

Ramelius Resources Limited

ACN: 001 717 540

Ramelius Resources Limited
140 Greenhill Road, Unley SA 5061
GPO Box 506 Unley SA 5061
Telephone (08) 8271 1999



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **Ramelius Resources Limited (Company)** will be held at Hyatt Regency Perth, 99 Adelaide Terrace Perth WA 6000, on Thursday 29 November 2018 at 11.00 am Perth 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 2018.

The Ramelius Resources Limited 2018 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 2018 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 Kevin James Lines**

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

“That Mr Kevin James Lines, 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 Lines’ qualifications and experience is set out in the explanatory memorandum accompanying the notice convening this meeting.

3. **Election of Mr David Clifford Southam as a director**

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

“That Mr David Clifford Southam, being a director of the Company appointed by the directors since the last Annual General Meeting who retires pursuant to clause 47 of the Company’s constitution, and being eligible, is elected as a director of the Company.”

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

SPECIAL BUSINESS

4. **Grant of Performance Rights to a Director**

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

“That, approval be given for the purpose of ASX Listing Rule 10.14 and for all other purposes, to the acquisition by Mr Mark William Zeptner of 568,956 performance rights in accordance with the terms of the Company’s Performance Rights Plan Rules and on the basis described in the explanatory memorandum accompanying the notice convening this meeting.”

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Mark William Zeptner, Managing Director of the Company and any of his associates.

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Voting Prohibition Statement

In accordance with the Corporations Act, a vote must not be cast on this resolution (and will be taken not to have been cast if cast contrary to this restriction) by a member of the key management personnel, and closely related party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on this resolution. However, this restriction does not apply in respect of a person who is the chair of the meeting at which the resolution is voted on and the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel.

5. **Appointment of Auditor**

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

"That, subject to the Australian Securities and Investments Commission granting its consent to the resignation of the Company's current auditor, Grant Thornton Audit Pty Ltd, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, Deloitte Touche Tohmatsu, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company and the directors of the Company be authorised to set the auditor's remuneration."

6. **Amendment of the Constitution**

To consider, and if thought fit, pass the following resolution as a special resolution:

"That the Constitution of the Company be amended as detailed in the document tabled at the Annual General Meeting and generally described in the explanatory memorandum accompanying the notice convening this meeting.

7. **OTHER BUSINESS**

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 2018

**EXPLANATORY MEMORANDUM ACCOMPANYING
NOTICE OF ANNUAL GENERAL MEETING ('AGM')
TO BE HELD ON THURSDAY 29 NOVEMBER 2018**

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 2018.

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 61 of the 2018 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 the resolution.

2. RE-ELECTION OF MR KEVIN JAMES LINES

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

Kevin James Lines *BSc (Geology), MAusIMM, MAICD.*

Mr Lines joined the Company as a non-executive director on 9 April 2008. He has more than 35 years of experience in mineral exploration and mining for gold, copper, lead/zinc and tin. He has held senior geological management positions with Newmont Australia Limited, Normandy Mining Limited and the CRA group of companies. He was the foundation Chief Geologist at Kalgoorlie Consolidated Gold Mines where he led the team that developed the ore-body models and geological systems for the Super-Pit Operations in Kalgoorlie and managed the Eastern Australian Exploration Division of Newmont Australia that included responsibility for the expansive tenement holdings of the Tanami region. The contribution of Mr Lines to the Board is his experience in the assessment and evaluation of exploration projects and development of properties and mining operations overseas. Following the passing of Mr Kennedy in March 2018, Mr Lines was appointed Chairman of Ramelius. He was Chairman of the Audit and Risk Committee until August 2018. Mr Lines is a member of the Audit & Risk Committee and the Nomination and Remuneration Committee. The Board regards Mr Lines as an independent non-executive director.

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

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

3. ELECTION OF DIRECTOR

Mr David Clifford Southam was appointed by the Company's Board as a director of the Company on 2 July 2018.

Mr Southam was appointed a director of the Company by the other directors since the last Annual General Meeting (AGM). Under ASX Listing Rule 14.4, Mr Southam must not hold office (without re-election) past the AGM following his appointment and under clause 47 of the Company's constitution he is required to retire.

Mr Southam, being eligible, offers himself for election by members at the AGM. A summary of Mr Southam's qualifications and experience follows.

David Clifford Southam *B.Comm, CPA, MAICD.*

Mr Southam is a Certified Practicing Accountant with more than 25 years' experience in accounting, capital markets and finance across the resources and industrial sectors. Mr Southam has been intimately involved in several large project financings in multiple jurisdictions and has completed significant capital market and M & A transactions. Mr Southam is Chairman of the Audit and Risk Committee and a member of the Nomination and Remuneration Committee. The contribution of Mr Southam to the Board is his financial skills and resource industry experience.

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

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

SPECIAL BUSINESS

4. GRANT OF PERFORMANCE RIGHTS TO A DIRECTOR

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition:

- a director of the entity, or
- an associate of a director of the entity, or
- a person whose relationship with the entity or a director or associate of a director is, in ASX's opinion, such that approval should be obtained.

The approval of shareholders is sought by virtue of this resolution which provides approval for the purpose of Listing Rule 10.14 for the acquisition of performance rights by the Company's Managing Director, Mr Mark William Zeptner, under the Company's Performance Rights Plan ("PRP") and on the basis described in this explanatory memorandum.

The following information is provided under Listing Rule 10.15.

- The maximum number of performance rights that may be acquired by the Company's Managing Director, Mr Mark William Zeptner and for which approval is sought is 568,966.
- The Managing Director will not make any cash payment for the performance rights for which shareholder approval is sought. The performance rights are an incentive mechanism for future performance and can only be exercised subject to satisfaction of the performance hurdles set out in the PRP rules and on the basis described in this explanatory memorandum.
- The Managing Director is the only person referred to in ASX Listing Rule 10.14 entitled to participate in the PRP and he has previously been issued 500,000 performance rights under the PRP.
- The Company's other directors are non-executive and are therefore not eligible to participate in the PRP.
- No loan will be made in relation to the acquisition.
- The Company intends to issue the rights within 1 month from the date of the meeting to which this explanatory memorandum relates but, in any event, no later than 12 months after the meeting.

Summary of terms of grant of the performance rights to Mr Zeptner

Under the terms of grant of the performance rights, all performance rights will vest on 30 June 2021, provided Mr Zeptner is still employed by the Company at the vesting date and subject to performance conditions over the vesting and measurement period having been satisfied.

The vesting and measurement period is the three (3) year period from 1 July 2018 to the date that the rights vest. The performance conditions require that at the end of the vesting and measurement period, the Company's performance, as defined by actual aggregate total shareholder return ("TSR") will be assessed against defined targets. If TSR meets the specified criteria, then the performance rights will vest. Once vested, performance rights may be exercised within 7 years of the date they vest.

TSR is a measure of return to shareholders as defined by the percentage change in the Company's share price over the vesting and measurement period. TSR is calculated by reference to the volume weighted average price of Ramelius shares traded on the Australian Securities Exchange during the 20 trading days before and including the first trading day of

the vesting and measurement period and the 20 trading days up to and including the last trading day of the vesting and measurement period.

The Company's TSR over the vesting period will be calculated and assessed relative to the performance of the Company's peers. A specific peer group is adopted as approved by the Board from time to time for comparison purposes which includes companies that are engaged in similar activities to the Company and with whom the Company competes for capital and talent. The TSR performance of each company included in the benchmark group will be determined and used to determine the overall TSR of the peer group. Depending on how the Company's TSR compares to that of the peer group will determine the proportion of the performance rights that vest, as set out below:

Relative TSR over the Vesting and Measurement Period	Proportion of Performance Rights vested
Below the 50 th percentile	0%
At the 50 th percentile	50%
Between the 50 th & 75 th percentile	Pro-rata between 50 and 100%
At and above the 75 th percentile	100%

Any performance rights that do not vest because of failure to achieve targeted performance will lapse unless the Board, at its discretion, determines otherwise. No re-testing of targeted performance is permitted.

The performance rights may only be transferred, assigned or otherwise disposed or encumbered with the consent of the Board or by force of law upon death to a legal personal representative or upon bankruptcy to a trustee in bankruptcy. Performance shares acquired on the exercise of vested performance rights may be traded immediately after quotation of the performance shares.

Mr Zeptner will be eligible to be issued with one fully paid ordinary share in the Company for each right that vests.

No payment is required for the grant of a performance right. There is no payment required on issue of performance shares in respect of vested performance rights which have been exercised.

The conditions of the rights do not restrict Mr Zeptner from transferring any of the shares acquired on vesting of the rights, or using them as security for a loan, or dealing with them in any other way.

Mr Zeptner will only be entitled to receive dividends, distributions, rights or bonus shares associated with the underlying shares from the time that vested performance rights have been exercised and performance shares issued.

If Mr Zeptner ceases to be an employee of the Company prior to the vesting of the rights, all unvested performance rights at the date of cessation of employment will lapse. However, unless subject to a specific agreement with the Board, if Mr Zeptner ceases employment because of death, disability, bona fide redundancy or other reason with the approval of the Board and at that time Mr Zeptner continues to satisfy any other relevant conditions imposed by the Board at the time of grant, the Board may determine the extent to which performance

rights granted to Mr Zeptner vest. If no determination is made by the Board all performance rights held will lapse.

In the event of a takeover bid any performance rights granted (or that the Company is contractually obligated to grant to Mr Zeptner) will vest, where, in the Board's absolute discretion, pro rata performance is in line with the performance condition applicable to those performance rights over the period from the date of issue to the date of the takeover bid. Any performance right which the Board determines does not vest will automatically lapse, unless the Board determines otherwise.

Where a court orders a meeting to be held in relation to a proposed compromise or arrangement in connection with a scheme for reconstruction of the Company; any person becomes bound or entitled to acquire shares in the company under section 414 or Chapter 6A of the Corporations Act; the Company passes a resolution for voluntary winding up; or an order is made for the compulsory winding up of the Company then the Board may determine that all or a specified number of the rights vest where the Board is satisfied that the applicable performance conditions have been satisfied on a pro rata basis over the period from the date of the issue to the date of the relevant action (e.g. the date of the court ordered meeting, passing of resolution for voluntary winding up etc).

The number of performance rights may be adjusted if shares are issued pro rata to the Company's shareholders generally by way of bonus issue involving capitalisation of reserves or distributable profits or on any reorganisation.

The Directors (with Directors who are eligible to participate in an employee incentive scheme in relation to the Company abstaining) recommend shareholders vote in favour of the resolution.

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

5. APPOINTMENT OF AUDITOR

Given the relocation of the corporate office from Adelaide to Perth and the Company's existing auditor being Adelaide based, a tender process for the audit of the Company was undertaken. As a result, the Directors have agreed to change the Company's auditor. Grant Thornton Audit Pty Ltd will resign as auditor of the Company. For public companies, the appointment of a new auditor requires a resolution of shareholders at the Annual General Meeting.

The Company's Audit and Risk Committee has considered the appointment of Deloitte Touche Tohmatsu ("Deloitte") as auditor and the Board has agreed to this resolution being presented to the shareholders of the Company for a formal vote. To give effect to the change the current auditor, Grant Thornton Audit Pty Ltd, will lodge a request with the Australian Securities & Investments Commission ("ASIC") for consent to resign in favour of the appointment of Deloitte. The resolution is conditional upon ASIC's consent to the resignation of Grant Thornton Audit Pty Ltd, and the Company anticipates that this consent will be forthcoming.

In accordance with section 328B of the Corporations Act, notice in writing nominating Deloitte has been given to the Company by a member of the Company to fill the office of auditor which will become vacant by virtue of the resignation of the existing auditor, Grant Thornton Audit Pty Ltd. A copy of this notice is included in this Notice of Meeting as Annexure A. The appointment of Deloitte will be by vote of shareholders as an ordinary resolution.

Subject to approval by shareholders, the appointment of Deloitte will be effective for the 2019 financial year. Grant Thornton Audit Pty Ltd remained responsible for the audit for the 2018 financial year.

The Directors recommend shareholders vote in favour of the resolution.

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

6. AMENDMENT OF THE CONSTITUTION

It is proposed to amend clause 23 of Part 4 of the existing Constitution (this part deals generally with the transfer of shares) to specifically align this clause with ASX Listing Rule 8.14.1.

Clause 23 currently states that the Company must not charge a fee to register a transfer.

Clause 101.6 of the existing Constitution provides that if any provision of the Constitution is or becomes inconsistent with the ASX Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency. The proposed amendment is directed towards removing any ambiguity with respect to the application of Listing Rule 8.14.1.

ASX Listing Rule 8.14.1 permits an entity or its registry to charge a reasonable fee for the following non-standard registry activities:

- issuing a certificate to replace one that is lost or destroyed;
- marking a transfer form, or marking a renunciation and transfer form, within two business days after the form is lodged;
- issuing a special transaction statement (i.e. a statement of transactions in a security holder's account issued by the entity at the request of the holder); or
- registering paper- based transfers in registrable form.

Charging a reasonable fee for the activities referred to in ASX Listing Rule 8.14.1 reflects the fact that these activities are "out of the ordinary" and therefore involve additional time and effort on the part of the entity or its registry. They also require particular care and diligence on the part of the entity or its registry to avoid fraud.

The flexibility to charge the fees (provided they are reasonable) is only relevant to the specific limited circumstances provided for in Rule 8.14.1. As the vast majority of share transfers are effected by electronic means, they are not subject to Listing Rule 8.14.1.

The Directors recommend shareholders vote in favour of the resolution.

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

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 forms 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;
- 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.

In relation to resolutions 1 and 4, 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 resolutions 1 and 4 even though the resolutions are 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 (Sydney time) on Tuesday, 27 November 2018. 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.

ANNEXURE A

SEYMOUR
Superannuation Fund

ABN: 86 954 434 708

Unit 8, 154 Aberdeen Street
Northbridge WA 6003

Telephone: +61 400 027 730

Email: seyrock@bigpond.com

17 October 2018

The Company Secretary
Ramelius Resources Limited
Level 1, 130 Royal Street
East Perth, WA 6004

Dear Sir,

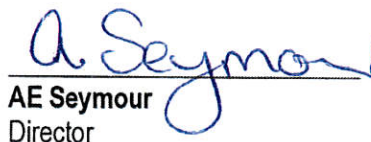
Nomination of Auditor

In accordance with the provisions of section 328B of the Corporations Act 2001, the Seymour Superannuation Fund, being a member of Ramelius Resources Ltd, hereby nominates Deloitte Touche Tohmatsu for appointment as auditor of that company.

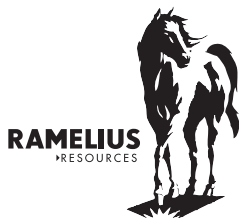
Yours sincerely,



KM Seymour
Director
Seymour Rock Consulting Pty Ltd
as Trustee for
Seymour Superannuation Fund



AE Seymour
Director



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 (Perth time) Tuesday 27 November 2018**

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 **Hyatt Regency Perth, 99 Adelaide Terrace, Perth WA 6000 on Thursday, 29 November 2018 at 11:00am (Perth 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 **Items 1 & 4** (except where I/we have indicated a different voting intention below) even though **Items 1 & 4** are 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 **Items 1 & 4** 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

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Kevin James Lines	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr David Clifford Southam as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

4 Grant of Performance Rights to a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Amendment of the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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 / /