

21 October 2020

Dear Shareholder

**ACCELERATE RESOURCES LIMITED – IMPORTANT SHAREHOLDER MEETING**

Accelerate Resources Limited (ASX: AX8) (**Accelerate** or **the Company**) is scheduled to hold an Annual General Meeting (Meeting) at 2:30pm (WST) on Monday, 23 November 2020.

Due to the COVID-19 pandemic, the Annual General Meeting will be held virtually. There will not be a physical meeting where shareholders can attend in person. In accordance with the temporary modifications to the *Corporations Act 2001* (Cth) under the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*, the Company is not sending hard copies of the Notice of meeting to shareholders. The Notice of Meeting can be viewed and downloaded from the website <http://www.ax8.com.au/site/investor-centre/asx-releases/ASX-Announcements>. Alternatively, a complete copy of the important meeting documents has been posted to the Company's ASX market announcements page.

Enclosed with this letter is your Proxy Form. We encourage shareholders to read carefully and entirely the Notice of Meeting and to vote by completing the proxy form and sending it back. This can be sent back via post, fax, email or online. **Please read the "How to Vote" information overleaf which explains how to make sure your vote counts.** Shareholders will also be able to vote on each Resolution via online polling during the Meeting. Please visit [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) and refer to the Meeting ID and Shareholder ID on the Proxy Form to login to the website.

The Meeting will be accessible to all Shareholders via teleconference, which will allow Shareholders to listen to and observe the Meeting. If you wish to attend the virtual Meeting, please use the dial in details below to join the teleconference. The dialling number will be ready to receive calls 30 minutes before the Meeting. Shareholders should note that the teleconference will not provide for a voting mechanism during the Meeting.

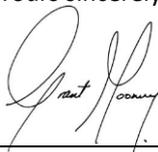
Phone number:	08 6500 2107
Conference title:	Accelerate Resources Limited

Shareholders are asked to submit questions that relate to the formal items of business in the Notice of Meeting in advance of the Annual General Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [admin@ax8.com.au](mailto:admin@ax8.com.au) by no later than 21 November 2020. The Chair will attempt to respond to the questions during the Meeting. Shareholders are limited to a maximum of two questions each per Resolution.

We thank you for your ongoing support. You are invited to contact the Company on +61 8 9482 0588 if you wish to discuss further or require additional information.

This announcement has been approved by the Board of Accelerate.

Yours sincerely



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**Grant Mooney**  
**Non-Executive Chairman**

## HOW TO VOTE

### Your Board recommends shareholders vote FOR the resolutions at the Annual General Meeting

Voting at the Annual General Meeting can be done via ONE of the following methods, with online voting recommended as the most convenient option. All instructions are provided on the proxy forms included in this pack.

#### 1. Proxy Lodgement online

Method 1: Proxy lodgement via 'Simple login'

- [www.advancedshare.com.au](http://www.advancedshare.com.au)
- Investor login
- Simple login
- Vote lodgement

Method 2: Proxy lodgement via 'Member login'

- [www.advancedshare.com.au](http://www.advancedshare.com.au)
- Investor login
- Member login
- Vote lodgement

Method 3: Proxy lodgement via 'QR Code' scanning

- Scan QR code on the personalized proxy form
- Enter postcode/country code

Note: For any of the above-mentioned method, you need to have your verification code ready to submit your proxy lodgement online. The verification code is printed on the enclosed personalized proxy form.

#### OR 2. Sign, date, and return a proxy form

- Follow the instructions on the white blank proxy form
- Submit the white proxy form
- In accordance with the instructions on the proxy return, return your completed form AS SOON AS POSSIBLE by either:
  - A. Sending by mail
  - B. Sending by fax
  - C. Scanning and sending by email

**YOUR PROXY FORM MUST BE RETURNED BY  
2:30PM (WST) ON 21 NOVEMBER 2020**

#### 3. Online poll during the Meeting

- Please visit [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) and refer to the Meeting ID and Shareholder ID on the Proxy Form to login to the website.

## How to use the proxy form:

### STEP 1:

Leave blank to have the Chairman of the meeting cast your vote, or fill in the name of your proxy.

### STEP 2:

Mark these boxes how you want to vote on the resolutions.

### STEP 3:

Sign and date the proxy form. Please ensure ALL relevant shareholders sign the form. Signing instructions are found on the front of the form.



**LODGE YOUR PROXY APPOINTMENT ONLINE**

**ONLINE PROXY APPOINTMENT**  
www.advancedshare.com.au/investor-login

**MOBILE DEVICE PROXY APPOINTMENT**  
Lodge your proxy by scanning the QR code below, and enter your registered postcode.  
It is a fast, convenient and a secure way to lodge your vote.

**IMPORTANT NOTE: Shareholders will not be able to attend the Meeting in person.** Accordingly, the Directors strongly encourage all Shareholders to lodge Proxy Forms prior to the Meeting. The Company advises that a poll will be conducted for each of the Resolutions. Further information on how to participate in the Meeting is set out in the Explanatory Memorandum.

**2020 ANNUAL GENERAL MEETING PROXY FORM**

I/We being shareholder(s) of Accelerate Resources Limited and entitled to attend and vote hereby:

**APPOINT A PROXY**

The Chair of the meeting **OR**  **PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **Suite 4, 16 Ord Street, West Perth, Western Australia on 23 November 2020 at 2.30pm (WST)** and at any adjournment or postponement of that Meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 7, 8 and 9(a), (b) and (c) (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair. I/we acknowledge the Chair of the Meeting intends to vote all undirected proxies available to them in favour of each Resolution of Business.

**VOTING DIRECTIONS**

Resolutions	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Mr Grant Mooney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director - Mr Richard Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(a) Ratification of prior issue of Tranche 1 Placement Shares- 12,789,669 shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(b) Ratification of prior issue of Tranche 1 Placement Shares- 11,859,771 Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of potential termination benefits under the Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9(a) Approval to issue Options to Directors - Mr Richard Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9(b) Approval to issue Options to Directors - Mr Grant Mooney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9(c) Approval to issue Options to Directors - Ms Yuki Zhan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Ratification of prior issue of Options to Consultant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Approval to issue Options to Placement Managers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)  Joint Shareholder 2 (Individual)  Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary  Director/Company Secretary (Delete one)  Director

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

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.



**Accelerate Resources Limited**  
**ACN 617 821 771**

## **Notice of Annual General Meeting**

**The Annual General Meeting of the Company will be held at the offices of the Company, at Suite 4, 16 Ord Street, West Perth, Western Australia on 23 November 2020 at 2.30pm (WST).**

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 9482 0588.**

**SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON.**  
**Shareholders are urged to vote by lodging the proxy form attached to the Notice**

**Accelerate Resources Limited**  
**ACN 617 821 771**  
**(Company)**

## **Notice of Annual General Meeting**

Notice is hereby given that the annual general meeting of Shareholders of Accelerate Resources Limited will be held at the office of the Company, at Suite 4, 16 Ord Street, West Perth, Western Australia on 23 November 2020 at 2.30pm (WST) (**Meeting**).

The Board is closely monitoring the rapidly changing coronavirus (**COVID-19**) pandemic. The health of the Company's Shareholders, employees and other stakeholders is of paramount importance.

While the Board would like to host all Shareholders in person, in order to minimise the risk to Shareholders and to the Company and its ongoing operations, Shareholders will not be able to attend the Meeting in person.

Accordingly, the Directors strongly encourage all Shareholders to lodge Proxy Forms prior to the Meeting. The Company advises that a poll will be conducted for each of the Resolutions. Further information on how to participate in the Meeting is set out in the Explanatory Memorandum.

The Board will continue to monitor Australian Government restrictions on public gatherings. If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice, the Company will notify Shareholders accordingly via the Company's website at [www.ax8.com.au](http://www.ax8.com.au) and the ASX announcement platform.

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

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 on 21 November 2020 at 2.30pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

## **Agenda**

### **1 Annual Report**

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2020, which includes the Financial Report, the Directors' Report and the Auditor's Report.

### **2 Resolutions**

#### **Resolution 1 - Remuneration Report**

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

*'That the Remuneration Report be adopted by Shareholders on the terms and conditions in the Explanatory Memorandum'*

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

## **Resolution 2 - Re-election of Director - Mr Grant Mooney**

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

*'That Mr Grant Mooney, who retires in accordance with Article 10.3(c) of the Constitution, Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'*

## **Resolution 3 - Election of Director - Mr Richard Hill**

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

*'That, in accordance with Article 10.3(j) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Richard Hill, a Director who was appointed on 3 July 2020, retires and, being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum.'*

## **Resolution 4 - Approval of 10% Placement Capacity**

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

*'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'*

## **Resolution 5 - Ratification of prior issue of Tranche 1 Placement Shares**

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the following issues of Securities:*

(a) 12,789,669 Shares under Listing Rule 7.1; and

(b) 11,859,771 Shares under Listing Rule 7.1A,

*on the terms and conditions in the Explanatory Memorandum."*

## **Resolution 6 - Approval to issue Tranche 2 Placement Shares**

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

*'That, the issue of up to 9,350,552 Shares \$0.05 each on the terms and conditions in the Explanatory Memorandum is approved under and for the purposes of Listing Rule 7.1.'*

## **Resolution 7 - Approval of Employee Securities Incentive Plan**

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

*'That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2 and for all other purposes, Shareholders approve the establishment of the employee incentive scheme of the Company known as the "Accelerate Resources Limited Employee Securities Incentive Plan" and the issue of Securities under that plan, on the terms and conditions in the Explanatory Memorandum.'*

## **Resolution 8 - Approval of potential termination benefits under the Plan**

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

*"That, conditional on Resolution 7 being approved, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Securities issued or to be issued under the "Accelerate Resources Limited Employee Securities Incentive Plan", approval be given for all purposes including Part 2D.2 of the Corporations Act for the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office, on the terms and conditions in the Explanatory Memorandum."*

## **Resolution 9 – Approval to issue Options to Directors**

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

*'That, subject to Resolution 7 being passed and pursuant to and in accordance with Listing Rule 10.14, sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of Options to Directors (or their respective nominees) under the Plan as follows:*

- (a) *up to 3,000,000 Options to Mr Richard Hill;*
- (b) *up to 3,000,000 Options to Mr Grant Mooney; and*
- (c) *up to 3,000,000 Options to Ms Yaxi Zhan,*

*on the terms and conditions in the Explanatory Memorandum.'*

## **Resolution 10 - Ratification of prior issue of Options to Consultant**

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

*'That, pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders approve the issue of 5,000,000 Options to the Consultant (or its nominees) on the terms and conditions in the Explanatory Memorandum'*

## **Resolution 11 - Approval to issue Options to Placement Managers**

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

*'That, the issue of up to 7,500,000 Options to the placement managers (or their nominees) on the terms and conditions in the Explanatory Memorandum is approved under and for the purposes of Listing Rule 7.1.'*

### **Voting exclusions**

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

Resolution 4, if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1.A.2, by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any associate of those persons;

Resolution 5(a), (b) and Resolution 10 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or an associate of those persons;

Resolution 6 and Resolution 11 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or any of their respective associates;

Resolution 7 by or on behalf of a person who is eligible to participate in the employee incentive scheme, or any of their respective associates;

Resolution 9(a), (b) and (c) by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or any of their respective associates; and

The above voting exclusions do not apply to a vote cast in favour of the relevant resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a 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.

## **Voting prohibitions**

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 7: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 8 In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and

- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further, in accordance with section 200E(2A) of the Corporations Act, a vote on this Resolution must not be cast by any participants or potential participants in the Employee Securities Incentive Plan and their associates, otherwise the benefit of this Resolution will be lost by such a person in relation to that person's future retirement.

However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of the person or an associate of the person.

Resolution 9(a), (b) and (c): In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further, in accordance with section 200E(2A) of the Corporations Act, a vote on:

- (e) Resolution 9(a) must not be cast (in any capacity) by or on behalf of Mr Richard Hill (and his nominees) or any of their respective associates;
- (f) Resolution 9(b) must not be cast (in any capacity) by or on behalf of Mr Grant Mooney (and his nominees) or any of their respective associates; and
- (g) Resolution 9(c) must not be cast (in any capacity) by or on behalf of Ms Yaxi Zhan (and her nominees) or any of their respective associates.

However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of the relevant Director (or his respective nominees) or an associate of those persons.

Further, in accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom

the Resolution would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

**BY ORDER OF THE BOARD**



Yaxi Zhan

Managing Director

**Accelerate Resources Limited**

Dated: 19 October 2020

**Accelerate Resources Limited**  
**ACN 617 821 771**  
**(Company)**

**Explanatory Memorandum**

**1. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company at Suite 4, 16 Ord Street, West Perth, Western Australia on 23 November 2020 at 2.30pm (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1- Remuneration Report
Section 5	Resolution 2- Re-election of Director - Mr Grant Mooney
Section 6	Resolution 3- Election of Director - Mr Richard Hill
Section 7	Resolution 4 - Approval of 10% Placement Capacity
Section 8	Resolution 5- Ratification of prior issue of Tranche 1 Placement Shares
Section 9	Resolution 6- Approval to issue Tranche 2 Placement Shares
Section 10	Resolution 7- Approval of Employee Securities Incentive Plan
Section 11	Resolution 8- Approval of potential termination benefits under the Plan
Section 12	Resolution 9– Approval to issue Options to Directors
Section 13	Resolution 10 - Ratification of prior issue of Options to Consultant
Section 14	Resolution 11- Approval to issue Options to Placement Manager
Schedule 1	Definitions
Schedule 2	Securities issued or agreed to be issued in the previous 12 months under Listing Rule 7.1A

Schedule 3	Summary of Employee Securities Incentive Plan
Schedule 4	Terms and conditions of Incentive Options
Schedule 5	Valuation of Incentive Options
Schedule 6	Terms and Conditions of Consultant Options
Schedule 7	Terms and Conditions of Placement Manager Options

A Proxy Form is located at the end of the Explanatory Memorandum.

## 2. Action to be taken by Shareholders

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

### 2.1 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.

### 2.2 Proxies

All voting will be conducted by poll using proxy instructions received in advance of the Meeting. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

The Directors instruct all shareholders who would like to have their vote counted to either:

- (a) vote by lodging a proxy form prior to 21 November 2020 at 2.30pm (WST) (**Proxy Cut Off Time**) (recommended); or
- (b) Shareholders who wish to participate and vote at the Meeting will be able to vote on each Resolution via online polling during the Meeting. Please visit [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) and refer to the Meeting ID and Shareholder ID on the Proxy Form to login to the website.

A Proxy Form is enclosed with this Notice. The Directors strongly encourage all Shareholders to lodge the Proxy Form to the Company or Share Registry in accordance with the instructions thereon.

### 2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions unless the Shareholder has expressly indicated a different voting intention.

Subject to the following paragraph, if the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for

the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution (under section 224 of the Corporations Act), the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form.

## 2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [admin@ax8.com.au](mailto:admin@ax8.com.au) by 21 November 2020. Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. The Shareholder will be requested to identify themselves prior to submitting questions. In order to submit a question during the Meeting, please follow the instructions from the Chair. Shareholders are limited to a maximum of two questions each per Resolution. The Chair will attempt to respond to the questions during the Meeting.

## 2.5 Remote attendance via teleconference

The Meeting will be accessible to all Shareholders via teleconference, which will allow Shareholders to listen to and observe the Meeting. If you wish to attend the virtual Meeting, please use the dial in details below to join the teleconference. The dialling number will be ready to receive calls 30 minutes before the Meeting. Shareholders should note that the teleconference will not provide for a voting mechanism during the Meeting.

Phone number:	08 6500 2107
Conference title:	Accelerate Resources Limited

## 3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2020.

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

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <http://www.ax8.com.au/site/content/>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

- (a) the audit,

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

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

#### 4. **Resolution 1- Remuneration Report**

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2019 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2021 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

#### 5. **Resolution 2- Re-election of Director - Mr Grant Mooney**

##### 5.1 **General**

Article 10.3(c) of the Constitution and Listing Rule 14.4 both provide that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting following that Director's appointment or three years, whichever is longer.

Article 10.3(c) of the Constitution provides that a Director who retires in accordance with Article 10.3(c) is eligible for re-election.

Non-Executive Director Mr Grant Mooney was appointed as a Director on 1 June 2017. Accordingly, Mr Mooney retires at this Meeting and, being eligible, seeks re-election pursuant to Resolution 2.

If Shareholders approve Resolution 2, the Board considers Mr Mooney to be an independent director, notwithstanding that he may be granted Incentive Options pursuant to Resolution 9(b). The Board considers that the number of Incentive Options in question is not material and the interest will not interfere, or reasonably be seen to interfere, with Mr Mooney's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole.

## 5.2 **Mr Grant Mooney**

Mr. Mooney is the principal of Perth-based corporate advisory firm Mooney & Partners, specialising in corporate compliance administration to public companies. He has extensive experience in the areas of corporate and project management, capital raisings, mergers and acquisitions and corporate governance.

Over the past three years, Mr Mooney held the following directorships with an ASX listed company.

- (a) Non-Executive Director in Barra Resources Limited (from 2002 – present);
- (b) Non-Executive Director in Carnegie Clean Energy Limited (from 2008 – present);
- (c) Non-Executive Director in Gibb River Diamond Limited (from 2008 – present);
- (d) Non-Executive Director in Talga Resources Limited (from 2014 – present);
- (e) Chairman of Riedel Resources Limited (31 October 2018 - present); and
- (f) Chairman of Aurora Labs Limited (25 March 2020 - present);

Mr Mooney has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

## 5.3 **Board recommendation**

Resolution 2 is an ordinary resolution.

The Board (other than Mr Mooney) recommends that Shareholders vote in favour of Resolution 2 for the following reasons:

- (a) Mr Mooney has the necessary level of experience.
- (b) Mr Mooney has particular experience in corporate and project management, capital raisings, mergers and acquisitions and corporate governance.

## 6. **Resolution 3- Election of Director - Mr Richard Hill**

### 6.1 **General**

Article 10.2(b) of the Constitution allows the Board to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to Article 10.3(j) of the Constitution, any Director so appointed must retire at the next annual general meeting of the Company and is then eligible for election by Shareholders under Article 10.2(c).

In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting.

On 3 July 2020, Mr Richard Hill was appointed as a Non-Executive Director of the Company.

Accordingly, Mr Hill resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director pursuant to Resolution 3.

If Shareholders approve Resolution 3, the Board considers Mr Hill to be an independent director, notwithstanding that he may be granted Incentive Options pursuant to Resolution 9(a). The Board considers that the number of Incentive Options in question is not material and the interest will not interfere, or reasonably be seen to interfere, with Mr Hill's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole.

### 6.2 **Mr Richard Hill**

Mr Hill is a qualified geologist and solicitor with over 25 years' experience in the resources sector.

In addition to Mr Hill's corporate, commercial and fundraising roles, Mr Hill has practical geological experience in a range of commodities worldwide. He has had success in guiding a series of ASX listed companies through the exploration phase to development.

Mr Hill has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

### 6.3 **Board Recommendation**

Resolution 3 is an ordinary resolution.

The Board (other than Mr Hill) recommends that Shareholders vote in favour of this Resolution for the following reasons:.

- (a) Mr Hill has the necessary level of experience.
- (b) Mr Hill has practical geological experience in a range of commodities worldwide.
- (c) Mr Hill has had success in guiding a series of ASX listed companies through the exploration phase to development.

## 7. **Resolution 4 - Approval of 10% Placement Capacity**

### 7.1 **General**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed entity can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

An 'eligible entity' means an entity which is not named in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 4 seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% Placement Facility provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in the Listing Rules 7.1 and 7.1A without any further shareholder approval.

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

The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

### 7.2 **Listing Rule 7.1A**

#### (a) **Is the Company an eligible entity?**

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$9.74 million, based on the closing price of Shares (\$0.068) on 30 September 2020.

If on the date of the Meeting, the Company's market capitalisation exceeds \$300 million or it has been included in the S&P/ASX 300 Index, this Resolution 4 will no longer be effective and will be withdrawn.

#### (b) **What Equity Securities can be issued?**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities; Shares.

(c) **How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

**A** is the number of Shares on issue 12 months before the date of issue or agreement:

(A) plus the number of fully paid Shares issued in the 12 months:

(1) under an exception in Listing Rule 7.2 (other than exception 9, 16 or 17);

(2) on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:

- the convertible securities were issued or agreed to be issued before the 12 month period; or
- the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;

(3) under an agreement to issue securities within Rule 7.2 exception 16 where:

- the agreement was entered into before the 12 month period; or
- the agreement or issue was approved, or taken under the Listing Rules to be approved, under Listing Rule 7.1 or 7.4; and

(4) with Shareholder approval under Listing Rule 7.1 or 7.4. This does not include any issue of Shares under the Company's 15% annual placement capacity without Shareholder approval;

(B) plus the number of partly paid shares that became fully paid in the 12 months; and

(C) less the number of fully paid Shares cancelled in the 12 months.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to

issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

(d) **What is the interaction with Listing Rule 7.1?**

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

**(Minimum Issue Price).**

(f) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of Meeting and will expire on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(10% Placement Period).**

(g) **What is the effect of Resolution 4?**

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

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

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 7.2(f) above).

Shareholder approval of the 10% Placement Facility will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 7.2(e) above).

(c) **Purposes of issues under 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for cash consideration in order to raise funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

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

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The below table shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 7.2(c)) as at the date of the Notice (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Share on issue (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	<b>\$0.034</b> 50% decrease in Current Market Price	<b>\$0.068</b> Current Market Price	<b>\$0.136</b> 100% increase in Current Market Price
<b>152,597,786</b> <b>Shares</b> <b>Variable A</b>	10% Voting Dilution	15,259,779 Shares	15,259,779 Shares	15,259,779 Shares
	Funds raised	\$518,832	\$1,037,665	\$2,075,330
<b>228,896,679</b> <b>Shares</b> <b>50% increase in</b> <b>Variable A</b>	10% Voting Dilution	22,889,668 Shares	22,889,668 Shares	22,889,668 Shares
	Funds raised	\$778,249	\$1,556,497	\$3,112,995
<b>305,195,572</b> <b>Shares</b> <b>100% increase</b> <b>in Variable A</b>	10% Voting Dilution	30,519,557 Shares	30,519,557 Shares	30,519,557 Shares
	Funds raised	\$1,037,665	\$2,075,330	\$4,150,660

Notes:

1. The table has been prepared on the following assumptions:
  - (a) the issue price is the current market price (\$0.068), being the closing price of the Shares on ASX on 30 September 2020, being the last day that the Company's Shares traded on the ASX before this Notice was submitted to ASX for review;
  - (b) Variable A is 152,597,786, comprising:
    - (i) 143,247,234 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4; and
    - (ii) a total of 9,350,552 Shares issued if Resolution 6 is passed at the Meeting
  - (c) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
  - (d) no convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities; and
  - (e) the issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Quoted Options, it is assumed that those Quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
2. The number of Shares on issue (ie Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or

future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation policy**

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

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

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

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 28 November 2019.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued or agreed to issue 24,558,445 Equity Securities under Listing Rule 7.1A. This represents 32% of the total number of Equity Securities on issue at the commencement of that 12 month period.

Details of each issue of Equity Securities under Listing Rule 7.1A by the Company during the 12 months preceding the date of the Meeting are set out in Schedule 2.

(g) **Voting exclusion statement**

At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

#### 7.4 **Board recommendation**

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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

### 8. **Resolution 5- Ratification of prior issue of Tranche 1 Placement Shares**

#### 8.1 **General**

On 1 and 2 September, the Company announced that it had received firm commitments for a placement to raise a total of \$1,700,000 (before costs) (**Placement**) by the issue of a total of 34,000,000 Shares at \$0.05 each (**Placement Shares**) to institutional and sophisticated investors (**Placement Participants**).

On 11 September 2020, the Company issued to the Placement Participants:

- (a) 12,789,669 Placement Shares within the 15% annual limit permitted under Listing Rule 7.1, without the need for prior Shareholder approval; and
- (b) 11,859,771 Placement Shares within the 10% limit permitted under Listing Rule 7.1A, without the need for prior Shareholder approval,

(together, **Tranche 1 Placement Shares**)

Resolution 5(a) and (b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares.

#### 8.2 **Listing Rules 7.1, 7.1A and 7.4**

A summary of Listing Rule 7.1 is contained in Section 7.1 above.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 28 November 2019.

The Placement does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as the issue of the Tranche 1 Placement Shares has not yet been ratified by Shareholders, it effectively uses up the Company's placement capacity under each of Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under either Listing Rule 7.1 or 7.1A for the 12 month period following the issue date.

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

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 under Listing Rules 7.1 and 7.1A.

To this end, Resolution 5(a) and (b) seeks shareholder approval for the Placement under for the purposes of Listing Rule 7.4.

If Resolution 5(a) and (b) are passed, the issue of the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1 and additional 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue or agree to issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 5(a) and (b) are not passed, the issue of the Tranche 1 Placement Shares will be included in the calculating the Company's 15% limit under Listing Rule 7.1 and additional 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder over the 12 month period following the issue date.

### 8.3 **Specific Information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares:

- (a) the Tranche 1 Placement Shares were issued to the Placement Participants, being sophisticated and professional investors already known to the Company, none of whom is a related party of the Company. Gandria Capital Pty Ltd (an entity associated with a Company consultant) is considered to be a 'material investor' for the purposes of section 7.4 of ASX Guidance Note 21. Gandria Capital Pty Ltd participated in the Placement and was issued 4,000,000 Shares.
- (b) a total of 24,649,440 Tranche 1 Placement Shares were issued on 11 September 2020 as follows:
  - (i) 12,789,669 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for prior Shareholder approval; and
  - (ii) 11,859,771 Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for prior Shareholder approval,
- (c) the Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Tranche 1 Placement Shares were issued at \$0.05 per Share;
- (e) the proceeds from the issue of the Placement Shares are intended to be used to advance the exploration and drilling program at the Rossland Gold Project, which is situated in a historical high-grade gold producing region in BC, Canada, as well as fund the Company's existing projects, general working capital and costs of the payment;
- (f) a voting exclusion statement is included in the Notice.

## 1.2 **Board recommendation**

Resolution 5(a) and (b) are each an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5(a) and (b).

## 9. **Resolution 6- Approval to issue Tranche 2 Placement Shares**

### 9.1 **General**

A summary of the Placement is set out in Section 8.1.

The Company does not currently have sufficient placement capacity under Listing Rules 7.1 or 7.1A to issue the remaining 9,350,552 Shares under the Placement (**Tranche 2 Placement Shares**).

Resolution 6 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Placement Shares.

### 9.2 **Listing Rule 7.1**

A summary of Listing Rule 7.1 is contained in Section 7.1 above.

The proposed issue of the Placement Shares does not fit within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 6 seeks the required Shareholder approval for the proposed issue under and for the purposes of Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the proposed issue and use the funds raised for the intended purposes. In addition, the proposed issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the proposed issue.

### 9.3 **Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Placement Shares:

- (a) the Tranche 2 Placement Shares will be issued to the Placement Participants, being sophisticated and professional investors already known to the Company, none of whom is a related party of the Company and none of whom is considered to be a 'material investor' for the purposes of section 7.4 of ASX Guidance Note 21;
- (b) a maximum of 9,350,552 Shares are to be issued as Tranche 2 Placement Shares;
- (c) the Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;

- (d) the Tranche 2 Placement Shares will be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (e) the Tranche 2 Placement Shares will be issued at an issue price of \$0.05 each;
- (f) the proceeds from the issue of the Placement Shares are intended to be used to advance the exploration and drilling program at the Rossland Gold Project, which is situated in a historical high-grade gold producing region in BC, Canada, as well as fund the Company's existing projects, general working capital and costs of the payment; and
- (g) a voting exclusion statement is included in the Notice.

#### 9.4 **Board recommendation**

Resolution 6 is an ordinary resolution.

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

### 10. **Resolution 7- Approval of Employee Securities Incentive Plan**

#### 10.1 **General**

The Company considers that it is desirable to adopt an employee incentive scheme pursuant to which the Company can issue Equity Securities to attract, motivate and retain key Directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company.

Resolution 7 seeks Shareholders' approval for the adoption of the employee incentive scheme titled 'Accelerate Resources Limited Employee Securities Incentive Plan' (**Plan**) in accordance with Listing Rule 7.2 exception 13(b).

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of the key terms and conditions of which is in Schedule 3. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

#### 10.2 **Listing Rules 7.1 and 7.2, exception 13(b)**

A summary of Listing Rule 7.1 is contained in Section 7.1 above.

Listing Rule 7.2, exception 13(b) provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to issue Equity Securities under the Plan to eligible participants over a period of three years up to a nominated maximum amount without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to issue Equity Securities under the Plan to eligible participants without using the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining Shareholder approval over the 12 month period following any such issue.

Any future issues of Equity Securities under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time. For this reason, the Company is also seeking approval under Resolution/s Resolution 9(a), (b) and (c) for the issue of Options to certain Directors pursuant to the Plan

### 10.3 **Specific information required by Listing Rule 7.2, exception 13(b)**

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

- (a) the material terms of the Plan are summarised in Schedule 3;
- (b) Since the Company was listed on the ASX on 14 February 2018 200,000 Options have been issued under the terms of the Company's previous employee securities incentive plan (which the Plan shall replace);
- (c) the maximum number of Equity Securities proposed to be issued under the Plan following approval of Resolution 7 shall not exceed: 10% of the Company's Equity Securities currently on issue; plus the Equity Securities proposed to be issued under Resolution 9, being 9,000,000 Options, subject to adjustment in the event of a reorganisation of capital and further subject to applicable laws and the Listing Rules. Based on the number of Equity Securities currently on issue, 10% plus the Equity Securities proposed to be issued under Resolution 9 equates to a maximum of 23,324,723 Equity Securities; and
- (d) a voting exclusion statement is included in the Notice.

### 10.4 **Board recommendation**

Resolution 7 is an ordinary resolution.

The Directors decline to make a recommendation in relation to Resolution 7 due to their material personal interest in the outcome of the Resolution.

## 11. **Resolution 8- Approval of potential termination benefits under the Plan**

### 11.1 **General**

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provides certain limitations on the payment of "termination benefits" to officers of listed entities.

As is common with employee incentive schemes, the Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the Plan (**Plan Securities**) will not lapse in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. This

'accelerated vesting' of Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained. Accordingly, the Board has resolved to seek Shareholder approval for the granting of such termination benefits in accordance with Resolution 8.

The Board recommends that Shareholders vote in favour of Resolution 8.

Resolution 8 is an ordinary resolution.

Resolution 8 is conditional on the passing of Resolution 7. If Resolution 7 is not approved at the Meeting, Resolution 8 will not be put to the Meeting.

## 11.2 **Part 2D.2 of the Corporations Act**

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by shareholders in accordance with section 200E of the Corporations Act.

Subject to Shareholder approval of Resolution 7, Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum.

As noted above, under the terms of the Plan and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities. The Board's current intention is to only exercise this discretion where the person leaves employment or office without fault on their part.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Plan Securities at the time of their leaving.

### 11.3 Value of the termination benefits

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and
- (b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

## 12. Resolution 9– Approval to issue Options to Directors

### 12.1 General

The Company is proposing, subject to obtaining Shareholder approval and the adoption of the Plan (refer to Resolution 7), to issue up to a total of 9,000,000 unquoted Option (**Incentive Options**) to Mr Richard Hill, Mr Grant Mooney and Ms Yaxi Zhan (**Related Parties**), or their respective nominees, as follows:

<b>Related Party</b>	<b>Incentive Options</b>
Richard Hill	3,000,000
Grant Mooney	3,000,000
Yaxi Zhan	3,000,000
<b>TOTAL</b>	<b>9,000,000</b>

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Directors in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising with Incentive Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Incentive Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

The Incentive Options are to be issued under the Company's Plan, the terms of which are summarised in Schedule 3.

Subject to the adoption of the Plan (refer to Resolution 7), Resolution 9(a), (b) and (c) seek Shareholder approval pursuant to Listing Rule 10.14 and sections 195(4), and 208 of the Corporations Act for the issue of up to a total of 9,000,000 Incentive Options under the Plan to the Related Parties, or their respective nominees.

## 12.2 **Listing Rule 10.14**

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director the company (Listing Rule 10.14.2); or
- (c) a person whose relation with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3).

Mr Richard Hill, Grant Mooney and Ms Yaxi Zhan fall within the category stipulated under Listing Rule 10.14.1 and therefore the issue of Options to Mr Richard Hill, Grant Mooney and Ms Yaxi Zhan under the Plan requires the approval of Shareholders under Listing Rule 10.14.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required.

If Resolution 9(a), (b) and (c) are passed, the Company will be able to proceed with the issue of the Options to Mr Richard Hill, Mr Grant Mooney and Ms Yaxi Zhan (or their nominee) and as such these parties will be remunerated accordingly.

If Resolution 9(a), (b) and (c) (inclusive) are not passed, the Company will not be able to proceed with the issue of the Options to Mr Richard Hill, Mr Grant Mooney and Ms Yaxi Zhan, and the Company may need to consider other forms of performance-based remuneration including by the payment of cash.

## 12.3 **Specific information required by Listing Rule 10.15**

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Incentive Options:

- (a) the Incentive Options will be issued under the Plan to Messrs Hill and Mooney, and Ms Zhan (or their respective nominees), each of whom is a Director;
- (b) each of the Related Parties is a related party of the Company by virtue of being a Director and falls into the category stipulated by Listing Rule 10.14.1. In the event the Incentive Options are issued to a nominee of a Related Party, that person will fall into the category stipulated by Listing Rule 10.14.2;
- (c) the maximum number of Incentive Options to be issued to the Related Parties (or their respective nominees) is 9,000,000, in the proportions set out in Section 12.1 above;

- (d) the current total remuneration package for each of the Related Parties as at the date of this Notice are set out below:

<b>Related Party</b>	<b>Salary and fees (inclusive of superannuation)</b>
Grant Mooney	\$54,750
Yaxi Zhan	\$164,250
Richard Hill	\$43,800

- (e) there have been no Securities previously issued under the Plan (including the old employee securities incentive plan) to the Related Parties (and their associates).
- (f) The Incentive Options will be exercisable at \$0.0957 each on or before the date that is 4 years from the date of issue and will otherwise be issued on the terms and conditions set out in Schedule 4.
- (g) The Board considers that Incentive Options rather than Shares, are an appropriate form of incentive because they reward the Related Parties for achievement of long term development objectives
- (h) a Black Scholes valuation of the Options prepared in-house and is set out at Schedule 5, with a summary for each Related Party below:

<b>Related Party</b>	<b>Value of Incentive Options</b>
Grant Mooney	\$138,081
Yaxi Zhan	\$138,081
Richard Hill	\$138,081

- (i) the Incentive Options will have an issue price of nil as they will be issued as part of each Related Party's remuneration package;
- (j) the persons referred to in Listing Rule 10.14 who are entitled to participate in the Plan are the current Directors, Messrs Mooney and Hill, and Ms Zhan.;
- (k) no loan will be provided to the Related Parties in relation to the issue of the Incentive Options;
- (l) the Incentive Options will be issued no later than 15 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (m) a summary of the material terms of the Plan is set out in Schedule 3;
- (n) details of any Securities issued under the Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement

that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the Plan after Resolution 9(a), (b) and (c) are approved and who were not named in the Notice will not participate until approval is obtained under that rule; and

- (o) a voting exclusion statement is included in the Notice.

#### 12.4 **Section 195 of the Corporations Act**

Section 195(1) of the Corporations Act prohibits a director of a public company who has a material personal interest in a matter that is being considered at a meeting of directors from being present while the matter is being considered at the meeting or voting on the matter. If there is not a quorum of directors who are eligible to vote on a matter because of the operation of section 195(1) of the Corporations Act, one or more directors may call a general meeting and the general meeting may deal with the matter.

The Related Parties have a material personal interest in the outcome of each of their respective Resolutions under Resolutions 9(a) to (c) and have exercised their right under section 195(4) of the Corporations Act to put the issue of the Incentive Options to the Related Parties to Shareholders to resolve upon.

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

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Incentive Options constitutes giving a financial benefit and the Related Parties are related parties of the Company by virtue of being Directors.

Given that it is proposed that the Related Parties are issued Incentive Options pursuant to Resolutions 9(a) to (c) (inclusive), they may be considered to have a material personal interest in the outcome of each of those Resolutions, in which case the Directors' would be unable to form a quorum to determine whether the exceptions set out in sections 210 to 216 of the Corporations Act apply in the current circumstances. Accordingly, the Company is seeking approval for the purposes of Chapter 2E of the Corporations Act in respect of the Incentive Options proposed to be issued to the Related Parties pursuant to Resolutions 9(a) to (c) (inclusive).

## 12.6 Information requirements for Chapter 2E of the Corporations Act

Pursuant to and in accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Incentive Options :

(a) **Identity of the related parties to whom Resolution 9(a), (b) and (c) permit financial benefits to be given**

The Incentive Options will be issued to Mr Grant Mooney, Ms Yaxi Zhan and Mr Richard Hill (or their respective nominees).

(b) **Nature of the financial benefit**

Resolution 9(a), (b) and (c) seek approval from Shareholders to allow the Company to issue the Incentive Options in the amounts specified in Section 12.1 above to the Related Parties or their nominees. The Incentive Options are to be issued in accordance with the Plan and otherwise on the terms and conditions in Schedule 4.

The Shares to be issued upon conversion of the Incentive Options will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

(c) **Valuation of financial benefit**

A Black Scholes valuation of the Options prepared by an external consultant is set out in Schedule 5, with a summary for each Related Party below:

Related Party	Value of Incentive Options
Grant Mooney	\$138,081
Richard Hill	\$138,081
Yaxi Zhan	\$138,081

(d) **Remuneration of Related Parties**

The total annual remuneration arrangements current for each of the Related Parties as at the date of this Notice are set out below:

Related Party	Salary and fees (inclusive of superannuation)
Richard Hill	\$43,800
Grant Mooney	\$54,750
Yaxi Zhan	\$164,250

(e) **Existing relevant interests**

At the date of this Notice, the Related Parties hold the following relevant interests in Equity Securities of the Company:

<b>Related Party</b>	<b>Shares</b>	<b>Unquoted Options</b>	<b>Performance Rights</b>
Grant Mooney <sup>1</sup>	1,460,559	1,000,000	-
Yaxi Zhan <sup>2</sup>	4,254,453	3,000,000	-
Richard Hill <sup>3</sup>	4,577,097	-	4,000,000

Notes:

1. Options exercisable at \$0.25 each on or before 30 April 2021.
2. Options held by Mindalla Holding Pty Ltd <Mindalla Family A/C> (Ms Zhan is a Director and shareholder). Options exercisable at \$0.25 each on or before 30 April 2021.
3. 4,577,097 shares held by Silverpeak Nominees Pty Ltd ATF <The RGM Hill A/C> (Mr Hill is the sole director of Silverpeak Nominees Pty Ltd). Performance rights expire 3 July 2022.

Assuming that each of the resolutions which form part of Resolution 9 are approved by Shareholders, all of the Incentive Options are issued, vested and exercised into Shares, and no other Equity Securities are issued or exercised, the respective interests of the Related Parties in the Company would be as follows:

- (i) Mr Mooney's interest would represent approximately 3.11% of the Company's expanded capital;
- (ii) Ms Zhan's interest would represent approximately 5.06% of the Company's expanded capital; and
- (iii) Mr Hill's interest would represent approximately 5.29% of the Company's expanded capital.

(f) **Trading history**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest: \$0.08 per Share on 14 September 2020

Lowest: \$0.015 per Share on 24 March 2020, and 1, 7, and 21 April 2020

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was \$0.068 per Share on 30 September 2020.

(g) **Dilution**

The issue of the Incentive Options will have a diluting effect on the percentage interest of existing Shareholders' holdings if the Incentive Options are exercised. The potential dilution effect is summarised below:

Incentive Options	Dilutionary effect
Incentive options	6.28%

The above table assumes the current Share capital structure as at the date of this Notice (being 143,247,234 Shares on 30 September 2020) and that no Shares are issued other than the Shares issued on exercise of the Incentive Options. The exercise of all of the Incentive Options will result in a total dilution of all other Shareholders' holdings of 5.22% on a fully diluted basis (assuming that all Options and Performance Rights on issue are exercised). The actual dilution will depend on the extent that additional Shares are issued by the Company.

(h) **Corporate governance**

Ms Yaxi Zhan is an executive director of the Company and therefore the Board believes that the grant of the Incentive Options is in line with Recommendation 8.2 of the 3rd and 4th editions of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

The Board acknowledges the grant of the Incentive Options to the non-executive Directors, Messrs Grant Mooney and Richard Hill is contrary to Recommendation 8.2 of the 3rd and 4th editions of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, the Board considers the grant of Incentive Options to the non-executive Directors reasonable in the circumstances for the reasons set out in Section 12.1.

(i) **Taxation consequences**

Other than the Company not receiving an income tax deduction for the share (option) based payment expense that will show in its statement of profit or loss, there are no other tax consequences for the Company from issuing the Incentive Options.

(j) **Director recommendations**

The Directors decline to make a recommendation to Shareholders in relation to Resolution 9(a), (b) and (c) (inclusive) due to their material personal interests in the outcome of the Resolutions.

(k) **Other information**

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 9(a), (b) and (c).

12.7 **Board recommendation**

Resolution 9(a), (b) and (c) are ordinary resolutions.

The Directors decline to make a recommendation to Shareholders in relation to Resolution 9(a), (b) and (c) due to their material personal interests in the outcome of the Resolutions.

### **13. Resolution 10 - Ratification of prior issue of Options to Consultant**

#### **13.1 General**

On 2 September 2020 the Company issued 5,000,000 Options (each exercisable at \$0.06 on or before 2 September 2023) to a corporate consultant in consideration for consultancy services provided to the Company (**Consultant Options**).

The Consultant Options were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for prior shareholder approval.

Resolution 10 seeks Shareholder approval for the issue of the Consultant Options under and for the purposes of Listing Rule 7.4.

#### **13.2 Listing Rules 7.1 and 7.4**

A summary of Listing Rule 7.1 is contained in Section 7.1 above.

The issue of the Consultant Options does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as the issue of the Consultant Options has not yet been ratified by Shareholders, it effectively uses up the Company's placement capacity under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under either Listing Rule 7.1 for the 12 month period following the issue date.

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

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 under Listing Rule 7.1

To this end, Resolution 10 seeks Shareholder approval to the issue of the Consultant Options under and for the purposes of Listing Rule 7.4.

If Resolution 10 is passed, the issue of the Consultant Options will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue or agree to issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 10 is not passed, the issue of the Consultant Options will be included in the calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder over the 12 month period following the issue date.

#### **13.3 Specific information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the proposed issue of the Consultant Options :

- (a) the Consultant Options were issued to a consultant of the Company - Gandria Capital Pty Ltd (**Consultant**);
- (b) a total of 5,000,000 Options were issued;
- (c) the Consultant Options were issued on 2 September 2020;
- (d) the Consultant Options are exercisable at \$0.06 each on or before 2 September 2023 and are otherwise on the terms and conditions set out in Schedule 6;
- (e) the Consultant Options were issued for nominal consideration (\$0.00001 per Consultant Option) and as consideration for consultancy services provided to the Company. Nominal funds of \$50 were raised and the Company intends to apply these funds towards general working capital. Consultancy services provided by the Consultant to the Company are as follows:
  - (i) introducing the Company to new resource opportunities that may be complimentary and value adding to the Company's existing exploration portfolio;
  - (ii) assisting the Company with review and consideration of documents, information, technical data and commercial terms in of prospective new resource opportunities;
  - (iii) facilitate negotiations between the Company and third parties in respect of the potential acquisition of new resource opportunities;
  - (iv) assist the Company with guidance and advice on marketing and promotion of the Company existing and prospective resource projects; and
  - (v) specifically introduce the Company to Currie Rose Resources Inc., and assist the Company in facilitating the entering into of a transaction agreement for the acquisition of an interest in the Rossland Gold Project; and

the above services were performed by the Consultant between 3 July 2020 and shall continue until December 2020 (in relation to ongoing support with the Currie Rose project).
- (f) the Consultant Options were issued pursuant to an offer letter under which the Consultant agreed to apply for the grant of the Options on the terms set out in this Notice and otherwise on terms considered standard for agreements of this nature; and
- (g) a voting exclusion statement is included in the Notice.

#### 13.4 **Board recommendation**

Resolution 10 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 10.

## 14. Resolution 11- Approval to issue Options to Placement Managers

### 14.1 General

The Company is proposing, subject to Shareholder approval, to issue a total of 7,500,000 unlisted Options with an exercise price of \$0.0957 each expiring 2 years from date of issue, to Euroz Hartleys Limited (or its nominee) (5,000,000 unlisted Options) and Alto Capital (or its nominee) (2,500,000 unlisted Options) (together the **Placement Managers**) in consideration for lead manager services provided to the Company in relation to the Placement (**Placement Manager Options**).

The Company does not currently have sufficient placement capacity under Listing Rules 7.1 to issue the Placement Manager Options.

Resolution 11 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Placement Manager Options.

### 14.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 7.1 above.

The proposed issue of the Placement Manager Options does not fit within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 11 seeks the required Shareholder approval for the proposed issue under and for the purposes of Listing Rule 7.1.

If Resolution 11 is passed, the Company will be able to proceed with the proposed issue and use the funds raised for the intended purposes. In addition, the proposed issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 11 is not passed, the Company will not be able to proceed with the proposed issue.

### 14.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Placement Manager Options:

- (a) a total of 7,500,000 Placement Manager Options with an exercise price of \$0.0957 each expiring 2 years from date of issue will be issued to Euroz Hartleys Limited (or its nominee) (5,000,000 Placement Manager Options) and Alto Capital (or its nominee) (2,500,000 Placement Manager Options), none of whom are a related party of the Company and none of whom are considered to be a 'material investor' for the purposes of section 7.4 of ASX Guidance Note 21;
- (b) the Placement Manager Options will be issued no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the terms and conditions of the Placement Manager Options are set out in Schedule 7;

- (d) the Placement Manager Options will be issued for nil cash consideration in consideration for lead manager services provided to the Company in relation to the Placement, and therefore no funds will be raised from the issue;
- (e) the Placement Manager Options are being issued pursuant to an offer letter under which Euroz Hartleys Limited and Alto Capital have agreed to apply for the grant of the Placement Manager Options on the terms set out in this Notice and otherwise on terms considered standard for agreements of this nature. In addition to the Placement Manager Options contemplated by this Resolution, the Placement Managers received a capital raising fee of 6% of the \$1.5m raised under the Placement; and
- (f) a voting exclusion statement is included in the Notice.

#### 14.4 **Board recommendation**

Resolution 11 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 11.

## Schedule 1 Definitions

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

<b>10% Placement Facility</b>	has the meaning given in Section 7.1
<b>10% Placement Period</b>	has the meaning given in Section 7.2(f)
<b>\$ or A\$</b>	means Australian Dollars.
<b>Annual Report</b>	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2020.
<b>Article</b>	means an article of the Constitution
<b>ASX</b>	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>Auditor's Report</b>	means the auditor's report on the Financial Report
<b>Board</b>	means the board of Directors.
<b>Business Day</b>	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.
<b>Capital Raising</b>	means the Company's proposal under Resolution 6 to raise up to \$1,700,000 (before costs) via a placement of Shares.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Closely Related Party</b>	means: (a) a spouse or child of the member; or (b) has the meaning given in section 9 of the Corporations Act
<b>Company</b>	means Accelerate Resources Limited (ACN 617 821 771).
<b>Consultant Options</b>	means up to 5,000,000 unquoted Options to be issued to a corporate consultant - Gandria Capital Pty Ltd (or its nominee), on the terms and conditions set out in Schedule 6, which are the subject of Resolution 10.
<b>Constitution</b>	means the constitution of the Company as at the date of the Meeting.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Director's Report</b>	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

<b>Equity Security</b>	has the same meaning as in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Financial Report</b>	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
<b>Incentive Option</b>	means up to 9,000,000 unquoted Options to be issued to the Related Parties on the terms and conditions set out in Schedule 4, which are the subject of Resolution 9(a) to (c) (inclusive).
<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Minimum Issue Price</b>	has the meaning given in Section 7.2(e)
<b>Notice</b>	means this notice of annual general meeting.
<b>Options</b>	means an option to acquire a Share
<b>Placement</b>	has the meaning in Section 8.1
<b>Placement Manager Options</b>	means up to 7,500,000 unquoted Options to be issued to the lead manager on the terms and conditions set out in Schedule 7, which are the subject of Resolution 11.
<b>Plan</b>	means the Employee Securities Incentive Plan titled 'Accelerate Resources Limited Employee Securities Incentive Plan'
<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>Remuneration Report</b>	means the remuneration report of the Company contained in the Directors' Report.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Securities</b>	means any Equity Securities of the Company (including Shares).
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.

<b>Shareholder</b>	means the holder of a Share.
<b>Strike</b>	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.
<b>Trading Day</b>	has the meaning given in the Listing Rules.
<b>Tranche 1 Placement Shares</b>	means the 24,649,448 Shares issued on 11 September 2020 to the Placement Participants under the Placement, which are the subject of Resolution 5(a) and (b).
<b>Tranche 2 Placement Shares</b>	means the 9,350,552 Shares to be issued at \$0.05 each to the Placement Participants under the Placement, which are the subject of Resolution 6.
<b>VWAP</b>	means volume weighted average market price.
<b>WST</b>	means Western Standard Time, being the time in Perth, Western Australia.

## Schedule 2      Securities issued or agreed to be issued in the previous 12 months under Listing Rule 7.1A

Details of each issue of Equity Securities by the Company under Listing Rule 7.1A during the 12 months preceding the date of the Meeting are set out in the table below:

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount to Market Price <sup>1</sup>	Cash consideration and use of funds
28 January 2020	4,762,000	Shares	Sophisticated investors, as ratified at the Shareholder's meeting on 28 May 2020	\$0.02455 per Share, representing a discount of 38.62% to the Market Price on the date of issue	\$116,907 (before costs) was raised, of which all has been expended, on Tambellup Kaolin Project and for working capital requirements.
14 July 2020	7,936,666	Shares	Sophisticated investors, as ratified at the Shareholders' meeting on 24 August 2020	\$0.0288 per Share, representing a discount of 28.00% to the Market Price on the date of issue	\$228,576(before costs) was raised, of which all has been expended on the Comet Gold Project and for working capital requirements.
11 September 2020	11,859,779	Shares	Sophisticated investors.	\$0.05 per Share, representing a discount of 29.58% to the Market Price on the date of issue	\$592,989(before costs) was raised, of which \$100,000 has been expended, with the remainder intended to also be spent on Comet Gold Project and for working capital requirements.

**Notes:**

1. 'Market Price' means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue (or agreement to issue, as applicable) of the relevant Equity Securities.

## Schedule 3 Summary of Employee Securities Incentive Plan

- (a) **(Eligible Participant):** Eligible Participant means a person that:
- (i) is an "eligible participant" (as that term is defined in ASIC Class Order 14/1000) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order 14/1000); and
  - (ii) (ii) has been determined by the Board to be eligible to participate in the Plan from time to time.
- (b) **(Purpose):** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
  - (ii) link the reward of Eligible Participants to Shareholder value creation; and
  - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
- (c) **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.
- (d) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
- (e) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (f) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

- (g) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
- (h) **(Exercise of Convertible Securities and cashless exercise):** To exercise an Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

**Market Value** means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

- (i) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (j) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

- (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- (k) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (l) **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, **(Plan Shares)** will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
- (m) **(Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
  - (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
- (n) **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- (o) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any

new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

- (p) **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (q) **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

## Schedule 4 Terms and conditions of Incentive Options

- (a) **(Entitlement)**: Each Option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company (**Share**) upon exercise of the Option.
- (b) **(Plan)**: The Options will be issued under the Company's employee securities incentive plan (**Plan**) for nil cash consideration. In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions in Schedule 4 will apply to the extent of the inconsistency.
- (c) **(Exercise Price and Expiry Date)**: The Options have an exercise price \$0.0957 each (**Exercise Price**) and will expire on 4 years from the date of issue;
- (d) **(Expiry Date)**. 4 years from the date of issue . An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) **(Exercise Period)**: Each Option is exercisable at any time and from time to time on or prior to the Expiry Date.
- (f) **(Quotation of the Options)**: The Options will be unquoted.
- (g) **(Transferability of the Options)**: The Options are transferable only with the prior written approval of the Company and subject to compliance with the Corporations Act and the Listing Rules.
- (h) **(Notice of Exercise)**: The Options may be exercised by notice in writing to the Company in multiples of 50,000 Options per notice in the manner specified on the Option certificate or as otherwise agreed with the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company (acting reasonably). Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.
- (i) **(Lodgement instructions)**: Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Share Registry.
- (j) **(Cashless exercise)**: A holder of Options may elect not to be required to provide payment of the Exercise Price for the number of Options specified in a Notice of Exercise but that on exercise of those Options the Company will transfer or allot to the holder that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share). "Market Value" means, at any given date, the volume weighted average price per Share traded on the ASX over the five (5) trading days immediately preceding that given date.
- (k) **(Shares issued on exercise)**: Shares issued on exercise of the Options rank equally with the then Shares of the Company.

- (l) **(Quotation of Shares on exercise):** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
- (m) **(Timing of issue of Shares):** Within 15 business days after the later of the following:
- (i) receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and
  - (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,
- the Company will:
- (iii) issue the Shares pursuant to the exercise of the Options;
  - (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
  - (v) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- (n) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
- (o) **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
  - (ii) no change will be made to the Exercise Price.
- (p) **(Adjustment for entitlements issue):** If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph (p) will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.
- (q) **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holders will be varied in accordance with the Listing Rules.

## Schedule 5 Valuation of Incentive Options

The Incentive Options to be issued to the Related Parties pursuant to the resolutions which form part of Resolution 9 have been valued according to the Black & Scholes valuation model on the following assumptions:

Related Party	Mr Grant Mooney	Ms Yaxi Zhan	Mr Richard Hill
<b>Incentive Options</b>	3,000,000	3,000,000	3,000,000
Assumed Share price at grant date	\$0.073	\$0.073	\$0.073
Exercise price	\$0.0957	\$0.0957	\$0.0957
Market value on ASX of underlying Shares at time of setting exercise price	\$0.073	\$0.073	\$0.073
Exercise price premium to market value	\$0.023	\$0.023	\$0.023
Expiry date	28/10/2024	28/10/2024	28/10/2024
Expected volatility	98.2%	98.2%	98.2%
Risk free interest rate	0.31%	0.31%	0.31%
Annualised dividend yield	Nil	Nil	Nil
Value of each Incentive Option	\$0.046	\$0.046	\$0.046
Aggregate value of Incentive Option	\$138,081	\$138,081	\$138,081

Notes:

The valuations took into account the following matters:

1. Incentive Options vest at grant date.
2. Incentive Options with non-market based vesting conditions can only be exercised following the satisfaction of the Vesting Condition, a change of control or winding up occurring, or a takeover bid becoming unconditional.
3. The valuation of Incentive Options assumes that the exercise of a right does not affect the value of the underlying asset.
4. Given that the Incentive Options are to be issued for no cash consideration, the value of the Incentive Options is reflected in the underlying Share price at the valuation date. The Share price used is based on the closing price on 17/09/2020, being \$0.073.

## Schedule 6 Terms and Conditions of Consultant Options

- (a) **(Entitlement)**: The Options entitle the Option holder (**Optionholder**) to subscribe for one Share upon the exercise of each Option.
- (b) **(Quotation of Options)**: The Company will not apply for official quotation of the Options on ASX.
- (c) **(Exercise price and Expiry Date)**: Each Option has an exercise price of \$0.06 (**Exercise Price**) and will expire at 5.00pm (WST) on 2 September 2023 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **(Notice of Exercise)**: The Optionholder may exercise their Options by lodging with the Company, on or prior to the Expiry Date:
  - (i) in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion;
  - (ii) a written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**); and
  - (iii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised. Cheques shall be in Australian currently made payable to the Company and crossed "Not Negotiable". An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (e) **(Timing of issue of Shares and quotation of Shares on exercise)**: As soon as practicable after the valid exercise of an Option by the Optionholder, the Company will:
  - (i) issue, allocate or cause to be transferred to the Optionholder the number of Shares to which the Optionholder is entitled;
  - (ii) issue a substitute Certificate for any remaining exercised Options held by the Optionholder;
  - (iii) if required and subject to paragraph 6, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
  - (iv) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

All Shares issues upon the exercise of Options will upon issue rank equally in all respects with the then issued Shares.
- (f) **(Restrictions on transfer of Shares)**: If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on exercise of the Options may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

- (g) **(Quotation of Shares on exercise):** The Company will apply for official quotation on ASX of all Shares issued upon exercise of the Options with 10 business days after the date of issue of those Shares.
- (h) **(Options transferrable):** The Options will be transferable subject to compliance with the Corporations Act, Listing Rules and conditional on obtaining prior approval from the Board.
- (i) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will give the Optionholder notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.
- (j) **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
  - (i) the number of Shares which must be issued on the exercise of an Option will not be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
  - (ii) no change will be made to the Exercise Price.
- (k) **(Adjustment for entitlement issue):** If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the Exercise Price of an Option will not be adjusted following an entitlement offer.
- (l) **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder will be varied to comply with the Listing Rules which apply to a reorganisation of capital at the time of reorganisation.

## Schedule 7 Terms and Conditions of Placement Manager Options

- (a) **(Entitlement):** The Options entitle the Option holder (**Optionholder**) to subscribe for one Share upon the exercise of each Option.
  - (b) **(Quotation of Options):** The Company will not apply for official quotation of the Options on ASX.
  - (c) **(Issue Price):** The Options will be issued nil consideration.
  - (d) **(Exercise price and Expiry date):** Each Option (unless otherwise specified) has an exercise price of \$0.0957 (**Exercise Price**) and will expire at 5.00pm (AWST) on or before the date 2 years from the date of issue (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
  - (e) **(Notice of Exercise):** The Optionholder may exercise their Options by lodging with the Company, on or prior to the Expiry Date:
    - (i) in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion;
    - (ii) a written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**); and
    - (iii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised or other means of payment acceptable to the Company. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
  - (f) **(Timing of issue of Shares and quotation of Shares on exercise):** as soon as practicable after the valid exercise of an Option by the Optionholder, the Company will:
    - (i) issue, allocate or cause to be transferred to the Optionholder the number of Shares to which the Optionholder is entitled;
    - (ii) issue a substitute Certificate for any remaining unexercised Options held by the Optionholder;
    - (iii) if required and subject to paragraph 8, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
    - (iv) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.
- All Shares issued upon the exercise of Options will upon issue rank equally in all respects with the then issued Shares.
- (g) **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on

exercise of the Options may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

- (h) **(Quotation of Shares on exercise):** The Company will apply for official quotation on ASX of all Shares issued upon exercise of the Options within 10 Business Days after the date of issue of those Shares.
- (i) **(Options not transferrable):** The Options will not be transferable.
- (j) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
- (k) **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
  - (i) the number of Shares which must be issued on the exercise of an Option will not be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
  - (ii) no change will be made to the Exercise Price.
- (l) **(Adjustment for entitlement issue):** If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will not be adjusted following an entitlement offer.
- (m) **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder will be varied to comply with the Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.

 **ONLINE PROXY APPOINTMENT**  
www.advancedshare.com.au/investor-login

 **MOBILE DEVICE PROXY APPOINTMENT**  
Lodge your proxy by scanning the QR code below, and enter your registered postcode.  
It is a fast, convenient and a secure way to lodge your vote.

**IMPORTANT NOTE: Shareholders will not be able to attend the Meeting in person.**

Accordingly, the Directors strongly encourage all Shareholders to lodge Proxy Forms prior to the Meeting. The Company advises that a poll will be conducted for each of the Resolutions. Further information on how to participate in the Meeting is set out in the Explanatory Memorandum.

**2020 ANNUAL GENERAL MEETING PROXY FORM**

I/We being shareholder(s) of Accelerate Resources Limited and entitled to attend and vote hereby:

**APPOINT A PROXY**

The Chair of the meeting **OR**   **PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held **at Suite 4, 16 Ord Street, West Perth, Western Australia on 23 November 2020 at 2.30pm (WST)** and at any adjournment or postponement of that Meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 7, 8 and 9(a), (b) and (c) (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair. I/we acknowledge the Chair of the Meeting intends to vote all undirected proxies available to them in favour of each Resolution of Business.

**VOTING DIRECTIONS**

Resolutions	For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Mr Grant Mooney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director - Mr Richard Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(a) Ratification of prior issue of Tranche 1 Placement Shares- 12,789,669 shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5(b) Ratification of prior issue of Tranche 1 Placement Shares- 11,859,771 Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of potential termination benefits under the Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9(a) Approval to issue Options to Directors - Mr Richard Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9(b) Approval to issue Options to Directors - Mr Grant Mooney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9(c) Approval to issue Options to Directors - Ms Yaxi Zhan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Ratification of prior issue of Options to Consultant	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Approval to issue Options to Placement Managers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)  Joint Shareholder 2 (Individual)  Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary  Director/Company Secretary (Delete one)  Director

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

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## COVID-19: ACCELERATE RESOURCES LIMITED ANNUAL GENERAL MEETING

Due to the rapidly evolving COVID-19 outbreak, the Company encourages Shareholders to consider participating in the teleconference Meeting or voting by proxy. The Company suggests that Shareholders do not attend the Meeting in person.

Please dial +618 6500 2107 to join the teleconference. The dialling number is ready to receive calls 30 minutes before the meeting.

All questions must be lodged by no later than 21 November 2020 to the Company Secretary by Email at [admin@ax8.com.au](mailto:admin@ax8.com.au).

To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

Online polling via [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting) will be offered to allow Shareholders to vote online. Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

### HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON.  
SHAREHOLDERS ARE URGED TO VOTE BY LODGING THE PROXY FORM ATTACHED TO THE NOTICE**

#### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

#### APPOINTMENT OF A PROXY

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

#### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

#### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

#### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 1, 7, 8 and 9(a), (b) and (c), by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1, 7, 8 and 9(a), (b) and (c).

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

#### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

#### COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

#### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

#### SIGNING INSTRUCTIONS ON THE PROXY FORM

##### Individual:

Where the holding is in one name, the security holder must sign.

##### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

##### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

##### Companies:

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

#### LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 2.30pm (WST) on 21 November 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



##### ONLINE PROXY APPOINTMENT

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



##### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



##### BY FAX

+61 8 6370 4203



##### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



##### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



##### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033