

ANTILLES GOLD LIMITED

ABN 48 008 031 034

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of Shareholders
will be held on Monday 16th May 2022 at 10.30am (AEST)**

at

**The Hobart Room, Sofitel Wentworth Sydney, 61-101 Phillip Street,
Sydney NSW**

If you are unable to attend the meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

ANTILLES GOLD LIMITED
ABN 48 008 031 034

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of Antilles Gold Limited (the **Company** or **Antilles Gold**) will be held on Monday 16th of May 2022 commencing at 10.30am (AEST) at The Hobart Room, Sofitel Wentworth Sydney, 61-101 Phillip Street, Sydney, N.S.W.

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more details the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

AGENDA

ORDINARY BUSINESS

Receipt of Financial Statements and Reports

To receive and consider the Financial Statements, Directors' Report and the Independent Auditor's Report for Antilles Gold and its controlled entities for the year ended 31 December 2021.

Resolution 1: Adoption of Remuneration Report

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

"That for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 31 December 2021 be adopted."

Please note that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of:

- (a) any member of the Company's Key Management Personnel (**KMP**), details of whose remuneration is disclosed in the Remuneration Report; or
- (b) any closely related parties of those KMP; or
- (c) as a proxy by any other person who is a member of the KMP at the time of the AGM, or their closely related parties,

unless the vote is cast as proxy for a person who is entitled to vote on Resolution 1 and:

- (d) the vote is cast in accordance with a direction on the proxy form specifying how the proxy is to vote on Resolution 1, or
- (e) the vote is cast by the Chairman of the meeting and the proxy form expressly authorizes the Chairman to vote as the Chairman sees fit on Resolution 1, even though the resolution is connected to the remuneration of members of the Company's KMP.

Resolution 2: Re-Election of Mr Ugo Cario as a Director of the Company

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

“That Mr Ugo Cario, being a Director who retires by rotation pursuant to the Constitution of the Company and being eligible, be re-elected as a Director of the Company.”

Resolution 3: Ratification of Previous Issue of Shares and Options

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior allotment and issue of 44,784,614 Fully Paid Ordinary Shares and 22,392,307 Listed Options on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of;

- a person who participated in the issue; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4: Ratification of Previous Issue of Options (Lead Manager Options)

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior allotment and issue of 1,000,000 Listed Options on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of;

- a person or entity who participated in the issue (namely JS First Sdn Bhd); or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5: Re-Approval of Employee Performance Rights Plan

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

“That, for the purposes of Exception 13(b)) in ASX Listing Rule 7.2 and for all other purposes, Shareholders re-approve the:

- (a) Company’s Employee Performance Rights Plan (“Plan”) as described in the Explanatory Statement;*
- (b) Grant of Rights to ordinary fully paid shares in the Company under the Plan; and*
- (c) Issue or transfer of ordinary fully paid shares upon the vesting of Rights under the Plan.”*

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of;

- Any Director (except one who is ineligible to participate in any employee incentive scheme in relation to the entity).

However, this does not apply to a vote cast in favour of the resolution if it is cast:

- by a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- 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.

SPECIAL BUSINESS

Resolution 6: Approval of Additional Capacity to Issue Shares

To consider and, if thought fit, to pass with or without amendment the following resolution as a **special resolution**:

“That, pursuant to and in accordance with 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 on the terms and conditions in the Explanatory Statement.”

An approval under this rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following.

- (a) The date that is 12 months after the date of the annual general meeting at which the approval is obtained.
- (b) The time and date of the entity's next annual general meeting.
- (c) The time and date of the approval by holders of the 'eligible entity's 'ordinary securities of a transaction under rule 11.1.2 or rule 11.2.

By Order of the Board



**Pamela Bardsley
Company Secretary
7 April 2022**

PROXY AND SHAREHOLDER INFORMATION

Attendance and Voting

The Company has, for the purposes of determining voting entitlements at this Annual General Meeting (**AGM**), that all the Shares of the Company recorded in the Company's register at 7pm (AEST) on 14th May 2022, shall be taken to be held by the persons registered as holding the Shares at that time. Only those persons will be entitled to vote at the AGM and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Shareholders may vote by attending the AGM in person or by proxy (see below).

Ordinary resolutions require the support of more than 50% of those Shareholders voting in person, by proxy, by representative or by attorney. Special resolutions require the support of at least 75% of those Shareholders voting in person, by proxy, by representative or by attorney.

Every resolution put to the Shareholders at this AGM will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution. On a show of hands, every Shareholder who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person who is present in person or by proxy, representative or attorney, will have one vote for each Share held by that person.

Proxies

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

- each Shareholder has the right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at https://investor.automic.com.au/#/loginsah
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Corporate Representatives

A corporate Shareholder or corporate proxy wishing to appoint a person to act as its representative at the meeting may do so by providing that person with the following information which the representative should bring to the meeting:

1. a letter executed in accordance with the Shareholder's or proxy's constitution and the Corporations Act authorizing that person as the corporate Shareholder's or proxy's representative at the meeting; or
2. a copy of the resolution appointing the person as the corporate Shareholder's or proxy's representative at the meeting, certified by the company secretary or a director of the corporate Shareholder or proxy.

ANTILLES GOLD LIMITED
ABN 48 008 031 034

EXPLANATORY STATEMENT TO SHAREHOLDERS

Financial Statements and Reports

The Financial Statements, Directors' Report and Auditor's Report for the Company for the year ended 31 December 2021 will be laid before the meeting. The Financial Statements and Reports are contained in the Company's 2021 Annual Report, which is available on the Company's website <https://antillesgold.net>.

There is no requirement for Shareholders to approve these Reports. However, the Chairman of the meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor or the auditor's representative, questions relevant to the conduct of the audit and the content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and Reports and the independence of the auditor in relation to the conduct of the audit.

Written questions to the Company's auditor about the content of the Auditor's Report and the conduct of the audit of the Annual Financial Report to be considered at the meeting may be submitted up to five business days before the meeting to:

The Chairman, Antilles Gold Limited, PO Box 846, Bowral 2576 NSW Australia

RESOLUTION 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to put a non-binding resolution to its members that the Remuneration Report as contained in the Directors' Report in the 2021 Annual Report, be adopted.

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and executive employees of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report at the meeting.

Under the Corporations Act, if at least 25% of votes cast on the resolution are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Executive Chairman) must go up for re-election. The Company encourages all Shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

Proxy Voting Restrictions in Respect of Resolution 1

The Company will disregard any votes cast in favour of Resolution 1 by KMP or closely related parties of KMP.

The KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include Directors (both executive and non-executive) and certain senior executives named in the Company's Remuneration Report.

A 'closely related party' is defined in the Corporations Act 2001 (Cth) and includes a KMP's spouse, dependent and certain other close family members, as well as companies controlled by the KMP.

Recommendation: The Board recommends that Shareholders vote in favour of Resolution 1. The Chairman intends to vote all available proxies given to him "For" the adoption of the Remuneration Report.

RESOLUTION 2 - Re-Election of Director –Ugo Cario

In accordance with ASX Listing Rule 14.4 and Article 54.1 of the Company's Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Accordingly, pursuant to Article 54.1 of the Company's Constitution, Mr Ugo Cario, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election. Details of the qualifications and experience of Mr Cario are set out in the 2021 Annual Report.

Recommendation: The Board (excluding Mr Cario) recommends that Shareholders vote in favour of adopting Resolution 2.

RESOLUTION 3 – Ratification of Previous Issue of Shares and Options

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of Shares and Options under the Placement as announced to the ASX on 29 March 2022.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exemptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period. In addition, at its Annual General Meeting held on 30 July 2021, the Company obtained shareholder approval to issue additional equity securities up to 10% of the issued capital of the Company under Listing Rule 7.1A.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 and the additional 10% placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder Approval.

If Resolution 3 is not passed, the Shares and Options will be included in calculating the Company's combined 25% placement limit under Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder Approval.

Regulatory requirements- ASX Listing Rule 7.4

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

(a) The number of securities issued was 44,784,614 Ordinary Shares and 22,392,307 Listed Options.

(b) The Shares and Options were issued on 7 April 2022.

(c) The Shares were issued at \$0.065 per share. The Options were issued for nil consideration at an exercise price of \$0.13 each.

(d) The Shares allotted and issued rank equally in all respects with all of the existing Shares on issue. The Options were issued on the terms set out in Appendix A to this Explanatory Statement.

(e) The Shares and Options were issued to various sophisticated investors and other persons to whom no disclosure is required, under the Placement announced to the ASX on 29 March 2022. In conducting the Placement, the Company and its Lead Manager looked to identify current and new investors based on their alignment to the Company's investment and development strategy and the Lead Manager's understanding of each investor's relevant investment strategies, networks and risk profile.

(f) The Shares and Options were issued to raise up to \$3.25 million before costs of \$180,000 and will be used for:

- Progressing the Definitive Feasibility Study for the proposed La Demajagua open pit gold-silver mine in south west Cuba; and
- costs of the offer.

(g) An appropriate voting exclusion statement is included in the Notice of Meeting.

Recommendation: The Board recommends that Shareholders vote in favour of adopting Resolution 3.

RESOLUTION 4 – Ratification of Previous Issue of Options (Lead Manager Options)

JS-First Sdn Bhd (**JS-First**) was appointed as lead manager to the placement as announced to the ASX on 29 March 2022.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of Lead Manager Options to JS-First.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exemptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Regulatory requirements- ASX Listing Rule 7.4

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

(a) The number of securities issued was 1,000,000 Listed Options.

(b) The Lead Manager Options were issued on 7 April 2022.

(c) The Lead Manager Options were issued for nil consideration and in accordance with the Underwriting Agreement, at an exercise price of \$0.13 each.

(d) The Lead Manager Options were issued on the terms set out in Appendix A to this Explanatory Statement.

(e) The Lead Manager Options were issued to JS-First Sdn Bhd in accordance with the Placement Mandate and in consideration of the Lead Manager services provided, JS-First is to be paid US\$15,000 and, subject to shareholder approval, 1,000,000 Lead Manager Options. Engagement of the Lead Manager may be terminated by either party on written notice.

(f) An appropriate voting exclusion statement is included in the Notice of Meeting.

Recommendation: The Board recommends that Shareholders vote in favour of adopting Resolution 4.

RESOLUTION 5 – Re-approval of Employee Performance Rights Plan

Background

Shareholder approval is sought in accordance with listing Rule 7.2 for the issue of Rights pursuant to the Company's Employee Performance Rights Plan ("Plan"). The Plan contemplates the issue to eligible employees of Performance Rights, each of which upon vesting entitle the eligible employee to a fully-paid ordinary share in the Company.

Reasons for the Plan

In line with the Company's remuneration policy, the Board believes that appropriately designed equity based plans are an important component of the Company's remuneration arrangements.

The Board believes that in order to attract and retain talented employees and to provide a long-term incentive which continues to align the interests of employees with the Company's strategies, a flexible equity based plan should be established to allow the Board to grant different types of performance-based awards depending on the prevailing circumstances.

The objectives of the Plan are to:

- (i) Reward the achievement of excellent results by providing the opportunity to talented employees to accumulate equity in the Company;
- (ii) Attract and retain talented employees in the Company; and
- (iii) Increase Shareholder value by motivating key employees.

Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Certain issues falling within an exception to Listing Rule 7.1 include an issue of securities to persons participating in an employee rights scheme where Shareholders at a general meeting held not more than 3 years before the date of issue have approved the issue of securities under the scheme pursuant to Listing Rule 7.2 Exception 13. The Plan was originally approved by Shareholders at the Company's 2010 Annual General Meeting and re-approved at the 2013, 2016 and 2019 Annual General Meetings. In accordance with Listing Rule 7.2 Exception 13 re-approval of the Plan is again required. In accordance with Listing Rules 7.2 Exception 13(b), the Plan includes the maximum number of securities proposed to be offered for issue. The number shall not exceed 5% of the total number of Shares on issue in the Company at the time the offer is made. If an offer were made as at the date of this Notice, the maximum number of Shares would not exceed 15,200,248.

In order to take advantage of the exception from Listing Rule 7.1 and allow the Company greater flexibility to issue securities, Shareholders are requested to approve the Plan under Listing Rule

7.2 Exception 13. This approval will be effective for a period of 3 years from the date of the passing by Shareholders of Resolution 5.

The Plan was and will be offered to employees under ASIC Class Order 03/184 Employee Share Schemes. At such time, the Board may determine the number of shares and issue price (if any), subject to the Corporations Act and Listing Rules. The number of shares which may be issued under the Plan is subject to an effective limit of 5% of the Company's total issued share capital, subject to certain excluded offers under section 708 of the Corporations Act.

Summary of the Plan

Under the Plan, the Board may grant rights to an employee or executive director of the Company or any wholly owned subsidiary or controlled entity of the Company whom the Board decides in its absolute discretion is eligible to be invited to receive a grant of Rights in the Plan from time-to-time and who is not prohibited from participating in the Plan under the terms and conditions of the Plan "Eligible Employees".

An invitation to an Eligible Employee may be in such form and content as the Board determines and may include information relating to:

- 1) the ratio in which the Right may convert to ordinary shares in the Company; and
- 2) the date on which Rights will be allotted.

Holders of Rights must not grant any security over any Right of the shares for which the Right may convert.

Mandatory vesting of Rights will occur when the specified conditions and performance measures are satisfied. Each Right, when vested, will automatically convert to one fully paid ordinary share in the Company. The Rights are generally granted to vest in equal installments over a period of three years.

Rights will expire or lapse on the earlier of:

- 1) the Vesting Date if any performance conditions contained in the Plan Rules are not satisfied by the Vesting Date; or
- 2) the termination of employment of an Eligible Employee (subject to Board determination).

The Company will not apply for ASX quotation of any Rights issued under the Plan. The Rights are not assignable.

Any shares issued or transferred as a result of the vesting of Rights issued under the Plan will rank equally with existing fully paid ordinary shares in the Company, in all respects including voting rights, entitlements to dividends and future entitlement issues.

The number of Rights issued under the Plan since the last approval are:

Number of Rights issued since the last approval	NIL
Number of Rights that did not vest	NIL
Number of Rights that did vest	NIL
Balance of Rights issued and not currently vested	NIL

Recommendation: Each Director not eligible to participate in the Plan (being each non-executive Director) recommends that Shareholders vote in favour of Resolution 5.

RESOLUTION 6 - Approval for Additional Capacity to issue Equity Securities

ASX Listing Rule 7.1A provides that eligible entities (being entities with market capitalization of less than \$300 million and not being included in the ASX 300 index), may seek prior shareholder approval to raise an additional 10% in capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**) in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company is an eligible entity and is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities (which has the same meaning as the Listing Rules) under the 10% Placement Facility.

The exact number of 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 below).

Listing Rules information requirements

Listing Rule 7.1A provides that, with prior Shareholder approval by way of a special resolution at an annual general meeting, the Company may, within the following 12 months, issue an additional 10% of issued capital by way of placements.

Any Equity Security issued under the 10% Placement facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of this Notice, has on issue two classes of quoted Equity Securities, Shares and Listed Options.

The number of additional Equity Securities that may be issued under the 10% Placement Facility if Resolution 6 is approved will be calculated in accordance with the formula $(A \times D) - E$, where:

- A is the number of Shares on issue 12 months before the date of issue or agreement,
- plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2,
 - plus the number of Shares issued in the 12 months with approval of Shareholders under Listing Rules 7.1 or 7.4,
 - less the number of Shares cancelled in the 12 months,
- D equals 10%
- E equals the number of Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

Under Resolution 6, the Company seeks Shareholder approval for the issue of the Equity Securities to investors as set out below so as to increase the Company's capacity under Listing Rule 7.1 and 7.1A to issue further Equity Securities representing up to 25% of the Company's issued capital in the next 12 months.

At the date of this Notice, the Company has on issue 304,004,961 Ordinary Shares and therefore has a capacity to issue:

- (a) 45,600,744 Equity Securities under Listing Rule 7.1; and subject to the passing of resolutions 3 and 4, and
- (b) if Resolution 6 is approved, 30,400,496 Equity Securities under Listing Rule 7.1A.

In accordance with the requirements of Listing Rule 7.3A, the Company provides the following information to Shareholders:

- (a) The minimum price at which Equity Securities will be issued pursuant to the approval sought by Resolution 6 will be no less than 75% of the volume weighted average price for Equity Securities calculated over the 15 trading days on which trades of the same class of securities were recorded immediately before:
- (i) The date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) If the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table to the extent Shareholders do not receive any Shares under the issue. There is a risk 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 on the date of the Meeting; 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,

which may have an effect on the amount of funds raised.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (i) two examples where variable A has increased by 50% and 100%. Variable A is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders meeting; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable A in Listing Rule 7.1A		Dilution		
		\$0.034 (50% decrease in Market Price*)	\$0.068 (Current Market Price*)	\$0.136 (100% increase in Market Price*)
Current Variable A 304,004,961 shares	10% Voting Dilution	30,400,496 Shares	30,400,496 Shares	30,400,496 Shares
	Funds raised	\$1,033,617	\$2,067,234	\$4,134,467
50% Increase in current Variable A 456,007,441 shares	10% Voting dilution	45,600,744 Shares	45,600,744 Shares	45,600,744 Shares
	Funds raised	\$1,550,425	\$3,100,850	\$6,201,701
100% Increase in current Variable A 608,009,922 shares	10% Voting dilution	[60,800,992 Shares	[60,800,992] Shares	60,800,992 Shares
	Funds raised	\$2,067,234	\$4,134,467	\$8,147,333

- "Market Price" is the closing price of Shares traded on ASX on 6th April 2022, being the date prior to the date of this Notice.

The table above demonstrates the effect of an issue of Shares under Listing Rule 7.1A on the position of existing Shareholders and has been prepared based on the following assumptions:

- (a) The current variable "A" is calculated as follows:
 - (i) The current number of Shares on issue as at the date of this Notice is 304,004,961
 - (ii) Shareholders ratify the issue of 1,000,000 Options issued on 7 April 2022 and 44,784,614 Ordinary Shares and 22,392,307 Options issued on 7 April 2022 pursuant to Resolutions 3 & 4
- (b) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued capital the time of issue. This is why the voting dilution is shown in each example as 10%;
- (d) The table does not show an example of dilution that may be caused by a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holdings at the date of the Meeting;
- (e) 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;
- (f) The issue of Equity Securities under the 10% Placement Facility consists only of Shares; and
- (g) The current market price is \$0.068, being the closing price of the Shares in the ASX on 6th April 2022.

Any Equity Securities issued pursuant to the 10% Placement Facility approval being sought by Resolution 6 will be issued no later than 12 May 2023, being 12 months after the date of the Meeting. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertakings).

The Company may seek to issue the Equity Securities under the 10% Placement Facility for the following purpose:

- (i) *Cash consideration*: fund exploration growth and provide general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4), 3.10.3 and 2.7 upon issue of any Equity Securities.

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

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

- (i) The methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (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; and
- (iv) Advice from corporate and other advisors.

It is possible that the allottees under the 10% Placement Facility may include vendors of new resources, assets or investments acquired by the Company.

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2021 Annual General Meeting held on 30 July 2021.

The Company has agreed to issue a total of 30,400,496 Equity Securities (4,400,496 Ordinary Shares and 26,000,000 Listed Options) under Listing Rule 7.1A 2 in the 12 months preceding the date of the Annual General Meeting. At the commencement of that 12 month period, the issue of these Equity Securities represented a total of 15.58% of the number of Equity Securities on issue at that time.

The Company has agreed to issue the 30,400,496 Equity Securities to sophisticated investors and other persons to whom no disclosure is required. These investors were identified by the Company and JS-First Sdn Bhd (as Lead Manager of the Placement referred to in Resolution 3 above) based on their alignment to the Company's investment and development strategy and the Lead Manager's understanding of each investor's relevant investment strategies, networks and risk profile.

The Shares have been agreed to be issued at \$0.065 per Share, the Options are to be issued for nil consideration at an exercise price of \$0.13 each. This price represented a discount of 7% to the closing market price on 29 March 2022, being the date of the agreement to issue the Equity Securities.

The Shares and Options are to be issued to raise up to \$3.25 million (before costs of \$180,000) and will be used for Progressing the Definitive Feasibility Study for the proposed La Demajagua open pit gold-silver mine in south west Cuba.

Recommendation: The Board unanimously recommends that Shareholders vote in favour of Resolution 6.

APPENDIX A

TERMS OF ISSUED OF LISTED OPTIONS

The Options entitle the holder to be issued Shares on the following terms and conditions:

(a) Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option before the Expiry Date.

(b) Quotation of Options

(c) Exercise Price

The amount payable on exercise of each Option will be \$0.13 (Exercise Price):

(d) Expiry Date

The Options will expire at 5.00pm (AEST) on 30 April 2023 (Expiry Date):
Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) Exercise Period

Options may be exercised at any time prior to the Expiry Date (Exercise Period).

(f) Notice of Exercise

The Options may be exercised by notice in writing to the Company (Exercise Notice) and payment of the Exercise Price, in Australian currency, for each Option being exercised. A minimum of 3,846 Options (having a total exercise price of \$500) must be exercised at any time. Where a Shareholder holds less than 3,846 Options then they must exercise their entire holding of Options.

(g) Exercise Date

Any Exercise Notice received by the Company will be deemed effective on and from the later of:

- (i) the date of receipt of the Exercise Notice and
- (ii) the date of Company's receipt of the Exercise Price, for each Option being exercised, in cleared funds (Exercise Date).

(h) Timing of Issue of Shares on Exercise

Within 15 Business Days after an Option is validly exercised or such other period specified by the Listing Rules, the Company will:

- (i) allot and issue that number of Shares pursuant to the exercise of the Options; and
- (ii) if admitted to the official list of the ASX at the time, apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

(i) Shares Issued on Exercise

Shares issued pursuant to the exercise of the Options will rank equally with the then issued Shares of the Company.

(j) Participation in New Issues

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital to Shareholders during the currency of the Options without exercising the Options.

(k) Reconstruction of Capital

If at any time the issued share capital of the Company is reconstructed, all rights of an Option holder will be varied to comply with the Corporations Act and the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

(l) New Options Transferable

The Options are transferable.

(m) Change in Exercise Price

An Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(n) Adjustments for Rights Issues

If the Company makes a pro rate issue of Shares to existing Shareholders, there will be no adjustment to the Exercise Price of an Option.

(o) Adjustment for Bonus Issue of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than in satisfaction of dividends or by way of dividend reinvestment):

The number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and there will be no adjustment to the Exercise Price of an Option.

Proxy Voting Form

**If you are attending the meeting
in person, please bring this with you
for Securityholder registration.**

Holder Number:

Your proxy voting instruction must be received by **10.30am (AEST) on Saturday, 14th May 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/lc>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your v



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise, if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.



