



27 January 2017

Australian Securities Exchange
10TH Floor, 20 Bridge Street
SYDNEY NSW 2000

via e-lodgement

Dear Sir/Madam

NOTICE OF GENERAL MEETING

MEC Resources Ltd (ACN 113 900 020) (**Company**) (ASX: MMR) hereby provides the attached Notice Of General Meeting of your Company.

This notice provides for a **second** General Meeting of your Company following the General Meeting to be held on the 16th February 2017. This announcement and following documentation should be read in its entirety

The notice is issued pursuant to the *Corporations Act 2001* (Cth), following receipt of a **second** set of notices under section 203D and 249D of the Act as announced recently to the ASX. MEC Resources is obliged to convene this meeting following receipt of the section 249D notice.

The notices received were issued on behalf of former Managing Director of the Company Mr David Breeze, and certain entities associated with him, Trandcorp Pty Ltd, Trandcorp Pty Ltd <Super Account>, and Grandbridge Ltd (ASX: GBA). The Company has previously advised the market of the termination of the services of Mr David Breeze.

The attached notice convenes a general meeting of the Company to consider resolutions that may, if passed, have the consequence of removing the current directors of the Company.

Your Directors are unanimous in recommending shareholders vote AGAINST ALL RESOLUTIONS proposed in the Notice.

To assist shareholders in completing their voting forms, your Board has provided the following recommended voting response as detailed in the table overleaf. The Board has also, at its own cost, included in this despatch to shareholders a pre-filled green voting form. This has been pre-filled with your Directors' recommended voting instruction to assist in returning a valid voting form.

We thank you for your ongoing support and look forward to continuing to work hard for the Company and its shareholders.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Goh Hock', with a horizontal line extending to the right.

Mr Goh Hock
Chairman

MEC Resources Ltd

ACN 113 900 020

PO Box 882, West Perth, WA 6872

Level 1, 100 Havelock Street, West Perth 6005, Western Australia

T: +61 8 9245 6187 F: +61 8 6160 5901

info@mecresources.com.au www.mecresources.com.au



Section	Resolution	Recommended Vote
Section 4	Resolution 1 – Removal of Mr Hock Goh as a Director	AGAINST
Section 5	Resolution 2 – Removal of Mr K O Yap as a Director	AGAINST
Section 6	Resolution 3 – Removal of Ms Deborah Ambrosini as a Director	AGAINST
Section 7	Resolution 4 – Removal of Mr Heng Yu as a Director	AGAINST

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MEC RESOURCES LTD

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NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at 130 Stirling Street, Perth, Western Australia on Thursday, 9 March 2017 commencing at 3 pm (WST).

The Directors unanimously recommend Shareholders
VOTE AGAINST
all resolutions set out in the notice of meeting. Directors do not consider the resolutions to be in the best interests of the Company or its Shareholders.

This Notice and the accompanying Explanatory Memorandum 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 adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on + 61 (0)8 9245 6187.

Shareholders are urged to attend or vote by lodging the Proxy Form attached to this Notice.

NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting (**Meeting**) of Shareholders of MEC Resources Ltd (**Company**) will be held at 130 Stirling Street, Perth, Western Australia on Thursday, 9 March 2017 commencing at 3 pm (WST).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulations 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 7 March 2017 at 4 pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Section 8 of the Explanatory Memorandum.

AGENDA

1. Resolution 1 - Removal of Mr Hock Goh as a Director

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

"That, pursuant to section 203D of the Corporations Act, Mr Hock Goh be and is hereby removed as a director of the Company"

2. Resolution 2 - Removal of Mr K O Yap as a Director

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

"That, pursuant to section 203D of the Corporations Act, Mr K O Yap be and is hereby removed as a director of the Company"

3. Resolution 3 - Removal of Ms Deborah Ambrosini as a Director

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

"That, pursuant to section 203D of the Corporations Act, Ms Deborah Ambrosini be and is hereby removed as a director of the Company."

4. Resolution 4 - Removal of Mr Heng Yu as a Director

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

"That, pursuant to section 203D of the Corporations Act, Mr Heng Yu be and is hereby removed as a director of the Company"

Dated: 27 January 2017

BY ORDER OF THE BOARD



Deborah Ambrosini
Director & Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 130 Stirling Street, Perth, Western Australia on Thursday, 9 March 2017 commencing at 3 pm (WST).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains further information in respect of the Resolutions to be considered at the Meeting.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

- Section 2: Action to be taken by Shareholders
- Section 3: Removal of Directors
- Section 4: Resolution 1 - Removal of Mr Hock Goh as a Director
- Section 5: Resolution 2 - Removal of Mr K O Yap as a Director
- Section 6: Resolution 3 - Removal of Ms Deborah Ambrosini as a Director
- Section 7: Resolution 4 - Removal of Mr Heng Yu as a Director
- Section 8: Definitions

A Proxy Form is located at the end of this Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

For the convenience of Shareholders, two proxy forms have been included with this Explanatory Memorandum, a green proxy form and a white proxy form.

The green proxy form has been completed in line with the recommendation of your Directors and has been paid for by them out of their personal funds. If you wish to vote in accordance with the recommendations of your Directors, you should execute the green proxy form and return the form to the Company Secretary following the instructions on the form. If you execute and return the green proxy form, you do not need to complete the white proxy form.

If you want to appoint a proxy and do not wish to vote in accordance with the recommendations of your Directors, you should follow the instructions on the white proxy form to indicate your voting directions and return it to the Company Secretary following the instructions on the form.

A proxy form is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return one of the proxy forms to the Company in accordance with the instructions set out in the proxy form. Returning a proxy form to the Company will not preclude a Shareholder from attending or voting at the Meeting in person.

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder; and
- (c) a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 3:00pm (WST) on Tuesday 7 March 2017, being at least 48 hours before the Meeting

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

The Chairperson of the Meeting will vote all undirected proxies AGAINST the Resolutions.

3. Background to the meeting

Pursuant to section 249D(1) of the Corporations Act, a general meeting is required to be called upon the request of members with at least 5% of the votes that may be cast at a general meeting of the Company calculated as at midnight before the date of the request.

Furthermore, pursuant to section 203D of the Corporations Act, a public company may by resolution remove a director from office regardless of any provision in that company's constitution or any agreement between the director and the company.

As announced on 10 January 2017, by notice to the Company dated 9 January 2017, Grandbridge Limited, Trandcorp Pty Ltd, Trandcorp Pty Ltd <Super Account> and David Breeze (**Requisitioning Shareholders**) requested the Directors call and arrange to hold a general meeting in accordance with section 249D of the Corporations Act (**Request**).

The Request seeks the removal of Mr Hock Goh, Mr K O Yap, Ms Deborah Ambrosini and Mr Heng Yu as Directors of the Company.

As at midnight on 8 January 2017, Grandbridge Limited, Trandcorp Pty Ltd, Trandcorp Pty Ltd <Super Account> and David Breeze collectively held 25,345,350 Shares of the Company directly representing a voting power of 12.67% in the Company.

Accordingly, the Directors have called and arranged to hold this Meeting pursuant to the Request and in accordance with the provisions of section 249D(5) of the Corporations Act.

Shareholders should note that the Resolutions contained in this Notice have been proposed pursuant to the Request and not by the Board.

For a copy of the Request, please contact the Company Secretary by telephone on + 61 (0)8 9245 6187.

The Request was the **second notice** received from the Requisitioning Shareholders requisitioning a meeting of the Company. The first request led to the convening of the general meeting of the Company's Shareholders to be held on 16 February 2017, under the notice of meeting and explanatory memorandum dated 5 January 2017.

If the resolutions for the appointment of additional directors to be considered at the meeting of the Company's Shareholders to be held on 16 February 2017 are not passed (which your Board recommends), then only members of your current Board will remain. If this occurs, and then all the Resolutions to be considered at the Meeting are passed, this will result in all current Board members being removed (that is, an entire new Board will need to be proposed and elected). This is because no new Board members have been proposed with the Request.

If, at the meeting of the Company's Shareholders to be held on 16 February 2017 and the Meeting, none of the resolutions to be considered are passed, this will result in your current Board (comprising Mr Hock Goh, Mr K O Yap, Ms Deborah Ambrosini and Mr Heng Yu) being retained.

Your Board strongly recommends you to vote AGAINST all resolutions proposed in this Notice.

4. Background to proposed removal of directors

The Request was issued by Mr David Breeze and certain entities associated with him.

The Requisitioning Shareholders have not stated their reason(s) for issuing the Request described above, however the Board notes that the Request was issued following Mr Breeze's removal as Managing Director of the Company, as announced to the ASX on 24 November 2016.

The Company has previously informed shareholders about the performance of the Company while Mr Breeze was Managing Director, which information can be accessed at www.mecresources.com.au/newsroom/index.html.

Since removing Mr Breeze as Managing Director, your Board has moved swiftly and decisively to:

- Support principal investee Advent Energy Ltd in conducting a strategic review of its assets, including PEP11 in the offshore Sydney Basin and EP386/RL1 in the onshore Bonaparte Basin. The Company has provided support by the provision of loan funds and human resources to enable Advent Energy Ltd to complete this strategic review.
- The Company has conducted a survey of its largest 200 shareholders to determine their views on the preferred focus of the Company, both currently and moving forward. The general consensus amongst shareholders is that retention of existing Company assets, despite the challenging circumstances facing the Company, is paramount. The Company has acted to preserve the value of its investments by supporting Advent Energy Ltd to complete the strategic review of PEP11 which in turn has encouraged the rapid satisfaction of present title commitments. The Company is also supporting Advent Energy Ltd to expedite the completion of the 3D seismic survey to ensure the existing prospects are 'de-risked' for drilling. These activities are pending regulatory

approval, stakeholder consultation and the ability to attract suitable investment partners.

- Committed to an executive search for new leadership for the Company, principally with excellent sub-surface experience to assist in driving the Company's assets forward. To date it has advertised the role and members of the Board have been meeting with possible candidates for the position.
- Reduced the existing Directors' fees down to \$1 only, to seek to improve the ability of the Company to attract suitable investment partners. This demonstrates the keen commitment of each Director to act in the best interests of the Company and shareholders.

5. Resolution 1 - Removal of Mr Hock Goh as a Director

The Request requisitioned a general meeting to propose a resolution to remove Mr Hock Goh as a Director. Mr Goh, in keeping with Chinese convention, commonly refers to his full name as Mr Goh Hock.

In accordance with the requirements of the Company's Constitution and the Corporations Act, the Company has convened the Meeting to allow Shareholders to vote on the removal of Mr Goh Hock as a Director.

The Company has provided the following information to assist Shareholders.

Mr Goh Hock - Non-Executive Director and Chairman

Mr Goh Hock has been Chairman of MEC Resources Ltd since October 2006, and of Advent Energy Ltd since 2007. He holds a relevant interest in 5,085,598 shares in MEC Resources.

Hock has extensive experience in the oil and gas industry across the globe. He enjoyed a 25-year career with Schlumberger Limited, the world's largest global oilfield services company, holding senior positions in Asia, Australia, the Middle East and Europe including President of Schlumberger's Network and Infrastructure Solutions division in London.

Prior to that, Hock was President of Schlumberger Asia based in Beijing, China and was responsible for all of Schlumberger's Asian operations including Australia. During his extensive career with Schlumberger, Hock also held several other field and management responsibilities in the oil and gas industry spanning more than ten countries in Asia, Australia, the Middle East and Europe. Hock began his career as an oil field service engineer in Indonesia in 1980 before moving to Australia where he worked on the rigs in Roma, Queensland, the Bass Strait in Victoria and the Northwest Shelf, off Western Australia.

Hock is a member of the board of directors for Santos Limited, a leading oil and gas producer with assets in Australia, PNG and Asia. Santos Limited has found no conflict of interest with his appointment to MEC Resources. He also serves as a director on several public global companies including Finland's StoraEnso Oyj, a leading paper and packaging company, Sweden's AB SKF, a leading bearings company and the UK's Vesuvius PLC, a leader in steel engineering. He received his B Eng (Hons) in Mechanical Engineering from Monash University, Australia, and was recently awarded the Distinguished Alumni Award in 2016. He also completed an Advanced Management Program at INSEAD Business School in 2004.

Mr Goh Hock says:

“Being on several global boards of leading companies has reinforced my guiding principle that good corporate governance, transparency and risk management are key to the success of any company. This directly corresponds to the generation of shareholder value.

As Chairman and member of the MEC Resources Board, I have endeavoured to uphold my guiding principles of good governance, transparency and risk management. This has included ensuring the Company is not exposed to undue risks which are unable to be mitigated against in the immediate term. These decisions are always made with the best interests of the Company and its shareholders in mind. The sharp decline of oil and gas prices over the last two years, coupled with the drying up of new sources of capital funding, present the Company with considerable risk to its present sustainability. My experience from serving on several other boards has given me this insight into the short and long term challenges of the global economy and how we can best manage these challenges.

PEP11 in the offshore Sydney Basin is an asset we believe could be a game changer for Advent Energy and subsequently your Company with the imminent forecast gas shortage in the state of NSW. It is my intention to work hard to ensure the funding is made available so that future work commitments can be achieved efficiently. The Board is focused on securing a suitable investment partner as a matter of priority.

Moving forward, we have commenced a strategic review of the assets held within our investee company Advent Energy (PEP11, EP386 and RL1). Each of these assets contain considerable upside opportunity but also require new funding and technical capabilities to monetise them. Our plan is to support Advent Energy to recruit a new Managing Director with substantial subsurface experience to build a new team and further develop these assets. The Board will work hard to support them in fundraising and finding good partners.

Strengthening the Board with directors who have industry experience and whose only interest is to rebuild this Company will be another priority. It is important that these directors are independent and are committed to only serving the interests of all shareholders, not themselves.

I give you my commitment to help our Board, Company, shareholders and stakeholders meet MEC Resources’ strategy of value creation. Please feel free to contact us at +61 8 9245 6187 or email us at info@mecresources.com.au to discuss any aspect of the Company, its investments or its communications to shareholders.”

Recommendation: The Directors (with Mr Goh Hock abstaining) recommend that you **VOTE AGAINST** this Resolution. Mr Hock intends to exercise votes of shares in which he has a relevant interest against this resolution.

Resolution 1 is an ordinary resolution.

The Chairperson intends to exercise all available proxies against Resolution 1.

6. Resolution 2 - Removal of Mr K O Yap as a Director

The Request requisitioned a general meeting to propose a resolution to remove Mr K O Yap as a Director.

In accordance with the requirements of the Company's Constitution and the Corporations Act, the Company has convened the Meeting to allow Shareholders to vote on the removal of Mr K O Yap as a Director.

The Company has provided the following information to assist Shareholders.

Mr K O Yap - Non-Executive Director

K. O. Yap holds a relevant interest in 4,444,755 shares in MEC Resources Ltd.

K.O. Yap has over 15 years' experience in investment banking. Currently a Partner at Hexa Asset Management, Mr Yap was Head of Corporate Finance at Daiwa Securities (H.K.) Ltd. and Executive Director at Alta Financial Group. His career took him from general audit, computer audit and corporate advisory with Ernst & Young in London to investment banking with Barclays de Zoete Wedd Asia Ltd. and then Daiwa Securities (H.K.) Ltd.

His experience covers all aspects of corporate finance, advisory, M&A and capital raisings throughout Asia. These include privatisation, listing and public offerings from China (Northeast Electric, H-Share), Malaysia (Petronas Gas), Thailand (PTTEP); equity-linked issues from Hong Kong (Emperor International) and Thailand (Bangkok Land) and debt issues including a samurai bond for Wharf (H.K.).

K.O. Yap also has extensive experience in mergers and acquisitions (and related restructurings) with transactional experience in Thailand, Indonesia, Malaysia, Hong Kong and China.

He is a graduate from the London School of Economics, in 1984, and is also a fellow of the Institute of Chartered Accountants in England and Wales.

Mr K.O. Yap says:

"In an increasingly globalised investment environment, it is critical to have expert assistance available to provide strategic input towards attracting and retaining suitable investment partners for the Company.

My wide experience in corporate financial transactions ensures MEC Resources, as a stock exchange listed venture capital organisation with a unique taxation status, stays abreast of current trends in international finance circles.

I am committed to support your Company to optimise its investment attractiveness to suitable sophisticated and corporate investors."

Recommendation: The Directors (with Mr K O Yap abstaining) recommend that you **VOTE AGAINST** this Resolution. Mr Yap intends to exercise votes of shares in which he has a relevant interest against this resolution.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies against Resolution 2.

7. Resolution 3 - Removal of Ms Deborah Ambrosini as a Director

The Request requisitioned a general meeting to propose a resolution to remove Ms Deborah Ambrosini as a Director.

In accordance with the requirements of the Company's Constitution and the Corporations Act, the Company has convened the Meeting to allow Shareholders to vote on the removal of Ms Deborah Ambrosini as a Director.

The Company has provided the following information to assist Shareholders.

Ms Deborah Ambrosini - Executive Director and Company Secretary

Deborah is a successful big four trained Chartered Accountant with over 20 years' experience in leading financial strategies to facilitate growth plans. Her experience spans the resources, financial services, biotechnology, and IT communications sectors. She has extensive experience both nationally and internationally in financial and business planning, compliance and taxation.

Deborah possesses extensive experience in debt and equity capital raising activities, regulatory compliance, process improvement, investor relations, large contract management and leading all aspects of accounting, budgeting, forecasting and financial analysis.

In 2009, Deborah was a state finalist in the 2009 Telstra Business Woman Awards.

In 2011 Deborah was named as one of the Top 40 pre-eminent business leaders in the highly prestigious WA Business News 40 under 40 awards.

Ms Deborah Ambrosini is currently a Director, Company Secretary and Chief Financial Officer for MEC Resources Ltd and Advent Energy Ltd. She has been an office holder with MEC Resources for over eight years and is committed to assisting the company progress its assets and grow shareholder wealth.

She is also Company Secretary for eebudee Pty Ltd, an innovative company developing a secure closed social media platform for children and their families.

Deborah is a fellow of the Chartered Accountants Australia and New Zealand and member of the Governance Institute of Australia.

Ms Deborah Ambrosini says:

"Firstly I would like to thank shareholders for their continued support in what can only be described as turbulent times both in the global markets and internally within the Company. I firmly believe that the recent steps that were undertaken by the Company will now allow us to progress the Company and its assets to a much better place.

It has been an honour to not only serve on this Board but to also be a part of this unique and innovative Company over the last 9 years. We have a strong portfolio of assets that I am confident we can progress once again to ensure a sustainable and exciting future for this Company.

However, clearly there is still a large amount of work to be done in a very challenging time. I believe it is important that the Company retains a suitable level

of stability, knowledge and experience to help successfully navigate this environment.

I remain fully committed to this Board and to MEC Resources bringing with me over 20 years of national and international experience in areas such as finance, governance, investment and management.

It would be a privilege to continue on this Board and I seek your support for my re-election as a Director.”

Recommendation: The Directors (with Ms Deborah Ambrosini abstaining) recommend that you **VOTE AGAINST** this Resolution.

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available proxies against Resolution 3.

8. Resolution 4 - Removal of Mr Heng Yu as a Director

The Request requisitioned a general meeting to propose a resolution to remove Mr Heng Yu as a Director.

In accordance with the requirements of the Company’s Constitution and the Corporations Act, the Company has convened the Meeting to allow Shareholders to vote on the removal of Mr Heng Yu as a Director.

The Company has provided the following information to assist Shareholders.

Mr Heng Yu - Non-Executive Director

Mr Heng Yu holds a relevant interest in 30,000 shares in the Company.

Mr Heng Yu is a qualified and highly competent Geologist with over 30 years’ experience working for a number of multinational organisations. He was formerly a Director within the Reservoir Development Services (RDS) China for Baker Hughes, and a Technical Director for Schlumberger-China Joint Venture. Mr Heng Yu has also previously held senior roles with PetroChina, one of the largest oil companies in the world, and MEC Resources.

He holds advanced skills in geology fundamentals, modelling, reserves calculation, correlation and analysis. His technical strengths lie in borehole image processing and interpretation, multi-well correlation and interpretation, as well as integrated reservoir analysis.

Mr Heng Yu has been involved in and contributed to a number of professional publications for international projects. He holds a degree in geology from China Southwest Petroleum University.

Mr Heng Yu says:

“Whilst only recently having joined the Board of MEC Resources, I have extensive experience and history with the PEP11 (offshore Sydney Basin) and EP386/RL1 (onshore Bonaparte Basins), having previously been senior geologist for the Company.

During my time with the Company, I co-authored a report re-appraising the hydrocarbon potential of EP386 & RL1, thereby increasing the Prospective Resources within these assets to more than a third of a TCF within conventional targets only.

I see great potential for these assets and the Company. With your support, I look forward to continuing to strive for further exploration, appraisal, and ultimately exploitation of these assets to drive value creation for the Company and its shareholders.”

Recommendation: The Directors (with Mr Heng Yu abstaining) recommend that you **VOTE AGAINST** this Resolution. Mr Yu intends to exercise votes of shares held by him against this resolution.

Resolution 4 is an ordinary resolution.

The Chairperson intends to exercise all available proxies against Resolution 4.

9. Definitions

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

Board means the board of Directors.

Chairperson means the chairperson of the Meeting.

Company means MEC Resources Ltd ACN 113 900 020.

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

Director means a director of the Company.

Explanatory Memorandum means this explanatory memorandum attached to the Notice.

Request has the meaning given in Section **Error! Reference source not found.** of this Explanatory Memorandum.

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

Notice means the notice of general meeting.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in the Notice.

Section means a section of this Explanatory Memorandum.

Shareholder means a shareholder of the Company.

WST means Western Standard Time, being the time in Perth, Western Australia.

MEC RESOURCES LTD

ACN 113 900 020

PROXY FORM

The Company Secretary
MEC RESOURCES LTD

By delivery: 110 Stirling Hwy
NEDLANDS WA 6009
By post: PO Box 115
NEDLANDS WA 6909
By facsimile: +61 8 9262 3723
By Email: admin@advancedshare.com.au
By Online Vote: www.advancedshare.com.au

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

Step 1 - Appoint a Proxy to Vote on Your Behalf

I/we being Shareholder/s of the Company hereby appoint:

The Chairperson
(mark box)

OR if you are NOT appointing the Chairperson as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairperson, as my/our proxy to act generally at the Meeting on my/our behalf to be held at 130 Stirling Street, Perth, Western Australia on Thursday, 9 March 2017 commencing at 3pm (WST) and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit). If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is []% of the Shareholder's votes / [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

How the Chairperson of the Meeting will vote undirected proxies

The Chairperson of the Meeting will vote all undirected proxies against the resolutions.

Step 2 - Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Removal of Mr Goh Hock as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Removal of Mr K O Yap as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Removal of Ms Deborah Ambrosini as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Removal of Mr Heng Yu as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Resolution, 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.

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

The cost of providing this proxy form was borne by your Directors. If you do not support your Directors, you should not use this form.

Authorised signature/s

This section *must* be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by Company's share registrar not less than 48 hours prior to the time of commencement of the Meeting (WST) by:

Online Vote: www.advancedshare.com.au

Post: PO Box 1156, Nedlands, WA 6909

Hand Delivery: 110 Stirling Highway, Nedlands, WA 6909

Facsimile: (08) 9262 3723

Email: admin@advancedshare.com.au

Online Voting

For online voting, please use your HIN or SRN to logon to www.advancedshare.com.au and click on the "Online Proxy Voting" tab. The HIN and SRN is shown on the front of this proxy form. Should you require any assistance with online voting please contact the share registry.

For all enquiries call: Telephone: +61 8 9389 8033

Email: admin@advancedshare.com.au

MEC RESOURCES LTD

ACN 113 900 020

PROXY FORM

The Company Secretary
MEC RESOURCES LTD

By delivery: 110 Stirling Hwy
NEDLANDS WA 6009

By post: PO Box 115
NEDLANDS WA 6909

By facsimile: +61 8 9262 3723

By Email: admin@advancedshare.com.au

By Online Vote: www.advancedshare.com.au

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

Step 1 - Appoint a Proxy to Vote on Your Behalf

I/we being Shareholder/s of the Company hereby appoint:

The Chairperson
(mark box)

OR if you are NOT appointing the Chairperson as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairperson, as my/our proxy to act generally at the Meeting on my/our behalf to be held at 130 Stirling Street, Perth, Western Australia on Thursday, 9 March 2017 commencing at 3pm (WST) and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit). If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is []% of the Shareholder's votes / [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

How the Chairperson of the Meeting will vote undirected proxies

The Chairperson of the Meeting will vote all undirected proxies against the resolutions.

Step 2 - Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Removal of Mr Goh Hock as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Removal of Mr K O Yap as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Removal of Ms Deborah Ambrosini as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Removal of Mr Heng Yu as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Resolution, 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.

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

The cost of providing this proxy form was borne by your Directors. If you do not support your Directors, you should not use this form.

Authorised signature/s

This section *must* be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by Company's share registrar not less than 48 hours prior to the time of commencement of the Meeting (WST) by:

Online Vote: www.advancedshare.com.au
Post: PO Box 1156, Nedlands, WA 6909
Hand Delivery: 110 Stirling Highway, Nedlands, WA 6909
Facsimile: (08) 9262 3723
Email: admin@advancedshare.com.au

Online Voting

For online voting, please use your HIN or SRN to logon to www.advancedshare.com.au and click on the "Online Proxy Voting" tab. The HIN and SRN is shown on the front of this proxy form. Should you require any assistance with online voting please contact the share registry.

For all enquiries call: Telephone: +61 8 9389 8033
Email: admin@advancedshare.com.au