

LONGFORD RESOURCES LIMITED

ACN 108 456 444

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 10.00am (WST)

DATE: 5 April 2018

PLACE: Suite 9, 5 Centro Avenue
Subiaco, Western Australia 6008

This Notice of General Meeting and Explanatory Statement 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 without delay.

Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary on +61 8 9226 1356.

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IMPORTANT INFORMATION

Time and place of Meeting

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am (WST) on Thursday, 5 April 2018 at:

Suite 9, 5 Centro Avenue
Subiaco, Western Australia 6008

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Company may specify a time, not more than 48 hours before the Meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the General Meeting.

The Company’s Directors have determined that all Shares of the Company that are on issue at 4.00pm (WST) on Tuesday, 3 April 2018 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

A Proxy Form is attached to this Notice of Meeting. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. Lodgement of a Proxy Form will not preclude a Shareholder from attending and 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 of the Company; 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- In person at:
Longford Resources Limited
Suite 9, 5 Centro Avenue
Subiaco, Western Australia 6008
- By post to:
Longford Resources Limited
PO Box 457
West Perth, Western Australia 6872
- By facsimile to +61 8 9226 2027
- By scan and email to info@longfordresources.com

Please note that the Proxy Form must be received by the Company not later than **10.00am (WST)** on **Tuesday, 3 April 2018**. **Proxy Forms received later than this time will be invalid.**

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

BUSINESS OF THE MEETING

The business to be considered at the Meeting is set out below.

1. **RESOLUTION 1 – CHANGE OF COMPANY NAME TO NEW WORLD COBALT LIMITED**

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

“That for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, the name of the Company be changed from “Longford Resources Limited” to “**New World Cobalt Limited**”, with effect from the day on which the Australian Securities and Investments Commission alters the details of the Company’s registration.”

Dated: 28 February 2018

By order of the Board

IAN CUNNINGHAM
COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution.

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

1. RESOLUTION 1 – CHANGE OF NAME

1.1 Background

The Directors have determined to change the Company's name to "**New World Cobalt Limited**", to better reflect the nature of the Company's operations and new management structure following the acquisition of Liaz Pty Ltd and its portfolio of cobalt exploration assets in the USA.

Accordingly, pursuant to the Resolution the Company now seeks approval to change its company name from "Longford Resources Limited" to "**New World Cobalt Limited**".

Pursuant to section 157(1)(a) of the Corporations Act, the Company may change its name by special resolution, which requires the approval of 75% of the Shareholders attending and entitled to vote at the Meeting.

Subject to receipt of the requisite Shareholder approval, the name change will take effect from the day on which ASIC alters the details of the Company's registration.

This change will not, in itself, affect the legal status of the Company or any of its assets or liabilities.

Subject to the change of name being implemented, the new ASX code for the Company will be **NWC**.

1.2 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the Resolution.

2. ENQUIRIES

Shareholders may contact the Company Secretary on (+61) 8 9226 1356 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means board of Directors.

Chair means chair of the General Meeting.

Company means Longford Resources Limited ACN 108 456 444.

Constitution means the constitution of the Company.

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

Director means director of the Company.

Explanatory Statement means the explanatory statement that accompanies this Notice of General Meeting.

Meeting or General Meeting means the general meeting convened by this Notice of General Meeting.

Notice of General Meeting or Notice of Meeting means this notice of General Meeting.

Proxy Form means the proxy form enclosed with this Notice of General Meeting.

Resolution means the resolution proposed under this Notice of Meeting.

Share means fully paid ordinary share in the capital of the Company.

Shareholder means the holder of a Share in the Company.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

LONGFORD RESOURCES LIMITED

ACN 108 456 444

GENERAL MEETING

I/We _____

of: _____

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name: _____

OR: ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10.00am, on Thursday, 5 April 2018 at Suite 9, 5 Centro Avenue, Subiaco, Western Australia 6008, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

This proxy is solicited by and on behalf of management. The Chair intends to vote undirected proxies in favour of the Resolution. In exceptional circumstances the Chair may change his/her voting intention on the Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting	FOR	AGAINST	ABSTAIN
Resolution 1 Approval of Change of Name to New World Cobalt Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail in
relation to this Proxy Form:

YES ☐ NO ☐

HOW TO COMPLETE THIS PROXY FORM

1. YOUR NAME AND ADDRESS

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint Shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.

2. APPOINTMENT OF A PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company.

3. VOTES ON RESOLUTION

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolution. All your Shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution your vote on the Resolution will be invalid.

If you direct your proxy how to vote validly in accordance with these instructions and your proxy fails to either attend the Meeting or vote on the directed Resolution, the Chairman of the Meeting is taken to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting and must vote in accordance with your proxy.

4. VOTING ENTITLEMENTS

In accordance with the Corporations Act, the Company has determined that the Shareholding of each person for the purpose of determining entitlements to attend and vote at the Meeting will be the entitlement of that person set out in the Company's share register as at 4.00pm (WST) on Tuesday, 3 April 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

5. VOTING IN PERSON

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the attached proxy form to the Meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the Meeting to facilitate this registration process.

A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with Section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the Certificate may be obtained from the Company's share registry or from the Company's registered office.

6. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company Secretary on +61 8 9226 1356 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

7. SIGNING INSTRUCTIONS

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

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the Shareholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

8. LODGING YOUR PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the Meeting being no later than 10.00am (WST) on Tuesday, 3 April 2018. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

In Person	By Mail	By Facsimile	By Scan and Email
Longford Resources Limited, Suite 9, 5 Centro Avenue, Subiaco, Western Australia 6008	Longford Resources Limited, PO Box 457, West Perth, Western Australia 6872	+61 8 9226 2027	info@longfordresources.com