

Gold Mountain Limited
ACN 115 845 942

Notice of Annual General Meeting

The 2019 Annual General Meeting (AGM) of Gold Mountain Limited (the Company) will be held as follows:

Date: Thursday 28 November 2019

Time: 3:00 PM (Sydney time)

Venue: Bird & Bird
Level 22
MLC Centre
19 Martin Place
SYDNEY NSW 2000

Explanatory Notes

All the material in this Notice of Meeting (**NOM**) should be read in conjunction with the Explanatory Notes.

Please read the Explanatory Notes carefully.

If you are in doubt about any part of the business of the AGM, please consult your professional advisers or the Company Secretary, Eric Kam on email at eric@goldmountainltd.com.au

Voting Information & Proxy Form

Please read the Voting Information section carefully to understand your voting eligibility.

A Proxy Form is included with this NOM.

ORDINARY BUSINESS

Financial and Other Reports

To table and consider the Annual Report of the Company which includes the Financial Report, Directors' Report and Auditor's Report for the period ended 30 June 2019.

Note: The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2019 will be laid before the meeting. There is no requirement for Shareholders to approve those reports. Shareholders will be given an opportunity to raise questions of the Directors and the Company's auditor on the Financial Report and Auditor's Report at the AGM.

Remuneration Report

Resolution 1: Adoption of Remuneration Report

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

"That, the Remuneration Report for the year ended 30 June 2019 which is attached to the Financial Report, be adopted by the Company."

Re-election of Directors

Resolution 2: Re-election of Syed Hizam Alsagoff as a Director

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

"That Syed Hizam Alsagoff, having retired from his office as a Director in accordance with Rule 3.3(a) of the Company's Constitution, be re-elected as a Director."

Resolution 3: Re-election of Pay Chuan (Paul) Lim as a Director

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

"That Pay Chuan (Paul) Lim, having retired from his office as a Director in accordance with Rule 3.3(a) of the Company's Constitution, be re-elected as a Director."

Resolution 4: Re-election of Sin Pyng (Tony) Teng as a Director

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

"That Sin Pyng (Tony) Teng, having retired from his office as a Director in accordance with Rule 3.6 of the Company's Constitution, be re-elected as a Director."

SPECIAL BUSINESS

Ratification of Past Issues

Resolution 5: Past Issue of Shares and Options

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the past issue of 66,010,256 Shares and 54,307,184 Options on the terms set out in the Explanatory Notes."

Placement of Shares

Resolution 6: General Placement of Shares to Investors

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders authorise the Company to issue up to 120,000,000 Shares to Investors on the terms set out in the Explanatory Notes."

Issue of Options

Resolution 7: Issue of Options to Promoters

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders authorise the Company to issue up to 25,000,000 Options on the terms set out in the Explanatory Notes."

Related Party Participation in Capital Raising

Resolution 8: Related Party Participation in Capital Raising – Issue of Shares and Options to Sin Pyng (Tony) Teng

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders authorise the Company to issue up to 8,333,334 Shares and 8,333,334 Options to Sin Pyng (Tony) Teng (or his nominee) on the terms set out in the Explanatory Notes."

Resolution 9: Related Party Participation in Capital Raising – Issue of Options to Pay Chuan (Paul) Lim

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders authorise the issue up to 30,000,000 Options to Pay Chuan (Paul) Lim (or his nominee) on the terms set out in the Explanatory Notes."

Additional 10% Placement Capacity

Resolution 10: Approval of Additional 10% Placement Capacity

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

"That, for the purposes of ASX Listing Rule 7.1A, and for all other purposes, approval be given for the Company to be able to issue additional equity securities totalling up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed by ASX Listing Rule 7.1A.2, and on the terms set out in the Explanatory Notes."

VOTING EXCLUSION STATEMENTS AND VOTING PROHIBITION STATEMENTS

Resolution 1 – Adoption of Remuneration Report

The Company will disregard any votes cast in favour of resolution 1 by or on behalf of any of the Company's Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member. However, a person (the voter) described above may cast a vote on this resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution 1; or
- (b) the voter is the Chairman of the AGM and the appointment of the Chairman of the AGM as proxy does not specify the way the proxy is to vote on this resolution 1; and expressly authorises the Chairman to exercise the proxy even though this resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 5 – Past Issue of Shares and Options

The Company will disregard any votes cast in favour of resolution 5 by or on behalf of any person who participated in the issues and any associates of those persons. However, the entity 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.

Resolution 6 – General Placement of Shares to Investors

The Company will disregard any votes cast in favour of resolution 6 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason or being a holder of ordinary securities in the Company) and any associates of those persons. However, the entity 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.

Resolution 7 – Issue of Options to Promoters

The Company will disregard any votes cast in favour of resolution 7 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason or being a holder of ordinary securities in the Company) and any associates of those persons. However, the entity 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.

**Resolution 8 - Related Party Participation in Capital Raising –
Issue of Shares and Options to Sin Pyng (Tony) Teng**

The Company will disregard any votes cast in favour of resolution 8 by or on behalf of Sin Pyng (Tony) Teng (or his nominee) and any associates of that person. However, the entity 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.

**Resolution 9: Related Party Participation in Capital Raising –
Issue of Options to Pay Chuan Lim**

The Company will disregard any votes cast in favour of resolution 9 by or on behalf of Pay Chuan Lim (or his nominee) and any associates of that person. However, the entity 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.

Resolution 10 – Approval of Additional 10% Placement Capacity

The Company will disregard any votes cast in favour of resolution 10 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any associates of those persons. However, the entity 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.

EXPLANATORY NOTES

These Explanatory Notes form part of the NOM and are intended to assist you in consideration of the business proposed at the AGM.

Questions

In order to provide an equal opportunity for all Shareholders to ask questions of the Directors or the Company's auditor, KS Black & Co. Chartered Accountants, relevant to the business of the AGM, as outlined in this NOM and the Explanatory Notes or in relation to the conduct of the external audit for the year ended 30 June 2019, or the content of the Auditor's Report, we invite you to submit relevant questions in writing to the Company or to the Auditor, at either of the addresses below. Written questions must be received by no later than 3:00 pm (Sydney time) on Tuesday 26 November 2019:

The Company

By mail to:

The Company Secretary
Gold Mountain Limited
PO Box Q638
QVB Market Street NSW 1230

Email address:

eric@goldmountainltd.com.au

Company's Auditor

The Auditor (GMN)
KS Black & Co. Chartered Accountants
Level 1, 251 Elizabeth Street
Sydney NSW 2000

scameron@ksblack.com.au

During the course of the meeting, the Chairman will endeavour to address as many of the more frequently raised shareholder questions as reasonably practicable and, as appropriate, will give the representative of the Company's auditor the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all questions. Please note that individual responses may not be sent to Shareholders.

Financial and Other Reports

The Corporations Act requires that the Financial Report, the Directors' Report and the Auditor's Report for the last financial year that ended before the AGM, be laid before the AGM.

Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the AGM on the reports or financial statements.

However, you will be given a reasonable opportunity to comment or raise questions on the reports and the financial statements and on the business and management of the Company.

You may also ask questions of the Company's auditor who will attend the AGM.

Resolution 1: Remuneration Report

The Corporations Act requires that the Directors prepare the Remuneration Report set out in the Annual Report.

Pursuant to section 250R(2) of the Corporations Act, Directors must put to the AGM a resolution to adopt the Remuneration Report. Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Shareholders will be given a reasonable opportunity to comment or raise questions on the Remuneration Report at the AGM.

Board Recommendation

*The Board considers that all remuneration payments made by the Company are reasonable and appropriate having regard to the need to engage and retain capable executives and staff to manage the Company's operations. The Board recommends that you vote **IN FAVOUR** of this resolution.*

Resolutions 2 and 3: Re-election of Syed Hizam Alsagoff and Pay Chuan (Paul) Lim as Directors

Under Rule 3.3 of the Company's Constitution, any Director appointed by the Board at any time except during a general meeting automatically retires at the next general meeting. Rule 3.3 of the Company's Constitution further provides that a retiring Director is eligible for re-election. Syed Hizam Alsagoff was appointed as an addition to the Board on 2 September 2019 and Pay Chuan (Paul) Lim was appointed as an addition to the Board on 14 October 2019.

Resolution 2: Re-election of Syed Hizam Alsagoff as a Director

Syed Hizam Alsagoff retires and seeks re-election at the AGM.

A brief summary of Syed Hizam Alsagoff's qualification and experience is set out below:

Mr Alsagoff has extensive network and experience in investment and corporate strategies in Asia and globally, of over 20 years' experience in senior operational and corporate leadership roles in diverse sector operations across several countries including distribution of industrial, electronic components and satellite manufacturing, engineering, construction, property and infra-structure development.

He is on the board of several public and private companies and currently serves as the Group Chief Financial Officer with Cahya Mata Sarawak Berhad (CMS:MK).

Board Recommendation

*The Directors (other than Syed Hizam Alsagoff) unanimously recommend that Syed be re-elected as a Director and that Shareholders vote **IN FAVOUR** of this resolution.*

Resolution 3: Re-election of Pay Chuan (Paul) Lim as a Director

Pay Chuan (Paul) Lim retires and seeks re-election at the AGM.

A brief summary of Pay Chuan (Paul) Lim's qualification and experience is set out below:

Paul Lim is a Chartered Professional Engineer of more than 20 years' experience in multi-disciplinary organisations in the engineering industry; in power generation, transmission, distribution and automation systems, and telecommunications. He is also an avid entrepreneur with other new interests including the recycling of organic waste and conversion into alternative source of animal feed protein.

He is the current Executive Director and Group Chief Executive Officer of Pestech International Berhad, a global integrated electrical power technology company listed in the Kuala Lumpur Stock Exchange (PEST:MK). The Pestech Group has established presence in many countries in Asia including Papua New Guinea.

Board Recommendation

*The Directors (other than Pay Chuan (Paul) Lim) unanimously recommend that Pay Chuan (Paul) be re-elected as a Director and that Shareholders vote **IN FAVOUR** of this resolution.*

Resolution 4: Re-election of Sin Pyng (Tony) Teng as a Director

Under Rule 3.6 of the Company's Constitution, one third of the Directors (except for the Managing Director) must retire from office at each annual general meeting. Rule 3.6 of the Company's Constitution further provides that a retiring Director is eligible for re-election. Given that the other Directors are Syed Hizam Alsagoff and Pay Chuan (Paul) Lim, both of whom were appointed by the Board, and are seeking re-election in accordance with resolutions 2 and 3 respectively, the only remaining Director available to retire and seek re-election, in accordance with ASX Listing Rule 14.5, is Sin Pyng (Tony) Teng (despite being the Managing Director).

Sin Pyng (Tony) Teng retires and seeks re-election at the AGM.

A brief summary of Tony's qualification and experience is set out below:

Mr Teng has had experience as a management consultant and with merger and acquisitions, corporate restructuring and public company capital raising. He was co-founder and former director of Coalworks Limited that was acquired by Whitehaven in 2012 in a \$200m takeover bid

Board Recommendation

*The Directors (other than Sin Pyng (Tony) Teng) unanimously recommend that Tony be re-elected as a Director and that Shareholders vote **IN FAVOUR** of this resolution.*

Resolution 5: Past Issue of Shares and Options

ASX Listing Rule 7.1 requires that shareholder approval for an issue of Equity Securities be obtained if, over a rolling 12 month period, the number of Equity Securities issued is more than 15% of the number of ordinary securities on issue at the start of that 12 month period (excluding any issue of equity securities issued with shareholder approval, among other exceptions) (**15% Placement Capacity**).

ASX Listing Rule 7.4 permits a prior issue of securities made without approval under ASX Listing Rule 7.1 to be ratified by the holders of ordinary securities, provided that at the time the issue was made, the issue was made within that 15% Placement Capacity.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted Equity Securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1A.

Where an eligible obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under the Additional 10% Placement Capacity will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A until their issue has been ratified under ASX

Listing Rule 7.4 or 12 months has passed since their issue. In addition, any Equity Securities (including ordinary securities) issued under ASX Listing Rule 7.1A will be counted in variable "E", until their issue has been ratified under ASX Listing Rule 7.4 or 12 months has passed since their issue.

By a ratification of the issue of Shares and Options the subject of resolution 5, the Company will retain the flexibility to issue further Equity Securities from time to time up to the Company's full 12-month rolling 15% Placement Capacity, as calculated by ASX Listing Rule 7.1 and the Company's full Additional 10% Placement Capacity.

For the purposes of ASX Listing Rule 7.5, information regarding the issue of the Shares and the Options is provided as follows:

Equity Securities Issued in the 12-month rolling 15% Placement Capacity and Additional 10% Placement Capacity				
Issue date	28 February 2019	27 May 2019	30 August 2019	4 September 2019
Number of securities	20,296,924 Options (issued under 15% Placement Capacity)	14,276,923 Shares and 14,276,922 Options (issued under 15% Placement Capacity)	8,687,295 Shares (issued under 15% Placement Capacity), 13,046,038 Shares (issued under Additional 10% Placement Capacity) and 19,733,338 Options	30,000,000 Shares (issued under Additional 10% Placement Capacity)
Issue price	Each of the Options were issued for nil consideration, as these were issued in conjunction with a placement, the details of which are set out in the announcement to the ASX dated 28 February 2019.	Each Share was issued at an issue price of \$0.065 per Share. Each of the Options were issued for nil consideration, as these were issued in conjunction with a placement, the details of which are set out in the announcement to the ASX dated 24 May 2019.	Each Share was issued at an issue price of \$0.06 per Share. Each of the Options were issued for nil consideration, as these were issued in conjunction with a placement, the details of which are set out in the announcement to the ASX dated 30 August 2019.	Each Share was issued at an issue price of \$0.06 per Share.
Terms of issue	10,148,462 of the Options were issued with an exercise price of \$0.10, and expire on 1 March 2020. 10,148,462 of the Options were issued with an exercise price of \$0.15, and expire on 1 March 2021. The exercise of an Option entitles the holder to a Share.	The Shares were each fully paid ordinary shares in the capital of the Company, issued on the same terms as the existing Shares. 7,138,461 of the Options were issued with an exercise price of \$0.10, and expire on 27 May 2020. 7,138,461 of the Options were issued with an exercise price of \$0.15, and expire on 27 May 2021. The exercise of an Option entitles the holder to a Share.	The Shares were each fully paid ordinary shares in the capital of the Company, issued on the same terms as the existing Shares. 9,866,669 of the Options were issued with an exercise price of \$0.10, and expire on 28 August 2020. 9,866,669 of the Options were issued with an exercise price of \$0.15, and expire on 28 August 2021. The exercise of an Option entitles the holder to a Share.	The Shares were each fully paid ordinary shares in the capital of the Company, issued on the same terms as the existing Shares.

Allotees	The Options were issued to Investors, none of whom were a related party of the Company.	The Shares and Options were issued to Investors, none of whom were a related party of the Company.	The Shares and Options were issued to Investors, none of whom were a related party of the Company.	The Shares were issued to Pay Chuan (Paul) Lim, who was not a related party at the time of the issue. Pay Chuan Lim was appointed as a Director on 14 October 2019.
Use of funds raised	No funds were raised specifically for the issue of the Options. However, the funds raised as part of the placement to which the issue of the Options related, were used for working capital.	Funds raised were used for working capital.	Funds raised were used for working capital.	Funds raised were used for working capital.

Board Recommendation

*The Directors unanimously recommend that Shareholders vote **IN FAVOUR** of this resolution.*

Resolutions 6 and 7: General Placement of Shares and Issue of Options to Promoters

Summary

Under Resolution 6, the Company seeks approval from Shareholders for the issue to Investors of up to 120,000,000 Shares at an issue price of not less than 80% of the VWAP for Shares calculated over the last 5 days on which sales in that class were recorded before the day on which the issue is made.

The Company undertook various placements of Shares commencing in April 2019. In undertaking the placements, the Company sought the assistance of various promoters (**Promoters**). The Company proposed to issue 25,000,000 Options to the Promoters in consideration for the provision of their services and their material contribution to the success of the placements.

Under Resolution 7, the Company seeks approval from Shareholders for the issue to Promoters of up to 25,000,000 Options (each with an exercise price of \$0.15, and which will expire on the second anniversary of the date of issue of the relevant Options).

ASX Listing Rules

ASX Listing Rule 7.1 requires that shareholder approval for an issue of Equity Securities be obtained if, over a rolling 12 month period, the number of Equity Securities issued is more than the 15% Placement Capacity.

For the purposes of ASX Listing Rule 7.3, information regarding the issue of the Shares and Options the subject of resolutions 6 and 7 is provided as follows:

- (a) the maximum number of Shares that the Company may issue is 120,000,000 Shares. The maximum number of Options that the Company may issue to the Promoters is 25,000,000 Options;
- (b) the Shares and Options will be issued no later than three months after the date of the AGM (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing Rules) and the Directors reserve the right to issue the proposed Shares and Options progressively throughout the 3 month period from the date of the AGM, or as a single allotment;
- (c) the Shares will be issued at a price not less than 80% of the VWAP for Shares calculated over the last 5 days on which sales in that class were recorded before the day on which the issue is made;
- (d) the Options will be issued as payment for services provided by the Promoters and will be issued for a nil price;
- (e) the Shares will be issued to Investors and the Options will be issued to Promoters, neither of whom will be a related party of the Company;
- (f) the Shares will each be fully paid ordinary shares in the capital of the Company, issued on the same terms as the existing Shares. The Options will have an exercise price of \$0.15, and will expire on the second anniversary of their date of issue; and
- (g) funds raised from the issue of Shares will be used to provide additional working capital to the Company.

Board Recommendation

*The Board considers that it is in the best interests of Shareholders that the Company be permitted and authorised to issue up to the Shares and Options the subject of resolutions 6 and 7 that you vote **IN FAVOUR** of the resolutions.*

Resolutions 8 and 9: Related Party Participation in Capital Raising – Issue of Shares and Options to Sin Pyng (Tony) Teng and Pay Chuan (Paul) Lim

Summary

Under resolution 8, the Company is seeking Shareholder approval for the issue of a total of 8,333,334 Shares and 8,333,334 Options to Sin Pyng (Tony) Teng (or his nominee), arising from his proposed participation in the placement as announced to the ASX on 4 September 2019 (**September Placement**). The September Placement is on the same material terms as the placement announced to the ASX on 30 August 2019 (**August Placement**). The September Placement and August Placement involved the issue of Shares at an issue price of \$0.06 per Share. In addition, for every two Shares issued, one Option was issued to the Investor with an exercise price of \$0.10, expiring 12 months from the date of issue, and another one Option was issued to the Investor with an exercise price of \$0.15, expiring 24 months from the date of issue.

Under resolution 9, the Company is seeking Shareholder approval for the issue of 30,000,000 Options to Pay Chuan (Paul) Lim (or his nominee). Pay Chuan (Paul) Lim participated in the September Placement, at that time not being a related party of the Company. Pay Chuan (Paul) Lim was appointed a Director on 14 October 2019.

The Company did not have any available 15% Placement Capacity or Additional 10% Placement Capacity to issue the 30,000,000 Options to which Pay Chuan Lim was entitled pursuant to the terms of the August and September Placement. Accordingly, the Company agreed to issue 30,000,000 Options to Pay Chuan Lim, subject to receiving approval from Shareholders.

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Sin Pyng (Tony) Teng and Pay Chuan (Paul) Lim have a material personal interest in resolutions 8 and 9 respectively. The remaining director (Syed Hizam Alsagoff) that can vote on the matter considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of resolutions 8 and 9 because the Shares and Options to be issued to Sin Pyng (Tony) Teng (or his nominee) and the Options to be issued to Pay Chuan (Paul) Lim are on arms' length terms, having been issued on the same terms as the August Placement and September Placement. Although only Pay Chuan (Paul) Lim, at that stage not being a Director, participated in the September Placement, as noted above, the September Placement is on materially the same terms as the August Placement, in which there were non-related party Investors.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires that shareholder approval be obtained where an entity issues, or agreed to issues, securities to a related party.

As the issue of Shares and Options the subject of resolutions 8 and 9 involve the issue of securities to two related parties, Shareholder approval pursuant to ASX Listing Rule 10.11 is required, unless a relevant exception applies. The Company is of the view that none of the relevant exceptions in ASX Listing Rule 10.12 apply.

For the purposes of ASX Listing Rule 10.13, information regarding the issue of the Shares and Options the subject of resolutions 8 and 9 is as follows:

- (a) the proposed issue of Shares and Options the subject of resolution 8 will be issued to Sin Pyng (Tony) Teng (or his nominee) and the proposed issue of Options the subject of resolution 9 will be issued to Pay Chuan (Paul) Lim (or his nominee);
- (b) the maximum number of securities to be issued under resolution 8 is 8,333,334 Shares and 8,333,334 Options, and the maximum number of securities to be issued under resolution 9 is 30,000,000 Options;
- (c) the Shares and Options the subject of resolutions 8 and 9 will be issued no later than one month after the date of the AGM (or such later date to the extent permitted by an ASX waiver or modification to the ASX Listing Rules);
- (d) the issue price of the Shares the subject of resolution 8 is \$0.06 per Share. The issue price for the Options the subject of resolutions 8 and 9 is nil;
- (e) the Shares proposed to be issued the subject of resolution 8 will be fully paid ordinary shares in the capital of the Company and issued on the same terms as the Company's existing Shares. The Options to be issued to the subject of Resolutions 8 and 9 will be on the same terms as the August Placement and September Placement, as described above; and
- (f) funds raised will be used to provide additional working capital to the Company.

If approval from Shareholders is obtained in accordance with ASX Listing Rule 10.11, exception 14 of ASX Listing Rule 7.2 will apply so that the issue of the Shares and Options the subject of resolutions 8 and 9 will not use the Company's 15% Placement Capacity.

Board Recommendation

*The Board considers that it is in the best interests of Shareholders that the Company be permitted and authorised to issue up to the Shares and Options the subject of resolutions 8 and 9 that you vote **IN FAVOUR** of the resolutions.*

Resolution 10: Additional 10% Placement Capacity

Summary

ASX Listing Rule 7.1A allows eligible companies to issue an additional 10% of the Company's issued capital over a 12 month period provided approval by way of a special resolution is received from the holders of ordinary securities at an annual general meeting (**Additional 10% Placement Capacity**). The Additional 10% Placement Capacity is in addition to the Company's standard 15% Placement Capacity, as calculated by ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company confirms it is an eligible entity and is seeking the approval of holders of ordinary securities by way of a special resolution at this AGM to confer the Company with the additional flexibility offered by the Additional 10% Placement Capacity.

The number of equity securities able to be issued under the Additional 10% Placement Capacity is determined in accordance with the formula prescribed by ASX Listing Rule 7.1A.2.

The Company is seeking to have the flexibility conferred by the Additional 10% Placement Capacity to allow it to engage in potential future fundraising opportunities that may arise from time to time.

Detailed Description of ASX Listing Rule 7.1A

Shareholder Approval

The ability for the Company to issue equity securities under the Additional 10% Placement Capacity is subject to the approval of holders of ordinary securities by way of a special resolution at an annual general meeting.

Equity Securities

Any equity securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of equity securities. The Company, as at the date of this NOM, has on issue one class of quoted equity securities, namely, fully paid ordinary shares.

Formula for Calculating the Additional 10% Placement Capacity

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained the approval of holders of ordinary securities at an annual general meeting may issue or agree to issue, during the 12 month period following the date of the relevant annual general meeting, the number of equity securities calculated in accordance with the following formula:

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

A = the number of fully paid ordinary securities on issue 12 months before the issue date or date of agreement to issue,

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under ASX Listing Rule 7.1 or ASX Listing Rule 7.4; and
- less the number of fully paid ordinary securities cancelled in the 12 months.

$$D = 10\%$$

E = the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the issue date or date of agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or ASX Listing Rule 7.4.

ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability for an entity to issue equity securities issued or agreed to be issued under ASX Listing Rule 7.1A is in addition to the entity's 15% Placement Capacity, as calculated under ASX Listing Rule 7.1.

As at the date of this NOM, the Company has on issue 601,449,859 Shares and therefore has the capacity to issue (on the assumption that Shareholders approve Resolution 5):

- 90,217,478 equity securities pursuant to ASX Listing Rule 7.1; and
- 60,144,985 equity securities pursuant to ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated as at the date of issue or date of agreement to issue the equity securities in accordance with the formula prescribed by ASX Listing Rule 7.1A.2, referred to above.

Information Required by ASX Listing Rule 7.3A

Pursuant to ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the Additional 10% Placement Capacity:

- (a) The equity securities issued pursuant to the Additional 10% Placement Capacity will be issued at an issue price of not less than 75% of the VWAP of the Company's quoted Shares, calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - the date on which the price at which the equity securities are to be issued is agreed; or
 - if the equity securities are not issued within 5 trading days from the date referred to immediately above, the date on which the equity securities are issued.
- (b) An issue of equity securities under ASX Listing Rule 7.1A.2 involves the risk of economic and voting dilution for existing ordinary security holders, including a risk that:
 - the market price for equity securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
 - the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

The table below displays the potential dilution of existing holders of ordinary securities:

Variable "A" in ASX Listing Rule 7.1A.2 (subject to the assumptions below)		Dilution		
		50% decrease in Deemed Issue Price \$0.035	Deemed Issue Price \$0.070	100% increase in Deemed Issue Price \$0.140
Current Variable A 601,449,859 Shares	10% voting dilution	60,144,986 Shares	60,144,986 Shares	60,144,986 Shares
	Funds raised	\$2,105,075	\$4,210,149	\$8,420,298
50% increase in current Variable A 902,174,789 Shares	10% voting dilution	90,217,479 Shares	90,217,479 Shares	90,217,479 Shares
	Funds raised	\$3,157,612	\$6,315,224	\$12,630,447
100% increase in current Variable A 1,202,899,718 Shares	10% voting dilution	120,289,972 Shares	120,289,972 Shares	120,289,972 Shares
	Funds raised	\$4,210,149	\$8,420,298	\$16,840,596

The table has also been prepared based on the following further assumptions and qualifications:

- the Company issues the maximum securities available under the Additional 10% Placement Capacity;
- the table does not demonstrate any examples of dilution that may be caused to a particular Shareholder by issues under the Additional 10% Placement Capacity, and each Shareholder should consider their individual dilution as a result of their specific circumstances;
- the table only demonstrates the effect of issues of equity securities under the Additional 10% Placement Capacity, and does not consider placements that may be made by the Company

pursuant to its 15% Placement Capacity in addition to, or instead of, issues pursuant to the Additional 10% Placement Capacity;

- the price of Shares is deemed for the purpose of the table above to be \$0.07, and is indicative only. The closing price of the Shares on ASX on 11 October 2019 was \$0.07; and
 - the table does not demonstrate the effect of the issue of quoted or unquoted options, which are other types of equity securities, under the Additional 10% Placement Capacity. It only considers the issue of Shares.
- (c) The Company may issue equity securities under the Additional 10% Placement Capacity from the date of this AGM, and expiring on the earlier of the following:
- 12 months from the date of this AGM; and
 - the date of approval by holders of ordinary securities of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature of scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking).
- (d) The Company may issue equity securities under the Additional 10% Placement Capacity for a variety of purposes, including the following:
- non-cash consideration for the acquisition of new resources, assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; and
 - cash consideration. In such circumstances, the Company intends to use the funds raised towards the exploration activities as its existing projects and/or for acquisition of new assets or investments (including expenses associated with such acquisitions) and general working capital.
- (e) The allottees to whom equity securities may be issued under the Additional 10% Placement Capacity have not yet been determined, but it may include existing Shareholders, or new Shareholders who are not related parties or associates of a related party of the Company. Further, the Company may engage its Additional 10% Placement Capacity to issue equity securities to the vendors of assets or investments, which the Company may seek to acquire.
- (f) In the 12 months preceding the date of this AGM, the Company has issued a total of 140,614,363 equity securities (comprising, 86,307,179 Shares and 54,307,184 options over Shares), representing 23.4% (rounded to two decimal places) of all equity securities on issue at the commencement of that period (comprising 515,142,680 Shares and 85,837,300 options).
- (g) Please see the table following this page that details all of the equity securities issued by the Company in the 12 months preceding the date of this AGM:

Board Recommendation

*The Board considers that it is in the best interests of Shareholders that the Company has the flexibility to be able to issue Equity Securities pursuant to the Additional 10% Placement Capacity and recommends that you vote **IN FAVOUR** of approving this resolution.*

Resolution 10: Table of Equity Securities Issued in 12 month preceding AGM

Date of issue	28 February 2019	27 May 2019	30 August 2019	4 September 2019
Number of equity securities issued	20,296,923 Shares 20,296,924 Options	14,276,923 Shares and 14,276,922 Options	21,733,333 Shares and 19,733,338 Options	30,000,000 Shares
Class and terms of equity securities	<p>The Shares were each fully paid ordinary shares in the capital of the Company, issued on the same terms as the existing Shares.</p> <p>10,148,462 of the Options were issued with an exercise price of \$0.10, and expire on 1 March 2020.</p> <p>10,148,462 of the Options were issued with an exercise price of \$0.15, and expire on 1 March 2021.</p> <p>The exercise of an Option entitles the holder to a Share.</p>	<p>The Shares were each fully paid ordinary shares in the capital of the Company, issued on the same terms as the existing Shares.</p> <p>7,138,461 of the Options were issued with an exercise price of \$0.10, and expire on 27 May 2020.</p> <p>7,138,461 of the Options were issued with an exercise price of \$0.15, and expire on 27 May 2021.</p> <p>The exercise of an Option entitles the holder to a Share.</p>	<p>The Shares were each fully paid ordinary shares in the capital of the Company, issued on the same terms as the existing Shares.</p> <p>9,866,669 of the Options were issued with an exercise price of \$0.10, and expire on 28 August 2020.</p> <p>9,866,669 of the Options were issued with an exercise price of \$0.15, and expire on 28 August 2021.</p> <p>The exercise of an Option entitles the holder to a Share.</p>	<p>The Shares were each fully paid ordinary shares in the capital of the Company, issued on the same terms as the existing Shares.</p>
Names of allottees or basis on which allottees were determined	The Shares and Options were issued to Investors, none of whom were a related party of the Company.	The Shares and Options were issued to Investors, none of whom were a related party of the Company.	The Shares and Options were issued to Investors, none of whom were a related party of the Company.	The Shares were issued to Pay Chuan (Paul) Lim, who was not a related party at the time of the issue. Pay Chuan (Paul) Lim was appointed as a Director on 14 October 2019.
Issue price and discount on closing market price on date of issue	<p>Each Share was issued at an issue price of \$0.065 per Share. The closing market price on the day of issue was \$0.066.</p> <p>All of the Options were issued for nil consideration.</p>	<p>Each Share was issued at an issue price of \$0.065 per Share. The closing market price on the day of issue was \$0.055.</p> <p>All of the Options were issued for nil consideration.</p>	<p>Each Share was issued at an issue price of \$0.06 per Share. The closing market price on the day of issue was \$0.051.</p> <p>All of the Options were issued for nil consideration.</p>	<p>Each Share was issued at an issue price of \$0.06 per Share. The closing market price on the day of issue was \$0.051.</p> <p>All of the Options were issued for nil consideration.</p>
Total cash consideration, amount spent, what cash was spent on, and intended use of remaining cash (if any)	\$1,319,300. All of the cash consideration was spent on working capital.	\$928,000. All of the cash consideration was spent on working capital.	\$1,314,000. All of the cash consideration was spent on working capital.	\$1,800,000. All of the cash consideration was spent on working capital.
Non-cash consideration paid and the current value of that non-cash consideration	N/A	N/A	N/A	N/A

DEFINITIONS

Terms

For the purposes of this NOM, the following terms have the below meaning:

15% Placement Capacity has the meaning given to that term in resolution 5 of the Explanatory Notes;

Additional 10% Placement Capacity has the meaning given to that term in resolution 10 of the Explanatory Notes;

ASX means the means ASX Limited or the market operated by it, as the context requires;

ASX Listing Rules means the official listing rules issued and enforced by the ASX, as amended from time to time;

August Placement has the meaning given to that term in resolutions 8 and 9 of the Explanatory Notes;

Board means the current board of directors of the Company;

Closely Related Party has the meaning given to it in the Corporations Act;

Chairman means the chairman of the AGM;

Company means Gold Mountain Limited ACN 115 845 942;

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

Director means a director of the Company;

Explanatory Notes means the Explanatory Notes section contained in this NOM;

Equity Security has the meaning given to it in Chapter 19 in the ASX Listing Rules;

Investors means institutional or sophisticated investors, being persons who, because of one or more of sections 708(8), 708(10), 708(11) and 708(12) of the Corporations Act, may subscribe for Shares without receiving a disclosure document issued by the Company in accordance with Part 6D.2 of the Corporations Act;

Key Management Personnel has the same meaning given to it in the Corporations Act.

Option means an unlisted option over a Share.

Promoters has the meaning given to that term in resolutions 6 and 7 of the Explanatory Notes;

September Placement has the meaning given to that term in resolutions 8 and 9 of the Explanatory Notes;

Share means one fully paid ordinary share in the issued capital of the Company, and **Shares** means any two or more of them;

Shareholder means a holder of a Share; and

VWAP has the meaning given to the term "volume weighted average price" in the ASX Listing Rules.

VOTING INFORMATION

General

All items of business set out in the NOM will be decided on by poll.

On a poll, each member will have one vote for each Share held by that member and in respect of which that member is entitled to vote.

If Shares are jointly held and more than one of the joint holders vote, only the vote of the holder whose name appears first in the register of members will be counted.

Majority Required

Resolutions 1 to 9 are ordinary resolutions. Each of these resolutions will be passed if more than 50% of votes cast by Shareholders entitled to vote on the resolutions are cast in favour of the resolutions.

Resolution 10 is a special resolution. This resolution will be passed if more than 75% of the votes cast by Shareholders entitled to vote on the resolution are cast in favour of the resolution.

Entitlement to Vote

The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that, for the purpose of entitlement to vote at the AGM, Shares will be taken to be held by those who hold them at 7.00pm (Sydney time) on 26 November 2019.

Voting Options

A. In Person

Shareholders may vote by attending the AGM and casting their votes in person.

B. Proxy or Attorney

If you are entitled to vote at the AGM, you may appoint one or two proxies.

If you appoint two proxies:

- you may appoint each proxy to represent a specified proportion of your voting rights; or
- if you do not specify the proportion or number of your votes that each proxy may exercise, each proxy may exercise half of your votes.

A proxy need not be a shareholder of the Company.

A Proxy Form accompanies this NOM, please follow the instructions on the form.

The Proxy Form must be signed by you or by your attorney.

Proxies given by corporations must be signed under seal or under the hand of a duly authorised officer or attorney.

To be valid, the form appointing the proxy and the power of attorney or other attorney (if any) under which it is signed (or an attested copy) must be either lodged at the Registered Office of the Company, online or by facsimile, using the addresses or facsimile number appearing on the Proxy Form by 3.00pm (Sydney time) on 26 November 2019.

Unless you specifically direct a proxy how to vote, the proxy may vote as the proxy thinks fit, or abstain from voting.

Voting by Corporations

In order to vote at the meeting (other than by proxy – see above for instructions), a corporation that is a Shareholder must appoint a person to act as its representative.

The appointment must comply with the Corporations Act. A letter of representation must be either lodged with the Share Registry prior to the commencement of the meeting, or the representative must bring to the meeting evidence of his or her appointment including any authority under which it is signed.

Proxy Voting by Chairman

The Chairman of the meeting intends to vote all undirected proxies **IN FAVOUR** of all the resolutions.

Further Information

Shareholders should direct their queries to the Company Secretary at eric@goldmountainltd.com.au

By order of the Board

A handwritten signature in black ink, appearing to be 'Eric Kam', with a stylized, cursive script.

Eric Kam
Company Secretary

23rd October 2019

CORPORATE DIRECTORY

Directors:	Syed Hizam Alsagoff Pay Chuan “Paul” Lim Sin Pyng "Tony" Teng (Managing Director)
Company Secretary:	Eric Kam
Registered Office:	Suite 2501, Level 25, 31 Market Street Sydney NSW 2000
Principal Place of Business:	Suite 2501, Level 25, 31 Market Street Sydney NSW 2000
Lawyers:	Bird & Bird Level 11, 68 Pitt Street Sydney NSW 2000
Auditors:	KS Black & Co. Chartered Accountants Level 1, 251 Elizabeth Street Sydney NSW 2000
Share Registry:	Boardroom Pty Limited Level 12, 225 George Street Sydney NSW 2000
Bankers:	Australia and New Zealand Banking Group Limited Westpac Banking Corporation Limited
ASX Listing Code:	GMN
Website:	www.goldmountainltd.com.au



GOLD MOUNTAIN LIMITED

ASX:GMN

(ABN 79 115 845 942)

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 03:00pm (Sydney Time) on Tuesday 26 November 2019.**

🖥 TO VOTE ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/gmnagm2019>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **03:00pm (Sydney Time) on Tuesday 26 November 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/gmnagm2019>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Gold Mountain Limited

ABN 79 115 845 942

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Gold Mountain Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Bird & Bird, Level 22, MLC Centre, 19 Martin Place, Sydney NSW 2000 on Thursday 28 November 2019 at 3:00pm (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Syed Hizam Alsagoff as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Pay Chuan (Paul) Lim as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Sin Pyng (Tony) Teng as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Past Issue of Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	General Placement of Shares to Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Options to Promoters	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Related Party Participation in Capital Raising – Issue of Shares and Options to Sin Pyng (Tony) Teng	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Related Party Participation in Capital Raising – Issue of Options to Pay Chuan (Paul) Lim	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019