

# PEAKO LIMITED

(ABN 79 131 843 868)

## AMENDED - NOTICE OF ANNUAL GENERAL MEETING

25 October 2019

This document is an amendment to (and is to be read together with) the 2019 Notice of Annual General Meeting of Peako Limited (the "Company") to be held at The Institute of Chartered Accountants in Australia on Level 18 of 600 Bourke Street, Melbourne, Victoria on Thursday 28 November 2019 commencing at 3.15pm (AEDT).

Peako Limited advises that following amendments shown below in red and underlined.

Shareholders should also note that their individualised Proxy Forms attached to the Notice of Annual General Meeting mailed to them on 21 October 2019 are correct.

### ORDINARY BUSINESS

#### AGENDA

##### Resolution 6.

##### **Grant of Options to executives**

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

*"That, in accordance with, and for the purposes of Listing Rule 7.1 and in accordance with Listing Rule 7.3., approval is given to grant executives to the Company (or their respective nominee) 2,000,000 options to acquire ordinary fully paid shares in the capital of the Company at an exercise price of \$0.04 cents per option expiring at 5.00pm AEDT on 28 November 2022, with such options being granted on the terms and conditions set out in out in Note 5 of the Notes to this Notice of Meeting which terms and conditions are hereby incorporated into and form part of this resolution.*

#### Voting Exclusion Statement

##### *Resolution 4 – Grant of Options to RL Clark*

In accordance with the provisions of Chapter 2E of the Corporations Act 2001 and the requirements of ASX Listing Rule 10.13 the Company will disregard any votes cast in favour of Resolution 4 by RL Clark and any Associate of RL Clark within the meaning of the Corporations Act. However, the Company will not disregard a vote if:

##### *Resolution 5 – Grant of Options to DJ Clark*

In accordance with the provisions of Chapter 2E of the Corporations Act 2001 and the requirements of ASX Listing Rule 10.13 the Company will disregard any votes cast in favour of Resolution 5 on by DJ Clark and any Associate of DJ Clark within the meaning of the Corporations Act. However, the Company will not disregard a vote if:

## Resolution 7 – 10% Placement Capacity

A vote may not be cast (in any capacity) **in favour of** Resolution 7 by or on behalf of a person who may participate in the proposed issue and a person who might obtain a **material** benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

By order of the Board

**PEAKO LIMITED**



**Robert Wright**

Company Secretary

25 October 2019

## Explanatory Notes to the Business of the Meeting

### Note 4: Resolutions 4-5 – Grant of Options

In relation to each of resolutions **4 and 5**, if approval is given by such resolution to grant options to the director named in such resolution (or to that director's nominee) under Listing Rule 10.11 further approval to grant such options is not required under Listing Rule 7.1

### Note 5: Resolution 6: Proposed grant of options to executives

#### Item 1: Application of Listing Rules 7.1 and 7.3

In compliance with Listing Rules 7.1 and 7.3 the following information is provided in relation to resolution 6 on the Notice of Meeting.

- (a) The maximum number of Options which will be issued under the resolution is 2,000,000 Options as specified in resolution 6.
- (b) The date by which Peakco will issue the Options will be not later than 28 December 2019 which is not later than one (1) month after the date of the Meeting.
- (c) The Options are issued free of cost as incentive Options.
- (d) The persons to whom the options will be granted are Robert Wright and Brett Maltz.
- (e) The terms of the options to be granted to Robert Wright and Brett Maltz are:

#### Terms of options

The proposed terms of grant of options are as follows:

- 1,000,000 of the options granted to Robert Wright and 1,000,000 of the options granted to Brett Maltz entitles the holder to subscribe for one ordinary share in Peakco Limited (the Company) upon the payment of an amount of \$0.04.
- All of the options granted to Robert Wright and Brett Maltz will lapse at 5.00pm (AEDT) on 28 November 2022 (Expiry Date).
- The options are not transferable to any person other than an Associate of the grantee (within the meaning of the Corporations Act 2001) without the prior approval of the Board of Directors of the Company.
- There are no participating rights or entitlements inherent in these options and holders of the options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the option or in the payment of any dividend without having exercised the option prior to the record date to determine entitlements to any such entitlements or distributions.
- In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the options will be re-organised in respect to number and exercise price as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- The option shall be exercisable at any time during the period ending on or before the Expiry Date (Exercise Period), subject to holders' continuing involvement with the company in the

form of ongoing employment and/or consultancy arrangements, by the delivery to the registered office of the Company of a notice in writing (**Notice**) stating the intention of the optionholder accompanied by an Option Certificate or Holding Statement and a cheque made payable to the Company for the subscription monies for the shares to be issued on exercise of the options the subject of the Notice. The Notice and cheque must be received by the Company during the Exercise Period. An exercise of only some options shall not affect the rights of the optionholder to the balance of the options held by him.

- The Company shall allot the resultant shares and deliver a statement of shareholdings with a Holders' Identification Number within 5 business days of exercise of the options.
- The shares allotted shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects.

(f) No funds will be raised by the grant of the Options.

(g) In accordance with the requirements of ASX Listing Rule 7.1 the Company advises that it will disregard any votes cast in favour of Resolution 6 on the Notice of Meeting by any of the persons named in paragraph (d) above and otherwise, a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).