

11 December 2020

ASX Perth
Level 40,
152-158 St Georges Terrace
Perth WA 6000

**RE: SYMBOL MINING LIMITED (SUBJECT TO DEED OF COMPANY ARRANGEMENT)
ACN 161 989 546 "SL1" (Company)**

We refer to our previous announcement on 2 June 2020, and now advise that a notice of meeting, explanatory memorandum and Independent Experts Report, for shareholders to consider the proposed share restructure of the Company under the DOCA is available online.

The meeting is to be convened at 11:00AM AWST on Tuesday 12 January 2021 at the offices of Pitcher Partners, Level 11, 12-14 The Esplanade, Perth, Western Australia.

Under *Corporations (Coronavirus Economic Response) Determination (No.3) 2020*, there are modifications to allow notices of meeting and materials to be provided online, not posted, where it can be viewed and downloaded.

The online access is via this ASX announcements portal at:
<https://www.asx.com.au/asx/share-price-research/company/SL1> .

Due to the current restrictions in place as a result of the COVID-19 pandemic, shareholders are encouraged not to physically attend the Meeting and to either vote via proxy prior to the Meeting or appoint the Chair as their proxy

If any shareholder requires a copy to be mailed to them, please call Damian Sieber of Pitcher Partners, on + 61 8 322 2022, or email sieberd@pitcher-wa.com.au.

Authorisation:

This announcement is authorised by Bryan Hughes and Daniel Bredenkamp as Joint and Several Deed Administrators.

SYMBOL MINING LIMITED
(SUBJECT TO DEED OF COMPANY ARRANGEMENT)
ACN 161 989 546

NOTICE OF GENERAL MEETING

TIME: 11 am (AWST)

DATE: 12 January 2021

PLACE: Pitcher Partners, Level 11, 12-14 The Esplanade, Perth WA 6000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Independent Expert has formed the opinion that the matters the subject of Resolutions 1, 2, 3 and 4 are FAIR AND REASONABLE to Shareholders.

The Deed Administrators recommend that Shareholders vote in favour of Resolutions 1, 2, 3 and 4.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Deed Administrators on +61 8 9322 2022 (contact Damian Sieber).

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of SYMBOL MINING LIMITED to which this Notice of Meeting relates will be held at 11:00 am (AWST) on 12 January 2021 at Level 11, 12-14 The Esplanade, Perth WA 6000.

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING ELIGIBILITY

The Deed Administrators 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 Shareholders at 5:00 pm AWST on 11 January 2021.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return it by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with Section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with Section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

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

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of SYMBOL MINING LIMITED will be held at Level 11, 12-14 The Esplanade, Perth WA 6000 at 11:00 am (AWST) 12 January 2021.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

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

AGENDA

Resolutions 1, 2, 3 and 4 are interdependent. If any of Resolutions 1, 2, 3 and/or 4 are not passed, then Resolutions 1, 2, 3 and 4 will be taken to have not been passed.

1. RESOLUTION 1 – CONSOLIDATION OF SHARE CAPITAL

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

“Subject to Resolutions 2, 3 and 4 being passed, that pursuant to Section 254H of the Corporations Act and Listing Rule 7.20 and 7.22.1 and for all other purposes, the issued capital of the Company be consolidated on the basis that every 2000 Shares be consolidated into 1 Share, and, where the number of Shares held by a member of the Company as a result of the consolidation effected by this Resolution includes a fraction of a Share, the Company be authorised to round that fraction down to the nearest whole Share.”

Deed Administrators' Recommendation: The Deed Administrators recommend that Shareholders vote in favour of Resolution 1.

2. RESOLUTION 2 – ISSUE OF SHARES AND OPTIONS TO SYNERGY AUSTRALIA CAPITAL

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

“Subject to Resolution(s) 1, 3 and 4 being passed, that, for the purposes of Item 7 of Section 611 of the Corporations Act and for all other purposes, Shareholders approve:

- (a) the issue of the Synergy Shares to Synergy Australia Capital pursuant to the DOCA;*
- (b) the issue of the Options to Synergy Australia Capital pursuant to the DOCA and the issue of Shares to Synergy Australia Capital pursuant to the exercise of the Options; and*
- (c) the increase in the voting power of Synergy Australia Capital to up to 62.42%,*

on the further terms and conditions set out in the Explanatory Statement.”

Deed Administrators' Recommendation: The Deed Administrators recommend that Shareholders vote in favour of Resolution 2.

Independent Expert's Report: Shareholders should carefully consider the Independent Expert's Report prepared by Hall Chadwick Corporate (NSW) Limited for the purposes of the Shareholder approval required under Item 7 of Section 611 of the Corporations Act. The Independent Expert's Report comments on the fairness and reasonableness of the Proposed Transaction to the Shareholders and has concluded that the relevant transaction is FAIR AND REASONABLE.

Voting Exclusion: No votes may be cast in favour of this Resolution by:

- (a) the person proposing to make the acquisition and their associates; or
- (b) the persons (if any) from the acquisition is to be made and their associates.

Accordingly, the Company will disregard any votes cast on the this Resolution by Synergy Australia Capital and any of this associates.

3. **RESOLUTION 3 – ISSUE OF SHARES TO TRUSTEES OF SYMBOL MINING CREDITIOR'S TRUST**

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

“Subject to Resolution(s) 1, 2 and 4 being passed, that, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue Creditor Shares to Trustees of the Symbol Mining Creditor's Trust (and/or its nominees) under the DOCA , on the terms and conditions set out in the Explanatory Statement.”

Deed Administrators' Recommendation: The Deed Administrators recommend that Shareholders vote in favour of Resolution 3.

Short Explanation: Under the Listing Rules, the Company may seek Shareholder approval prior to the issue of Equity Securities to allow it the flexibility to make future issues of securities up to the threshold of 15% of its total ordinary securities in any one 12-month period. Please refer to the Explanatory Statement for further details.

Voting Exclusion: The Company will disregard any votes cast in favour of Ordinary Resolution 3 by:

- (a) Trustees of the of the Symbol Mining Creditor's Trust (and/or its nominee);
- (b) any person whom will obtain a material benefit as a result of the proposed issue of the Creditor Shares (except a benefit solely by reason of being a holder of Shares in the Company); and
- (c) any Associate of that person or persons named above .

However, the Company need not disregard a vote cast in favour of Ordinary Resolution 3, if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

4. RESOLUTION 4 – ISSUE OF SHARES TO NOBLE

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

“Subject to Resolution(s) 1, 2 and 4 being passed, that, for the purpose of Item 7 of Section 611 of the Corporations Act and for all other purposes, approval is given for the Company to issue Noble Shares to Noble (and/or its nominees) under Deed of Release, on the terms and conditions set out in the Explanatory Statement.”

Deed Administrators' Recommendation: The Deed Administrators recommend that Shareholders vote in favour of Resolution 4.

Independent Expert's Report: Shareholders should carefully consider the Independent Expert's Report prepared by Hall Chadwick Corporate (NSW) Limited for the purposes of the Shareholder approval required under Item 7 of Section 611 of the Corporations Act. The Independent Expert's Report comments on the fairness and reasonableness of the Proposed Transaction to the Shareholders and has concluded that the relevant transaction is FAIR AND REASONABLE.

Voting Exclusion: No votes may be cast in favour of this Resolution by:

- (a) the person proposing to make the acquisition and their associates; or
- (b) the persons (if any) from the acquisition is to be made and their associates.

Accordingly, the Company will disregard any votes cast on the this Resolution by Noble and any of this associates.

BY ORDER OF THE DEED ADMINISTRATORS
Bryan Hughes
JOINT AND SEVERAL DEED ADMINISTRATOR
SYMBOL MINING LIMITED
(SUBJECT TO DEED OF COMPANY ARRANGEMENT)

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at Level 11, 12-14 The Esplanade, Perth WA 6000 at 11:00 am (AWST) on 12 January 2021.

The purpose of this Explanatory Statement is to provide information which the Deed Administrators believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. BACKGROUND OF THE COMPANY

1.1 General Background

The Company was incorporated in Australia on 17 January 2013 and officially listed on the ASX on 18 April 2013 as Swala Energy Limited (ASX: SWE). Swala was an independent oil and gas exploration company actively exploring the East African Rift System, with assets in Tanzania and Kenya. Following the appointment of external administrators in June 2016, Swala was recapitalised in 2017, and the Company acquired the Subsidiaries, relisted on the ASX on 22 December 2017 and subsequently changed its name to Symbol Mining Limited on 29 December 2017.

From the time of the completion of the recapitalisation of Swala, through to the Relevant Date, the Company (and Group) was focussed on becoming a high grade, high margin lead and zinc explorer, developer and producer through its assets and operations in Nigeria.

The Company is an ASX listed company and is the holding company of Australian subsidiary, Symbol Mining Corporation Pty Ltd and Symbol Base Metals Pty Ltd, and foreign subsidiaries, Symbol Base Metals UK Limited and Symbol Mining Nigeria Limited, which are incorporated respectively in the United Kingdom and Nigeria. The Company also held an interest in two mining joint venture projects, Tawny JV and Imperial JV. The Joint Venture Interests are both located and incorporated in Nigeria.

1.2 Voluntary Administration and DOCA

On 12 June 2019, the directors of the Company resolved to appoint Mr Bryan Hughes and Mr Daniel Bredenkamp as joint and several administrators ("**Administrators**") of the Company. The Company subsequently executed a Deed of Company Arrangement with Celtic Capital Pty Ltd on 19 February 2020. The Deed of Company Arrangement was subsequently varied on 29 May 2020 ("**DOCA**") and the Deed Administrators are currently working with the DOCA proponent, First Guardian Synergy Capital Pty Ltd ("**FGSC**").

The purpose of the DOCA is to restructure the Company's share capital. In summary, on successful implementation of the DOCA:

- (a) an amount of \$210,000 ("**Contribution Amount**") will be paid by FGSC to a creditors' trust fund for the benefit of creditors of the Company ("Symbol Mining Creditor's Trust") (the Deed Administrators will act as trustees ("**Trustees**") of the creditors' trust);
- (b) the Company's capital will be restructured on the terms set out in the Resolutions;

- (c) all of the Company's assets and undertaking will be transferred to the creditors' trust fund (the trust fund also includes the Contribution Amount and the Creditor Shares);
- (d) the claims of creditors of the Company (including its secured creditors) will be extinguished and discharged against the Company, and transferred to claims against the creditors' trust;
- (e) the DOCA will be effectuated and will terminate; and
- (f) the Deed Administrators will return control of the Company to the Directors and retire from their office as Deed Administrators.

The Company anticipates that the DOCA will be completed and fully effectuated shortly after Shareholders approve the Resolutions.

Of the Contribution Amount, a non-refundable deposit of \$50,000 has been paid by FGSC into the Deed Administrators to date, with the balance of \$160,000 to be paid on implementation of the DOCA.

1.3 Conversion of Noble Debt into Noble Shares under Deed of Release

On 21 June 2019, the Administrators entered into a loan agreement on behalf of the Company with Noble Resources Limited ("**Noble**") for a post-appointment facility totalling up to US\$600,000 ("**Noble Debt**"). The facility was used to fund ongoing expenses and costs of the administration of the Company. On 12 September 2019, the Administrators and Noble entered into a deed of release to partially reduce the Noble Debt in the amount of US\$300,000.

On 18 June 2020, the Administrators and Noble entered into a conditional deed of release ("**Deed of Release**"). Noble agreed to convert the balance of Noble Debt into 1,350,000 Shares on a post-consolidation basis which are to be issued to Noble or its nominees prior to effectuation of DOCA (**Noble shares**), and release the Company from the obligation to repay the balance of Noble Debt (and the interest thereon).

1.4 Use of funds

The Deed Administrators are advised by FGSC that it intends that the Company will use the funds raised from the proposed issue of the Synergy Shares and the Options ("**Proponent Raising**") as follows¹:

Item	Amount
Payment to Symbol Mining Creditor's Trust on implementation of DOCA	\$210,000
Reimbursement of FGSC's expenses during DOCA ²	\$70,000
Expenses associated with prepare and release catch-up financial reports and other continuous disclosure obligations	\$70,000

¹ Assuming all of the Options are exercised

² Such expenses may include legal fees to prepare transaction documents, audit fee, listing fee, ASIC fees of the Company paid by FGSC.

Working Capital ³	\$350,000
TOTAL	\$700,000

1.5 Purpose of this Meeting

The purpose of this General Meeting is to seek approval of the Shareholders of the Resolutions contemplated by the DOCA (each of which is a condition precedent to implementation of the DOCA) in order to facilitate a capital restructure of the Company through completing:

- (a) **(Resolution 1)** the consolidation of the Company's existing issued Share capital on a one (1) for two thousand (2000) basis;
- (b) **(Resolution 2)** the issue of Shares at an issue price of \$0.20 per Share with one (1) free attaching option for every one (1) Share subscribed for and issued to Synergy Australia Capital (all on a post-Consolidation basis and in accordance with FGSC's nomination right pursuant to the DOCA);
- (c) **(Resolution 3)** the issue of Shares to Trustees of the Symbol Mining Creditor's Trust; and
- (d) **(Resolution 4)** the issue of Shares to Noble.

1.6 Capital Structure (pre and post General Meeting)

The effect of approval of each Resolution will have on the Company's capital structure is set out in the table below.

Item	Capital Structure	Shares	Options
1.	Pre-Consolidation Securities	715,785,131	68,385,900
2.	Post-Consolidation (Resolution 1)	357,893	34,192
3.	Issue of Synergy Shares and Options pursuant to Resolution 2	1,750,000	1,750,000
4.	Issue of Shares pursuant to Resolution 3	400,000	Nil
5.	Issue of Shares pursuant to Resolution 4	1,350,000	Nil

³ Such funds will be used for general operating expenses which may include office rent, share registry fees, director remuneration, company secretary remuneration, external accountants fees, financial and legal advisers fees, travelling fees and disbursements.

**Completion of all
transactions subject of the
Resolutions**

3,857,893

1,784,192

1.7 Indicative Timetable

If approved by the Shareholders, the proposed Consolidation and issue of Synergy Shares and Options will take effect five business days after the date on which the last of the conditions precedent under the DOCA is satisfied. The following is an indicative timetable (subject to change) of the key events:

Key Event	Indicative Date
General Meeting	12 January 2021
Notification to ASX that Resolutions are approved	12 January 2021
Issue of Shares and Options pursuant to Resolution 2, Resolution 3 and Resolution 4	19 January 2021
First day for Company to send notice to Shareholders of change of holding as a result of Consolidation	26 January 2021
Issue of new holding statements and despatch date	2 February 2021

1.8 Re-compliance with Chapters 1 and 2 of the Listing Rules

As outlined further in section 3.2.4, it is the intention of Synergy Australia Capital after implementation of the DOCA to inject new assets into the Company and to return the Company to a state of healthy trading with the potential for revenue generation.

1.9 Important considerations for Shareholders

In considering the Resolutions, Shareholders must bear in mind the Company's current financial circumstances. In this regard, Shareholders should note that the Company is in external administration and Shares of the Company have been suspended from trading since 15 May 2019.

The Resolutions contained in this Notice are therefore important and affect the future of the Company. Shareholders are urged to give careful consideration to this Notice and the contents of this Explanatory Statement.

If Shareholders reject the proposed Resolutions, the Company may be placed into liquidation.

1.10 Independent Expert's Report

Accompanying this Notice is an Independent Expert's Report prepared by Hall Chadwick Corporate (NSW) Limited. The Independent Expert's Report assesses whether:

- (a) the Consolidation, pursuant to Resolution 1;
- (b) the acquisition of the Synergy Shares and of Shares upon the exercise of the Options by Synergy Australia Capital, in each case pursuant to Resolution 2;
- (c) the issue of Creditor Shares, pursuant to Resolution 3; and
- (d) the issue of Noble Shares, pursuant to Resolution 4,

(the "**Proposed Transaction**"), is fair and reasonable to the Shareholders.

The Independent Expert's Report concludes that the Proposed Transaction is fair and reasonable to Shareholders.

Please refer to the Independent Expert's Report at Schedule 2 of this Notice for further details and in particular the advantages and disadvantages of the issue of the Synergy Shares and Shares upon exercise of the Options to Synergy Solutions and/or Synergy Capital. The assessment is designed to assist all Shareholders in reaching their voting decision. It is recommended that all Shareholders read the Independent Expert's Report in full.

1.11 Advantages and Disadvantages of Proposed Transaction

Advantages of the Transaction

- The Transaction will raise \$350,000 which will be used to cover administration costs and payments to the Creditors Trust on implementation of the DOCA.
- The Transaction will result in a net cash balance of approximately \$70,000, with the Company having no liabilities, compared with the current position where the Company has significant debts in excess of \$1 million.
- If the Transaction is completed, the Company's chances to investigate opportunities to obtain some value for existing shareholders continue. Without the recapitalisation, it is likely that the Company would be liquidated.
- The Administrator sought the best offer for the Company through an auction process.
- The proposed directors bring additional expertise to the Company as they have financial, legal, finance and corporate experience as directors or managers of other entities.

Disadvantages of the Transaction

- There may be other opportunities SL1 will not be able to undertake to realise the value of the listing if it accepts the Transaction due to the controlling interest being obtained by Synergy.
- An opportunity may be lost to obtain a takeover premium for the Company's shares unless Synergy sold their interest in SL1 or subscribed for a 100% interest.
- The Transaction will result in the dilution of current shareholders ownership percentages to approximately 9.3%.

- ASX has absolute discretion in deciding whether or not to re-admit the Company to the official list and to quote its securities. This means the Company may not be reinstated and the shares may never be quoted.
- The Company will have minimal net cash following completion of the Transaction. The Company would still need to find a new business and raise additional funds to meet the Listing Rules. In the absence of a superior offer the shell has no value and it is quite possible in the absence of any other recapitalisation proposal, the Company may be placed into liquidation.
- If the Company seeks new business opportunities, there is no guarantee that such businesses will be profitable.

2. RESOLUTION 1 – CONSOLIDATION OF SHARE CAPITAL

2.1 General

Resolution 1 seeks Shareholder approval for the Company to consolidate its issued capital through the consolidation of every two thousand (2000) Shares into one (1) Share ("**Consolidation**").

Pursuant to Section 254H(1) of the Corporations Act, the Company may convert all or any of its Shares into a larger or smaller number of Shares by ordinary resolution passed at a general meeting.

This Section of the Explanatory Statement provides the information required by Listing Rule 7.20 to be provided to Shareholders in relation to the Consolidation.

2.2 Consolidation

2.2.1 Purpose of the Consolidation

The Consolidation is required pursuant to the terms of the DOCA.

2.2.2 Effect on Capital Structure

Please refer to Items 1 and 2 in the table contained in Section 1.6 above. Please note that the figures noted at Items 1 and 2 are prior to the issue of Shares under Resolution 2, 3 and 4.

2.2.3 Shares

If each Resolution is approved (refer to Section 2.3), every two thousand (2000) Shares on issue will be consolidated into one (1) Share. Overall, this will result in the number of Shares currently on issue reducing from 715,785,131 to approximately 357,893 on a post-Consolidation basis (subject to rounding and not including those Shares or Options to be issued under the other Resolutions).

As the Consolidation applies equally to all Shareholders, individual Shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, assuming no other market movements or impacts occur, the Consolidation will have no effect on the percentage interests in the Company of each Shareholder.

The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

2.2.4 Fractional Entitlements

Where the Consolidation results in an entitlement to a fraction of a Share, that fraction will be rounded down to the nearest whole number of Shares.

2.2.5 Holding Statements

Taking effect from the date of the Consolidation, all existing holding statements will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post-Consolidation basis. New holding statements will be issued to security holders, who are encouraged to check their holdings after the Consolidation.

2.3 Interdependency

If either Resolution 2, Resolution 3 or Resolution 4 is not passed, the Consolidation, the issue of Synergy Shares and Options, the issue of Creditor Shares, and the issue of Noble Shares pursuant to, respectively, Resolutions 1, 2, 3 and 4, will not proceed.

2.4 Recommendation

The Deed Administrators recommend that Shareholders vote in favour of the Resolution.

3. RESOLUTION 2 – ISSUE OF SHARES AND OPTIONS TO SYNERGY AUSTRALIA CAPITAL

3.1 General

The purpose of Resolution 2 is to obtain Shareholder approval pursuant to:

- (a) Item 7 of Section 611 of the Corporations Act for the issue of the Synergy Shares to Synergy Australia Capital;
- (b) Item 7 of Section 611 of the Corporations Act for the issue of one (1) free attaching options ("**Options**") (exercisable at \$0.20 post-Consolidation expiring on the date which is four (4) years past the date of their issue) for each Synergy Share issued up to a maximum of 1,750,000 Options; and
- (c) Item 7 of Section 611 of the Corporations Act for the issue of Shares upon the exercise of the Options.

The Company is seeking Shareholder approval pursuant to Item 7 of Section 611 of the Corporations Act so that Synergy Australia Capital can acquire the Synergy Shares and issue of Shares upon the exercise of the Options.

Refer to Schedule 1 for the terms and conditions of the Options.

3.1.1 Corporations Act prohibition

Section 606 of the Corporations Act prohibits a person acquiring a relevant interest in issued voting shares in a listed company if, as a result of the acquisition that person's or someone else's voting power in the company increases from 20% or below, to more than 20%, or from a starting point that is above 20% and below 90%.

3.1.2 Voting Power

The voting power of a person is determined under Section 610 of the Corporations Act. It involves calculating the number of voting shares in the company in which the person and the person's Associates have a relevant interest.

3.1.3 Relevant Interests

Generally, under Section 608 of the Corporations Act, a person has a relevant interest in securities if they:

- (a) are the holder of the securities; or
- (b) have power to exercise, or control the exercise of, a right to vote attached to securities; or
- (c) have power to dispose of, or control the exercise of a power to dispose of, the securities.

It does not matter how remote the relevant interest is or how it arises. If two or more people can jointly exercise one of these powers, each of them is taken to have that power.

3.1.4 Associates

A person (second person) will be an "Associate" of the other person (first person) if:

- (a) the first person is a body corporate and the second person is:
 - (i) a body corporate the first person controls;
 - (ii) a body corporate that controls the first person; or
 - (iii) a body corporate that is controlled by an entity that controls the first person;
- (b) the second person has entered or proposes to enter into a relevant agreement with the first person for the purposes of controlling or influencing the composition of the company's board or the conduct of the company's affairs; and
- (c) the second person is a person with whom the first person is acting, or proposing to act, in concert in relation to the company's affairs.

3.1.5 Exceptions to the Section 606 prohibition

There are various exceptions to the prohibition in Section 606 of the Corporations Act.

Section 611 of the Corporations Act contains a table setting out circumstances in which acquisitions of relevant interests are exempt from the prohibition. Item 7 of this table provides an exemption where the acquisition is approved by a resolution passed at a general meeting of the company before the acquisition is made. The parties involved in the acquisition and their Associates are not able to cast a vote on the resolution.

3.2 Information required by Item 7 of Section 611 of the Corporations Act and ASIC Regulatory Guide 74

The following paragraphs set out information required to be provided to Shareholders under ASIC Regulatory Guide 74 and Item 7 in the table in Section 611 of the Corporations Act.

Paragraphs 3.2.2, 3.2.3 and 3.2.4 have been prepared by Synergy Australia Capital and are the responsibility of Synergy Australia Capital. Neither the Company nor the Deed Administrators assume any responsibility for the accuracy or completeness of the information contained in those paragraphs.

3.2.1 Identities of the persons proposing to make the acquisition, their Associates and any other persons acquiring a relevant interest

Synergy Australia Capital is an Associate of FGSC. Pursuant to rights under the DOCA, FGSC has nominated that the Synergy Shares and Options are to be issued to Synergy Australia Capital.

3.2.2 Effect on acquirer's voting power

As at the date of this Notice, neither FGSC nor Synergy Australia hold an interest in any Shares of the Company. The current voting power of FGSC and Synergy Australia Capital in the Company is zero.

If Resolution 2 is approved, the effect of issuing the Synergy Shares and Options to Synergy Australia Capital on the number of Shares is as follows:

	Resolution 1 – Consolidation	Resolution 2 – issue of Synergy Shares	Synergy Australia Capital exercises Options	Resolution 3 and 4 – Issue of Creditor Shares, and Noble Shares
Total Shares held (#)	Nil	1,750,000	3,500,000	3,500,000
Total Shares on issue (#)	357,893	2,107,893	3,857,893	5,607,893
Maximum Voting Power (%)	Nil	83.02%	90.72%	62.41%

3.2.3 Further background information on FGSC and Synergy Australia Capital

Synergy Australia Capital

Synergy Australia Capital is an AFS Licensee (No. 519082), engaged in operating and managing unregistered managed investment schemes for wholesale clients only.

FGSC

FGSC is a private boutique corporate finance advisory company covering a broad range of corporate transactions with a specific emphasis in the restructure and recapitalisation of ASX-listed companies. FGSC is Corporate Authorised Representative of Synergy Australia Capital

Senior management of FGSC has specialist skills in capital raisings, merger and acquisitions and many years of investment banking experience covering a wide range of sectors.

3.2.4 Future intentions of Synergy Australia Capital for the Company

Synergy Australia Capital have informed the Deed Administrators that their intentions mentioned in this section are based on the facts and information regarding the Company, its business and the general business environment which are known to Synergy Australia Capital as at the date of this Notice. Any future decisions regarding these matters will only be based on all material information and circumstances at the relevant time. Accordingly, the statements set out below are statements of current intention only which, if circumstances change or new information becomes available in the future, could change accordingly.

Other than as disclosed elsewhere in the Explanatory Statement, Synergy Australia Capital have informed the Deed Administrators that they:

- (a) intend to inject new assets into the Company in order for the Company to have an active and healthy trading business with the potential for revenue generation. Synergy Australia Capital have been actively engaging with potential targets in relation to the acquisition of a target business or substantial assets, but no indicative or definitive agreements have been reached or entered into so far;
- (b) have no current intention to inject further capital into the Company;
- (c) understand that the Company does not currently have any employees, but intend that the Company will enter into new employment arrangements as and when a suitable business or asset is identified for injection into the Company;
- (d) have no current intention for any property to be transferred between the Company and FGSC, Synergy Australia Capital;
- (e) understand that all of the Company's assets, if any, will be transferred to the creditors' trust fund for the benefit of creditors of the Company, but otherwise have no current intention to otherwise redeploy any of the Company's fixed assets;
- (f) have no current intention to significantly change the Company's existing financial or dividend policies; and
- (g) nominate the individuals referred to below to be appointed as Directors by the Deed Administrators on implementation of the DOCA pursuant to the terms of the DOCAs, and Synergy Australia Capital have provided the following information in relation to those individuals:

Wing Kee Cheng

Mr Cheng holds a Bachelor of Economics Degree from Monash University, a Master of Applied Finance from the University of Melbourne and a Master of Laws from the University of Hong Kong. Mr Cheng has over 20 years' experience working in investment

management, corporate finance advisory and compliance in Hong Kong and Australia. He has previously held senior positions at Standard Chartered Bank, Natixis, UBS and HSBC in Hong Kong, and has worked for Hong Kong Exchange and Clearing Limited.

Mr Cheng has held a directorship in an ASX-listed company, Faster Enterprises Limited.

Mr Cheng has no association with FGSC, Synergy Australia Capital, the Company or any of their respective Associates. Mr Cheng has no interest in the acquisition of Shares or Options contemplated by Resolutions 2.

Francis Lim

Mr Lim has more than 30 years of experience in corporate advisory, business planning, alliance and joint venture formation and cross-border mergers and acquisition. He has extensive experience in doing business and complete complex transactions in Greater China, Korea, Australia, India and Southeast Asian countries.

Mr Lim has directorship experience in Hong Kong Exchange listed and OTC.BB listed companies. Mr Lim holds a Bachelor of Science in Chemical Engineering from the University of Wisconsin and a Master of Science in Finance from the Hong Kong University of Science and Technology.

Mr Lim has no association with FGSC, Synergy Australia Capital, the Company or any of their respective Associates. Mr Lim has no interest in the acquisition of Shares or Options contemplated by Resolutions 2.

Ran Li

Mr Li holds a Master of Finance from The Chinese University of Hong Kong. He is experienced in cross-border corporate finance and private equity investments in several major securities markets including ASX and HKEX. Other than his directorship of FGSC referred to below, Mr Li has not held any other directorships in the last 3 years.

Mr Li is an employee of an associate of FGSC. Mr Li has no interest in the acquisition of Shares or Options contemplated by Resolutions 2.

3.2.5 Timing of the proposed acquisition

The Company will not issue any Synergy Shares or Options the subject of this Resolution until all conditions precedent under the DOCA have been satisfied, including that all necessary Shareholder approvals have been obtained.

The issue of Synergy Shares and Options pursuant to the DOCA will take place upon effectuation of the DOCA which is currently anticipated to occur five business days after satisfaction (or waiver) of the last of the conditions precedent.

3.2.6 Reasons for the proposed acquisition

The Synergy Shares and Options are to be issued to Synergy Australia Capital to facilitate the proposed restructure of the Company in accordance with the DOCA. Accordingly, Resolution 2 seeks Shareholder approval for Synergy Australia Capital to be issued the Synergy Shares and Options and increase their voting power (along with that of FGSC and their Associates) in the Company.

3.3 Interdependency

If either Resolution 1, Resolution 3 or Resolution 4 is not passed, the Consolidation, the issue of Synergy Shares and Options, the issue of Creditor Shares, and the issue of Noble Shares pursuant to, respectively, Resolutions 1, 2, 3 and 4, will not proceed.

3.4 Recommendations

The Deed Administrators recommend that Shareholders vote in favour of the Resolution.

4. RESOLUTION 3 – ISSUE OF SHARES TO TRUSTEES OF SYMBOL MINING CREDITIOR'S TRUST

4.1 General

Resolution 3 seeks Shareholder approval for the issue of 400,000 Shares to Trustees of Symbol Mining Creditor's Trust (and/or its nominees) in accordance with the DOCA. A summary of DOCA is set out in Section 1.2.

The Company is seeking ASX Listing Rule 7.1 approval to ensure that its 15% Capacity is not eroded by the issue of the Shares.

4.2 Technical information required by Listing Rule 7.3

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

(a) **Maximum number of securities the entity is to issue**

400,000 Shares (on a post-Consolidation basis);

(b) **Date by which the entity will issue the securities**

The Company will not issue Creditor Shares until all conditions precedent under the DOCA have been satisfied, including that all necessary Shareholder approvals have been obtained. The issue of Creditor Shares will take place prior to effectuation of the DOCA which is currently anticipated to occur five business days after satisfaction (or waiver) of the last of the conditions precedent. In any event, however, no Shares will be issued to Trustees (and/or its nominees) later than 3 months after the Meeting or such longer period as permitted by ASX.

(c) **Issue price of the securities**

Deemed issue price of \$0.20 per Share (on a post-Consolidation basis);

(d) **Names of the persons to whom the entity will issue the securities (if known) or basis upon which those persons will be identified or selected**

Trustees (and/or its nominees);

(e) **Terms of the securities**

Creditor Shares will be fully paid ordinary shares in the capital of the Company and will rank equally with the Company's current issued Shares. The Company will apply to ASX for quotation of the Shares; and

(f) **Intended use of the funds raised**

No funds will be raised by the issue of Creditor Shares as they are being issued to reduce the Company's debt under the DOCA.

4.2.1 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of Creditor Shares. In addition, the use of the Creditor Shares will be excluded from the calculation of the number of equity securities that Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Creditor Shares. The conditions precedent under the DOCA are not satisfied. The claims of creditors against the Company (including Noble Debt) will remain. The Company may be placed into liquidation.

4.2.2 Technical information required by Listing Rule 7.5.7

The Creditor Shares are issued under DOCA. The material terms of DOCA are set out in 1.2.

4.3 Interdependency

If either Resolution 1, Resolution 2 or Resolution 4 is not passed, the Consolidation, the issue of Synergy Shares and Options, the issue of Creditor Shares, and the issue of Noble Shares pursuant to, respectively, Resolutions 1, 2, 3 and 4, will not proceed.

4.4 Recommendation

The Deed Administrators recommend that Shareholders vote in favour of the Resolution.

5. RESOLUTION 4 – ISSUE OF SHARES TO NOBLE

5.1 General

Resolution 4 seeks Shareholder approval for the issue of 1,350,000 Shares to Noble (and/or its nominees) in accordance with the Deed of Release. A summary of Deed of Release is set out in Section 1.3. The debt restructure contemplated under the Deed of Release will only become effective once the Company issues the 1,350,000 Shares to Noble (and/or its nominees) at completion of the Proposed Transaction.

The Company is seeking Shareholder approval pursuant to Item 7 of Section 611 of the Corporations Act so that Noble can acquire the Noble Shares.

5.2 Information required by Item 7 of Section 611 of the Corporations Act and ASIC Regulatory Guide 74

The following paragraphs set out information required to be provided to Shareholders under ASIC Regulatory Guide 74 and Item 7 in the table in Section 611 of the Corporations Act.

Paragraphs 5.2.1, 5.2.2, 5.2.3 and 5.2.4 have been prepared by Noble and are the responsibility of Noble. Neither the Company nor the Deed Administrators assume any responsibility for the accuracy or completeness of the information contained in those paragraphs.

5.2.1 Identities of the persons proposing to make the acquisition, their Associates and any other persons acquiring a relevant interest

Noble Shares are to be issued to Noble.

5.2.2 Effect on acquirer's voting power

Noble Resources International is an Associate of Noble. As at the date of this Notice, Noble Resources International holds 90,625,000 Shares of the Company on pre-consolidation basis.

If Resolution 4 is approved, the effect of issuing the Noble Shares to Noble on the number of Shares is as follows:

	Resolution 1 – Consolidation	Resolution 2 – issue of Synergy Shares, Synergy Australia Capital exercises Options	Resolution 3 – Issue of Creditor Shares	Resolution 4 – Issue of Noble Shares
Total Shares held (#)	45,312	45,312	45,312	1,395,312
Total Shares on issue (#)	357,893	3,857,893	4,257,893	5,607,893
Maximum Voting Power (%)	12.66%	1.17%	1.06%	24.88%

5.2.3 Further background information on Noble

Noble and Noble Resources International both supply industrial raw materials. They operate in the supply chain for energy raw materials, technology metals, special ores, industrial minerals, and base metals.

5.2.4 Future intentions of Noble for the Company

Noble Shares are issued to reduce the Company's debt to Noble. Noble will not have any ongoing involvement in the board or management of the entity.

5.3 Interdependency

If either Resolution 1, Resolution 2 or Resolution 3 is not passed, the Consolidation, the issue of Synergy Shares and Options, the issue of Creditor Shares, and the issue of Noble Shares pursuant to, respectively, Resolutions 1, 2, 3 and 4, will not proceed.

5.4 Recommendation

The Deed Administrators recommend that Shareholders vote in favour of the Resolution.

GLOSSARY

Administrators means Daniel Bredenkamp and Bryan Hughes of Pitcher Partners in their capacity as joint and several voluntary administrators of the Company.

\$ means Australian dollars.

Associate has the meaning given in Section 3.1.4;

ASX means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange, as the context requires.

Business Day has the meaning set out in the Listing Rules.

Chair means the chair of the Meeting, from time to time.

Company means SYMBOL MINING LIMITED (ACN 161 989 546).

Consolidation has the meaning given in Section 2.1.

Contribution Amount has the meaning given in Section 1.2.

Corporations Act means the *Corporations Act 2001* (Cth).

Creditors' Meeting has the meaning given in Section 1.2.

Creditor Shares means the 400,000 Shares to be issued at \$0.20 to the Trustee (and/or its nominees) on post-consolidation basis pursuant to the DOCA and subject to the approval of Resolution 3.

Deed Administrators means Daniel Bredenkamp and Bryan Hughes of Pitcher Partners in their capacity as joint and several deed administrators of the Company.

Symbol Mining Creditor's Trust has the meaning given in Section 1.2.

Directors means the directors of the Company from time to time.

DOCA has the meaning given in Section 1.2.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an equity security.

Explanatory Statement means the explanatory statement accompanying this Notice.

FGSC has the meaning given in Section 1.2.

Independent Expert's Report means the independent expert's report prepared by Hall Chadwick Corporate (NSW) Limited and attached to this Notice at Schedule 2.

Meeting or **General Meeting** means the general meeting convened by this Notice.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** means this notice of General Meeting including the Explanatory Statement and the Proxy Form.

Noble means Noble Resources Limited (CR no. 0136456), a company registered in Hong Kong.

Noble Debt has the meaning given in Section 1.3.

Noble Resources International means Noble Resources International Pte Ltd, a company registered in Singapore.

Noble Shares has the meaning given in Section 1.3.

Option has the meaning given in Section 3.1.

Optionholder means the holder of an Option.

Proponent Raising means the proposed issue of the Synergy Shares and the Options.

Proxy Form means the proxy form attached to this Notice.

Related Party has the meaning given to that term in the Listing Rules.

Resolutions means the resolutions set out in the Notice, and **Resolution** means any one of them, as the context requires.

Rules means the *Insolvency Practice Rules (Corporations) Rules 2016* (Cth).

Schedule means a schedule contained in this Explanatory Statement.

Section means a Section contained in this Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Synergy Shares means the 1,750,000 Shares to be issued at price of \$0.20 to Synergy Australia Capital on post-consolidation basis in accordance with FGSC's nomination right pursuant to the DOCA and subject to the approval of Resolution 2.

Synergy Australia Capital means Synergy Australia Capital Pty Ltd, a company incorporated under the laws of the Australia, whose office is situated at Suite 401, 88 Mountain St, Ultimo NSW 2007.

Trustee has the meaning given in Section 1.2.

WST means Western Standard Time, Perth, Western Australia.

PROXY FORM

**APPOINTMENT OF PROXY
SYMBOL MINING LIMITED
ACN 161 989 546**

GENERAL MEETING

I/We
of

being a member of SYMBOL MINING LIMITED entitled to attend and vote at the General Meeting, hereby
Appoint
Name of proxy

OR ☐ the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 11:00 am (AWST), on 12 January 2021 at Level 11, 12-14 The Esplanade, Perth WA 6000 and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on business of the Meeting	FOR	AGAINST	ABSTAIN
Resolution 1 – Consolidation of Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Issue of Shares and Options to Synergy Australia Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Issue of Shares to Trustees of Symbol Mining Creditor's Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Issue of Shares to Noble	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signature of Shareholder(s):

Date: _____

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

SYMBOL MINING LIMITED
ACN 161 989 546

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney to the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to the Deed Administrators of Symbol Mining Limited, c/- Pitcher Partners, PO Box 5622, St Georges Terrace, Perth WA 6831 (attention: Damian Sieber); or
 - (b) facsimile to the Deed Administrators on facsimile number +61 (0)8 9322 1262; or
 - (c) person to the Deed Administrators, c/- Pitcher Partners, Level 11, 12-14 The Esplanade, Perth WA 6000 (attention: Damian Sieber); or
 - (d) email to Sieberd@pitcher-wa.com.au,

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy forms received later than this time will be invalid.

SCHEDULE 1 — TERMS AND CONDITIONS OF OPTIONS (RESOLUTION 2)

(a) Entitlement

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

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.20 (on a post- Consolidation basis) ("**Exercise Price**").

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on the date which is four years past their issue ("**Expiry Date**"). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date ("**Exercise Period**").

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ("**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.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds ("**Exercise Date**").

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- i. issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- ii. if required, give ASX a notice that complies with Section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy Section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- iii. if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business

Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy Section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) 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 without exercising the Options.

(k) Change in exercise price

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

(l) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 — INDEPENDENT EXPERT'S REPORT

19 November 2020

The Directors
Symbol Mining Limited
Unit 6, 331 - 335 Hay Street
SUBIACO WA 6008

Dear Sirs,

Independent Expert's Report on the proposed issue of shares

1. INTRODUCTION

- 1.1 Symbol Mining Limited ("SL1" or the "Company") has previously been involved in oil, gas and metals exploration. These activities have not been profitable and a lack of funding and consistent losses led to the Company appointing voluntary administrators on 12 June 2019.
- 1.2 As part of a restructure and recapitalisation of the Company detailed at section 2, Synergy Australia Capital Pty Ltd ("Synergy") will subscribe for 1,750,000 SL1 shares at \$0.20 per share, totalling a capital investment of \$350,000 with one free attaching option per share (referred to in this report as the "Transaction"). The Transaction will result in Synergy holding a 62.42% equity interest in the Company.

Purpose of Report

- 1.3 You have requested Hall Chadwick Corporate (NSW) Limited ("HCC") to prepare an Independent Expert's Report to advise the shareholders of SL1 other than those associated with the proposed Transaction ("Non-Associated Shareholders"), whether the Transaction is fair and reasonable when considered in the context of the interests of Non-Associated Shareholders and to set out the reasons for our conclusions.
- 1.4 HCC understands and has agreed that this report will accompany the notice to convene a meeting of SL1 shareholders, to assist the Non-Associated Shareholders in their consideration of the resolutions associated with the Transaction.

Opinion

- 1.5 In our opinion, the proposed Transaction is fair and reasonable to the Non-Associated Shareholders of SL1.
- 1.6 The ultimate decision however on whether to accept the proposed Transaction should be based on SL1 shareholders' own assessment of their circumstances.

HALL CHADWICK
CORPORATE (NSW) LIMITED

ACN 080 462 488

SYDNEY

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Sydney NSW 2000 Australia

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2001

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Independent Accounting Firms

2. THE PROPOSED TRANSACTION

- 2.1 On 12 June 2019, Mr Bryan Hughes and Mr Daniel Bredenkamp were appointed as joint administrators ("Administrators") of the Company. The Company executed a Deed of Company Arrangement with Celtic Capital Pty Ltd on 19 February 2020. The Deed of Company Arrangement was subsequently varied on 29 May 2020 ("DOCA")
- 2.2 The purpose of the DOCA is to restructure the Company's share capital. In summary, on successful implementation of the DOCA:
- an amount of \$210,000 ("Contribution Amount") will be paid by First Guardian Synergy Capital Pty Ltd ("FGSC"), Corporate Authorised Representative of Synergy, to a creditors' trust fund for the benefit of creditors of the Company ("Symbol Mining Creditor's Trust") with the Deed Administrators acting as trustees ("Trustees") of the creditors' trust. A specified number of shares will also be issued to the Creditors Trust;
 - the Company's capital will be restructured on the terms set out in the Resolutions;
 - all of the Company's assets and undertaking will be transferred to the creditors' trust fund (the trust fund also includes the Contribution Amount and the Creditor Shares);
 - the claims of creditors of the Company (including its secured creditors) will be extinguished and discharged against the Company, and transferred to claims against the creditors' trust;
 - the DOCA will be effectuated and will terminate; and
 - the Deed Administrators will return control of the Company to the Directors and retire from their office as Deed Administrators.
- 2.3 The Transaction requires, and is subject to, various approvals being obtained from the Shareholders ("Resolutions"). A summary of the Resolutions being put forward at the Meeting are as follows:
- 1) The company to consolidate shares and options 1:2000; and
 - 2) The company to allot and issue shares and options to Synergy, the Trustees and Noble as per the table at section 2.5 below.
- 2.4 The table below shows the impact of the various issues of securities pursuant to the Transaction on the aggregated Shareholding interests:

Capital Structure	Shares	Options
Pre-Consolidation Shares and Options	715,785,131	68,385,900
Post-Consolidation Shares and Options	357,893	34,192
Issue of Synergy Shares and Options	1,750,000	1,750,000 ¹
Issue of Shares to Trustee	400,000	Nil
Issue of Shares to Noble	1,350,000 ²	Nil
Completion of Transaction Shares and Options	3,857,893	1,784,192

1. The issue of one (1) free attaching options ("**Options**"), exercisable at \$0.20 post-Consolidation expiring on the date which is four (4) years past the date of their issue, for each Synergy Share issued up to a maximum of 1,750,000 Options.

2. Shares issued as consideration for Noble agreeing to the conversion of debt owed by the Company. On 21 June 2019, the Administrators entered into a loan agreement on behalf of the Company with Noble for a post-appointment facility totalling up to US\$600,000 (“**Noble Debt**”). The facility was used to fund ongoing expenses and costs of the administration of the Company. On 12 September 2019, the Administrators and Noble entered into a deed of release to partially reduce the Noble Debt by an amount of US\$300,000. On 18 June 2020, the Administrators and Noble entered into a conditional deed of release (“**Deed of Release**”). Noble agreed to convert the balance of Noble Debt into 1,350,000 Shares on a post-consolidation basis which are to be issued to Noble or its nominees prior to effectuation of DOCA (**Noble shares**), and release the Company from the obligation to repay the balance of Noble Debt (and the interest thereon).
- 2.5 The cash consideration from the issue of shares to Synergy totalling \$350,000 will be applied toward the Contribution amount of \$210,000 and transaction costs estimated at \$70,000, leaving a net cash balance of approximately \$70,000.

STRUCTURE OF REPORT

Our report is set out under the following headings:

- 3 PURPOSE OF REPORT
- 4 OPINION
- 5 BASIS OF EVALUATION
- 6 OVERVIEW OF SL1
- 7 VALUATION METHODOLOGIES
- 8 VALUE OF SL1
- 9 ADVANTAGES AND DISADVANTAGES OF THE TRANSACTION
- 10 CONCLUSION AS TO FAIRNESS AND REASONABLENESS

APPENDICES

- I SOURCES OF INFORMATION
- II STATEMENT OF DECLARATION & QUALIFICATIONS
- III FINANCIAL SERVICES GUIDE

3 PURPOSE OF REPORT

- 3.1 The purpose of this report is to advise the Non-Associated Shareholders of SL1 of the fairness and reasonableness of the Transaction. This report provides an opinion on whether or not the terms and conditions in relation to the Transaction is fair and reasonable to the SL1 shareholders whose votes are not to be disregarded in respect of the Transaction (that is, the Non-Associated Shareholders).
- 3.2 The ultimate decision whether to accept the terms of the Transaction should be based on each shareholders' assessment of their own circumstances, including their risk profile, liquidity preference, tax position and expectations as to value and future market conditions. If in doubt about the Transaction or matters dealt with in this report, shareholders should seek independent professional advice.
- 3.3 This report has been prepared to satisfy the requirements of the Corporations Act 2001 ("Corporations Act") and the ASX Listing Rules.

Corporations Act Requirements

- 3.4 If the Transaction is approved, Synergy will be entitled to a 62.42% interest in SL1's issued ordinary shares. Section 606(1) of the Corporations Act states that a person must not acquire an interest in issued voting shares in a listed company if that person's or any other person's voting power increases to above 20%, or increases from a starting point that is above 20% and below 90%. Section 606(1) prohibits Synergy from acquiring the issued ordinary shares in SL1 unless one of the exemptions under Item 7 of Section 611 of the Corporations Act applies.
- 3.5 The exceptions set out in Item 7 of Section 611 of the Corporations Act include an acquisition that is approved by a resolution of shareholders of SL1 passed at a general meeting as per Section 611. Therefore the Board seeks shareholder approval of the Transaction for the purposes of item 7 of section 611.
- 3.5 Australian Securities and Investments Commission ("ASIC") Regulatory Guide 111 "Content of Experts Reports" requires, amongst other things that directors of a company need to provide shareholders with an analysis of whether a proposed transaction is fair and reasonable, when considered in the context of the interests of the non-associated shareholders. Regulatory Guide 111 recommends that this analysis should include an independent expert's report. The independent expert is required to state whether, in their opinion, the proposal is fair and reasonable having regard to the interests of non-associated shareholders and state the reasons for forming that opinion. This report provides such an opinion.

4. OPINION

4.1 In our opinion, the proposed Transaction is fair and reasonable to the Non-Associated Shareholders of SL1.

4.2 Our opinion is based solely on information available as at the date of this report. The principal factors that we have considered in forming our opinion are summarised below.

Fairness

4.3 For the Transaction to be fair, the value of the consideration being paid by Synergy must be equal to or greater than the value of the SL1 ordinary shares and options to be issued to Synergy.

4.3.1 Based on the analysis contained in section 8 of this report, the indicative value of the SL1 shares is *nil*.

4.3.2 The cash consideration being paid by Synergy for the ordinary shares and options in SL1 is \$0.20 per share.

4.3.3 Therefore, based on a comparison of the value attributed to SL1 shares and the cash consideration being paid by Synergy, in our opinion the Transaction is fair.

Reasonableness

4.4 ASIC Regulatory Guide 111 states that a transaction is reasonable if:

- The Transaction is fair; or
- Despite not being fair the expert believes that there are sufficient reasons for security holders to accept the offer in the absence of any higher bid before the close of the offer.

4.4.1 We have concluded that the Transaction is reasonable. In forming our opinion we have considered the following relevant factors.

- The Transaction will raise \$350,000 which will be used to cover administration costs and payments to the Creditors Trust on implementation of the DOCA.
- The Transaction will result in a net cash balance of approximately \$70,000, with the Company having no liabilities, compared with the current position where the Company has significant debts in excess of \$1 million.
- If the Transaction is completed, the Company's chances to investigate opportunities to obtain some value for existing shareholders continue. Without the recapitalisation, it is likely that the Company would be liquidated.
- The Administrator sought the best offer for the Company through an auction process.
- The proposed directors bring additional expertise to the Company as they have financial, legal, finance and corporate experience as directors or managers of other entities.

4.5 *Accordingly, in our opinion, the Transaction is fair and reasonable to the Non-Associated Shareholders of SL1.*

5 BASIS OF EVALUATION

- 5.1 In our assessment of whether the Transaction is fair and reasonable to SL1 Non-Associated Shareholders, we have given due consideration to the Regulatory Guides issued by the ASIC, in particular, Regulatory Guide 74 “Acquisitions Agreed to by Shareholders”, Regulatory Guide 111 “Content of Experts Reports” and Regulatory Guide 112 “Independence of Experts Reports”.
- 5.2 ASIC Regulatory Guide 74 requires, amongst other things, that shareholders are provided with sufficient information to make an effective, informed decision on whether the proposed Transaction is fair and reasonable. Under Regulatory Guide 111, a transaction is “fair” if the value of the asset being acquired or consideration received is equal to or greater than the value of the shares being issued. Additionally, under Regulatory Guide 111 an offer is “reasonable” if it is fair or if shareholders would obtain an overall benefit if the transaction proceeds. It is possible for an offer to be reasonable despite being unfair, if after considering other non-financial factors the shareholders should still accept the offer.
- 5.3 Our report has compared the likely advantages and disadvantages to non-associated shareholders if the Transaction is agreed to, with the advantages and disadvantages to those shareholders if it is not. Comparing the consideration to be paid under the proposal and the value of the shares being issued is only one element of this assessment.
- 5.4 Additionally we have considered whether any shareholder will obtain a level of control in SL1 as a result of the proposed transaction. In the event that a change in control arises from the proposed transaction, proportionately greater benefits to non-associated shareholders must be demonstrated. In this case there is a change in control and therefore this issue needs to be considered in comparing the value received by Non-Associated Shareholders in comparison to the value being paid.
- 5.5 Normal valuation practice is to determine the fair market value of an asset assuming a counter party transaction between a willing and not anxious buyer and a willing but not anxious seller, clearly at arm’s length. We have adopted this approach in determining the market value of SL1.
- 5.6 We consider that the Transaction will be reasonable if, on balance, the Non-Associated Shareholders in SL1 will be better off if the Transaction is approved. We will also consider the Non-Associated Shareholder’s interests should the Transaction not proceed.
- 5.7 In our assessment of the Transaction we have considered, in particular the following:
- The operational and financial position of SL1;
 - The value of SL1 shares, under various methodologies;
 - Any control premium associated with the Transaction;
 - The advantages and disadvantages associated with approving the Transaction;
 - Share trading history of SL1 shares;
 - The likely value and liquidity of SL1 shares in the absence of the acquisition.
- 5.8 The documents and information relied on for the purpose of this valuation are set out in Appendix I. We have considered and relied upon this information and believe that the information provided is reliable, complete and not misleading and we have no reason to believe that material facts have been withheld. The information provided was evaluated

through analysis, enquiry and review for the purpose of forming an opinion as to whether the Transaction is fair and reasonable. However, in assignments such as this, time is limited and we do not warrant that our enquiries have identified or verified all of the matters which an audit or more extensive examination might disclose. None of these additional tasks have been undertaken.

- 5.9 We understand the accounting and other financial information that was provided to us has been prepared in accordance with generally accepted accounting principles.
- 5.10 An important part of the information used in forming an opinion of the kind expressed in this report is the opinions and judgement of management. This type of information has also been evaluated through analysis, enquiry and review to the extent practical. However, it must be recognised that such information is not always capable of external verification or validation.
- 5.11 HCC are not the auditors of SL1. We have analysed and reviewed information provided by the directors and advisers of SL1 and made further enquiries where appropriate.
- 5.12 This report has been prepared after taking into consideration the current economic and market climate. We take no responsibility for events occurring after the date of this report which may impact upon this report or which may impact upon the assumptions referred to in the report.

6 OVERVIEW OF SL1

6.1 Corporate History

- 6.1.1 The Company was incorporated in Australia on 17 January 2013 and officially listed on the ASX on 18 April 2013 as Swala Energy Limited (ASX: SWE). Swala was an independent oil and gas exploration company actively exploring the East African Rift System, with assets in Tanzania and Kenya.
- 6.1.2 Following the appointment of external administrators in June 2016, Swala was recapitalised in 2017 and relisted on the ASX on 22 December 2017 as Symbol Mining Limited.
- 6.1.3 Following completion of the recapitalisation of Swala the Company was focussed on becoming a high grade, high margin lead and zinc explorer, developer and producer through its assets and operations in Nigeria.
- 6.1.4 SL1 is the holding company of Australian subsidiaries, Symbol Mining Corporation Pty Ltd and Symbol Base Metals Pty Ltd, and foreign subsidiaries, Symbol Base Metals UK Limited and Symbol Mining Nigeria Limited, which are incorporated in the United Kingdom and Nigeria. The Company also held an interest in two mining joint venture projects, Tawny JV and Imperial JV. The Joint Venture Interests are both located and incorporated in Nigeria.
- 6.1.5 Following delays in reaching commercial production and the failure to achieve production targets at the Company's Nigerian Macy Project, and the absence of funding, the Directors formed the view that the Company was insolvent, or likely to become insolvent. On 12 June 2019, the directors of the Company resolved to appoint Mr Bryan Hughes and Mr Daniel Bredenkamp as joint administrators ("Administrators") of the Company. The Company subsequently executed a Deed of Company Arrangement with Celtic Capital Pty Ltd on 19 February 2020. The Deed of Company Arrangement was subsequently varied on 29 May 2020 ("DOCA") and the Deed Administrators are currently working with the DOCA proponent, FGSC.

6.2 Financial Information

- 6.2.1 The Company has not presented a current balance sheet or pro forma financial information in relation to the Transaction as recent historical audited financial information is not available owing to the Company being in administration. In addition, the Company is of the opinion that to present a financial position based on this historical information would not be representative of the Company's current financial position.
- 6.2.2 The Company's only asset following completion of the Transaction will be the cash raised from the issue of shares to Synergy, less amounts expended on creditor payments and Transaction costs. The net balance remaining is expected to total \$70,000.

- 6.2.3 The Directors disclosed the following assets and liabilities in their ROCAP (Report on Company Activities and Property) as part of their DOCA which was commented on in the Voluntary Administrators' Report of 11 January 2020:
- Total assets of \$51,312, which the Administrators have found to have an estimated realisable value of \$2,595;
 - Total liabilities of \$941,683, which the Administrators estimate to total \$1,437,115 based on the Claims received to date; and
 - A shortfall of (\$890,371), which the Administrators currently estimate to be a shortfall of (\$1,305,689).
- 6.2.4 The Deed Administrators' Report to Creditors dated 15 May 2020 subsequently reported an estimated unsecured creditor balance of \$1,364,103.
- 6.2.5 Set out below is the Consolidated Profit and Loss Statements of SL1 for the financial year ended 31 December 2018 ("FY2018") and the half year ended 30 June 2019 ("HY2019"). Due to the Company being placed in Administration, a profit and loss statement is not available for the 2020 financial year.

	HY2019	FY2018
	US\$	US\$
Revenue	10	-
Administration expenses	(1,815,698)	(1,594,703)
Other expenses	(1,393,037)	(2,018,438)
Impairment	(8,787,077)	-
Finance income/(expense)	(259,875)	201
Share based payments	-	(701,244)
Net profit/(loss)	(12,255,677)	(4,314,184)

* All business activities in the Company have now been discontinued.

- 6.2.6 On implementation of the DOCA, all of the Company's assets and undertaking will be transferred to the creditors' trust fund. No assets will remain in the Company other than the net cash balance estimated at \$70,000.

7 VALUATION METHODOLOGIES

7.1 Selection of Methodology

7.1.1 In order to assess the fairness of the Transaction a value needs to be attributed to SL1 shares.

7.1.2 In assessing the value of SL1 we have considered a range of valuation methods. ASIC Regulatory Guide 111 *Content of Expert Reports* states that in valuing a company the expert should consider the following commonly used valuation methodologies:

- Market Value of Shares: the quoted price for listed securities in a liquid and active market;
- Capitalisation of Future Maintainable Earnings: the value of trading operations based on the capitalisation of future maintainable earnings;
- Discounted Cash Flow: the net present value of future cash flows;
- Realisation of Assets: the amount that would be available for distribution to security holders on an orderly realisation of assets;
- Comparable Market Data: the identification of comparable trading information to identify relevant financial multiples.

7.1.3 *Financial information relied upon in assessing valuation methods:* We have reviewed the financial information for SL1. Ultimately, the Management of SL1 are responsible for the preparation and presentation of the financial information provided. The purpose of our review is to establish that the financial information used is not materially misstated. This review does not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion. We also note that historical financial information does not represent the current business and therefore would not be relevant to this Transaction.

We consider each of these valuation methodologies below.

7.1.4 *Market Value of Shares as Quoted on the ASX*

This method involves the valuation of an entity based on its actively traded equities, which represent the market capitalisation of the share capital of the entity, in a liquid and knowledgeable market.

If a quoted ordinary equity is traded in an active, liquid and knowledgeable market, then the market price of the quoted ordinary equity should represent the 'fair' market value.

A premium may also need to be applied to the value of the quoted ordinary equity to determine the value of the equity holding in the circumstances where a party is acquiring or increasing a controlling equity position.

The SL1 shares have been suspended from trading on the ASX since 13 May 2019. Therefore this method is not appropriate for the valuation of SL1 shares.

7.1.5 Capitalisation of Future Maintainable Earnings

Under the earnings-based valuation method, the value of the business is determined by capitalising the estimated future maintainable earnings of the business at an appropriate capitalisation rate or multiplier of earnings. The multiple is a coefficient, representing the risk that the business may not achieve projected earnings.

This method is appropriate in valuing a business when there is a history of earnings, the business is established and it is assumed the earnings are sufficiently stable to be indicative of ongoing earnings potential.

This method is not considered to be appropriate for the valuation of SL1 due to the losses being incurred and inherent uncertainty of future earnings.

7.1.6 Discounted Cash Flow – Net Present Value

Discounted cash flow valuations involve calculating the value of a business on the basis of the net cash flow that will be generated from the business over its life. The cash flows are discounted to reflect the time value of money and the risk involved with achieving the forecast cash flows. A terminal value at the end of the explicit forecast period is then determined and that value discounted back to the valuation date to give an overall value of the business.

Management of SL1 are unable to forecast future cash flows as there is no business, and therefore a value cannot be placed on the company using the discounted cash flow method.

7.1.7 Realisation of Assets

The net assets or cost based approach to value is based on the assumption that the value of all assets (tangible and intangible) less the value of all liabilities should equal the value of the entity. The net asset value is determined by marking every asset and liability on and off the company's balance sheet to current market values.

This approach is generally not appropriate where assets are employed productively and are earning more than the cost of capital. It is often used as a cross check to assess the relative riskiness of the business.

Given the lack of business activity and assets of the Company, we have considered the book value of the net assets as the most appropriate method given the lack of other applicable valuation methods.

7.2 Premium for Control

- 7.2.1 When considering transactions involving a substantial equity holding of a company, it is appropriate to address whether a premium for control should attach to the Transaction. A premium for control is the difference between the price that a buyer would be prepared to pay to obtain a controlling interest in a company and the price that would be required to purchase a share that does not carry with it a controlling interest. In most cases, the value of a controlling interest in the shares in a company exceeds the market value of the shares. This reflects the fact that:

- a) the owner of a controlling interest in the shares in a company obtains access to all free cash flows of the company being acquired, which it would otherwise be unable to do as a minority shareholder;
 - b) the controlling shareholder can direct the disposal of surplus assets and the redeployment of the proceeds;
 - c) the controlling shareholder can control the appointment of directors, management policy and the strategic direction of the company;
 - d) the entity taking over the company is often able to increase the value of the entity being acquired through synergies and/or rationalisation savings.
- 7.2.2 Empirical evidence indicates that the average premium for control (over and above the market price of the company's shares) in successful takeovers in Australia generally range between 20% and 35% above the listed market price of the company's shares three months prior to the announcement of the bid (assuming no speculation of the takeover is reflected in the pre-bid price). However, the appropriate premium for control depends on the specific circumstances and, in particular, the level of synergy benefits able to be extracted by potential acquirers and the degree of confidence about the level and achievability of potential synergies and their timing.
- 7.2.3 Caution must be exercised in assessing the value of a company or business based on the market rating of comparable companies or businesses. The premium for control is an outcome of the valuation process, not a determinant of value. Premiums are paid for reasons that vary from case to case and may be substantial due to synergy or other benefits available to the acquirer. In other situations premiums may be minimal or even zero. It is inappropriate to apply a premium of 20-35% without having regard to the circumstances of each case. In some situations there is no premium. There are transactions where no corporate buyer is prepared to pay a price in excess of the prices paid by institutional investors through a capital raising.
- 7.2.4 A shareholder or group of associated shareholders are deemed to influence a company when they have control of more than 20% of the issued shares in a company. At this time a premium for control should normally be considered.
- 7.2.5 A premium for control is relevant to the Transaction, as it will result in Synergy holding a 62.42% interest in SL1's issued ordinary shares. We have considered a premium for control in valuing the Company's shares when applying the net assets method, as a proxy for the value of a public listed company.

8 VALUE OF SL1

8.1 SL1 valuation considerations

- 8.1.1 In considering the valuation of the SL1 shares we have considered the following:
- a) SL1 currently has no business;
 - b) SL1 is in a negative net asset position as detailed at section 6.2, in excess of \$1 million.
- 8.1.2 Premium for control: The value of a listed company varies depending on its compliance status, board of directors and shareholder make up. Considering these issues together with the Company's DOCA status, lack of profitable operations and limited share liquidity, a reasonable value for the listed company shell would be between \$200,000 and \$400,000, which represents a premium for control. Therefore even if a premium for the value of the SL1 listing was considered, it would not be sufficient to result in a positive net asset value.

8.2 Conclusion on the Value of SL1 Shares

- 8.2.1 Given that a net asset based valuation would result in a negative value of SL1, we are of the opinion that the value of the SL1 shares for the purpose of this report is *nil* prior to the Transaction occurring.
- 8.2.2 Following completion of the Transaction, the Company will have a net asset position of approximately \$70,000 and 3,857,893 shares on issue, equating to a net asset backing of \$0.018 per share. This compares to the cash consideration being paid by Synergy for the ordinary shares and options in SL1 of \$0.20 per share.

9 ADVANTAGES & DISADVANTAGES OF THE TRANSACTION

9.1 Approach to assessing Fairness and Reasonableness

HCC has followed the guidelines of ASIC Regulatory Guide 111 in assessing the fairness and reasonableness of the Transaction. In forming its conclusions in this report, HCC compared the advantages and disadvantages for Non-Associated Shareholders if the Transaction proceeds.

9.2 Advantages of the Transaction

- 9.2.1 The Transaction will raise \$350,000 which will be used to cover administration costs and payments to the Creditors Trust on implementation of the DOCA.
- 9.2.2 The Transaction will result in a net cash balance of approximately \$70,000, with the Company having no liabilities, compared with the current position where the Company has significant debts in excess of \$1 million.
- 9.2.3 If the Transaction is completed, the Company's chances to investigate opportunities to obtain some value for existing shareholders continue. Without the recapitalisation, it is likely that the Company would be liquidated.
- 9.2.4 The Administrator sought the best offer for the Company through an auction process.
- 9.2.5 The proposed directors bring additional expertise to the Company as they have financial, legal, finance and corporate experience as directors or managers of other entities.

9.3 Disadvantages of the Transaction

- 9.3.1 There may be other opportunities SL1 will not be able to undertake to realise the value of the listing if it accepts the Transaction due to the controlling interest being obtained by Synergy.
- 9.3.2 An opportunity may be lost to obtain a takeover premium for the Company's shares unless Synergy sold their interest in SL1 or subscribed for a 100% interest.
- 9.3.3 The Transaction will result in the dilution of current shareholders ownership percentages to approximately 9.3%.
- 9.3.4 ASX has absolute discretion in deciding whether or not to re-admit the Company to the official list and to quote its securities. This means the Company may not be reinstated and the shares may never be quoted.
- 9.3.5 The Company will have minimal net cash following completion of the Transaction. The Company would still need to find a new business and raise additional funds to meet the Listing Rules. In the absence of a superior offer the shell has no value and it is quite possible in the absence of any other recapitalisation proposal, the Company may be placed into liquidation.
- 9.3.6 If the Company seeks new business opportunities, there is no guarantee that such businesses will be profitable.

10 CONCLUSION AS TO FAIRNESS AND REASONABLENESS

10.1 Fairness

- 10.1.1 For the Transaction to be fair, the value of the consideration being paid by Synergy must be equal to or greater than the value of the SL1 ordinary shares and options to be issued to Synergy.
- 10.1.2 Based on the analysis contained in section 8 of this report, the indicative value of the SL1 shares is *nil*.
- 10.1.3 The cash consideration being paid by Synergy for the ordinary shares and options in SL1 is \$0.20 per share.
- 10.1.4 Therefore, based on a comparison of the value attributed to SL1 shares and the cash consideration being paid by Synergy, in our opinion the Transaction is fair.

10.2 Reasonableness

- 10.2.1 ASIC Regulatory Guide 111 states that a transaction is reasonable if:
- The Transaction is fair; or
 - Despite not being fair the expert believes that there are sufficient reasons for security holders to accept the offer in the absence of any higher bid before the close of the offer.
- 10.2.2 We have concluded that the Transaction is reasonable. In forming our opinion we have considered the fact that the Transaction is fair, as well as the advantages and disadvantages of the Transaction detailed at section 9.
- 10.2.3 Accordingly, in our opinion, having considered the advantages of the Transaction and the alternatives of not proceeding with the Transaction, in our opinion the Non-Associated Shareholders of SL1 should benefit if the Transaction proceeds and therefore, in our opinion, the Transaction is reasonable.

Yours faithfully
Hall Chadwick Corporate (NSW) Limited



DREW TOWNSEND

APPENDIX I - SOURCES OF INFORMATION

- Symbol Mining Limited Audited Financial Reports for FY2018 and FY2019;
- Symbol Mining Limited Voluntary Administrators' Report, 11 January 2020;
- Symbol Mining Limited Deed of Company Arrangement and Creditors Report;
- Symbol Mining Limited Deed Administrators' Report to Creditors on proposed variation to the DOCA, 15 May 2020;
- Symbol Mining Limited Notice of General Meeting and Explanatory Memorandum;
- SL1 Company registry details;
- SL1 share trading history provided by ASX;
- Regulatory Guide 74 'Acquisitions Agreed to by Shareholders';
- Regulatory Guide 111 'Content of Expert Reports';
- Regulatory Guide 112 'Independence of Expert's Reports'; and
- APES 225 'Valuation Services'.

APPENDIX II - STATEMENT OF DECLARATION & QUALIFICATIONS

Confirmation of Independence

Prior to accepting this engagement HCC determined its independence with respect to SL1 and Synergy with reference to ASIC Regulatory Guide 112 (RG 112) titled “Independence of Expert’s Reports”. HCC considers that it meets the requirements of RG 112 and that it is independent of SL1.

Also, in accordance with s648 (2) of the Corporations Act we confirm we are not aware of any business relationship or financial interest of a material nature with SL1 or Synergy, its related parties or associates that would compromise our impartiality.

Mr Drew Townsend, director of Hall Chadwick Corporate (NSW) Limited, who is a registered company auditor, has prepared this report. Neither he nor any related entities of Hall Chadwick Corporate (NSW) Limited have any interest in the promotion of this Transaction nor will Hall Chadwick Corporate (NSW) Limited receive any benefits, other than normal professional fees, directly or indirectly, for or in connection with the preparation of this report. The fee is not contingent upon the success or failure of the proposed Transaction and has been calculated with reference to time spent on the engagement at normal professional fee rates for work of this type. Accordingly, HCC does not have any pecuniary interests that could reasonably be regarded as being capable of affecting our ability to give an unbiased opinion under this engagement.

HCC provided a draft copy of this report to the Directors of SL1 for their comment as to factual accuracy, as opposed to opinions, which are the responsibility of HCC alone. Changes made to this report, as a result of the review by the Directors of SL1 have not changed the methodology or conclusions reached by HCC.

Reliance on Information

The statements and opinions given in this report are given in good faith and in the belief that such statements and opinions are not false or misleading. In the preparation of this report HCC has relied upon information provided on the basis it was reliable and accurate. HCC has no reason to believe that any information supplied to it was false or that any material information (that a reasonable person would expect to be disclosed) has been withheld from it. HCC evaluated the information provided to it by SL1 as well as other parties, through enquiry, analysis and review, and nothing has come to our attention to indicate the information provided was materially mis-stated or would not afford reasonable grounds upon which to base our report. Accordingly, we have taken no further steps to verify the accuracy, completeness or fairness of the data provided.

Our procedures and enquiries do not include verification work, nor constitute an audit or review in accordance with Australian Auditing Standards. HCC does not imply and it should not be construed that it has audited or in anyway verified any of the information provided to it, or that its enquiries could have verified any matter which a more extensive examination might disclose.

The sources of information that we relied upon are outlined in Appendix I of this report.

SL1 has provided an indemnity to HCC for any claims arising out of any mis-statement or omission in any material or information provided by SL1 to HCC in preparation of this report.

Qualifications

Hall Chadwick Corporate (NSW) Limited ("HCC") carries on business at Level 40, 2 Park Street, Sydney NSW 2000. HCC holds Australian Financial Services Licence No. 227902 authorising it to provide financial product advice on securities to retail clients. HCC's representatives are therefore qualified to provide this report.

Consent and Disclaimers

The preparation of this report has been undertaken at the request of the Directors of SL1. It also has regard to relevant ASIC Regulatory Guides. It is not intended that the report should be used for any other purpose than to accompany the Notice of General Meeting to be sent to SL1 shareholders. In particular, it is not intended that this report should be used for any purpose other than as an expression of HCC's opinion as to whether or not the Proposed Transaction is fair and reasonable. HCC consent to the issue of this report in the form and context in which it is included in the Notice of General Meeting to be sent to SL1 shareholders.

Shareholders should read all documents issued by SL1 that consider the proposed Transaction in its entirety, prior to proceeding with a decision. HCC had no involvement in the preparation of these documents, with the exception of this report.

This report has been prepared specifically for the non-associated shareholders of SL1. Neither HCC, nor any member or employee thereof undertakes responsibility to any person, other than a non-associated shareholder of SL1, in respect of this report, including any errors or omissions howsoever caused. This report is "General Advice" and does not take into account any person's particular investment objectives, financial situation and particular needs. Before making an investment decision based on this advice, you should consider, with or without the assistance of a securities advisor, whether it is appropriate to your particular investment needs, objectives and financial circumstances.

Our procedures and enquiries do not include verification work, nor constitute an audit or review in accordance with Australian Auditing Standards (AUS).

Our opinions are based on economic, market and other conditions prevailing at the date of this report. Such conditions can change significantly over relatively short periods of time. Furthermore, financial markets have been particularly volatile in recent times. Accordingly, if circumstances change significantly, subsequent to the issue of the report, our conclusions and opinions may differ from those stated herein. There is no requirement for HCC to update this report for information that may become available subsequent to this date.

APPENDIX VI - FINANCIAL SERVICES GUIDE

Dated 19 November 2020

What is a Financial Services Guide (FSG)?

This FSG is designed to help you to decide whether to use any of the general financial product advice provided by Hall Chadwick Corporate (NSW) Limited ABN 28 080 462 488, Australian Financial Services Licence Number 227902 (HCC).

This FSG includes information about:

- HCC and how they can be contacted
- the services HCC is authorised to provide
- how HCC are paid
- any relevant associations or relationships of HCC
- how complaints are dealt with as well as information about internal and external dispute resolution systems and how you can access them; and
- the compensation arrangements that HCC has in place.

This FSG forms part of an Independent Expert's Report (Report) which has been prepared for inclusion in a disclosure document or, if you are offered a financial product for issue or sale, a Product Disclosure Statement (PDS). The purpose of the disclosure document or PDS is to help you make an informed decision in relation to a financial product. The contents of the disclosure document or PDS, as relevant, will include details such as the risks, benefits and costs of dealing in the particular financial product.

Financial services that HCC is authorised to provide

HCC holds an Australian Financial Services Licence, which authorises it to provide, amongst other services, financial product advice for securities and interests in managed investment schemes, including investor directed portfolio services, to retail clients.

We provide financial product advice when engaged to prepare a report in relation to a transaction relating to one of these types of finance products.

HCC's responsibility to you

HCC has been engaged by the independent directors of Symbol Mining Limited ("SL1" or the "Client") to provide general financial product advice in the form of a Report to be included in the Notice of Meeting (Document) prepared by SL1 in relation to the proposed Transaction.

You have not engaged HCC directly but have received a copy of the Report because you have been provided with a copy of the Document. HCC nor the employees of HCC are acting for any person other than the Client.

HCC is responsible and accountable to you for ensuring that there is a reasonable basis for the conclusions in the Report.

General Advice

As HCC has been engaged by the Client, the Report only contains general advice as it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of the general advice in the Report having regard to your circumstances before you act on the general advice contained in the Report.

You should also consider the other parts of the Document before making any decision in relation to the Transaction.

Fees HCC may receive

HCC charges fees for preparing reports. These fees will usually be agreed with, and paid by, the Client. Fees are agreed on either a fixed fee or a time cost basis. In this instance, the Client has agreed to pay HCC \$12,500 (excluding GST and out of pocket expenses) for preparing the Report. HCC and its officers, representatives, related entities and associates will not receive any other fee or benefit in connection with the provision of this Report.

HCC officers and representatives receive remuneration from Hall Chadwick and associated entities. Remuneration and benefits are not provided directly in connection with any engagement for the provision of general financial product advice in the Report.

Further details may be provided on request.

Referrals

HCC does not pay commissions or provide any other benefits to any person for referring customers to them in connection with a Report.

Associations and relationships

HCC is controlled by and operates as part of the Hall Chadwick Sydney Partnership. HCC's directors may be partners in the Hall Chadwick Sydney Partnership. Mr Drew Townsend, director of HCC and partner in the Hall Chadwick Sydney Partnership, has prepared this report. The financial product advice in the Report is provided by HCC and not by the Hall Chadwick Sydney Partnership.

From time to time HCC, the Hall Chadwick Sydney Partnership and related entities (HC entities) may provide professional services, including audit, tax and financial advisory services, to companies and issuers of financial products in the ordinary course of their businesses. Over the past two years no professional fees have been received from the Client.

No individual involved in the preparation of this Report holds a substantial interest in, or is a substantial creditor of, the Client or has other material financial interests in the Transaction.

Complaints resolution

If you have a complaint, please let HCC know. Formal complaints should be sent in writing to:
The Complaints Officer

Hall Chadwick Corporate (NSW) Limited
GPO Box 3555
Sydney NSW 2001

If you have difficulty in putting your complaint in writing, please telephone the Complaints Officer on 02 9263 2600 and they will assist you in documenting your complaint.

Written complaints are recorded, acknowledged within 5 days and investigated. As soon as practical, and not more than 45 days after receiving the written complaint, the response to your complaint will be advised in writing.

External complaints resolution process

If HCC cannot resolve your complaint to your satisfaction within 45 days, you can refer the matter to the Australian Financial Complaints Authority (AFCA). AFCA provides free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about AFCA are available at their website www.afca.org.au or by contacting them directly at:

Australian Financial Complaints Authority Limited

GPO Box 3, Melbourne Victoria 3001

Telephone: 1800 931 678

Facsimile (03) 9613 6399

Email: info@afca.org.au

The Australian Securities and Investments Commission also has a free call infoline on 1300 300 630 which you may use to obtain information about your rights.

Compensation arrangements

HCC has professional indemnity insurance cover as required by the Corporations Act 2001(Cth).

Contact Details

You may contact HCC at:

Hall Chadwick Corporate (NSW) Limited

GPO Box 3555

Sydney NSW 2001

Telephone: 02 9263 2600

Facsimile: 02 9263 2800