



## Notice of Annual General Meeting

The Annual General Meeting of Chase Mining Corporation Limited (ACN: 118 788 846) will be held at 22 Townshend Road, Subiaco, Western Australia 6008 at 9:00am (WST) on Friday 17 December 2021.

This notice of Annual General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting. Please contact the Company Secretary on 0439 310 818 or [suzanne.yeates@oasolutions.com.au](mailto:suzanne.yeates@oasolutions.com.au) if you wish to discuss any matter concerning the Meeting.

**Chase Mining Corporation Limited**  
**ACN 118 788 846**

**Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of the Shareholders of Chase Mining Corporation Limited will be held at 22 Townshend Rd, Subiaco WA 6008 at 9:00am (WST) on 17 December 2021 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Statement and Proxy Form forms part of this Notice of Meeting.

Shareholders can vote by attending the Meeting by returning a completed Proxy Form or attending the Meeting in person. Instructions on how to complete a Proxy Form are set out in the Explanatory Statement.

Proxy Forms must be received by no later than 9:00am (WST) on 15 December 2021.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in Schedule 1 of the Explanatory Statement.

The business of the Meeting affects your shareholding and your vote is important. This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (EST) on 15 December 2021.

**AGENDA**

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**ANNUAL REPORT**

To receive and consider the financial statements of the Company and the reports of the Directors (**Directors' Report**) and Auditors for the financial year ended on 30 June 2021 (**Annual Report**).

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**RESOLUTION 1 - REMUNERATION REPORT (NON-BINDING)**

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

*"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the Directors' Report for the financial year ended on 30 June 2021."*

A voting exclusion statement is set out below.

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

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**RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MR CHARLES THOMAS**

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

*“That, for the purpose of rule 38.1(c) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Charles Thomas, a Director, retires by rotation, and being eligible and offering himself for re-election, is re-elected as a Director.”*

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**RESOLUTION 3 - RE-ELECTION OF DIRECTOR - MR JULIAN ATKINSON**

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

*“That, for the purpose of rule 36.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Julian Atkinson, a Director, retires by rotation, and being eligible and offering himself for re-election, is re-elected as a Director.”*

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**RESOLUTION 4 - APPROVAL OF 10% PLACEMENT FACILITY**

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

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities 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 otherwise on the terms and conditions in the Explanatory Statement.”*

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**RESOLUTION 5 - APPOINTMENT OF AUDITOR AT AGM TO FILL VACANCY**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, for the purposes of section 327B of the Corporations Act and for all other purposes, Nexia Brisbane Audit Pty Ltd having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company with effect from the close of the Meeting.”*

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**RESOLUTION 6 - RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1**

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

*“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 51,305,360 Shares under Listing Rule 7.1 at an issue price of \$0.016 per Share to sophisticated and professional investors under a placement lead managed by GTT Ventures Pty Limited, and otherwise on the terms set out in the Explanatory Statement.”*

A voting exclusion statement is set out below.

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## RESOLUTION 7 - RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A

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

*“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,944,640 Shares under Listing Rule 7.1A at an issue price of \$0.016 per Share to sophisticated and professional investors under a placement lead managed by GTT Ventures Pty Limited, and otherwise on the terms set out in the Explanatory Statement.”*

A voting exclusion statement is set out below.

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## RESOLUTION 8 - ISSUE OF SHARES TO A RELATED PARTY - DR LEON PRETORIUS

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

*“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 6,250,000 Shares at an issue price of \$0.016 per Share to Dr Leon Pretorius or his nominee under the October 2021 Placement and otherwise on the terms set out in the Explanatory Statement.”*

A voting exclusion statement is set out below.

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## VOTING PROHIBITION AND EXCLUSION STATEMENTS

### Corporations Act

The Corporations Act prohibits votes being cast (in any capacity) on the following resolutions by any of the following persons:

Resolution	Persons Excluded from Voting
Resolution 1 - Remuneration Report (Non-Binding)	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:</p> <ul style="list-style-type: none"><li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li><li>(b) a Closely Related Party of such a member.</li></ul> <p>However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"><li>(c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li></ul>

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- (d) the voter is the Chair of the Meeting and the appointment of the chair as proxy:
    - (i) does not specify the way the proxy is to vote on this Resolution; and
    - (ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.
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### ASX Listing Rules

Under Listing Rule 14.11, the Company will disregard any votes cast in favour of a resolution by or on behalf of:

- (a) the below named person or class of persons excluded from voting; or
- (b) an associate of that person or those persons:

Resolution	Persons excluded from voting
Resolution 6 - Ratification of prior issue under a Placement to Sophisticated Investors	Persons who participated in the issue or is a counterparty to the agreement being approved, or any associate of those persons.
Resolution 7 - Ratification of prior issue under a Placement to Sophisticated Investors	Persons who participated in the issue or is a counterparty to the agreement being approved, or any associate of those persons.
Resolution 8 - Issue of Shares to a related party - Dr Leon Pretorius	A person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associate of such person.

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However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the Board of Directors

Ms Suzanne Yeates  
Company Secretary  
17 November 2021

# Explanatory Statement

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## 1 INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 22 Townshend Rd, Subiaco WA 6008 at 9:00am (WST) on Friday 17 December 2021. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding how to vote on the Resolutions set out in the Notice.

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice, and includes the following:

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A Proxy Form is located at the end of this Explanatory Statement.

ASX takes no responsibility for the contents of the Notice or Explanatory Statement.

Please contact the Company Secretary on 0439 310 818 or [suzanne.yeates@oasolutions.com.au](mailto:suzanne.yeates@oasolutions.com.au) if you wish to discuss any matter concerning the Meeting.

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## 2 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

### 2.1 Voting by Proxy

To vote by proxy, please complete and sign and return the Proxy Form (attached to the Notice) to the Company in accordance with the instructions on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder has the right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and

- (c) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

The Company encourages Shareholders completing a Proxy Form to direct the proxy how to vote on the Resolutions.

The Proxy Form must be received no later than 48 hours before the commencement of the Meeting, i.e. by no later than 9:00am (WST) on 15 December 2021. Any Proxy Form received after that time will not be valid for the Meeting.

Shareholders can appoint the Chair of the Meeting as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair of the Meeting must follow your instructions.

## **2.2 Voting in person**

In light of the status of the evolving COVID-19 situation and the Commonwealth and State government restrictions on public gatherings in place at the date of this Notice of Meeting, the Directors strongly encourage all Shareholders to lodge a directed proxy form prior to the Meeting. The Chairman will adjourn the Meeting where the number of attendees may lead to the breach local public health laws and regulations.

## **2.3 Corporate representatives**

Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting.

## **2.4 Eligibility to vote**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 9:00am (WST) on 15 December 2021.

## **2.5 Voting by Shareholders at the Meeting**

All Resolutions will be determined by a poll at the Meeting.

The Company encourages Shareholders who submit proxies to direct their proxy on how to vote on the Resolutions. As at the date of this Notice the Chairman of the Meeting intends to vote all undirected proxies in favour of each of the Resolutions.



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### **3 ANNUAL REPORT**

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report for the financial year ended on 30 June 2021 which is available on the ASX platform at [www.asx.com.au](http://www.asx.com.au); and
- (b) ask questions about or make comment on the management of the Company.

The chair of the Meeting will allow reasonable opportunity for the Shareholders as a whole at the Meeting to ask the auditor or the auditor's representative questions relevant to:

- (c) the conduct of the audit;
- (d) the preparation and content of the auditor's report;
- (e) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (f) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Company's auditor about:

- (g) the content of the auditor's report to be considered at the Meeting; and
- (h) the conduct of the audit of the annual financial report to be considered at the Meeting,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

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### **4 RESOLUTION 1 - REMUNERATION REPORT**

#### **4.1 Introduction**

The Remuneration Report is in the Directors' Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended on 30 June 2021.

Section 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

The Chair will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

## **4.2 Voting consequences**

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution that a further meeting is held at which all of the Company's Directors who were directors when the resolution to make the directors report considered at the later annual general meeting was passed (other than the Managing Director) must go up for re-election (**Spill Resolution**).

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were directors of the company when the resolution to make the directors' report considered at the second annual general meeting was passed, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Shareholders approved the Company's Remuneration Report for financial year ended on 30 June 2019, and as a result there is no requirement to vote on a Spill Resolution if 25% or more of the votes cast vote against Resolution 1.

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## **5 RESOLUTIONS 2 AND 3 - RE-ELECTION OF DIRECTORS**

### **5.1 Introduction**

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer, and that a director appointed to fill a casual vacancy must also not hold office (without re-election) past the company's next annual general meeting.

Rule 38.1(c) of the Company's Constitution requires that one-third of the Directors retire by rotation at each annual general meeting.

The Managing Director of the Company is exempt from retiring by rotation under rule 38.1(c) of the Constitution.

The Director to retire pursuant to Clause 38.1(c) of the Constitution shall be determined according to the length of time each Director has spent in office, with those having spent the longest time in office retiring. Where two or more Directors have been in office an equal length of time, the Directors to retire shall, in default of agreement between them, be determined by lot.

## **5.2 Charles Thomas**

Charles Thomas was re-elected as a director of the Company at the Company's annual general meeting in 2018. In accordance with ASX Listing Rule 14.4 and rule 38.1(c) of the Company's Constitution, Charles Thomas retires as a director at this Meeting and offers himself for re-election.

Details of the qualifications and experience of Charles Thomas are set out in the Company's 2021 Annual Report.

## **5.3 Julian Atkinson**

Julian Atkinson was appointed by the Board as a director of the Company following the passing of Director Martin Kavanagh in November 2020. In accordance with ASX Listing Rule 14.4 and rule 38.1(c) of the Company's Constitution (which requires Directors casually appointed to retire at the next annual general meeting), Julian Atkinson retires as a director at this Meeting and offers himself for re-election.

Details of the qualifications and experience of Julian Atkinson are set out in the Company's 2021 Annual Report.

## **5.4 Directors' recommendations**

The Board (excluding Charles Thomas) recommends that Shareholders vote in favour of Resolution 2.

The Board (excluding Julian Atkinson) recommends that Shareholders vote in favour of Resolution 3.

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# **6 RESOLUTION 4 - APPROVAL OF 10% PLACEMENT FACILITY**

## **6.1 General**

The Company seeks Shareholder approval to issue Equity Securities up to 10% of its issued share capital through placements over a Relevant Period following shareholder approval (**10% Placement Facility**).

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 6.2(a) below).

Any funds raised will be used towards the Company's projects and general working capital. The allocation of any funds raised will be depending on the timing of the funds raised and the stages of the development of those projects. Resolution 4 is a

special resolution and therefore 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).

If Resolution 4 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval. If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

## 6.2 Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue quoted Equity Securities up to 10% of its issued share capital through placements over a Relevant Period following shareholder approval by way of a special resolution. The 10% Placement Facility is subject to conditions and is addition to the Company's 15% placement capacity under Listing Rule 7.1.

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 capitalization of \$300 million or less. The Company is an eligible entity.

### (a) Maximum number of Equity Securities which may be issued

The number of Equity Securities which may be issued, or agreed to be issued, under the 10% Placement Facility is prescribed in Listing Rule 7.1A.2 and is calculated as follows:

$\text{Number of Equity Securities} = (A \times D) - E$
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"A" the number of fully paid ordinary shares on issue at the commencement of the Relevant Period:

- (A) plus the number of fully paid shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9,16 or 17;
- (B) plus the number of fully paid ordinary shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;

- (C) plus the number of fully paid ordinary shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the Relevant Period; or
  - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
- (D) plus the number of any other fully paid ordinary shares issued in the Relevant Period with approval under Listing Rule 7.1 or Listing Rule 7.4;
- (E) plus the number of partly paid shares that became fully paid in the Relevant Period;
- (F) less the number of fully paid ordinary shares cancelled in the Relevant Period.

“D” is 10%.

“E” is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

The actual number of Equity Securities that may be issued under Listing Rule 7.1A is calculated at the date of issue of the Equity Securities in accordance with the above formula.

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

As the date of this Notice, the Company has:

- (i) the following securities on issue:
  - (A) 426,257,761 fully paid ordinary shares; and
  - (B) 22,000,000 unlisted Options.
- (ii) the capacity to issue:
  - (A) Nil Equity Securities under Listing Rule 7.1; and
  - (B) 32,056,136 Equity Securities under Listing Rule 7.1A.

(b) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be for a cash consideration per security which is not less than 75% of the VWAP of Equity Securities in the same 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 Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

### **6.3 Specific information required by Listing Rule 7.3A**

For the purposes of Listing Rule 7.3A, the following information is provided about the proposed issue:

- (a) The approval will be valid for the period commencing on the date of the Meeting and expires on the first to occur of the following:
  - (i) the date that is 12 months after the date of the Meeting;
  - (ii) the time and date of the Company's next annual general meeting; and
  - (iii) the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.
- (b) The Equity Securities will be issued for a cash consideration per security which is not less than 75% of the VWAP for the Company's Equity Securities 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 Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
  - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) The issue under Listing Rule 7.1A can only be made for cash consideration. The Company intends to use any funds raised towards the development of its projects and/or general working capital. Refer to section 6.1 for details on the Company's development strategy of the project and fund allocation policy.
- (d) There is a risk of economic and voting dilution to existing Shareholders in approving the 10% Placement Facility, including the risks that:
  - (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 when Shareholders approve the 10% Placement Facility; 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 issued for non-cash consideration for the acquisition of a new asset.

Following is a table that sets out the potential dilution of existing Shareholders if Equity Securities are issued under the 10% Placement Facility:

Variable "A" in Listing Rule 7.1A.2		10% Voting Dilution		
		50% decrease in Issue Price (\$0.0075)	Issue Price (\$0.015)	50% increase in Issue Price (\$0.0225)
Current Variable A (426,257,761 Shares)	Shares issued	42,625,776	42,625,776	42,625,776
	Funds Raised	\$319,693	\$639,387	\$959,080
50% increase in current Variable A (639,386,641 Shares)	Shares issued	63,938,664	63,938,664	63,938,664
	Funds Raised	\$479,540	\$959,080	\$1,438,620
100% increase in current Variable A (852,515,522 Shares)	Shares issued	85,251,552	85,251,552	85,251,552
	Funds Raised	\$639,387	\$1,278,773	\$1,918,160

The table has been prepared on the following assumptions:

- (i) The Company issues, or agrees to issue, the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options have been exercised 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 issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes quoted options, it is assumed that those quoted options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (v) The issue price is \$0.015 being the closing price of the Shares on ASX on 9 November 2021.

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 Facility, based on that Shareholder's holding at the date of the Meeting.

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.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 upon issue of any Equity Securities.

- (e) The Company is yet to identify the persons to whom Equity Securities will be issued to under the 10% Placement Facility. The Company's policy for allocating Equity Securities issued under the 10% Placement Facility will be determined on a case-by-case basis depending upon the purpose, and prevailing market conditions at the time, of any issue and having regard to factors including but not limited to the following:
- (i) The fundraising methods available to the Company, including but not limited to, rights issue or other issue which may minimise dilution to Shareholders.
  - (ii) The effect of the issue of the Equity Securities on the control of the Company.
  - (iii) The financial situation and solvency of the Company.
  - (iv) Advice from corporate, financial and broking advisers (if applicable).
- The subscribers may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
- (f) The total number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the previous 12 month is 4,944,640 Shares and the percentage they represent of the total number of equity securities on issue at the commencement of that 12 month period (318,702,401 Shares) is 1.55%. The information required by Listing Rule 7.3A.6 is set out in SCHEDULE 2. The Company has not agreed to issue any Equity securities under Listing Rule 7.1A.2 but as at the date of the Meeting not yet issued those Equity Securities.
- (g) At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, no voting exclusion statement is required for the Notice.

#### **6.4 Directors' recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 4. This will allow the Company to issue securities and raise funds whilst preserving the Company's 15% annual limit permitted by Listing Rule 7.1.

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### **7 RESOLUTION 5 - APPOINTMENT OF AUDITOR AT AGM TO FILL VACANCY**

BDO Audit Pty Limited, which is the Company's current auditor, has given notice of its intention to resign as auditor of the Company to ASIC (under section 329(5) of the Corporations Act).

Upon receipt of ASIC's consent to their resignation, BDO Audit Pty Limited has advised that it will submit a notice of resignation to the Company in accordance with



section 329(5) of the Corporations Act, such resignation to take effect from the date of the Meeting.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for Nexia Brisbane Audit Pty Ltd to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Statement as Schedule 1.

Nexia Brisbane Audit Pty Ltd has given its written consent to act as the Company's auditor, subject to Shareholder approval and the resignation of BDO Audit Pty Limited.

If Resolution 5 is passed, the appointment of HLB Mann Judd (WA Partnership) as the Company's auditors will take effect from the close of the Meeting.

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## **8 RESOLUTIONS 6 TO 8 - OCTOBER 2021 PLACEMENT**

### **8.1 Introduction**

On 27 October 2021 the Company announced that it had received firm commitments for a placement of 62,500,000 Shares (**Placement Shares**) at \$0.016 per Share to raise \$1 million (**October 2021 Placement**). The Placement included a commitment from the Company's Executive Chairman, Dr Leon Pretorius, to subscribe for 6,250,000 Placement Shares, subject to Shareholder approval. In conjunction, the Company also offered Shares on the same terms under a share purchase plan.

Funds raised will be applied to the committed expenditure on the option agreements over the Hawkwood Project and Prophet Resources tenements (see the Company's announcements to ASX on 27 October 2021).

The Placement Shares (other than to Dr Pretorius) were issued on 2 November 2021 using the Company's available capacity under Listing Rules 7.1 and 7.1A.

Resolutions 6 and 7 seek Shareholder ratification of the Placement and Resolution 8 seeks Shareholder approval for Dr Pretorius to participate in the Placement.

The Company's capital structure and dilutive effect of the issue of the securities the subject of the Resolutions on existing Shareholders are set out in section 8.2 below.

### **8.2 Effect on the capital structure of the Company and dilution**

The effect of the various issues on the capital structure of the Company is as follows (assuming no other Shares are issued):

<b>Item</b>	<b>Number</b>	<b>%</b>
Shares currently on issue (excluding Shares issued under Resolutions 6 and 7)	370,007,761	85.55

Shares issued under the October 2021 Placement (Resolutions 6 and 7)	56,250,000	13.01
Shares to be issued Dr Pretorius (Resolution 8)	6,250,000	1.45
<b>Total</b>	<b>432,507,761</b>	<b>100</b>

The Company has also offered Shares under a share purchase plan announced to ASX on 27 October 2021. Those Shares were, at this time of this notice of meeting, yet to be issued and are not included in the above table.

The Company currently has 22,000,000 Options on issue.

### 8.3 Listing Rules

Broadly speaking:

- (a) Listing Rule 7.1 limits the number of equity securities a company can issue in a 12 months period to 15% of its issued share capital, except for certain issues, including where first approved by Shareholders; and
- (b) Listing Rule 7.1A enables eligible entities to issue quoted Equity Securities up to 10% of its issued share capital through placements over a Relevant Period following shareholder approval by way of a special resolution, and is in addition to the 15% capacity under Listing Rule 7.1.
- (c) Listing Rule 10.11 requires prior shareholder approval for the issue of equity securities to related parties, except for certain issues.

Securities issues that are approved by Shareholders under Listing Rule 7.4 and 10.11 are not included in calculating an entity's 15% and 10% capacities under Listing Rule 7.1 and 7.1A.

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either:

- (d) the giving of the financial benefit falls within one of the exceptions to the provision; or
- (e) prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act, and includes directors of a company. Financial benefit is defined broadly and includes being issued securities by the company. An exception to the requirement for shareholder approval is where the benefit is given on terms that would be reasonable in the circumstances if the company and related party were dealing at arm's length, or are on terms less favourable to the related party.

#### **8.4 Resolutions 6 and 7 - Information required by Listing Rule 7.5**

Resolutions 6 and 7 seek shareholder approval under Listing Rule 7.4 to ratify the issue of 51,305,360 Placement Shares under Listing Rule 7.1 and 4,944,640 Placement Shares under Listing Rule 7.1A.

If Resolutions 6 and 7 are passed, the issues will be excluded in calculating the Company's 15% and 10% limits under Listing Rule 7.1 and 7.1A respectively, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 months following the issue. If Resolutions 6 and 7 are not passed, the issue will be included in calculating the Company's limits under Listing Rule 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 months following the issue.

For the purposes of Listing Rule 7.5, the following information is provided for the ratification of the issue of the Placement Shares the subject of Resolutions 6 and 7:

- (a) The securities were issued to sophisticated investors who were existing Shareholders or who were introduced by GTT Ventures Pty Ltd, and who are not related parties to the Company.
- (b) Number and class of security issued:
  - (i) Resolution 6 - 51,305,360 Placement Shares were issued by the Company under Listing Rule 7.1;
  - (ii) Resolution 7 - 4,944,640 Placement Shares were issued by the Company under Listing Rule 7.1A.
- (c) The Placement Shares are fully paid ordinary shares that rank equally with existing Shares on issue.
- (d) The issues were made on 2 November 2021.
- (e) The Placement Shares were issued at a price of \$0.016 per Share.
- (f) The purpose of the issue was to raise funds, the intended use of which is set out in section 8.1.
- (g) Other than those set out in this section, there are no other material terms in relation to the issue.
- (h) A voting exclusion statement is included in the Notice.

#### **8.5 Resolutions 6 and 7 - Directors' recommendation**

The Directors recommend that Shareholders approve Resolutions 6 and 7. This will restore the Company's 15% capacity permitted by Listing Rule 7.1 and allow the Company to issue further securities as permitted by Listing Rule 7.1 without Shareholder approval.

## **8.6 Resolution 8 - Information required by Listing Rule 10.13**

The issues of Placement Shares to Dr Pretorius falls within Listing Rule 10.11.1 and do not fall within any of the exceptions in Listing Rule 10.12, and for that reason Shareholder approval is sought under Listing Rule 10.11 for the issue.

The effect of passing Resolution 8 will be to allow Dr Pretorius to participate in the Placement; without those Placement Shares being included in the 15% limit under Listing Rules 7.1. If Resolution 8 is not passed, the Company will not be able to proceed with the issue.

For the purposes of Listing Rule 10.13, the following information is provided about the proposed issue of Shares the subject of Resolution 8:

- (a) The person participating in the issue are Dr Leon Pretorius, who is a Director and therefore related party under Listing Rule 10.11.1, or his nominee.
- (b) The maximum number of securities to be issued is 6,250,000 Placement Shares.
- (c) The securities to be issued are fully paid ordinary shares in the capital of the Company, ranking equally with existing Shares on issue.
- (d) The securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue will occur on the same date.
- (e) The Shares will be issued at an issue price of \$0.016 per Share.
- (f) The use of funds raised is set out in section 8.1.
- (g) Other than those set out in this section, there are no other material terms in relation to the issue.
- (h) A voting exclusion statement is included in the Notice.

## **8.7 Resolution 8 - Directors' recommendation**

The Directors other than Dr Leon Pretorius (who has a material personal interest in the Resolution) unanimously recommends that Shareholders vote in favour of Resolution 8. This will allow the Company to issue Placement Shares to Dr Pretorius under the Placement.

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## SCHEDULE 1 GLOSSARY

**\$ or A\$** means Australian dollars.

**Annual General Meeting or Meeting** means the meeting convened by the Notice.

**ASX Listing Rules** means the Listing Rules of ASX.

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

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party of a member of the Key Management Personnel** means a spouse or child of the member; or a child of the member's spouse; or a dependent of the member or the member's spouse; or anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or a company the member controls; or a person prescribed by the Corporations Regulations 2001 (Cth).

**Company** means Chase Mining Corporation Limited (ACN 118 788 846).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Key Management Personnel** has the same meaning given in the Listing Rules.

**Notice or Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**October 2021 Placement** has the meaning given in section 8.1.

**Option** means an option to be issued a Share.

**Placement Shares** has the meaning given in section 8.1.

**Proxy Form** means the proxy form accompanying the Notice.

**Relevant Period** has the meaning given in Listing Rule 7.1.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**WST** means Western Australian Standard Time.

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**SCHEDULE 2 INFORMATION REQUIRED BY LISTING RULE 7.3A.6**

Issue 1	
Names of persons who received securities or basis on which those persons was determined	Sophisticated investors introduced by GTT Ventures Pty Ltd, and who are not related parties to the Company
Number and class issued	4,944,640 fully paid ordinary shares
Price	\$0.016 per Share, being a 11% discount to the market price on the date of the issue or agreement
Cash received and use of proceeds	\$1 million, of which no funds have been spent. Funds raised will be used under the Placement, with funds raised to be applied to the committed expenditure on the option agreements over the Hawkwood Project and Prophet Resources tenements (see the Company's announcements to ASX on 27 October 2021).

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### SCHEDULE 3 SHAREHOLDER NOMINATION OF AUDITOR

The Directors

Chase Mining Corporation Limited

Level 8, 46 Edward Street

Brisbane QLD 4000

12 October 2021

Dear Directors

The undersigned being a member of Chase Mining Corporation Limited hereby nominates Nexia Brisbane Audit Pty Ltd for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Leon Pretorius', written in a cursive style.

Leon Pretorius



## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Chase Mining Corporation Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000



### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



**X99999999999**

## PROXY FORM

I/We being a member(s) of Chase Mining Corporation Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:00am (WST) on Friday, 17 December 2021 at 22 Townshend Road, Subiaco, Western Australia** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1 & 8:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 8, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.**

**Please read the voting instructions overleaf before marking any boxes with an ☒.**

#### Resolutions

**1** Remuneration Report (Non-Binding)

**For Against Abstain\***

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**5** Appointment of Auditor at AGM to fill vacancy

**For Against Abstain\***

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**2** Re-election of Director – Mr Charles Thomas

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**6** Ratification of prior issue of shares under Listing Rule 7.1

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**3** Re-election of Director – Mr Julian Atkinson

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**7** Ratification of prior issue of shares under Listing Rule 7.1A

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**4** Approval of 10% Placement Facility

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**8** Issue of shares to related party – Dr Leon Pretorius

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* 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 votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**CML PRX2102C**

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

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

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am (WST) on Wednesday, 15 December 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MAIL

Chase Mining Corporation Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**