
AKORA RESOURCES LIMITED

ACN 139 847 555

NOTICE OF ANNUAL GENERAL MEETING

Time: 9:30 am (AEST)

Date: 17 May 2022

Place: Virtual meeting

THIS IS AN IMPORTANT DOCUMENT THAT REQUIRES YOUR IMMEDIATE ATTENTION

You should read this document in its entirety before deciding whether or not to vote for or against any resolution at the Annual General Meeting (**Meeting**). If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser 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 as Shareholders at 9:30 am (AEST) on 15 May 2022.

If you have questions about the Meeting or the resolutions to be voted on, please contact the Company Secretary on (03) 9381 0859.

Notice of the Meeting (**Notice**) will be mailed to all Shareholders. Shareholders can also access a copy of the Notice at the following link:
<https://www.akoravy.com/announcements> .

If you are unable to attend the Meeting, you are encouraged to complete and submit the proxy form attached to this Notice as your vote is important.

NOTICE OF GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of AKORA Resources Limited ACN 139 847 555 (**Company**) will be held by virtual meeting on 17 May 2022 commencing at 9:30 am (AEST) (**Meeting**).

The Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting (together, **Notice**) provides additional information on matters to be considered at the Meeting. The Proxy Form also forms part of this Notice.

Proxy Forms must be received by no later than 9:30 am (AEST) on 15 May 2022.

Impact of COVID-19 on the Meeting

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company intends to hold a virtual meeting.

No attendance in person

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company is not able to allow Shareholders to physically attend the Meeting. Please refer to the information below on how Shareholders can participate and vote in the Meeting.

Voting by Proxy

A Shareholder that is entitled to attend and vote at the Meeting is entitled to appoint a proxy to vote on his/ her behalf. The proxy may, but need not be, a Shareholder. Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

To lodge your proxy, please follow the directions on your Proxy Form which will be enclosed with a copy of the Notice, delivered to you by post. Lodgement instructions are set out in the Proxy Form attached to the Notice. You must return a Proxy Form by the time and in accordance with the instructions set out on the Proxy Form.

Remote attendance at the virtual meeting

The Meeting will be accessible to all Shareholders as a virtual meeting.

A Shareholder or proxyholder for a Shareholder who wishes to attend and participate in the Meeting will need to enter the following link into a web browser on his/ her computer or online device: <https://meetings.linkgroup.com/AKO22>

Once a proxyholder has entered the virtual meeting platform, the proxyholders will need their proxy code, which is a code that the share registry Link Market Services Limited will provide to proxyholders via email no later than 24 hours prior to the Meeting.

We recommend that Shareholders and proxyholders for Shareholders log onto the virtual meeting platform at least 15 minutes before the start time for the Meeting.

Further information regarding how to participate in the virtual meeting is set out at the Online Platform Guide, which can be found at the following link: <https://www.akoravy.com/announcements>.

Terms and abbreviations used in this Notice are defined in the Glossary of the Explanatory Memorandum.

Shareholders are encouraged to read the Explanatory Memorandum carefully before deciding how 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 as Shareholders at 9:30 am (AEST) on 15 May 2022.

AGENDA

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 31 December 2021 (Annual Report).
Resolution 1: Approval of Remuneration Report	<p>To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:</p> <p><i>"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 31 December 2021".</i></p> <p>Note: In accordance with section 250R(3) of the Corporations Act, the vote on this item of business will be advisory only and will not bind the Directors or the Company.</p> <p><u>Voting exclusion</u></p> <p>The Company will disregard any votes cast in favour of this Resolution by, or on behalf of:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <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"> (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (d) the voter is the Chair of the Meeting and the appointment of the chair as proxy: <ul style="list-style-type: none"> (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.
Resolution 2: Re-election of Director – John Madden	<p>To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:</p> <p><i>"That John Madden, who retires on rotation in accordance with Rule 6 and, being eligible, be re-elected as a Director under rule 6 of the Company's Constitution and for all other purposes."</i></p>
Resolution 3: Approval to issue securities to a related party – Paul Bibby	To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of 1,200,000 options to Paul Bibby or his nominee on the terms set out in the Explanatory Statement.”

Voting exclusion

Under Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of Paul Bibby and his associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy or attorney for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) it is cast by 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.

In accordance with section 250BD of the Corporations Act, a vote on Resolution 3 must not be cast in the capacity as a proxy, by or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member,

if the appointment does not specify the way the proxy is to vote on the resolution.

However, a person described above may cast a vote on this resolution if the person is the Chair and the appointment of the Chair as proxy:

- (i) does not specify the way the proxy is to vote on the resolution; and
- (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

Resolution 4: Approval to issue securities to a related party – John Madden

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the grant of 750,000 options to John Madden or his nominee on the terms set out in the Explanatory Statement.”

Voting exclusion

Under Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of John Madden and his associates.

However, the Company need not disregard a vote if:

- (c) it is cast by a person as a proxy or attorney for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- (d) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (e) it is cast by 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.

In accordance with section 250BD of the Corporations Act, a vote on Resolution 4 must not be cast in the capacity as a proxy, by or on behalf of:

- (f) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (g) a Closely Related Party of such member,

if the appointment does not specify the way the proxy is to vote on the resolution.

However, a person described above may cast a vote on this resolution if the person is the Chair and the appointment of the Chair as proxy:

- (i) does not specify the way the proxy is to vote on the resolution; and
- (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or

	indirectly with the remuneration of the Key Management Personnel.
Resolution 5: ratification of prior issue of shares- First Tranche	<p>To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:</p> <p><i>“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,922,115 Shares as part of the First Tranche on the terms and conditions set out in the Explanatory Statement.”</i></p> <p><u>Voting exclusion</u></p> <p>Under Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of parties who subscribed to the placement and their associates.</p> <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none"> (h) it is cast by a person as a proxy or attorney for a person who is entitled to vote in accordance with the directions on the Proxy Form; or (i) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or (j) it is cast by a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> (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. (iii)
Resolution 6: pre-approval of Second Tranche of placement	<p>To consider and, if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:</p> <p><i>“That, for the purposes of ASX Listing Rules 7.1 and 7.2, Exception 17 and for all other purposes, Shareholders approve the issue of 3,644,760 Shares as part of the Second Tranche on the terms and conditions set out in the Explanatory Statement.”</i></p> <p><u>Voting exclusion</u></p> <p>Under Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution by or on behalf of parties who will subscribe to the placement and their associates.</p> <p>However, the Company need not disregard a vote if:</p> <ul style="list-style-type: none"> (a) it is cast by a person as a proxy or attorney for a person who is entitled to vote in accordance with the directions on the Proxy Form; or

	<p>(b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or</p> <p>(c) it is cast by a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:</p> <ul style="list-style-type: none"> (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.
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VOTING

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A. Voting in person

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company is not able to allow Shareholders to physically attend the Meeting.

Please refer to the information below on how Shareholders can participate in the Meeting.

B. Voting at the virtual meeting

The Meeting will be accessible to all Shareholders as a virtual meeting.

A Shareholder or proxyholder for a Shareholder who wishes to attend the Meeting will need to enter the following link into a web browser on his/ her computer or online device: <https://meetings.linkgroup.com/AKO22>.

Once a Shareholder has entered the virtual meeting platform, the Shareholder must have available its Shareholder Reference Number (SRN) or Holder Identification Number (HIN), which are printed at the top of the Proxy Form.

Once a proxyholder has entered the virtual meeting platform, the proxyholder will need its proxy code, which is a code that the share registry Link Market Services Limited will provide to proxyholders via email the day prior to the Meeting.

We recommend that Shareholders and proxyholders log onto the virtual meeting platform at least 15 minutes before the start time for the Meeting.

Online voting will be open between the commencement of the Meeting at 9:30 am (AEST) on 17 May 2022 and the time at which the Chair announces the voting has closed.

Further information regarding how to participate in the virtual meeting is set out at the Online Platform Guide, which can be found at the following link: <http://www.akoravy.com/announcements>.

C. Voting by an appointed representative ('proxy')

A Shareholder that is entitled to attend and vote at the Meeting is entitled to appoint a proxy to vote on his/ her behalf. Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice.

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

- (i) each Shareholder has the right to appoint a proxy;
- (ii) a proxy need not be a Shareholder of the Company; and
- (iii) 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 Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

To lodge your proxy, please follow the directions on your Proxy Form which will be enclosed with a copy of the Notice, delivered to you by post or email. Lodgement instructions are set

out in the Proxy Form attached to the Notice. You must return a Proxy Form by the time and in accordance with the instructions set out on the Proxy Form. Proxy Forms and, if applicable, the powers of attorney (or a certified copy of the powers of attorney) under which they are signed must be lodged directly by the Shareholder making the appointment at least 48 hours before the appointed time of the meeting.

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

D. Proxy vote if appointment specifies way to vote

In accordance with section 250BB of the Corporations Act, Shareholders are advised that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution. If it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as instructed); and
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution-the proxy must not vote on a show of hands;
- (iii) if the proxy is the Chair of the meeting at which the resolution is voted on- the proxy must vote on a poll, and must vote that way (i.e. as instructed); and
- (iv) if the proxy is not the Chair of the meeting at which the resolution is voted on – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as instructed).

If the proxy is a member, this subsection does not affect the way that person can cast votes in their individual capacity as a member of the Company.

E. Transfer of non-chair proxy to chair in certain circumstances

Under section 250BC of the Corporations Act, the Chair is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on that resolution at that meeting if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- (ii) the appointed proxy is not the chair of the meeting; and
- (iii) at the meeting, a poll is duly demanded on the question that the resolution be passed; and
- (iv) either of the following apply:
 - (A) if a record of attendance is made for the meeting – the proxy is not recorded as attending;
 - (B) the proxy does not vote on the resolution.

F. Corporate Representatives

A proxy can either be an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- (i) appoints an individual as its corporate representative to exercise its powers at meetings in accordance with section 250D of the Corporations Act; and

- (ii) provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the meeting.

If satisfactory evidence of the appointment as corporate representative is not received before the Meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

G. 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 as Shareholders at 9:30 am (AEST) on 15 May 2022.

H. Voting by poll

All Resolutions under this Notice will be determined by poll.

I. Lodgement of Proxy Form

If voting by proxy, please complete and sign the enclosed Proxy Form and return it by one of the methods set out below so that it is received no less than 48 hours before the time set for the commencement of the Meeting. Proxy Forms that do not meet this deadline will be invalid.

- (i) Post it in the reply-paid envelope provided;
- (ii) Post it to the Company c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- (iii) Hand deliver it to Link Market Services Limited, Parramatta Square Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150;
- (iv) Fax it to Link Market Services Limited on +61 2 9287 0309; or
- (v) Lodge it online at www.linkmarketservices.com.au in accordance with the instructions provided on the website. Shareholders will need their Holder Identification Number or Shareholder Reference Number to lodge the proxy form online.

PLEASE NOTE THAT THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF ALL RESOLUTIONS THE SUBJECT OF THIS NOTICE.

THE COMPANY ALSO WISHES TO INFORM SHAREHOLDERS THAT THE CHAIR INTENDS TO EXERCISE ALL AVAILABLE PROXIES IN FAVOUR OF THE RESOLUTIONS.

ASX takes no responsibility for the contents of this notice or explanatory statement.

Dated: Thursday, 14 April 2022

By order of the Board



JM Madden
Company Secretary

EXPLANATORY MEMORANDUM

The Explanatory Statement has been prepared for the purposes of the Corporations Act and the Listing Rules. The purpose of this Explanatory Statement is to provide Shareholders with all the information known to the Company that is material to Shareholders in deciding whether or not to approve the Resolutions as set out in the Notice at the Meeting to be held by virtual meeting on 17 May 2022 commencing at 9:30 am (AEST).

The Company recommends that Shareholders read this Explanatory Memorandum in full and in conjunction with the Notice before making any decisions in relation to the proposed Resolutions.

Please contact the Company Secretary at info@akoravy.com or +61 3 9381 0859 between 9:00am and 5:00pm (AEST) if you have any questions about the Meeting or the Resolutions the subject of this Notice.

1. 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 31 December 2021, which is available on the ASX platform at www.asx.com.au (ASX: AKO); 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:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) 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:

- (a) the content of the auditor's report to be considered at the Meeting; and
- (b) 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.

2. Resolution 1 – Approval of Remuneration Report

2.1 Introduction

The Remuneration Report is in 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 31 December 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.

2.2 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.

Voting on Resolution 1 will be determined by a poll at the Meeting.

3. Resolution 2 – Re-Election of Director: John Madden

3.1 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 by way of an addition to the existing board of directors or to fill a casual vacancy must also not hold office (without re-election) past the company's next annual general meeting. These requirements, in respect of a newly listed company, like the Company, only apply in respect of directors appointed from the time of a company's admission to the Official List.

However, Rule 6.1(f)(i) of the Company's Constitution provides:

- (f) *An election of directors must take place at each annual general meeting and at that meeting:*

- (i) *excluding any director who is required to retire at that meeting under Rule 6.1(e) and the managing director, or if there is more than one managing director, the first of them to be appointed:*
 - (A) *one-third of the remaining directors (rounded down, if necessary, to the nearest whole number); and*
 - (B) *any other director who, if he or she does not retire, will at the conclusion of the meeting have been in office for three or more years or for three or more annual general meetings since he or she was last elected to office (whichever is longer),*

must retire from office as director, and
- (ii) *if no director is required to retire under Rules 6.1(e) or 6.1(f)(i), at least one director, excluding the managing director (or if there is more than one managing director, the first of them to be appointed), must retire from office as director.*

Rule 6.1(d) of the Company's Constitution also provides that the Board may appoint a Director as an addition to the existing board of directors, who holds office until the conclusion of the next annual general meeting following the appointment. Rule 6.1(e) of the Company's Constitution provides that a director, other than a managing director, appointed under rule 6.1(d) must retire from office at the next annual general meeting following his or her appointment. Rule 6.1(i) of the Company's Constitution provides that a director retiring from office under Rules 6.1(e) or 6.1(f) is eligible for re-election and that director may by resolution of the Company be re-elected to that office.

3.2 John Madden

Mr Madden retires by rotation and offers himself for re-election.

The experience, qualifications and other information about Mr Madden appears below:

Mr Madden is an accountant with over 35 years' experience in the mining industry. Mr Madden joined CRA Limited (now Rio Tinto) from the University of Melbourne in 1981 and held a number of corporate positions in accounting, planning, business analysis, taxation and strategy and acquisitions. Between 1996 and 2000, Mr Madden was Manager-Finance for PT Rio Tinto Indonesia with responsibility for the accounting, business analysis and taxation functions for the Rio Tinto/Freeport Joint Venture in West Papua.

Following his departure from Rio Tinto in 2000, Mr Madden was appointed General Manager-Finance for Morobe Consolidated Goldfields Limited in Papua New Guinea where he was responsible for all commercial, legal and risk assessment studies performed as part of the feasibility study for the development of the Hidden Valley Gold Project.

In 2003, Mr Madden returned to Australia where he accepted the position of General Manager-Commercial at Indophil Resources NL. Mr Madden was responsible for all accounting, business analysis, corporate secretarial, legal and taxation functions in Australia and the Philippines. Mr Madden was also responsible for all commercial functions associated with the Indophil Pre-Feasibility Study for the development of the Tampakan Copper-Gold Project which ultimately led to the decision by Xstrata Queensland Limited to exercise its option to acquire a controlling interest in the Tampakan Copper-Gold Project.

Mr Madden resigned from Indophil at the end of 2007 and provided consulting advice to Indophil as well as to other mining entities including the Australian Premium Iron Ore Joint Venture, Intrepid Mines Limited, Mesa Minerals Limited and Ok Tedi Mining Limited before

founding the Company in October 2009 and the acquisition of its principal assets in February 2011.

The Board (with Mr Madden abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr Madden.

4. The chairman of the meeting intends to vote undirected proxies in favour of this item of business. **Resolution 3 – Approval to issue securities to related party: Paul Bibby**

4.1 Introduction

The Company proposes to grant 1,200,000 options over ordinary shares (**Options**) to Paul Bibby under the Long-Term Incentive Plan in three tranches on the following terms:

- (a) 400,000 Options vesting on 16 May 2023 exercisable at 45 cents per Option;
- (b) 400,000 Options vesting on 16 May 2024 exercisable at 55 cents per Option; and
- (c) 400,000 Options vesting on 16 May 2025 exercisable at 65 cents per Option,

with each tranche of Options having an expiry date being 31 May 2026.

The purpose of the LTIP is to allow the Board to make offers to eligible directors and employees to acquire securities in the Company to incentivise their work performance. The LTIP's terms and conditions in relation to the Options are as follows:

Options:

- (a) require no payment for the grant to be made.
- (b) Will only vest and become exercisable where certain performance conditions have been satisfied.
- (c) The exercise of any Option granted under the LTIP will be effected in the form and manner determined by the Board and must be accompanied by payment of the relevant exercise price (if any) advised to the participant by the Board.
- (d) Following the exercise of an Option, the Board must allocate the relevant number of Shares due to the participant by either issuing new shares, procuring the transfer of Shares or procuring the setting aside of shares for the participant.
- (e) An Option will lapse on the earlier of, amongst other things, the occurrence of the instances set out in sections (c) to (e) in Schedule 1, or if the participant has failed to meet the performance condition within the prescribed period from the grant of the Option (or on any other date nominated as the expiry date in the invitation letter).

The Options:

- (a) form part of the remuneration;
- (b) are not transferrable;
- (c) do not confer any entitlement to vote;
- (d) do not confer any right to a dividend;

- (e) do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
- (f) do not confer any right to participate in the surplus profits or assets of the Company upon winding up; and
- (g) do not confer any right to participate in the new issues of securities such as rights issues, placements or entitlements, except that the number of Options will be adjusted equitably in the event of any bonus issue or share consolidation,
- (h) unless and until the further vesting condition in relation to each tranche, being that Paul Bibby remains as Chief Executive Officer of the Company upon the date the tranche vests, will, upon vesting, convert into Shares on a one for one basis upon payment of the exercise price;
- (i) subject to sub paragraph (j) below, will automatically lapse if the Vesting Condition has not been met; and
- (j) will vest automatically if there is a change in control of the Company, notwithstanding that the Options have not vested, if the change of control is triggered by a person that does not control the Company at the time the Options are issued achieving control of more than 50% of the ordinary voting securities in the Company.

To the extent that the terms of the Options are inconsistent with the Listing Rules, the Listing Rules will prevail.

Please see Schedule 1 of this Notice for a summary of the material terms of the LTIP.

4.2 Regulatory requirements under Corporations Act

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

- (a) the giving of the financial benefit falls within one of the exceptions to the provision; or
- (b) 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 benefits from the public company's subsidiaries. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate.

The proposed grant of Options to Paul Bibby constitutes giving a financial benefit and Paul Bibby is a related party of the Company by virtue of being a Director.

The Directors (other than Paul Bibby who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Options because the grant is considered reasonable remuneration in the circumstances.

The proposed grant of the Options therefore qualifies for the exception set out in section 211 of the Corporations Act and does not require approval of Shareholders under section 208 of the Corporations Act..

4.3 Regulatory Requirements under Listing Rules

- (a) Listing Rule 10.11 requirements

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to a related party.

The proposed issue of Options to Paul Bibby falls within Listing Rule 10.11.1, but falls into Exception 8 under Listing Rule 10.12, which includes an exception for an issue of equity securities under an employee incentive scheme made, or taken to have been made, with the approval of the Shareholders of the listed company under Listing Rule 10.14.

(b) Listing Rule 10.14 approval

Listing Rule 10.14 states that an entity must not permit a director of the entity to acquire equity securities under an employee incentive scheme without the approval of its Shareholders and that the Notice must comply with Listing Rule 10.15. None of the exceptions to Listing Rule 10.14 that are set out in Listing Rule 10.16 apply to the proposed issue of Options to Paul Bibby.

Note that if Shareholder approval under Listing Rule 10.14 is obtained under this Resolution, the approval will cease to be valid if there is a subsequent material change to the terms of the scheme from those set out in this Notice.

4.4 Requirements under Listing Rule 10.15

The following information is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) the related party is Paul Bibby, a Director of the Company.
- (b) by virtue of being a Director of the Company, Listing Rule 10.14.1 applies.
- (c) the number and class of securities proposed to be issued to Paul Bibby for which approval is being sought is 1,200,000 Options. No approval for any other issue of securities under Listing Rule 10 is being sought.
- (d) Paul Bibby's current total cash remuneration package is \$275,000 per year inclusive of superannuation.
- (e) there have been no options that have been previously issued to Paul Bibby under the LTIP.
- (f) the securities are not fully paid ordinary securities, but Options, the terms and conditions of the Options are set out in section 4.1 of this Notice (above). Options are being used to incentivise Paul Bibby to remain as Chief Executive officer and Managing Director of the Company for a minimum of 3 years.
- (g) the Company will issue the Options to Paul Bibby within 5 Business Days of the date of the resolution approving their issue as set out in this Notice being passed.
- (h) the Options are being issued to Paul Bibby as part of his remuneration and no price is payable for them. Upon vesting and the receipt of the exercise price from Mr Bibby, the Company will convert the Options to Shares in the Company on a one for one basis with no further action required by Paul Bibby.
- (i) the accounting standard, AASB 2 *Share-based payments*, requires the Company to apply a fair value to the Options and accordingly, will charge \$234,760 to the Statement of Comprehensive Income over three years to reflect the implicit cost of the issue of the Options for zero consideration.
- (j) the value of the Options set out in this Notice is based on the share price as at 7 April 2022 of 32 cents per share; however, the share price to be applied to the

Options under the AASB 2 must be the share price at the date of approval of the resolution.

- (k) the material terms of the LTIP are set out at Schedule 1 of this Notice.
- (l) there is no loan that will be made to Paul Bibby in relation to the acquisition of the Options.
- (m) details of any securities issued under the LTIP will be published in the annual report of the Company relating to the period in which they are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (n) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after this Resolution is approved, and who are not named in this Notice of meeting, will not participate in the LTIP until approval is obtained under Listing Rule 10.14.
- (o) a voting exclusion statement is set out in the Agenda of this Notice at Resolution 3.

4.5 Directors Recommendations

The Board (other than Paul Bibby who refrains from making a recommendation in respect of the grant of the Options as he has a material personal interest in the outcome of Resolution 3) recommends that Shareholders vote in favour of Resolution 3 for the reasons set out in section 4.1.

This Resolution is not seeking approval for the total remuneration of Mr Bibby. Rather it relates to the issue of certain Options to Mr Bibby under the LTIP, which is one component of Mr Bibby's total remuneration.

5. Resolution 4 – Approval to issue securities to related party: John Madden

5.1 Introduction

The Company proposes to grant 750,000 options over ordinary shares (Options) to John Madden under the Long-Term Incentive Plan in three tranches on the following terms:

- (a) 250,000 Options vesting on 16 May 2023 exercisable at 45 cents per Option;
- (b) 250,000 Options vesting on 16 May 2024 exercisable at 55 cents per Option; and
- (c) 250,000 Options vesting on 16 May 2025 exercisable at 65 cents per Option,

with each tranche of Options having an expiry date being 31 May 2026.

The purpose of the LTIP is to allow the Board to make offers to eligible directors and employees to acquire securities in the Company to incentivise their work performance. The LTIP's terms and conditions in relation to the Options are as follows:

Options:

- (a) require no payment for the grant to be made.
- (b) Will only vest and become exercisable where certain performance conditions have been satisfied.

- (c) The exercise of any Option granted under the LTIP will be effected in the form and manner determined by the Board and must be accompanied by payment of the relevant exercise price (if any) advised to the participant by the Board.
- (d) Following the exercise of an Option, the Board must allocate the relevant number of Shares due to the participant by either issuing new shares, procuring the transfer of Shares or procuring the setting aside of shares for the participant.
- (e) An Option will lapse on the earlier of, amongst other things, the occurrence of the instances set out in sections (c) to (e) in Schedule 1, or if the participant has failed to meet the performance condition within the prescribed period (or on any other date nominated as the expiry date in the invitation letter).

The Options:

- (a) form part of the remuneration;
- (b) are not transferrable;
- (c) do not confer any entitlement to vote;
- (d) do not confer any right to a dividend;
- (e) do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
- (f) do not confer any right to participate in the surplus profits or assets of the Company upon winding up; and
- (g) do not confer any right to participate in the new issues of securities such as rights issues, placements or entitlements, except that the number of Options will be adjusted equitably in the event of any bonus issue or share consolidation,
- (h) unless and until the further vesting condition in relation to each tranche, being that John Madden remains as a director of the Company upon the date the tranche vests, will, upon vesting, convert into Shares on a one for one basis upon payment of the exercise price;
 - (i) subject to sub paragraph (j) below, will automatically lapse if the Vesting Condition has not been met; and
 - (j) will vest automatically if there is a change in control of the Company, notwithstanding that the Options have not vested, if the change of control is triggered by a person that does not control the Company at the time the Options are issued achieving control of more than 50% of the ordinary voting securities in the Company.

To the extent that the terms of the Options are inconsistent with the Listing Rules, the Listing Rules will prevail.

Please see Schedule 1 of this Notice for a summary of the material terms of the LTIP.

5.2 Regulatory requirements under Corporations Act

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

- (a) the giving of the financial benefit falls within one of the exceptions to the provision; or
- (b) 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 benefits from the public company's subsidiaries. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate.

The proposed grant of Options to John Madden constitutes giving a financial benefit and John Madden is a related party of the Company by virtue of being a Director.

The Directors (other than John Madden who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Options because the grant is considered reasonable remuneration in the circumstances.

The proposed grant of the Options therefore qualifies for the exception set out in section 211 of the Corporations Act and does not require approval of Shareholders under section 208 of the Corporations Act.

5.3 Regulatory Requirements under Listing Rules

(a) Listing Rule 10.11 requirements

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to a related party.

The proposed issue of Options to John Madden falls within Listing Rule 10.11.1, but falls into Exception 8 under Listing Rule 10.12, which includes an exception for an issue of equity securities under an employee incentive scheme made, or taken to have been made, with the approval of the Shareholders of the listed company under Listing Rule 10.14.

(b) Listing Rule 10.14 approval

Listing Rule 10.14 states that an entity must not permit a director of the entity to acquire equity securities under an employee incentive scheme without the approval of its Shareholders and that the Notice must comply with Listing Rule 10.15. None of the exceptions to Listing Rule 10.14 that are set out in Listing Rule 10.16 apply to the proposed issue of Options to John Madden.

Note that if Shareholder approval under Listing Rule 10.14 is obtained under this Resolution, the approval will cease to be valid if there is a subsequent material change to the terms of the scheme from those set out in this Notice.

5.4 Requirements under Listing Rule 10.15

The following information is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) the related party is John Madden, a Director of the Company.
- (b) by virtue of being a Director of the Company, Listing Rule 10.14.1 applies.
- (c) the number and class of securities proposed to be issued to John Madden for which approval is being sought is 750,000 Options. No approval for any other issue of securities under Listing Rule 10 is being sought.
- (d) John Madden's current total cash remuneration package is \$154,500 per year inclusive of superannuation.

- (e) there have been no options that have been previously issued to John Madden under LTIP.
- (f) the securities are not fully paid ordinary securities, but Options, the terms and conditions of the Options are set out in section 4.1 of this Notice (above). Options are being used to incentivise John Madden to remain as an Executive Director and Company Secretary of the Company for a minimum of 3 years.
- (g) the Company will issue the Options to John Madden within 5 Business Days of the date of the resolution approving their issue as set out in this Notice being passed.
- (h) the Options are being issued to John Madden as part of his remuneration and no price is payable on the grant of the Options. Upon vesting and the payment of the exercise price by John Madden, the Options will convert to shares in the Company on a one for one basis with no further action required by John Madden.
- (i) the accounting standard, AASB 2 *Share-based payments*, requires the Company to apply a fair value to the Options and accordingly, will charge \$146,725 to the Statement of Comprehensive Income over three years to reflect the implicit cost of the issue of the Options for zero consideration.
- (j) the value of the Options set out in this Notice is based on the share price as at 7 April 2022 of 32 cents per share; however, the share price to be applied to the Options under the AASB 2 must be the share price at the date of approval of the resolution.
- (k) the material terms of the LTIP are set out at Schedule 1 of this Notice.
- (l) there is no loan that will be made to John Madden in relation to the acquisition of the Options.
- (m) details of any securities issued under the LTIP will be published in the annual report of the Company relating to the period in which they are issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (n) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of the Shares under the LTIP after this Resolution is approved, and who are not named in this Notice of meeting, will not participate in the LTIP until approval is obtained under Listing Rule 10.14.
- (o) a voting exclusion statement is set out in the Agenda of this Notice at Resolution 4.

5.5 Directors Recommendations

The Board (other than John Madden who refrains from making a recommendation in respect of the grant of the Options as he has a material personal interest in the outcome of Resolution 3) recommends that Shareholders vote in favour of Resolution 4 for the reasons set out in section 5.1.

This Resolution is not seeking approval for the total remuneration of Mr Madden. Rather it relates to the issue of certain Options to Mr Madden under the LTIP, which is one component of Mr Madden's total remuneration.

6. Resolution 5 – Ratification of prior issue of shares- First Tranche

6.1 General

On 8 April 2022, the Company issued 7,922,115 Shares pursuant to a placement to sophisticated and professional investors as defined by s.708 of the Corporations Act (**First Tranche**). Those Shares were issued within the Company's permitted 15% annual

placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

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 ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

As part of the placement the Company also agreed to issue a further 3,644,760 Shares (**Second Tranche**), however as the issue of these Shares would exceed the 15% placement capacity available to the Company, prior approval from Shareholders is required under Resolution 6 before these Shares can be issued.

6.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 7,922,115 Shares were issued;
- (b) the Shares were issued for cash consideration of 32 cents per Ordinary Share;
- (c) the Shares issued were all fully paid Ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to sophisticated and professional investors as defined by the Corporations Act, who are not related parties of the Company; and
- (e) \$2,535,077 were raised from this issue of the Shares.

The purpose of the issue was to advance exploration and evaluation of the Bekisopa project as well as working capital.

The Shares were issued under a standard subscription agreement, which included the following terms:

- Shares are to be allotted by a specified date subject to receipt of payment;
- An application for quotation must be made within 2 business days after the placement was made;
- A cleansing notice must be issued. The notice was issued on: 8 April 2022.
- Standard representations and warranties from both parties.

6.3 Directors Recommendations

The Board recommends that Shareholders vote in favour of Resolution 5 for the reasons set out in sections 6.1 and 6.2.

7. Resolution – Pre- approval for issue of shares- Second Tranche

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Second Tranche:

- (a) 3,644,760 ordinary Shares are to be issued;

- (b) the Shares will be issued for cash consideration of \$0.32 per Share;
- (c) the Shares to be issued are all fully paid ordinary Shares in the capital of the Company and will be issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares are to be issued to sophisticated and professional investors as defined by the Corporations Act, who are not related parties of the Company; and
- (e) \$1,166,323 will be raised from this issue of the Shares (Second Tranche only).

The Second Tranche Shares will be issued within 2 Business Days of approval by Shareholders.

The purpose of the issue was to advance exploration and evaluation of the Bekisopa project as well as working capital

The Shares will be issued under a standard subscription agreement, (subject to Shareholder approval) which includes the following terms:

- Shares are to be allotted by a specified date subject to receipt of payment;
- An application for quotation must be made within 2 business days after the placement is made;
- A cleansing notice must be issued.
- Standard representations and warranties from both parties.

GLOSSARY

In this Notice, words importing the singular include the plural and vice versa.

\$	means Australian Dollars.
AEST	means Australian Eastern Daylight Time.
Annual Report	means the annual report of the Company for financial year ended 31 December 2021.
ASX	means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange operated by ASX Limited, as the context requires.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting convened by this Notice.
Company	means AKORA Resources Limited ACN 139 847 555.
Closely Related Party	has the meaning given in section 9 of the Corporations Act.
Constitution	means the constitution of the Company as at the date of this Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Equity Security	has the same meaning as the Listing Rules.
Explanatory Memorandum	means this explanatory memorandum which forms part of the Notice.
Listing Rules	means the official listing rules of the ASX.
Long Term Incentive Plan or LTIP	means the Long Term Incentive Plan adopted by the Company on 11 August 2011, which allows the Board to make offers to eligible directors and employees to acquire securities in the Company.
Meeting	means the annual general meeting of Shareholders convened by this Notice to be held on 17 May 2022.
Notice	means this notice of meeting.
Ordinary Resolution	means a resolution requiring to be passed by a majority of such Shareholders, as being entitled to do so, vote in person or by proxy on such resolution.
Options	means the Options proposed to be issued to Messrs Bibby and Madden, subject to Shareholder approval, on the terms of the LTIP.
Proxy Form	means the proxy form attached to this Notice.
Relevant Interest	has the meaning given in section 608 of the Corporations Act.

Relevant Period	has the meaning given to it in Listing Rule 7.1, being: <ul style="list-style-type: none"> (a) if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of issue or agreement; or (b) if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.
Remuneration Report	means the remuneration report of the Company included in the Directors' Report section of the Company's Annual Report.
Resolution	means a resolution set out in the Notice.
Schedule	means a schedule of this Notice.
Securities	has the meaning given in the Listing Rules.
Section	means a section of this Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a holder of a Share.
Spill Meeting	has the meaning given to it in section 2.2 of the Explanatory Memorandum.
Spill Resolution	has the meaning given to it in section 2.2 of the Explanatory Memorandum.
Trading Day	has the meaning given to that term in the Listing Rules.
Vesting Condition	has the meaning given to that term in section 4.1 or section 5.1 of the Explanatory Memorandum (as applicable).
VWAP	means the volume weighted average price.

Schedule 1 – Long Term Incentive Plan

Long Term Incentive Plan

The Company adopted the Long Term Incentive Plan on 11 August 2011 (Long Term Incentive Plan), which allows the Board to make offers to eligible directors and employees to acquire securities in the Company. Under the terms of the Long Term Incentive Plan, the Board may grant Options or options (together, **LTIP Securities**).

- (a) Performance rights
 - (i) Require no payment for the grant to be made.
 - (ii) Subject to certain rules relating to cessation of employment, takeovers or insolvency events, will vest only where certain performance conditions have been satisfied (or waived).
 - (iii) Upon vesting of a performance right, Ordinary Shares will be allocated to the participant without any further action on the part of the participant.
 - (iv) On vesting of a performance right, the Board must allocate the relevant number of Shares due to the participant by either issuing new Shares, procuring the transfer of Shares or procuring the setting aside of Shares for the participant.
 - (v) A performance right will lapse on the earlier of, amongst other things, the occurrence of the instances set out in paragraphs (c) to (e) below, or if the participant has failed to meet a performance condition within the prescribed period.
- (b) Options:
 - (i) Require no payment for the grant to be made.
 - (ii) Will only vest and become exercisable where certain performance conditions have been satisfied.
 - (iii) The exercise of any option granted under the Long Term Incentive Plan will be effected in the form and manner determined by the Board and must be accompanied by payment of the relevant exercise price (if any) advised to the participant by the Board.
 - (iv) Following the exercise of an option, the Board must allocate the relevant number of Shares due to the participant by either issuing new shares, procuring the transfer of shares or procuring the setting aside of shares for the participant.
 - (v) An option will lapse on the earlier of, amongst other things, the occurrence of the instances set out in sections (c) - (e) (inclusive) below, or if the participant has failed to meet a performance condition within the prescribed period or seven years from the grant of the option (or on any other date nominated as the expiry date in the invitation letter).
- (c) Prohibited dealings
 - (i) The Long Term Incentive Plan prohibits any dealing (which includes, amongst other things, selling, transferring, assigning, encumbering the relevant performance right or option, or attempting to do any of these actions) in respect of an LTIP Security unless the Board determines otherwise, or it is required by law.
 - (ii) If a participant deals in an LTIP Security in contravention of this rule, it will immediately lapse.

- (iii) The Board may also impose restriction on dealing in respect of any Ordinary Shares that are allocated on the vesting of a performance right or the exercise of an option.

(d) Cessation of employment

Where a participant ceases to be a director or employee of the Group that participant's LTIP Securities will continue to be held by the participant and continue to be subject to the terms of the Long Term Incentive Plan. However, the Board may determine that some or all of the participants LTIP Securities will vest or become exercisable, or lapse.

(e) Takeovers and insolvency events

In the event of a takeover bid, or on certain insolvency events, the Board may determine that all (or a specified number of) a participants unvested LTIP Securities will vest. Any such vested options will be exercisable for a period of time as specified by the Board, after which they will lapse.

(f) Power to make amendments

- (i) The Board has the right to, amongst other things:

- (A) make any adjustments to the terms of a performance right or option (in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action or capital reconstruction);
- (B) by resolution, but subject to certain conditions described below, amend the provisions of the Long Term Incentive Plan or suspend or terminate the operation of the Long Term Incentive Plan; and
- (C) be reimbursed by the participant any amount to account for income tax (or any other tax of a similar nature) due from the Company in connection with the grant of any LTIP Securities.

- (ii) Other than to comply with a relevant law, correct a manifest error or to take into account possible adverse tax implications, without the consent of the participant, the Board may not exercise its rights described above in a manner which reduces the rights of the participant in respect of an LTIP Security already granted.

