



5 January 2017

Australian Securities Exchange  
10<sup>TH</sup> 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.

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

The notice received was issued on behalf of former Managing Director Mr David Breeze, and his associates 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 have the consequence of appointing new directors put forth by former Managing Director Mr Breeze and his associates.

Your Board also provides the attached letter to Shareholders to help provide a more detailed understanding of this notice.

**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 prepared a Company update and statement regarding the section 249D notice, which has been posted on the Company's website <http://www.mecresources.com.au/newsroom/index.html>. The Company strongly encourages all shareholders to review this update and statement prior to returning your voting forms.**

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

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<b>Section</b>	<b>Resolution</b>	<b>Recommended Vote</b>
Section 4	Resolution 1 – Appointment of Mr Thomas Fontaine as a Director  The Board considers that Mr Fontaine’s association with investee company BPH Energy makes him non-independent.	<b>AGAINST</b>
Section 5	Resolution 2 – Appointment of Mr Anthony Huston as a Director  The Board considers there is a conflict of interest between Mr Huston and his representation of reservoir stimulation technology and Advent Energy’s work commitments.	<b>AGAINST</b>
Section 6	Resolution 3 – Appointment of Mr Gregory Gilbert as a Director  The Board considers that Mr Gilbert’s association with investee company BPH Energy makes him non-independent. To the Board’s knowledge, Mr Gilbert has no experience in energy and resources investment.	<b>AGAINST</b>

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**MEC RESOURCES LTD**

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**NOTICE OF GENERAL MEETING**

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The General Meeting of the Company will be held at 130 Stirling Street, Perth, Western Australia on Thursday, 16 February 2017 commencing at 2 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 08 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 of Shareholders of MEC Resources Ltd (**Company**) will be held at 130 Stirling Street, Perth, Western Australia on Thursday, 16 February 2017 commencing at 2 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 and 7.11.38 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 14 February 2017 at 2 pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Section 0 of the Explanatory Memorandum.

## AGENDA

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### 1. Resolution 1 - Appointment of Mr Thomas Fontaine as a Director

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

*"That, pursuant to and in accordance with the Company's constitution and for all other purposes, Mr Thomas Fontaine, having consented to act, be and is hereby appointed as a director of the Company"*

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### 2. Resolution 2 - Appointment of Mr Anthony Huston as a Director

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

*"That, pursuant to and in accordance with the Company's constitution and for all other purposes, Mr Anthony Huston, having consented to act, be and is hereby appointed as a director of the Company"*

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### **3. Resolution 3 - Appointment of Mr Gregory Gilbert as a Director**

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

*"That, pursuant to and in accordance with the Company's constitution and for all other purposes, Mr Gregory Gilbert, having consented to act, be and is hereby appointed as a director of the Company"*

Dated: 3 January 2017

**BY ORDER OF THE BOARD**



Deborah Ambrosini  
Director & Company Secretary

## **EXPLANATORY MEMORANDUM**

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### **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, 16 February 2017 commencing at 2 pm (WST).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

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: Appointment of Directors
- Section 4 Resolution 1 - Appointment of Mr Thomas Fontaine as a Director
- Section 5 Resolution 2 - Appointment of Mr Anthony Huston as a Director
- Section 6: Resolution 3 - Appointment of Mr Gregory Gilbert as a Director
- Section 7: Definitions

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

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### **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.

A Proxy Form is attached to the Notice. This 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 the Proxy Form to the Company in accordance with the instructions set out in the Proxy Form. Returning the Proxy Form to the Company will not preclude a Shareholder from attending or (subject to the voting exclusions set out in the Notice) 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 2:00pm (WST) on Tuesday 14 February 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.**

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### **3. Appointment of Directors**

As announced on 21 December 2016, by notice to the Company dated 16 December 2016, Grandbridge Limited, Trandcorp Pty Ltd, Trandcorp Pty Ltd <Super Account> and David Breeze 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 appointment of Mr Thomas Fontaine, Mr Anthony Huston and Mr Gregory Gilbert as Directors of the Company.

For a copy of the Request, please contact the Company Secretary by telephone on + 61 08 9245 6187.

Pursuant to section 249D(1) of the Corporations Act, a general meeting is required to be called upon the request of a member 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.

As at midnight on 15 December 2017, Grandbridge Limited, Trandcorp Pty Ltd, Trandcorp Pty Ltd <Super Account> and David Breeze collectively held 28,345,350 Shares of the Company directly representing a voting power of 14.17% 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.**

If all the Resolutions are passed, this will result in a Board comprising Mr Goh Hock, Mr K O Yap, Ms Deborah Ambrosini, Mr Heng Yu, Mr Thomas Fontaine, Mr Anthony Huston and Mr Gregory Gilbert.

If no Resolutions are passed, this will result in a Board comprising Mr Goh Hock, Mr K O Yap, Ms Deborah Ambrosini and Mr Heng Yu (that is, retention of the current Board).

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#### **4. Resolution 1 - Appointment of Mr Thomas Fontaine as a Director**

The Request requisitioned a general meeting to propose a resolution to appoint Mr Thomas Fontaine 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 appointment of Mr Thomas Fontaine as a Director.

Details regarding the experience of Mr Thomas Fontaine were not provided to the Company.

*Recommendation:* The Directors recommend that you **VOTE AGAINST** this Resolution.

Resolution 1 is an ordinary resolution.

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

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#### **5. Resolution 2 - Appointment of Mr Anthony Huston as a Director**

The Request requisitioned a general meeting to propose a resolution to appoint Mr Anthony Huston 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 appointment of Mr Anthony Huston as a Director.

Details regarding the experience of Mr Anthony Huston were not provided to the Company.

*Recommendation:* The Directors recommend that you **VOTE AGAINST** this Resolution.

Resolution 2 is an ordinary resolution.

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

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#### **6. Resolution 3 - Appointment of Mr Gregory Gilbert as a Director**

The Request requisitioned a general meeting to propose a resolution to appoint Mr Gregory Gilbert 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 appointment of Mr Gregory Gilbert as a Director.

Details regarding the experience of Mr Gregory Gilbert were not provided to the Company.



*Recommendation:* The Directors recommend that you **VOTE AGAINST** this Resolution.

Resolution 3 is an ordinary resolution.

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

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## 7. 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 3 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.

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