

## NOTICE OF GENERAL MEETING



Notice is given that a General Meeting of shareholders of White Rock Minerals Limited (the "Company") will be held at the offices of Hall Chadwick, Level 40, 2 Park Street, Sydney at **1.00 pm time on Tuesday, 31 January 2023**.

**Resolution 1: Approval of Previous Share Issue – 8 December 2022 Placement**

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

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company approve and ratify the previous issue of 18,571,859 fully paid ordinary shares in the capital of the Company under ASX Listing Rule 7.1A, on the basis set out in the Explanatory Notes."*

**Resolution 2: Approval of Previous Share Issue – Placement – Hamish Brown**

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

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company approve and ratify the previous issue of 8,788,560 fully paid ordinary shares in the capital of the Company under ASX Listing Rule 7.1, on the basis set out in the Explanatory Notes."*

**Resolution 3: Approval of Previous Share Issue – 19 December 2022 Placement – Keith Knowles**

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

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company approve and ratify the previous issue of 7,574,877 fully paid ordinary shares in the capital of the Company under ASX Listing Rule 7.1, on the basis set out in the Explanatory Notes."*

**Resolution 4: Approval of Previous Share Issue – 19 December 2022 Placement – Leet Investments Pty Ltd (or Nominee)**

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

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company approve and ratify the previous issue of 4,039,934 fully paid ordinary shares in the capital of the Company under ASX Listing Rule 7.1, on the basis set out in the Explanatory Notes."*

**Resolution 5: Approval of Previous Share Issue – Placement – Obsidian Global GP, LLC**

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

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company approve and ratify the previous issue of 8,000,000 fully paid ordinary shares in the capital of the Company under ASX Listing Rule 7.1, on the basis set out in the Explanatory Notes."*

**Resolution 6: Approval of Proposed Share Issue to Peter Mangano (or his Nominee) - Placement**

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

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the shareholders of the Company approve the proposed issue of up to 1,428,572 fully paid ordinary shares in the capital of the Company, on the basis set out in the Explanatory Notes."*

**Resolution 7: Approval of Proposed Share Issue to Simon Finnis (or his Nominee) - Placement**

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

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the shareholders of the Company approve the proposed issue of up to 1,428,572 fully paid ordinary shares in the capital of the Company, on the basis set out in the Explanatory Notes."*

***By order of the Board***

**Shane Turner**

**Company Secretary**

Dated: 21 December 2022

## PROXY AND VOTING INSTRUCTIONS

1. Voting on all resolutions at the meeting will be conducted by poll rather than a show of hands.
2. A shareholder entitled to attend and vote at the meeting may appoint one or two proxies to attend and vote on their behalf. Each proxy will have the right to vote on a poll and also to speak at the meeting.
3. A proxy need not be a member of the Company and a proxy can be either an individual or a body corporate.
4. The appointment of a proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half the votes).
5. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.
6. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
7. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
8. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
9. The Chairman intends to vote any undirected proxy in favour of all resolutions.
10. If you wish, you can appoint the Chairman as your proxy and direct the Chairman to cast your votes contrary to the above stated voting intention or to abstain from voting on a Resolution. Simply mark your voting directions on the proxy form before you return it.
11. The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged with the Company, **White Rock Minerals Ltd, PO Box 195 Ballarat VIC 3353 or by email [info@whiterockminerals.com.au](mailto:info@whiterockminerals.com.au)** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.
12. The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

A proxy form is attached to this Notice of General Meeting.

**Corporate Representatives:** Any corporation that is a shareholder of the Company may authorise (by a form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairman) a natural person to act as its representative at any general meeting.

**Voting Entitlement:** The Company has determined that for the purposes of the meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00 pm on 29 January 2023. Accordingly, transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

## Explanatory Notes

These Explanatory Notes should be read in conjunction with the Notice of General Meeting.

### Resolution 1: Approval of Previous Share Issue – 8 December 2022 Placement

As announced to ASX on 8 December 2022, the Company raised A\$1.3 million (before costs) from a placement of new fully paid ordinary shares (**Shares**) at A\$0.07 per Share (**8 December 2022 Placement**).

All of the 18,571,859 Shares issued were issued without shareholder approval under ASX Listing Rule 7.1A.

ASX Listing Rule 7.1 restricts the number of securities which a listed company may issue in any 12 month period without the approval of shareholders of 15% of the number of securities on issue at the start of the period subject to certain adjustments and permitted exceptions. The Company also sought shareholder approval at its last AGM to issue an additional 10% of its fully paid ordinary shares on issue under ASX Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues.

This resolution seeks shareholder approval to the previous issue of securities in the Company for the purposes of ASX Listing Rule 7.4. The purpose of seeking shareholder approval of the issue of securities in this resolution is to ensure that the previous issues of shares as described below do not reduce the Company's additional 10% placement capacity under the ASX Listing Rules.

If Resolution 1 is passed, the Shares will not be counted as reducing the number of equity securities which the Company can issue without shareholder approval under ASX Listing Rule 7.1A, effectively increasing the number of securities the Company can issue without shareholder approval.

If Resolution 1 is not passed, the Shares will be included in calculating the Company's placement capacity under ASX Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval, unless an exemption applies.

### Technical Information Required by ASX Listing Rule 7.5

The following information is provided in accordance with ASX Listing Rule 7.5:

- (a) The Shares were issued to various new sophisticated and professional investors introduced following a bookbuild process conducted by the Company in conjunction with Viriathus Capital Pty Ltd (as lead manager), who are not related parties or associates of related parties of the Company.
- (b) The Company issued a total of 18,571,429 Shares which rank equally with the other Shares on issue.
- (c) The Shares were issued on 14 December 2022.
- (d) The Shares were issued at an issue price of A\$0.07 per Share.
- (e) The funds raised from the 8 December 2022 Placement will be used for:
  - (i) continue the ramp-up of the Woods Point Gold Mine and gold processing facility to full production;
  - (ii) in-mine and regional exploration at the Woods Point Gold Project;
  - (iii) review of all geological data at Red Mountain;
  - (iv) care and maintenance at the Red Mountain Project; and
  - (v) working capital and costs of the capital raise.
- (f) A voting exclusion statement is included below.

### *Voting Exclusion*

The Company will disregard any votes cast in favour of the resolution by any person who participated in the 8 December 2022 Placement or any associates of 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 the directions given to the proxy or attorney to vote on the resolution in that way;
- 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.

### *Recommendation*

The Directors unanimously recommend that shareholders vote in favour of this resolution.

## **Resolutions 2 - 4: Approval of Previous Share Issues – 19 December 2022 Placement**

On 8 December 2022, the Company announced that (in summary):

- it had agreed terms with Obsidian Global GP, LLC (**Obsidian**) for the termination of the Convertible Securities Agreement and Equity Placement Agreement agreed on 7 September 2022 (**Funding Facilities**) and early redemption of the convertible notes issued thereunder (**Convertible Notes**);
- allowing for the value to be retained in shares and the early redemption fee, the amount to be paid to redeem the Convertible Notes is USD\$1,732,014; and
- funding to redeem the Convertible Notes would be provided by key investors via a placement.

On 19 December 2022, the Company announced a placement of Shares at A\$0.06 per Share (**19 December 2022 Placement**).

On 19 December 2022, the Company issued all of the 20,403,371 Shares under the 19 December 2022 Placement to the following sophisticated investors without shareholder approval under ASX Listing Rule 7.1:

- 8,788,560 Shares to Mr Hamish Brown;
- 7,574,877 Shares to Mr Keith Knowles; and
- 4,039,934 Shares to Leet Investments Pty Ltd (or Nominee).

ASX Listing Rule 7.1 restricts the number of securities which a listed company may issue in any 12 month period without the approval of shareholders of up to 15% of the number of fully paid ordinary securities on issue at the start of the period, subject to certain permitted exceptions.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule. This resolution seeks shareholder approval to ratify the previous issue of the Shares for the purposes of ASX Listing Rule 7.4.

If resolutions 2 - 4 are passed, the issue of the relevant Shares will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under its 15% placement limit imposed by ASX Listing Rule 7.1, effectively increasing the number of securities the Company can issue without shareholder approval over the 12 month period following the date of the General Meeting.

If any of resolutions 2 - 4 are not passed, the issue of the relevant Shares will be included in calculating the Company's placement capacity under ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

### **Technical Information Required by ASX Listing Rule 7.5**

The following information is provided in accordance with ASX Listing Rule 7.5:

- (a) The Shares were issued to Mr Hamish Brown, Mr Keith Knowles and Leet Investments Pty Ltd (or Nominee) (in the proportions set out above), each of whom are not a related party or associate of a related party of the Company.
- (b) The Company issued a total of 20,403,371 Shares which ranked equally with the other Shares on issue.
- (c) The Shares were issued on 19 December 2022.
- (d) The Shares were issued at an issue price of A\$0.06 per Share.
- (e) The purpose of the issue was to provide funds to enable the Company to early redeem its Convertible Notes (please see above).
- (f) A voting exclusion statement is included below.

#### *Voting Exclusion*

The Company will disregard any votes cast in favour of these resolutions by (as applicable) Mr Hamish Brown, Mr Keith Knowles, Leet Investments Pty Ltd (or Nominee) or any of their respective associates. However, this does not apply to a vote cast in favour of any of these resolutions by:

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

#### *Recommendation*

The Directors unanimously recommend that shareholders vote in favour of these resolutions.

### **Resolution 5: Approval of Previous Collateral Share Issue to Obsidian Global GP, LLC**

On 5 September 2022, Shareholders approved the issue of 20,000,000 collateral shares (**Collateral Shares**) in connection with the Funding Facilities (please see above).

Following approval, and subject to Obsidian requesting the Collateral Shares, the Company had three months to issue Collateral Shares under that approval. Obsidian were issued 12,000,000 Collateral shares within three months after the 5 September 2022 General Meeting shareholder approval. On 19 December 2022, in connection with the early redemption of the Convertible Notes and termination of the Funding Facilities referred to above, Obsidian were issued the remaining 8,000,000 Collateral Shares without shareholder approval under ASX Listing Rule 7.1 (**Collateral Share Issue**).

Under the Funding Facilities, Obsidian transferred the 20,000,000 Collateral Shares to a Broker for A\$1 in total who then sold them to Hamish Brown, Keith Knowles and Leet Investments Pty Ltd (or Nominee) at a price of A\$0.06 per share and the funds were remitted to the Company and used in connection with 19 December 2022 Placement funds to redeem the outstanding Convertible Notes.

The Collateral Share Issue was not covered by the 5 September 2022 General Meeting shareholder approval (given the issue did not occur within three months of the 5 September 2022 General Meeting shareholder approval), and hence a refresh shareholder approval is being sought in relation to the Collateral Share Issue at this General Meeting.

ASX Listing Rule 7.1 restricts the number of securities which a listed company may issue in any 12 month period without the approval of shareholders of up to 15% of the number of fully paid ordinary securities on issue at the start of the period, subject to certain permitted exceptions.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule. This resolution seeks shareholder approval to ratify the previous issue of the Shares for the purposes of ASX Listing Rule 7.4.

If resolution 5 is passed, the Shares will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under its 15% placement limit imposed by ASX Listing Rule 7.1, effectively increasing the number of securities the Company can issue without shareholder approval over the 12 month period following the date of the General Meeting.

If resolution 5 is not passed, the issue of the Shares will be included in calculating the Company's placement capacity under ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

#### **Technical Information Required by ASX Listing Rule 7.5**

The following information is provided in accordance with ASX Listing Rule 7.5:

- (a) The Shares were issued to Obsidian Global GP, LLC, an existing sophisticated investor in the Company, who is not a related party or associate of a related party of the Company.
- (b) The Company issued a total of 8,000,000 Shares which ranked equally with the other Shares on issue (being the Shares).
- (c) The Shares were issued on 19 December 2022.
- (d) The Shares were issued at an issue price of A\$0.07 per Share.
- (e) The purpose of the issue was to finalise the issue of Collateral Shares under the Funding Facilities in connection with the early redemption of outstanding Convertible Notes and termination of the Funding Facilities (please see above).
- (f) A voting exclusion statement is included below.

#### *Voting Exclusion*

The Company will disregard any votes cast in favour of the resolution by Obsidian Global GP, LLC or any of its associates. However, this does not apply to a vote cast in favour of the resolution by:

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

#### *Recommendation*

The Directors unanimously recommend that shareholders vote in favour of this resolution.

### **Resolutions 6 and 7 – Approval of proposed issue of Shares to Peter Mangano (or his Nominee) and Simon Finnis (or his Nominee) respectively.**

#### **Background**

In connection with the 8 December 2022 Placement (please see above), each of Peter Mangano (Non-Executive Chairman) and Simon Finnis (Executive Director) agreed to subscribe for A\$100,000 of Shares on the same terms and conditions of the 8 December 2022 Placement (a subscription for Shares at A\$0.07 per Share), subject to shareholder approval.

Shareholder approval is now sought to issue up to:

- 1,428,572 Shares to Peter Mangano (or his nominee); and
- 1,428,572 Shares to Simon Finnis (or his nominee),

(collectively, **Proposed Director Placement Securities**).

Resolutions 6 and 7 seek Shareholder approval pursuant to ASX Listing Rule 10.11 to allow for the issue of the Proposed Director Placement Securities to Peter Mangano (or his Nominee) and Simon Finnis (or his Nominee) respectively, as described above.

#### **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits the 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 provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Proposed Director Placement Securities (which is a type of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

The Board (excluding Peter Mangano with respect to Resolution 6 or Simon Finnis with respect to Resolution 7) considers the issue of these Proposed Director Placement Securities to each of the persons named under Resolutions 6 and 7 (as applicable) and formed the view that the giving of this financial benefit are on arm's length terms, as the Proposed Director Placement Securities are proposed to be issued on the same terms as offered to unrelated parties of the Company under the 8 December 2022 Placement.

In addition, the Board (excluding Peter Mangano with respect to Resolution 6 or Simon Finnis with respect to Resolution 7) considers that the issue of Proposed Director Placement Securities to Mr Mangano and Mr Finnis (or their respective Nominees) will recognise their commitment to capital raising undertaken by the Company and will help to further align their interests with Shareholders.

Accordingly, the Board (excluding Peter Mangano with respect to Resolution 6 or Simon Finnis with respect to Resolution 7) consider that the issue of these Proposed Director Placement Securities to each of the persons named under Resolutions 6 and 7 (as applicable) fall within the "arm's length terms" exception as set out in section 210 of the Corporations Act, and relies on this exception for the purposes of these Resolutions.

#### **ASX Listing Rule 10.11**



ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, an entity must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary securities:

- (a) a Related Party (ASX Listing Rule 10.11.1); or
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity (ASX Listing Rule 10.11.2); or
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3); or
- (d) an Associate of a person referred to in ASX Listing Rule 10.11.1 to 10.11.3 (ASX Listing Rule 10.11.4); or
- (e) a person whose relationship with the entity or a person referred to in paragraphs (a) to (d) above is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (ASX Listing Rule 10.11.5).

The proposed issue of the Proposed Director Placement Securities falls within ASX Listing Rule 10.11.1, which prohibits the issue of equity securities to Related Parties of the Company (which include the Directors and their nominees) without Shareholder approval, unless an exception under ASX Listing Rule 10.12 applies.

Exception 7 of ASX Listing Rule 10.12 provides that equity securities may be issued to Related Parties without Shareholder approval, provided that the person received the equity securities on the conversion of convertible securities (e.g. options) which were issued either before the entity was listed or the issue of the convertible securities complied with the ASX Listing Rules.

It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply to the proposed issue of the Proposed Director Placement Securities, and the proposed issue therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11.

Resolutions 6 and 7 seek the required Shareholder approval to the proposed issue of the Proposed Director Placement Securities to the respective persons named under Resolutions 6 and 7 (as applicable) under and for the purposes of ASX Listing Rule 10.11.

In the event Resolutions 6 and/or 7 are approved, the Company will be able to proceed with the proposed issue of the Proposed Director Placement Securities to Peter Mangano or his nominee (for Resolution 6) and/or Simon Finnis or his nominee (for Resolution 7), which will raise up to A\$200,000, in addition to any amounts raised under the 8 December 2022 Placement, increasing the number of Shares held by them in the Company whilst diluting other Shareholders' Shareholdings in the Company proportionately.

If one or both of Resolutions 6 or 7 are not approved, the Company will be unable to proceed with the proposed issue of the Proposed Directors Placement Securities to one or both of Peter Mangano or his Nominee (as contemplated by Resolution 6) or Simon Finnis or his Nominee (as contemplated by Resolution 7) (as the case requires).

### **ASX Listing Rule 7.1**

Exception 14 of ASX Listing Rule 7.2 provides that shareholder approval under ASX Listing Rule 7.1 will not be required if the issue of equity securities is made with the approval of Shareholders under ASX Listing Rule 10.11.

As approval for the issue of the Proposed Director Placement Securities to Peter Mangano and Simon Finnis (or their respective Nominees) is being sought under Resolution 6 and Resolution 7, respectively, for the purpose of ASX Listing Rule 10.11, approval is not also required under ASX Listing Rule 7.1.

### **Technical Information Required by ASX Listing Rule 10.13**

For the purposes of ASX Listing Rule 10.13, which contains the requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to Shareholders:

	<b>Securities to be issued to Peter Mangano or his nominee (Resolution 6)</b>	<b>Securities to be issued to Simon Finnis or his nominee (Resolution 7)</b>
<b>Name of recipient</b>	Peter Mangano or his Nominee	Simon Finnis or his Nominee
<b>Which category in ASX Listing Rules 10.11.1-10.11.5 the recipient falls into</b>	Peter Mangano is a Director of the Company and therefore a Related Party under ASX Listing Rule 10.11.1.	Simon Finnis is a Director of the Company and therefore a Related Party under ASX Listing Rule 10.11.1.
<b>Maximum Number and class of Securities to be issued</b>	1,428,572 Shares.	1,428,572 Shares.
<b>Date by which entity will issue securities</b>	If Resolution 6 is passed, all Proposed Director Placement Securities which are the subject of Resolution 6, are expected to be issued as soon as practicable after approval at this General Meeting, which will occur by no later than 1 month of the date of the Meeting or such later date as may be approved by ASX.	If Resolution 7 is passed, all Proposed Director Placement Securities which are the subject of Resolution 7, are expected to be issued as soon as practicable after approval at this General Meeting, which will occur by no later than 1 month of the date of the Meeting or such later date as may be approved by ASX.
<b>Issue price, exercise price and terms for Proposed Director Placement Securities</b>	The Proposed Director Placement Securities will be issued for an issue price of A\$0.07, the same as the issue price under the 8 December Placement.  The Proposed Director Placement Securities will rank pari passu with all existing Shares.	The Proposed Director Placement Securities will be issued for an issue price of A\$0.07, the same as the issue price under the 8 December Placement.  The Proposed Director Placement Securities will rank pari passu with all existing Shares.
<b>Purpose of issue and intended use of funds raised</b>	It is intended that the funds raised by the issue of the Proposed Director Placement Securities will be used to: <ul style="list-style-type: none"> <li>• continue the ramp-up of the Woods Point Gold Mine and gold processing facility to full production;</li> <li>• in-mine and regional exploration at the Woods Point Gold Project;</li> <li>• review of all geological data at Red Mountain;</li> <li>• care and maintenance at the Red Mountain Project; and</li> <li>• working capital.</li> </ul>	It is intended that the funds raised by the issue of the Proposed Director Placement Securities will be used to: <ul style="list-style-type: none"> <li>• continue the ramp-up of the Woods Point Gold Mine and gold processing facility to full production;</li> <li>• in-mine and regional exploration at the Woods Point Gold Project;</li> <li>• review of all geological data at Red Mountain;</li> <li>• care and maintenance at the Red Mountain Project; and</li> <li>• working capital.</li> </ul>
<b>Director remuneration</b>	The Proposed Director Placement Securities will not be, and are not intended to be, issued as or in lieu	The Proposed Director Placement Securities will not be, and are not intended to be, issued as or in lieu

	of Director remuneration, nor in order to incentivise the Director.	of Director remuneration, nor in order to incentivise the Director.
<b>Securities issued under an agreement</b>	The Proposed Director Placement Securities are not issued under an agreement.	The Proposed Director Placement Securities are not issued under an agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement is included below.	A voting exclusion statement is included below.

### *Voting Exclusion*

The Company will disregard any votes cast in favour of these resolutions by (as applicable) Peter Mangano and Simon Finnis and any other person who will obtain a material benefit as a result of, the proposed issues (except solely by reason of being a holder of ordinary shares in the Company) or any associate of that person or those persons. However, this does not apply to a vote cast in favour of these resolutions by:

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

### *Recommendation*

The Board recommends that Shareholders vote in favour of Resolutions 6 and 7, noting for the avoidance of doubt Peter Mangano has abstained from giving a recommendation in relation to Resolution 6 and Simon Finnis has abstained from giving a recommendation in relation to Resolution 7.

# 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 **1.00pm (AEDT) on Sunday, 29 January 2023**, 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

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>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

**WEBSITE:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

