

NOTICE OF ANNUAL GENERAL MEETING

The 2015 Annual General Meeting of shareholders of **Kaili Resources Limited** ("Company") will be held at the **Offices of Piper Alderman, Level 23, Governor Macquarie Tower, 1 Farrer Place, Sydney on Monday 30 November 2015 at 10:30 am.**

FINANCIAL, DIRECTORS' AND AUDITOR'S REPORTS

To receive and consider the Financial Report of the Company, the Directors' Report and the Auditor's Report for the year ended 31 December 2014.

A hard copy of the 2014 Annual Report is mailed to all shareholders. A copy of the 2014 Annual Report may be obtained from the Company's website at www.kailigroup.com.au

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following ordinary resolutions:

- 1. Election of Mr Chi Yuen (William) Kuan as a Director**
"That Mr Chi Yuen (William) Kuan being a director of the Company appointed since the last annual general meeting retires according to the Bye-Laws of the Company and who, being eligible, offers himself for election, be elected a director of the Company."
- 2. Election of Mr Jianzhong Yang as a Director**
"That Mr Jianzhong Yang who retires according to the Bye-Laws of the Company and who, being eligible, offers himself for election, be elected a director of the Company."
- 3. Approval for 8,000,000 shares already issued on 24 March 2015**
"That approval is given in accordance with Listing Rule 7.4 of ASX Limited for the issue and allotment on 24 March 2015 of a total of 8,000,000 fully paid ordinary shares in Kaili Resources Limited at of \$0.20 per share, as detailed in the Explanatory Statement."

VOTING EXCLUSION

Resolution 3

In accordance with Listing Rule 7.5.6 of ASX, the Company will disregard any votes cast on Resolution 4 by:

- a person who participated in the issue of securities; and
- an associate of that person.

However the Company need not disregard a vote if 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
- the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

HOW TO VOTE

If you wish to vote on the resolutions contained in this notice, you should either attend the meeting in person, or appoint a proxy or proxies to attend on your behalf. In relation to the appointment of proxies, refer to the notes on proxies on the Proxy Form. A body corporate may appoint a representative to attend in accordance with the Bye-Laws of the Company. An executed notice evidencing the appointment of the person attending is required when registering at the Annual General Meeting.

To be valid, forms of proxy (enclosed) for use at the meeting must be completed and returned to the Company no later than 10:30 am NSW Standard Time on 28 November 2015.

ENTITLEMENT TO VOTE

For the purpose of the meeting, and in accordance with the Bye-Laws of the Company, the shares in the Company will be taken to be held by the persons who are registered holders as at 10:30 am (NSW Standard Time) on 28 November 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Dated this 27th day of October 2015.

By Order of the Board of Directors of the Company



Ranee Pang
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement provides information to shareholders for the Annual General Meeting of shareholders of Kaili Resources Limited to be held on **30 November 2015 at 10:30 am** at the **Offices of Piper Alderman, Level 23, Governor Macquarie Tower, 1 Farrer Place, Sydney** and it should be read in conjunction with the accompanying Notice of Annual General Meeting.

Receipt of Financial, Directors' and Auditor's Reports

The first item of business deals with the Financial Report of the Company, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2014. Shareholders are to consider these reports and seek explanations, if required, from the Directors when the reports are presented to the meeting. No resolution is required on these reports and they are only required to be laid at the meeting in accordance with the Companies Act 1981 of Bermuda.

Resolutions 1 and 2 - Election of Directors – Mr Chi Yuen (William) Kuan and Mr Jianzhong Yang

Mr Chi Yuen (William) Kuan is a Non-Executive Director and Mr Jianzhong Yang is the Chairman of the Board. Details of their experience are set out on page 3 of the 2014 Annual Report.

Resolution 3 - Approval for 8,000,000 shares Already Issued on 24 March 2015

On 24 March 2015, the Company issued and allotted 8,000,000 fully paid ordinary shares in the Company ("Shares") at a price of \$0.20 per Share to 332 entities who applied for Shares in the public offer under the Prospectus dated 5 February 2015 and who are not related parties of the Company. The public offer was fully subscribed and a total cash of \$1,600,000 before expenses was raised from the issue. The cash raised will be applied to exploration expenditure, general working capital and expenses to the issue of shares. The Shares have the same rights as other Shares of the Company already on issue.

As a result of that issue the Company was successful in its application for reinstatement of quotation of its Shares on the Australian Securities Exchange.

The Directors recommend that you vote in favour of this resolution.