
CORAZON MINING LIMITED

ACN 112 898 825

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00 am (WST)

DATE: 21 January 2021

PLACE: PKF Perth Level 5, 35 Havelock Street, West Perth WA 6005

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

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 Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm on 19 January 2021.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

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

"That, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that:

- (a) every 20 Shares be consolidated into one Share;*
- (b) every 20 Options be consolidated into one Option; and*
- (c) every 20 Performance Rights be consolidated into one Performance Right,*

*(**Consolidation**) and, where this Consolidation results in a fraction of a Share, Option or Performance Right being held, the Company be authorised to round that fraction up to the nearest whole Share, Option or Performance Right (as the case may be)."*

Dated: 10 December 2020

By order of the Board

Rob Orr
Company Secretary

Voting by proxy

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

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (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.

Shareholders and their proxies should be aware 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.

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6166 6361.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution.

1. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

1.1 Background

The Directors are seeking Shareholder approval to consolidate the number of Securities on issue on a 20:1 basis (**Consolidation**). If this Resolution is passed, the number of:

- (a) Shares on issue will be reduced from 3,253,359,145 to 162,667,958 (subject to rounding);
- (b) Options on issue will be reduced from 1,373,593,285 to 68,679,665 (subject to rounding); and
- (c) Performance Rights on issue will be reduced from 10,000,000 to 500,000 (subject to rounding).

1.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

1.3 Fractional entitlements

Not all security holders will hold that number of Securities which can be evenly divided by 20. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Security.

1.4 Taxation

It is not considered that any taxation implications will exist for security holders arising from the Consolidation. However, security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

1.5 Holding statements

From the date two Business Days after the Effective Date (as set out in the timetable below), all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each security holder to check the number of Securities held prior to disposal or exercise (as the case may be).

1.6 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below.

Capital Structure	Shares	Options	Performance Rights
Current issued capital (on a pre-Consolidation basis).	3,253,359,145	1,373,593,285 ¹	10,000,000 ²
Post 20:1 Consolidation of Securities³	162,667,958	68,679,665 ⁴	500,000

Notes:

- Comprising on a pre-Consolidation basis:
 - 529,630,094 listed Options exercisable at \$0.007 each on or before 10 July 2022;
 - 5,000,000 unlisted Options exercisable at \$0.007 each on or before 10 July 2022; and
 - 838,963,191 unlisted Options exercisable at \$0.0035 each on or before 30 June 2021.
- Comprising 10,000,000 Performance Rights expiring on 20 December 2023 (on a pre-Consolidation basis).
- The number of Securities on issue post-Consolidation is subject to rounding.
- Comprising on a post-Consolidation basis:
 - 26,481,505 listed Options exercisable at \$0.14 each on or before 10 July 2022;
 - 250,000 unlisted Options exercisable at \$0.14 each on or before 10 July 2022; and
 - 41,948,160 unlisted Options exercisable at \$0.07 each on or before 30 June 2021.

1.7 Indicative timetable*

If Resolution 1 is passed, the reduction of capital will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 7) of the Listing Rules):

Action	Date
Company announces Consolidation.	16 December 2020
Company sends out notices for Shareholder meeting.	17 December 2020
Shareholders pass Resolution 1 to approve the Consolidation.	21 January 2021
Effective date of Consolidation. (Being the date of the resolution approving the consolidation or a later date specified in the resolution)	21 January 2021
Last day for pre-Consolidation trading.	22 January 2021
Post-Consolidation trading starts on a deferred settlement basis.	25 January 2021
Record Date.	27 January 2021
Last day for the Company to register transfers on a pre-Consolidation basis.	
First day for the Company to update its register and send holding statements to security holders reflecting the change in the number of Securities they hold.	28 January 2021
Last day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of Securities they hold and to notify ASX that this has occurred.	3 February 2021

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Corazon Mining Limited (ACN 112 898 825).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Performance Right means a right to acquire a Share, subject to satisfaction of any vesting conditions.

Proxy Form means the proxy form accompanying the Notice.

Resolution means the resolution set out in the Notice.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.