOARD OF DIRECTORS



MARK PITTS

Company Secretary

Important information about the holding of the General Meeting to address COVID -19 virus health and safety requirements

The Board of Directors have elected to hold a physical meeting and have undertaken to implement certain protocols and practices to ensure the safe conduct of the Annual General Meeting in line with general health advisory recommendation.

Please note the following:

- ***Shareholders are encouraged to vote by proxy.***
- *No refreshments will be served at the Meeting.*
- *Voting on all Resolutions will be conducted by poll and not by show of hands.*
- *The minimum number of Directors and the Secretary will attend the Meeting in person (taking into account social distancing practices).*
- *Questions for the Board of Directors can be emailed to markp@endeavourcorp.com.au must be received no later than 11.30am (WST) on Friday 6 November 2020.*

GME RESOURCES LIMITED

(ABN 62 009 260 315)

NOTICE OF ANNUAL GENERAL MEETING

GENERAL NOTES

1. Remuneration Report Voting

Resolution 1 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 1 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 (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and

expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Explanatory statement

An Explanatory Statement explaining and commenting on the Resolutions the subject of this Notice of Meeting is 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 **no later than 48 hours** before the time of the meeting by one of the following methods:

Online:	By Mail:	By Fax:
www.investorvote.com.au	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia	1800 783 447 within Australia or +61 3 9473 2555 outside Australia

A Proxy Form accompanies this Notice of Meeting.

5. 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 11.30am WST on Monday 9 November 2020.

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

6. Enquiries

Please contact Computershare Investor Services Pty Limited on:

Phone:	Online:
1300 263 821 (within Australia) +61 3 9415 4873 (outside Australia)	www.investorcentre.com/contact

GME RESOURCES LIMITED
(ABN 62 009 260 315)
NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

1. RESOLUTION 1 – REMUNERATION REPORT

“That the Remuneration Report as set out in the Company’s Annual Report for the year ended 30 June 2020, be adopted.”

In accordance with the Corporations Act 2001, 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 1.

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Resolution 1 by marking **either For, Against or Abstain on the voting form**.

If you appoint the Chairman as your proxy, and you do not direct your proxy how to vote on Resolution 1 on the proxy form **you acknowledge that the Chairman will exercise your proxy, in line with his stated intention, even if he has an interest in the outcome of the resolution**.

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 2020 and is also available on the Company’s web site (www.gmeresources.com.au).

2. RESOLUTION 2 – RE-ELECTION OF PETER ERNEST HUSTON

“That Peter Huston, 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 Huston, having retired as a director, offers himself for re-election as a director in accordance with the Constitution of the Company.

The Board recommend the approval of Resolution 2 to all Shareholders.