



TWENTY SEVEN CO. LIMITED

ACN 119 978 013

NOTICE OF ANNUAL GENERAL MEETING - 2018

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting:

Wednesday, 28 November 2018

Time of Meeting:

10.30 am (Adelaide time)

Place of Meeting:

Level 1, 28 Greenhill Road
Wayville, South Australia

Notice of Annual General Meeting – 2018

AGENDA

Notice is hereby given that the Annual General Meeting of the Shareholders of Twenty Seven Co. Limited will be held at Level 1, 28 Greenhill Road, Wayville South Australia 5034, on Wednesday, 28 November 2018 at 10.30 am (Adelaide time),

The Explanatory Memorandum that accompanies and forms a part of this Notice of Annual General Meeting describes the matters to be considered at the meeting.

GENERAL BUSINESS

FINANCIAL STATEMENTS AND REPORT

To receive and consider the Financial Report for the year ended 30 June 2018 and the reports of the Directors and Auditor, as set out in the 2018 Annual Report.

ORDINARY BUSINESS

RESOLUTION 1 - REMUNERATION REPORT

To consider, and if thought fit, to pass the following non-binding advisory resolution:

‘That the Remuneration Report for the year ended 30 June 2018 as set out in the 2018 Annual Report be adopted’

RESOLUTION 2 - ELECTION OF MARK SIFORD AS A DIRECTOR

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

‘That Mark Siford, a Director appointed on 28 August 2018 by resolution of Directors, being eligible is elected as a Director of the Company, in accordance with Listing Rule 14.4 and clause 2.5 of the Constitution of the Company.’

RESOLUTION 3 - RE-ELECTION OF ALICE MCCLEARY AS A DIRECTOR

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

‘That Alice McCleary, a Non-Executive Director retiring by rotation in accordance with ASX Limited (ASX) Listing Rule 14.5 and clause 2.6 of the Constitution of the Company, and being eligible for re-election, be re-elected as a Non-Executive Director of the Company.’

SPECIAL BUSINESS

RESOLUTION 4 - APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

‘That, for the purpose of Listing Rule 7.1A, approval is given for the Company to issue Equity Securities totaling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.’

VOTING RESTRICTIONS

Resolution 1 (Remuneration Report)

In accordance with the Corporations Act, a vote must not be cast on Resolution 1 (and will be taken not to have been cast if cast contrary to this restriction) by 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, the member or any Closely Related Party of such a member may vote if:

- a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution, or by 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 the remuneration of a member of the Key Management Personnel; and
- b) it is not cast on behalf of the member or any Closely Related Party of such a member.

Notice of Annual General Meeting – 2018

Resolution 4 (10% Additional Placement Capacity)

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 4 by any person who may participate in the proposed issue, or who might obtain a benefit (other than a benefit solely in the capacity of a holder of Shares) if Resolution 4 is passed, and any associates of such person. However, the Company need not disregard a vote if:

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

As at the date of this Notice of Meeting the Company has no specific plans to issue Equity Securities pursuant to ASX Listing Rule 7.1A, therefore it is not known who (if any) may participate in a potential (if any) issue of Equity Securities under ASX Listing Rule 7.1A (if approved).

PROXIES

Appointment of Proxy

A Shareholder who is entitled to attend and cast a vote at the Annual General Meeting and who wishes to vote on the resolutions contained in this Notice should either attend in person or appoint a proxy or proxies to attend or vote on the Shareholder's behalf. A Shareholder entitled to attend and to cast two or more votes may appoint up to two proxies to attend and vote on behalf of that Shareholder. A proxy need not be a Shareholder. A proxy form is included with this Notice of Annual General Meeting. A Shareholder that is a body corporate may appoint a representative to attend in accordance with the *Corporations Act*.

If a Shareholder appoints two proxies, then the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the Shareholder appoints two proxies and the appointment does not so specify, each proxy may exercise half of the votes able to be cast by the appointing Shareholder. Fractions of votes will be disregarded.

A proxy form must be signed by the Shareholder or their duly appointed attorney, or in the case of a body corporate, executed in accordance with the Constitution, or signed by a duly authorised officer or attorney.

To be effective, the Company must receive the completed proxy form signed by the Shareholder and, if the form is signed by the Shareholder's attorney or authorised officer of a corporation, the authority under which the proxy form is signed or a certified copy of the authority by post or fax **no later than 10.30 am (Adelaide time) on Monday, 26 November 2018 (being 48 hours before the commencement of the meeting)** to:

- the Company's registered office at Ground Floor, 28 Greenhill Road, Wayville, South Australia 5034 (facsimile (08) 8132 0577); or
- the Company's share registrar, Computershare Investor Services Pty Limited, as listed below

Enter the control number, SRN/HIN and postcode shown on the first page of the proxy form at:

www.investorvote.com.au

Twenty Seven Co. Limited
C/- Computershare Investor
Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

Twenty Seven Co. Limited
C/- Computershare Investor
Services Pty Limited
(within Australia) 1800 783 447
(outside Australia) +613 9473 2555

If you require an additional proxy form, please contact Computershare Investor Services Pty Limited.

Custodian Voting

Custodian Voting is available for Intermediary Online subscribers only (Custodians) by visiting www.intermediaryonline.com to submit your voting intentions.

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Voting by proxies

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit subject to the requirements outlined in the proxy form. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the chair to vote in accordance with the directions on the proxy form.

Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairperson of the meeting as your proxy.

Appointment of a Company representative

A body corporate may elect to appoint a representative, rather than appoint a proxy, in accordance with the Corporations Act. Where a body corporate appoints a representative, the Company requires written proof of the representative's appointment to be lodged with or presented to the Company before the meeting.

Entitlement Time

For the purpose of determining the voting entitlements at the meeting, the Board has determined that, in accordance with the Company's Constitution and the *Corporations Act*, the shares in the Company will be taken to be held by the registered holders of those shares at 7.00 pm (Sydney time) on Monday, 26 November 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

You may view the 2018 Annual Report at the Twenty Seven Co. Limited website (www.twentysevenco.com.au)

By order of the Board



Damien Connor
Company Secretary
22 October 2018

Explanatory Memorandum

IMPORTANT NOTICE

This Explanatory Memorandum forms part of the Notice of Meeting and has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of Shareholders to be held at 10:30 am on Wednesday, 28 November 2018 at Level 1, 28 Greenhill Road, Wayville South Australia 5034.

This Explanatory Memorandum should be read in full and in conjunction with the accompanying Notice of Annual General Meeting before making any decision in relation to the resolutions, and is a brief explanation of Resolutions 1 to 4 in the Notice of Annual General Meeting and why the Company is seeking Shareholder approval.

FINANCIAL STATEMENTS AND REPORT

As required by Section 317 of the Corporations Act, the Financial Report and the reports of the Directors and the Auditor for the financial year ended 30 June 2018 will be laid before the meeting.

During this item of business, Shareholders will be given reasonable opportunity to ask questions and make comments about the reports and the business and management of the Company.

There is no requirement for Shareholders to approve these reports. However, Shareholders will be given a reasonable opportunity to ask a representative of the Company's Auditor, Grant Thornton, questions in relation to the conduct of the audit (including the independence of the Auditor), and the accounting policies adopted by the Company.

RESOLUTION 1 - REMUNERATION REPORT

Shareholders are asked to adopt the Company's Remuneration Report contained in the Directors' Report set out in the 2018 Annual Report and is also available on the Company's website at www.twentysevenco.com.au.

The Remuneration Report provides information on the following issues:

- the policies adopted by the Board for determining the nature and amount of remuneration of Directors, the company secretary and senior managers;
- the relationship between the remuneration policies and the Company's performance;
- the performance conditions that apply to the different components of the remuneration structure, why those performance conditions were chosen and how performance is measured against them; and
- remuneration details for Directors and senior executives.

The Board believes the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objective and current and emerging market practices.

A reasonable opportunity for discussion of the Remuneration Report will be provided at the Annual General Meeting.

The shareholder vote on the Remuneration Report is advisory only and does not bind the Directors or the Company, in accordance with Section 250R of the Corporations Act. If more than 25% of the votes cast on a resolution to adopt the remuneration report are against the adoption of the remuneration report for two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution that another meeting be held within 90 days, at which all of the Company's Directors must stand for re-election. At the 2017 AGM, the Company's remuneration report for the year ended 30 June 2017 did not receive 25% or more 'no' votes.

Board Recommendation

The Board recommends that Shareholders vote **IN FAVOUR** of adopting the Remuneration Report.

The Chairman of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 1.

Explanatory Memorandum

RESOLUTION 2 - ELECTION OF MARK SIFORD AS A DIRECTOR

Mark Siford was appointed as a Director of the Company by the Board on 28 August 2018. Mark offers himself for election at the first Annual General Meeting since his appointment, in accordance with Listing Rule 14.4 and clause 2.5 of the Company's Constitution. Mark's qualifications and experience are set out below.

Mark Siford

BCom (Hons), BA, GAICD

Mark Siford was appointed as an independent non-executive Director of Twenty Seven Co. Limited on 28 August 2018 and is also a member of the Company's Audit & Risk Committee.

Mark has a Bachelor of Commerce with First Class Honours, a Bachelor of Arts in Classics and History, and is also a graduate member of the Australian Institute of Company Directors.

Mark has worked in the institutional stockbroking and investment business for over 25 years and has experience across a range of global industries, particularly base-and-specialty-metal supply chains for the technology sector. Over the past few years Mark has held a non-executive director role with private company Scope Systems, which specialises in mining software solutions for over 150 mining and circa 40 mining services companies in Australia, Africa and Asian Pacific region. His core responsibility has been to shape global corporate strategy and facilitate business development.

Mark commenced his career as an equity analyst with Macquarie Bank in Sydney, before moving to Deutsche Bank in Hong Kong, where he was Regional Director of research into Asian electronic and technology groups. His role involved regular promotion of clients to brokers and investors in the key global financial centres (including London & New York).

Now based in Perth, Australia, Mark heads a private investment vehicle focusing on opportunities in the Asia region. Mark was previously the Chairman of an NFP ethical investment fund and has taught a range of finance and investment subjects at the University of Western Australia Business School.

The Board Considers Mark Siford to be an independent director.

Board Recommendation

The Board (with Mark Siford abstaining) recommends that shareholders vote **IN FAVOUR** of Resolution 2.

The Chairman of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 2.

RESOLUTION 3 - RE-ELECTION OF ALICE McCLEARY AS A DIRECTOR

Clause 2.6 of the Company's Constitution requires that at every Annual General Meeting one third of the Directors (excluding the Managing Director) must retire from office and are eligible for re-election. Also, under ASX Listing Rule 14.4 no Director may hold office without re-election beyond the third Annual General Meeting following the meeting at which the director was last elected or re-elected.

Accordingly, Alice McCleary will retire by rotation and offers herself for re-election.

The qualifications and experience of Alice McCleary are set out below.

Alice McCleary has been a Non-Executive Director of the Company since 31 May 2006 and is Chairman of the Board and a member of the Company's Audit & Risk Committee.

Alice is a Chartered Accountant. She is a director of ASX listed Archer Exploration Limited (ASX: AXE). She is a member of the South Australian Government's Minerals and Energy Advisory Council and Deputy Chair of the Uniting Church of South Australia's Resources Board.

Alice is a former Director of Adelaide Community Healthcare Alliance Inc. (ACHA), Benefund Ltd and Forestry Corporation of South Australia, and previous leadership roles include Vice-President of the South Australian Chamber of Mines and Energy (SACOME), Deputy Chancellor of the University of South Australia and National President of the Taxation Institute of Australia. Alice's professional interests include financial management and corporate governance.

The Board Considers Alice McCleary to be an independent director.

Board Recommendation

The Board (with Alice McCleary abstaining) recommends that shareholders vote **IN FAVOUR** of Resolution 3.

The Chairman of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 3.

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RESOLUTION 4 - APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY

Background to Resolution 4

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting at which approval of the issue is obtained (10% Placement Capacity). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and allows the Company to issue up to 25% of its issued capital in total.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity at the date of this Notice of Annual General Meeting and must remain compliant with the requirements of Listing Rule 7.1A at the date of the Meeting to be able to utilise the additional capacity to issue Equity Securities under that Listing Rule.

The Company is now seeking shareholder approval by way of a Special Resolution which requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) to have the ability to issue Equity Securities under the 10% Placement Capacity. The exact number of Equity Securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

Number of Shares

The formula for calculating the maximum amount of securities to be issued under the 10% Placement Capacity is calculated as follows:

$$(A \times D) - E$$

A is the number of fully paid ordinary shares on issue 12 months before the date of issue:

- plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- plus the number of fully paid ordinary shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4 (excluding an issue of shares under the Company's 15% placement capacity without Shareholder approval);
- less the number of fully paid ordinary shares cancelled in the 12 months.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under this Listing Rule 7.1A.2 in the 12 months before the date of the issue and that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

The ability to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1

At the date of this Notice, the Company has on issue 892,061,284 Shares and therefore has capacity to issue:

- 1) 133,809,192 Equity Securities under Listing Rule 7.1; and
- 2) 89,206,128 Equity Securities under Listing Rule 7.1A (subject to approval of this Resolution 4 in this Notice).

A number of scenarios showing potential issues under Listing Rule 7.1A are detailed in the table below.

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Capacity as follows:

1) Minimum issue price

For the purpose of Listing Rule 7.1A.3, the issue price of Equity Securities under this 10% Placement Capacity will be no less than 75% of the VWAP for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- i) the date on which the price at which the securities are to be issued is agreed; or
- ii) if the securities are not issued within 5 trading days of the date in paragraph i), the date on which the securities are issued.

2) Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the table below (in the case of unlisted options, only if the unlisted options are exercised).

There is a risk that:

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- i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the approval under rule 7.1A; and
- ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below describes the potential dilution of existing ordinary security holders on the basis of at least three different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2, and also shows:

- i) at least one example that assumes variable "A" is double the number of ordinary securities on issue at the time of the approval under rule 7.1A. Variable "A" is the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future meeting of Shareholders; and
- ii) at least one example where the issue price of ordinary securities has fallen by at least 50%.

Variable 'A' in Listing rule 7.1A.2		Dilution at different share prices		
		\$0.0035 (50% decrease)	\$0.007 (Issue Price)	\$0.014 (100% increase)
Current Variable A 892,061,284 Shares	10% voting dilution	89,206,128 Shares	89,206,128 Shares	89,206,128 Shares
	Funds raised	\$312,221	\$624,442	\$1,248,885
50% increase in current Variable A 1,338,091,926 Shares	10% voting dilution	133,809,192 Shares	133,809,192 Shares	133,809,192 Shares
	Funds raised	\$468,332	\$936,664	\$1,873,328
100% increase in current Variable A 1,784,122,568 Shares	10% voting dilution	178,412,256 Shares	178,412,256 Shares	178,412,256 Shares
	Funds raised	\$624,442	\$1,248,885	\$2,497,771

The table above has been prepared on the following assumptions:

- i) The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity;
- ii) No unlisted options (including any unlisted options issued under the 10% Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities;
- iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1 or as a result of any issues of Equity Securities pursuant to any other approval under Chapter 7 of the Listing Rules.
- vi) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- vii) The issue price is \$0.007, being the closing price of the Shares on ASX on 16 October 2018.

3) Timing

The date by which the Equity Securities may be issued is the earlier of:

- i) the date that is 12 months after the date of this Annual General Meeting; and
- ii) the date of approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (change involving main undertaking).

The approval will cease to be valid in the event that holders of the Company's ordinary securities approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (change involving main undertaking).

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4) Purposes for which Equity Securities may be issued

The Company may seek to issue the Equity Securities for the following purposes:

- 1) non-cash consideration for the acquisition of the new resources, assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- 2) cash consideration. In such circumstances, the Company intends to use the funds to assist evaluation of new project opportunities, finance exploration and/or joint venture partner identification on existing titles and provide general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities under the 10% Additional Placement Capacity.

5) Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- 1) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- 2) the effect of the issue of the Equity Securities on the control of the Company;
- 3) the financial situation and solvency of the Company; and
- 4) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

6) Previously obtained approval under rule 7.1A

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2017 AGM on 24 November 2017. As such, for the purposes of rule 7.3A.6:

- a) the total number of Equity Securities issued in the 12 months preceding the date of the meeting is 936,150,000 and the percentage they represent of the total number of Equity Securities on issue at the commencement of that 12 month period is 239.48%;

Note: To avoid double-counting, this % calculation does not include the Shares issued during the 12 month period preceding the date of the meeting that relate to the vesting and exercise of 120,000,000 unlisted Class C Performance Rights. The table below at b), however, does disclose details of all Equity Securities issued within that 12-month period, including those Shares issued from vesting and exercise of the 120,000,000 unlisted Class C Performance Rights.

- b) details of all issues of Equity Securities issued by the Company during the 12 months preceding the date of the meeting, including for each such issue the required information under Listing Rule 7.3A.6(b) is set out in the table below:

Date of Issue, Number and Class of Equity Securities and Summary of key terms	Names of persons who received securities or basis on which those persons was determined	Issue Price of Equity Securities and discount to market price ¹ on the trading day prior to issue	Consideration If issued for cash – the total consideration, the amount of cash that has been spent, what it was spent on and the intended use of the remaining funds (if any). If issued for non-cash – a description of the consideration and the current value of that consideration.
9 Jan 2018 4,650,000 Shares ²	2,250,000 to Director Alice McCleary 1,600,000 to Director Martin Janes 800,000 to Director Robert Rorrison	\$0.01 per Share Discount of approx. 9.1% to the market price of 8 Jan 2018.	\$46,500 Shares issued in lieu of cash payments for Director fees owing. Shareholder approval granted at the Company's AGM held on 24 November 2017.
14 Jun 2018 40,000,000 Shares ²	Share Placement to Professional and Sophisticated Investors. No related party participation.	\$0.007 per Share Discount of approx. 22.2% to the market price of 13 Jun 2018	\$280,000 cash raised and expended entirely to fund exploration of the new tenements acquired as part of the Company's acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd (ASX Release: 13 June 2018), fund exploration on the Company's existing tenements and for general working capital purposes.

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14 Jun 2018 14,000,000 Shares ²	Nomad Vendors ³ No related party participation	\$0.007 per Share Discount of approx. 22.2% to the price of 13 Jun 2018	Shares were issued at a deemed price of \$0.007 per Share as part consideration for Company's acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd (ASX Release dated 13 June 2018).
2 Aug 2018 131,500,000 Shares ²	Share Placement to Professional and Sophisticated Investors. No related party participation.	\$0.007 per Share Discount of approx. 12.5% to the market price of 1 Aug 2018	\$920,500 cash raised and expended entirely to fund exploration of the new tenements acquired as part of the Company's acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd (ASX Release dated 13 June 2018), fund exploration on the Company's existing tenements and for general working capital purposes.
2 Aug 2018 30,000,000 Shares ²	Advisor remuneration. No related party participation.	\$0.007 per Share Discount of approx. 12.5% to the market price of 1 Aug 2018	Shares were issued at a deemed price of \$0.007 per Share as payment for advisory services provided to the Company relating to the Company's acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd
2 Aug 2018 16,000,000 Shares ²	Nomad Vendors ³ No related party participation.	\$0.007 per Share Discount of approx. 12.5% to the market price of 1 Aug 2018	Shares were issued at a deemed price of \$0.007 per Share as part consideration for Company's acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd (ASX Release dated 13 June 2018).
13 Aug 2018 180,000,000 Shares ²	Nomad Vendors ³ No related party participation.	\$0.007 per Share Nil discount to the market price of 10 Aug 2018	Shares were issued at a deemed price of \$0.007 per Share as part consideration for Company's acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd (ASX Release dated 13 June 2018).
13 Aug 2018 140,000,000 Unlisted Class A Performance Rights	Nomad Vendors ³ No related party participation.	Nil issue price. No discount as nil issue price.	Consideration for Company's acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd (ASX Release dated 13 June 2018). Current value: The Unlisted Class A Performance Rights are not listed Securities and therefore the most relevant value is the valuation upon the issue of the Securities on 13 August 2018. The Unlisted Class B Performance Rights are valued at approximately \$0.0042 per Unlisted Class A Performance Right.
13 Aug 2018 140,000,000 Unlisted Class B Performance Rights	Nomad Vendors ³ No related party participation.	Nil issue price. No discount as nil issue price.	Consideration for Company's acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd (ASX Release dated 13 June 2018). Current value: The Unlisted Class B Performance Rights are not listed Securities and therefore the most relevant value is the valuation upon the issue of the Securities on 13 August 2018. The Unlisted Class B Performance Rights are valued at between \$0.00035 and \$0.00007 per Unlisted Class B Performance Right.
13 Aug 2018 120,000,000 Unlisted Class C Performance Rights	Nomad Vendors ³ No related party participation.	Nil issue price. No discount as nil issue.	Consideration for Company's acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd (ASX Release dated 13 June 2018). Current value: The Unlisted Class C Performance Rights were issued on 13 August 2018 and vested into Shares on the same day, therefore the most relevant value for each Class C Unlisted Performance Right is the market price of the Shares on the day they were issued, which was \$0.007 per Share.
13 Aug 2018 120,000,000 Shares ²	Nomad Vendors ³ No related party participation.	Nil issue price. No discount as nil issue	The Shares were issued upon the conversion of 120,000,000 vested unlisted Class C Performance Rights The market price of the Shares on the day they were issued, and the day prior to being issued, was \$0.007 per Share.

1. The closing price on the trading platform, excluding special crossings and overnight sales.
2. Fully paid ordinary Shares.
3. Nomad Vendors means the vendors of 100% of the issued capital of Nomad.

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Board Recommendation

The Board considers that the approval of the issue of the 10% Placement Capacity described above is beneficial for the Company as it provides the Company with the flexibility to issue up to the maximum number of securities permitted under Listing Rule 7.1A in the next 12 months (without further Shareholder approval), should it be required.

Accordingly, the Directors unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 4.

A voting exclusion statement for this Resolution 4 is set out in the Notice.

The Chairman of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 4.

DEFINITIONS

In the Explanatory Memorandum and Notice of Annual General Meeting:

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors.

Class A Performance Rights means a right to receive a Share for each Right at no cost on the terms approved by Shareholders at the Extraordinary General Meeting held on 27 July 2018.

Class B Performance Rights means a right to receive a Share for each Right at no cost on the terms approved by Shareholders at the Extraordinary General Meeting held on 27 July 2018.

Class C Performance Rights means a right to receive a Share for each Right at no cost on the terms approved by Shareholders at the Extraordinary General Meeting held on 27 July 2018.

Closely Related Party has the same meaning as in the Corporations Act.

Constitution means the constitution of the Company.

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

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Director means a director of the Company.

Equity Securities or **Securities** has the same meaning as in the Listing Rules.

Key Management Personnel means a member of the key management personnel as disclosed in the Remuneration Report.

Listing Rules means the listing rules of ASX.

Meeting means the Annual General Meeting of Shareholders to be held at Level 1, 28 Greenhill Road, Wayville South Australia 5034, on Wednesday, 28 November 2018 at 10.30 am (Adelaide time).

Member or **Shareholder** means each person registered as the holder of a Share.

Nomad means Nomad Explorations Pty Ltd (ACN 622 780 027) of Suite 6, 29 McDougall Street, Milton QLD 4064.

Notice means this Notice of Annual General Meeting.

Option means an option to acquire a Share.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Resolution means a resolution referred to in this Notice.

Rights or **Performance Rights** means a right to receive a Share for each Right at no cost.

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

Special Resolution means a resolution passed by 75% or more of the votes at a general meeting of Shareholders.

Twenty Seven Co. or the **Company** means Twenty Seven Co. Limited (ACN 119 978 013).

VWAP means volume weighted average market price.





ABN 48 119 978 013

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 652 178
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the annual report online

- 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:

Control Number: 182289

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10:30am (Adelaide time) Monday 26 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

I/We being a member/s of Twenty Seven Co. 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 Twenty Seven Co. Limited to be held at **Level 1, 28 Greenhill Road, Wayville SA on Wednesday, 28 November 2018 at 10:30am (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

1. Remuneration Report

For

Against

Abstain

☐☐☐

2. Election of Mark Siford as a Director

☐☐☐

3. Re-election of Alice McCleary as a Director

☐☐☐

SPECIAL BUSINESS

4. Approval of 10% additional placement capacity

☐☐☐

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 / /