



LANEWAY RESOURCES LTD

ACN 003 049 714

NOTICE OF ANNUAL GENERAL MEETING

and

MEETING MATERIALS

- Date of Meeting:** 29 November 2019
- Time of Meeting:** 11.00am (Brisbane time)
- Venue of Meeting:** Level 21, Matisse Tower,
110 Mary Street
Brisbane, Qld, 4000

This document should be read in its entirety.

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

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CORPORATE DIRECTORY

Directors

Stephen Bizzell
Richard Anthon
Mark Baker
Peter Wright

Secretary

Paul Marshall

Registered Office

Level 21 Matisse Tower
110 Mary Street
BRISBANE QLD 4000
Ph: (07) 3108 3500
Email: admin@lanewayresources.com.au
Website: www.lanewayresources.com.au

ABN

75 003 049 714

Auditors

BDO
Level 10, 12 Creek Street
BRISBANE QLD 4000

Share Registry

Link Market Services
Level 21, 10 Eagle Street
Brisbane Qld 4000
Telephone: 1300 554 474 (toll free within
Australia)
Email: registrars@linkmarketservices.com.au
Fax: +61 2 9287 0303
Postal Address: Locked Bag A14, Sydney South,
NSW 1235

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting of the Shareholders of **LANEWAY RESOURCES LIMITED ACN 003 049 714** (the **Company** or **LNY**) will be held on 29 November 2019, commencing at 11.00am (Brisbane time) at Level 21, Matisse Tower, 110 Mary Street, Brisbane, QLD 4000 (**Meeting**) for the purpose of transacting the business set out below. Registration will commence just prior to the Meeting.

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

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary contained in the Explanatory Memorandum.

ORDINARY BUSINESS

RECEIPT OF 2019 FINANCIAL STATEMENTS

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

RESOLUTION 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following **advisory only resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company's 2019 Annual Report be adopted."

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

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

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

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

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

RESOLUTION 2: Re-election of Mr Stephen Bizzell as a Director

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

“That in accordance with the Company’s Constitution and the Listing Rules, Mr Stephen Bizzell who retires by rotation and being eligible, be re-elected as a Director of the Company.”

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

By order of the Board

Paul Marshall
Company Secretary
31 October 2019

See the following notes on Voting and Proxies

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EXPLANATORY MEMORANDUM

IMPORTANT NOTICE

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

The Notice, Explanatory Memorandum and Proxy Form are collectively referred to as the **Meeting Materials**. The Meeting Materials are all important documents that should be read carefully and in their entirety before Shareholders make a decision on how to vote at the Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions.

Capitalised terms used in this Explanatory Memorandum are defined in the Glossary.

All times and dates referred to in these Meeting Materials are times and dates in Brisbane, Queensland, Australia, and all currency references are to Australian dollars, unless otherwise indicated.

This Explanatory Memorandum is dated 31 October 2019.

RESPONSIBILITY FOR INFORMATION

The information contained in this Explanatory Memorandum has been prepared by the Company and is the responsibility of the Company.

A copy of this Notice and Explanatory Memorandum has been lodged with the ASX pursuant to the Listing Rules. Neither ASX, nor any of its officers take any responsibility for the contents of these documents.

FORWARD LOOKING STATEMENTS

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

THE RESOLUTIONS

At this Annual General Meeting, Shareholders will be asked to vote on the 2 Resolutions as outlined in the Meeting Materials.

What if I have questions?

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

RESOLUTION 1 ADOPTION OF REMUNERATION REPORT

1. Introduction

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The Remuneration Report contains:

- information about the Board's policy for determining the nature and amount of remuneration of the Key Management Personnel (including Directors and senior executives) of the Company;
- a description of the relationship between the Company's remuneration policy and the Company's performance;
- a summary of performance conditions for each of the Directors and senior executives, including a summary of why they were chosen and how performance is measured against them; and
- remuneration details for each Director and for each of the Company's specified executives.

The Remuneration Report, which is part of the Annual Report, has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the Annual Report are available by contacting the Company or visiting the Company's website www.lanewayresources.com.au.

2. Two strikes

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

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

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

At the 2018 AGM, Shareholders voted in favour of the Remuneration Report, and no first 'strike' was recorded by the Company.

3. Board recommendation

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

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

1. Introduction

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

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

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

2. Director's Biography

SG Bizzell BCom MAICD (Executive Chairman)

Stephen is Chairman of boutique corporate advisory and funds management group, Bizzell Capital Partners Pty Ltd. He has had considerable experience and success in the fields of corporate restructuring, debt and equity financing, and mergers and acquisitions and has over 25 years corporate finance and public company management experience in the resources sector in Australia and Canada with various public companies. Stephen was an Executive Director of Arrow Energy Ltd from 1999 until its takeover for \$3.5 billion by Royal Dutch Shell and PetroChina in August 2010. Early in his career he was employed in the corporate finance division of Ernst & Young and the tax division of Coopers & Lybrand and qualified as a Chartered Accountant.

Other Listed Company Directorships in the past three years:

- Armour Energy Ltd (listed April 2012)
- Renascor Resources Ltd (listed December 2010)
- Stanmore Coal Ltd (listed December 2009)
- Strike Energy Limited (appointed December 2018)
- UIL Energy Ltd (listed November 2014, delisted following takeover December 2018)
- Diversa Ltd (appointed August 2010, delisted following takeover October 2016)

3. Board recommendation

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

GLOSSARY

In the Meeting Materials:

\$	means Australian dollars.
ASIC	means Australian Securities and Investments Commission.
ASX	means the Australian Securities Exchange or ASX Limited ACN 008 624 691.
Board	means the board of Directors of the Company.

Chairman	means the chairman of the Board, Mr Stephen Bizzell.
Company, Laneway Resources Ltd or LNY	means Laneway Resources Ltd ACN 003 049 714.
Constitution	means the constitution of the Company as in force from time to time.
Corporations Act	means the Corporations Act 2001 (Cth).
Directors	means the Directors of the Company from time to time, which as at the date of this Notice are Stephen Bizzell, Richard Anthon, Mark Baker and Peter Wright.
Explanatory Memorandum	means this explanatory memorandum that accompanies and forms part of the Notice and Meeting Materials.
Listing Rules	means the official Listing Rules of ASX.
Meeting or Annual General Meeting	means the Annual General Meeting of the Company to be convened by the Notice (unless the context otherwise requires), scheduled for 30 November 2019.
Meeting Materials	means the Notice, Explanatory Memorandum and Proxy Form.
Notice	means the notice of Annual General Meeting setting out the Resolutions dated 31 October 2019 and which these Meeting Materials accompany.
Proxy Form	means the proxy form accompanying the Notice.
Shareholder	means a holder of Shares.

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LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Laneway Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Brisbane time) on Friday, 29 November 2019 at Level 21, Matisse Tower, 110 Mary Street, Brisbane, Qld, 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

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

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

VOTING DIRECTIONS

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

Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Stephen Bizzell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

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STEP 1

STEP 2

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Brisbane time) on Wednesday, 27 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Laneway Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

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

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