

Ramelius Resources Limited
ACN 001 717 540

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **Ramelius Resources Limited (Company)** will be held at Pullman Adelaide, 16 Hindmarsh Square Adelaide 5000 SA, on Thursday 30 November 2017 at 11.00 am Adelaide time.

AGENDA

GENERAL BUSINESS

Address and presentation by Chairman and Managing Director

An address and presentation will be given by the Chairman and Managing Director.

Annual Financial Report

To receive and consider the financial report and the Directors' and Auditor's Reports for the year ended 30 June 2017.

The Ramelius Resources Limited 2017 Annual Report is now available at: <http://www.rameliusresources.com.au> under "Reports" and "Annual Reports".

ORDINARY BUSINESS

1. Adoption of Remuneration Report

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

"That the Remuneration Report required by section 300A of the Corporations Act 2001, as contained in the Company's Directors Report for the year ended 30 June 2017 is adopted."

Voting Prohibition Statement

In accordance with the Corporations Act, a vote must not be cast on this resolution in any capacity (and will be taken not to have been cast if cast contrary to this restriction) by or on behalf of a member of the key management personnel, details of whose remuneration are included in the Remuneration Report, and any closely related party of such a member. However, such a member or any closely related party of such a member may cast a vote as a proxy if the vote is not cast on behalf of a person described above and either:

- the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the resolution;
- the person is the Chair of the Meeting at which the resolution is voted on and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

Note: The vote on this resolution is advisory only and does not bind the directors or the Company.

2. Re-election of Mr Michael Andrew Bohm

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

"That Mr Michael Andrew Bohm, being a director of the Company who retires pursuant to clause 47 of the Company's Constitution, and being eligible, is re-elected as a director of the Company."

A summary of Mr Bohm's qualifications and experience is set out in the explanatory memorandum accompanying the notice convening this meeting.

3. Election of Mr Stephen Lewis Matthews as a director

In accordance with the Company's Constitution, Mr Stephen Lewis Matthews being eligible, offers himself for election.

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

"That Mr Stephen Lewis Matthews, is elected as a director of the Company."

A summary of Mr Matthews' qualifications and experience and the circumstances of his nomination including matters that have come to light from a background check conducted by the Company are set out in the explanatory memorandum accompanying the notice convening this meeting.

OTHER BUSINESS

4. To transact any further business that may be lawfully brought forward.

Further information regarding the business to be transacted at the Annual General Meeting is set out in the accompanying explanatory memorandum. This notice should be read in conjunction with the accompanying explanatory memorandum, which forms part of this notice.

By Order of the Board



.....
Dom Francese
Company Secretary

26 October 2017

**EXPLANATORY MEMORANDUM ACCOMPANYING
NOTICE OF ANNUAL GENERAL MEETING ('AGM')
TO BE HELD ON THURSDAY 30 NOVEMBER 2017**

GENERAL BUSINESS

ADDRESS AND PRESENTATION

The Chairman and Managing Director will address the meeting and make a presentation.

ANNUAL FINANCIAL REPORT

The Annual Financial Report together with the Directors' and Auditor's Reports will be laid before the meeting in accordance with section 317 of the Corporations Act 2001 (Cth). Members will be given the opportunity to ask questions or make comments about the management of the Company and may also ask questions of the Auditor's representative relevant to the conduct of the audit and the preparation and content of the Auditor's report.

ORDINARY BUSINESS

1. ADOPTION OF REMUNERATION REPORT

In accordance with section 250R of the Corporations Act 2001, the Company submits to shareholders for consideration and adoption by way of a non-binding resolution its Remuneration Report for the year ended 30 June 2017.

The Remuneration Report is a distinct section of the Directors' Report that deals with the remuneration of directors and key management personnel of the Company and can be located on pages 53 to 62 of the 2017 Annual Report and also on the Company's website at <http://www.rameliusrresources.com.au> under "Reports" and "Annual Reports".

The Remuneration Report includes details of total remuneration of directors and key management personnel of the Company, the components of total remuneration and the Company's policy for determining the nature and amounts of remuneration of directors and key management personnel.

Although the vote on this resolution is advisory only, and does not bind the directors or the Company, the discussion on this resolution and the outcome of the vote will be taken into consideration by the directors when considering the remuneration arrangements of the Company.

Shareholders will be given a reasonable opportunity at the meeting to ask questions about or make comments on the Remuneration Report.

The Directors recommend shareholders vote in favour of adopting the Remuneration Report.

The Chairman of the meeting intends to vote all available proxies in favour of resolution 1.

2. RE-ELECTION OF MR MICHAEL ANDREW BOHM

At the date of the Annual General Meeting of members the Board of directors of the Company comprises four directors. Of these, one (excluding the Managing Director) is required by the Company's Constitution to retire at the meeting.

Mr Bohm is to retire and being eligible, offers himself for re-election by members at the Annual General Meeting. A brief summary of the experience of Mr Bohm follows.

Michael Andrew Bohm B.AppSc (Mining Eng.), MAusIMM, MAICD.

Mr Bohm has been an independent non-executive director of Ramelius Resources Limited since 29 November 2012. He is an experienced mining professional with extensive corporate, project and operational management experience in the minerals industry in Australia, South East Asia, southern Africa, Chile, Canada and Europe. He is a graduate of the WA School of Mines and has worked as a mining engineer, mine manager, study manager, project manager, project director and managing director. He has been directly involved in a number of project developments in the gold, base metals and diamond sectors in both open pit and underground mining environments. The contribution of Mr Bohm to the Board is his extensive experience with mining operations and mine development in both Australia and overseas. Mr Bohm is Chairman of the Nomination and Remuneration Committee and a member of the Audit Committee. The Board regards Mr Bohm as an independent non-executive director.

Mr Bohm is a director of ASX-TSX listed company, Perseus Mining Limited and ASX listed company, Mincor Resources NL.

The Directors (with Mr Bohm abstaining) recommend shareholders vote in favour of the re-election of Mr Bohm.

The Chairman of the meeting intends to vote all available proxies in favour of resolution 2.

3. ELECTION OF DIRECTOR

Mr Stephen Lewis Matthews is an external candidate the Board submits to shareholders for election as a director pursuant to clause 46 of the Company's Constitution and ASX Listing Rule 14.3.

Further information in relation to Mr Matthews is set out below.

Stephen Lewis Matthews

The following biography was provided by Mr Matthews.

Stephen Matthews is an experienced share investor. He made his first foray into gold investing in 1976 as a trader of gold futures on the Sydney Futures Exchange. He was employed in the banking division of a merchant bank and later as a client adviser for stockbroking companies. He made his first takeover offer in 1985 and later formed listed investment company Rocado which reported gross assets of \$34 million in 1987... at the time of the '87 stockmarket crash. He was for a short time the publisher of an internet stockmarket chat room *The Chimes* until its closure in 2001. He last nominated for a listed directorship early in 2000 – at the height of the 'dotcom' boom – when he proposed that reinsurance company Reac commit \$100 million to short sell global stocks in the TMT sector (Technology, Media, Telecoms).

In accordance with the ASX Corporate Governance Council Principles and Recommendations a background check has been undertaken in relation to Mr Matthews' candidacy for election as a director. During this process, it has come to light that Mr Matthews was:

1. on 16 June 1999 found guilty of contempt of court for "disobeying an order made by O'Connor J". The order related to his restraint from publishing reports or allowing to be published reports about securities. Mr Matthews was sentenced to 2 months imprisonment. The sentence was suspended on the basis that Mr Matthews refrain from contravening any of the orders made by O'Connor J for a period of twelve months [ASIC v Matthews [1999] FCA 803];
2. on 4 May 2000 found guilty of contempt of court for "breaching court orders preventing him from giving advice and publishing reports about securities" and sentenced to imprisonment for 3 months [ASIC v Matthews [2000] NSWSC 392];

3. on 15 August 2001 found guilty of contempt of court for breaching court orders permanently restraining him from “undertaking, either directly or indirectly, the business of advising other persons about securities; and/or publishing securities reports, except as otherwise permitted by the Corporations Law” and sentenced to twelve months imprisonment. The sentence was suspended on the basis that Mr Matthews be of good behaviour for a period of two years [ASIC v Matthews [2001] NSWSC 735]; and
4. on 21 April 2009 found guilty of contempt of court for again breaching court orders (as identified in paragraph two above) and sentenced to 6 months imprisonment [ASIC v Matthews [2009] NSWSC 285]. An appeal by Mr Matthews in relation to this sentence was dismissed.

The Board has not endorsed Mr Matthews as a candidate for election.

The Directors recommend shareholders vote against the election of Mr Matthews.

The Chairman of the meeting intends to vote all available proxies against resolution 3.

VOTING INFORMATION AND NOTES

1. Voting entitlement on a poll

On a poll, each shareholder present (in person, by proxy, attorney or representative) has one vote for each fully paid share they hold.

2. Proxies

A shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on the shareholder's behalf. If the shareholder is entitled to cast two or more votes at the meeting, the shareholder may appoint up to two proxies to attend and vote on the shareholder's behalf.

If a shareholder appoints two proxies, each proxy must be appointed to represent a specified proportion or number of the shareholder's votes. Absent this specification, on a poll, each proxy may exercise half the votes.

A proxy can be either an individual or a body corporate and need not be a shareholder of the Company. If a shareholder appoints a body corporate as proxy, the body corporate will need to appoint an individual as its corporate representative and provide satisfactory evidence of this appointment.

If a shareholder's instruction is to abstain from voting for a particular item of business, the shareholders' votes will not be counted in computing the required majority on a poll.

To appoint a proxy, a proxy form must be signed by the shareholder or the shareholder's attorney duly authorised in writing. If the shareholder is a corporation, the proxy form must be signed in accordance with section 127 of the Corporations Act. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the commencement of the meeting. Proxy form and authorities may be lodged:

- by post to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001, or;
- by hand delivery to Computershare at Level 5, 115 Grenfell Street, Adelaide SA 5000, or;

- by facsimile to Computershare on (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555 or the Company on +61 8 8271 1988; or;
- electronically by casting votes online at www.investorvote.com.au and follow the prompts. To use this facility you will need your holder number (SRN or HIN), postcode and control number as shown on the proxy form. You will have been taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.

Shareholders who forward their proxy forms by fax must make available the original executed form of the proxy for production at the meeting, if called upon to do so.

Chairman acting as proxy

Shareholders may appoint the Chairman of the meeting as their proxy.

Where the Chairman is appointed as a proxy by a shareholder entitled to cast a vote on a particular resolution and the proxy form specifies how the Chairman is to vote on the resolution (that is, a directed proxy), the Chairman must vote in accordance with that direction.

In respect of proxies where no voting direction has been given (undirected proxies), the Chairman intends to vote all available proxies in favour of the resolutions other than in respect of resolution 3. The Chairman intends to vote all available proxies against resolution 3.

In relation to resolution 1, if the shareholder has appointed the Chairman as their proxy and no voting direction has been given, the shareholder will be expressly authorising the Chairman to exercise the undirected proxy in respect of resolution 1 even though the resolution is connected with the remuneration of members of the KMP of the Company. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairman of the meeting as your proxy.

3. Custodian voting

For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

4. Entitlement to vote at the meeting

For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at 7.00 pm (Adelaide time) on Tuesday, 28 November 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

5. Quorum

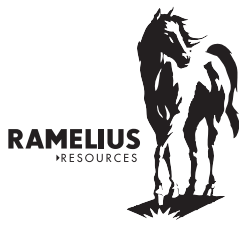
The Constitution of the Company provides that 10 shareholders present in person, by proxy, attorney or body corporate representative shall be a quorum for a general meeting of the Company.

6. Appointing a corporate representative

Corporate representatives are requested to bring appropriate evidence of appointments as a representative. Proof of identity will be required for corporate representatives.

7. Appointment of an attorney

Attorneys are requested to bring a power of attorney pursuant to which they are appointed. Proof of identity will also be required for attorneys.



Ramelius Resources Limited

ABN 51 001 717 540

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555


For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

Proxy Form

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 Vote and view the annual report online <ul style="list-style-type: none">• Go to www.investorvote.com.au or scan the QR Code with your mobile device.• Follow the instructions on the secure website to vote.	
Your access information that you will need to vote: <p>Control Number:</p> <p>SRN/HIN:</p> <p>PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p>	

 **For your vote to be effective it must be received by 11:00am (Adelaide time) Tuesday 28 November 2017**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Ramelius Resources Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Ramelius Resources Limited to be held at **Pullman Adelaide, 16 Hindmarsh Square, Adelaide SA 5000 on Thursday, 30 November 2017 at 11:00am (Adelaide time)** and at any adjournment or postponement of that Meeting.

Chairman 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 **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 1** by marking the appropriate box in step 2 below.

STEP 2

Items of Business



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

ORDINARY BUSINESS

The Chairman of the Meeting intends to vote all available proxies in favour of the following items of business:

1 Adoption of Remuneration Report

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2 Re-election of Mr Michael Andrew Bohm

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote all available proxies against the following item of business:

3 Election of Mr Stephen Lewis Matthews as a director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /