



5 February 2021  
ASX Announcements

**Elmore Ltd (ASX:ELE)**  
**Hybrid Extraordinary General Meeting**  
**to be held on Monday, 8 March 2021 at 10:00am (WST)**

Elmore Ltd (ASX:ELE) (**Elmore** or **Company**) has today published a Notice of Meeting for an Extraordinary General Meeting (**EGM**) scheduled to take place on Monday 8 March 2021.

The Hybrid EGM is being held primarily for seeking shareholder approval for the raising of up to \$5mil via the issue of 250,000,000 shares at 2 cents each to facility the reinstatement of the Company's securities to official quotation.

**Virtual meeting**

In response to combating the risks associated with the COVID-19 virus, Governments around the world have introduced travel and public gathering restrictions. These measures will impact the EGM scheduled for Monday 8 March 2021 in Perth, including the inability of the east coast based Directors to travel to Western Australia.

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to [investor.automic.com.au](https://investor.automic.com.au)
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will be displayed at the top once the meeting is open for registration, click on "**View**" when this appears
4. Click on "**Register**" and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on "**Refresh**" to be taken to the voting screen
7. Select your voting direction and click "**confirm**" to submit your vote. **Note that you cannot amend your vote after it has been submitted**

**Meeting Materials**

The notice of meeting, accompanying explanatory statement, and annexures (the **Meeting Materials**) are being made available to shareholders electronically. This means that:

- You are able to access the Meeting Materials online at Company's website at [www.elmoreltd.com.au/](https://www.elmoreltd.com.au/)
- On the Company's ASX market announcements page; or
- If you elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form.

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at [www.automic.com.au](https://www.automic.com.au) and log in with your unique

shareholder identification number and postcode (or Country for overseas residents), that you can find on your enclosed personalised proxy forms.

Elmore understands and respects the importance of the EGM to shareholders and regrets any inconvenience caused by these measures, however the Company believes that they are necessary in order to protect the health and safety of its officers, shareholders and the wider community.

Peter Richards  
Chairman  
For and on behalf of the Board

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**ELMORE LIMITED**

**ACN 057 140 922**

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10:00am (WST)  
**DATE:** 8 March 2021  
**PLACE:** Armada Accountants & Advisors  
18 Sangiorgio Court  
Osborne Park WA 6017  
and accessible online

***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 5:00 pm WST on 6 March 2021.***

***IMPORTANT INFORMATION: Due to the COVID-19 pandemic, the EGM will be held as a hybrid meeting. If you are a shareholder and you wish to virtually attend the EGM, please pre-register in advance for the virtual meeting here:***

**[https://us02web.zoom.us/webinar/register/WN\\_n\\_xJDURnS6m\\_QCN2bBOt1w](https://us02web.zoom.us/webinar/register/WN_n_xJDURnS6m_QCN2bBOt1w)**

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Sean Henbury, on 08 6165 4000.***

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (AWST) on 8 March 2021. The Annual General Meeting will be held at Armada Accountants & Advisors, 18 Sangiorgio Court, Osborne Park WA 6017 and will also be made available to Shareholders electronically through a virtual meeting accessible online.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to also hold the Annual General Meeting as a hybrid meeting accessible online, in a manner that is consistent with the temporary modifications to the Corporations Act 2001 (Cth) introduced by the Commonwealth Treasurer.

In accordance with section 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020 made by the Commonwealth Treasurer on 5 May 2020, the Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: [www.elmoreltd.com.au](http://www.elmoreltd.com.au)

Instructions on how to attend the Meeting and vote are in the Explanatory Memorandum which forms part of this Notice of Annual Shareholders' Meeting.

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5:00 pm on, 6 March 2021.

### VOTING

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To vote in person, attend the Annual General Meeting at 10:00am (AWST) on 6 March 2021 at Armada Accountants & Advisors, 18 Sangiorgio Court, Osborne Park WA 6017. However, given the significant health concerns attributed to the COVID-19 pandemic and restrictions issued by Australian state and federal governments, the Company strongly recommends that you consider attending the Meeting virtually.

Shareholders who wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual Meeting here:

[https://us02web.zoom.us/webinar/register/WN\\_n\\_xJDURnS6m\\_QCN2bBOt1w](https://us02web.zoom.us/webinar/register/WN_n_xJDURnS6m_QCN2bBOt1w)

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Annual General Meeting. All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below in the Explanatory Memorandum.

To vote by proxy:

1. please lodge the Proxy Form online at <https://investor.automic.com.au/#/loginsh> by following the below instructions:

Login to the Automic website using the holding details as shown as the Proxy Form. Click on 'Meetings' - 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form; or

2. 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, 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.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 have the effect that:

- If proxy holders vote, they must cast all directed proxies as they are directed to; 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 circumstance***

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:
  - o the proxy is not recorded as attending the meeting;
  - o 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.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – PLACEMENT – PLACEMENT SHARES

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 227,500,000 Placement Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is expected to participate in the Placement Shares, the subject of this Resolution, and any person who might obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any of their associates.

However, the Company will not disregard a vote in favour of this resolution if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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#### 2. RESOLUTION 2 – ISSUE OF PLACEMENT FEE SHARES FOR BROKERAGE

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,000,000 Shares to a nominated Broker/ AFSL holder (or their nominee/s) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is expected to participate in the Placement Fee Shares, the subject of this Resolution, and any person who might obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any of their associates.

However, the Company will not disregard a vote in favour of this resolution if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;

- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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### 3. **RESOLUTION 3 – ISSUE OF SHARES TO RELATED PARTY – MR PETER RICHARDS**

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

*"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 7,500,000 Placement Shares to Peter Richards (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this resolution by or on behalf of Peter Richards, (or and any of its associates) and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company will not disregard a vote in favour of this resolution if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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### 4. **RESOLUTION 4 – ISSUE OF SHARES TO RELATED PARTY – DR NIK SENAPATI**

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

*"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 7,500,000 Placement Shares to Nik Senapati (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this resolution by or on behalf of Nik Senapati, (or and any of its associates) and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company will not disregard a vote in favour of this resolution if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## 5. RESOLUTION 5 – ISSUE OF SHARES TO RELATED PARTY – MR TIM WEBSTER

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

*"That, for the purposes of section 195(4) of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 7,500,000 Placement Shares to Tim Webster (or his nominee) on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this resolution by or on behalf of Tim Webster, (or and any of its associates) and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company will not disregard a vote in favour of this resolution if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**Dated: 5 February 2020**

**By order of the Board**

**Sean Henbury**  
**Company Secretary**



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## EXPLANATORY STATEMENT

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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 Resolutions.

Resolutions.

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## RESOLUTION 1 – PLACEMENT – PLACEMENT SHARES

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### Background to capital raising

Elmore Ltd (ACN 629 675 216) (Company) is an Australian company that provides mineral processing services to small miners and explorers who might not otherwise have the capacity to economically exploit their tenements.

The Company has entered into the following processing agreements to provide mineral processing services:

(a) Peko Agreement:

- a. *Location:-* Tenant Creek in the Northern Territory
- b. *Project /Contract terms:-* Elmore has been contracted by ICA Mining to develop and project manage the processing of the contained minerals in the tailings at the Peko Mine. This contract operated on a consulting day rate until November 2020. The contract remuneration from November 2020 is a fixed monthly fee of \$100,000 plus GST plus a \$2/tonne royalty per tonne of magnetite product. All costs and equipment are supplied by ICA Mining for magnetite processing; and

(b) Territory Minerals Agreement:

- a. *Location:-* Hodgkinson Basin Gold Project
- b. *Project /Contract terms:-* Elmore has been contracted to provide a turn-key processing solution for gold ore mined by Territory Minerals. This contract is based on a \$40 tonne + GST processing Fee plus a royalty to be paid to Elmore equal to 8% of any gold recovered above 1.5 grams per tonne in-feed. The Contract is for 30 months from commencement of processing, with a minimum throughput of 36,000 tonnes per month. Targeted commencement date is H1, 2022

The Company's primary focus is performing the mineral processing services pursuant to the processing agreements it is currently undertaking and to seek additional agreements for processing services to be performed on or before the expiry of the existing processing agreements.

The primary purpose of the capital raising is have sufficient funds to position the Company to seek achieve the objectives outlined above. This will be achieved via the payment of existing liabilities and the purchase of plant to be used process minerals. A proposed use of funds is contained below.

Following the capital raising, the Company will seek reinstatement of the Company's securities to official quotation. The conditions precedent to the reinstatement of the Company's securities to official quotation are outlined in Schedule 1.

The Company intends a capital raising to sophisticated and professional investors comprising up to 250,000,000 Shares at an issue price of \$0.02 per Share to raise up to \$5,000,000.

Resolution 1 seeks Shareholder approval for the issue of 227,500,000 Placement Shares as the Company does not have sufficient placement capacity to issue these without prior shareholder approval. The remaining 22,500,000 shares relate to director participation in the placement for which shareholder approval is being sought under Resolutions 3-5.

The Company will agree to pay brokerage of up to 6% in either cash or shares as a placement fee. If the entire \$5,000,000 is raised and all brokerage is taken in shares, the total will be 15,000,000 Shares (**Placement Fee Shares**). Resolution 2 seeks approval for issue of the Placement Fee Shares.

Finally, the Directors wish to participate in the Placement. Resolutions 3,4 and 5 seeks approval for the Directors to take part in the Placement.

A full form prospectus will be lodged under section 710 of the Corporations Act 20021 (Cth) in connection with the capital raising (per the stated conditions in ASX's conditional reinstatement letter dated 24 December 2020).

## **General**

Resolution 1 seeks Shareholder approval for the issue of up to 227,500,000 Placement Shares at an issue price of \$0.02 per Placement Share. The remaining 22,500,000 shares relate to director participation in the placement for which shareholder approval is being sought under Resolutions 3-5.

The effect of Resolution 1 will be to allow the Company to issue the Placement Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

## **Summary of ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Elmore's shareholders under Listing Rule 7.1,

Resolution 1 seeks the required shareholder approval to issue under and for the purposes of Listing Rule 7.1.

If Resolution 1 is passed, Elmore will be able to proceed with the issue and the Company will seek reinstatement of the Company's securities to official quotation upon the ASX. In addition, the issue will be excluded from the calculation of the number of equity securities that Elmore can issue without shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, Elmore will not be able to proceed with the issue and the Company will not be in a position to seek reinstatement of the Company's securities to official quotation upon the ASX.

## Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Placement Shares to be issued is 227,500,000;
- (b) the Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the issue price will be \$0.02 per Placement Share;
- (d) The Company will use Aitken Murray Capital Partners as lead manager to assist the Directors in the placement. The placement will be offered to existing shareholders and sophisticated and professional investors. None of these subscribers are related parties of the Company;
- (e) the Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the funds raised from this issue will position the Company to seek achieve the objectives of performing the mineral processing services pursuant to the processing agreements it is currently undertaking and to seek additional agreements for processing services to be performed on or before the expiry of the processing agreements. This will be achieved via the payment of existing liabilities and the purchase of plant to be used process minerals.
- (g) the following table shows the intended use of the funds raised in the Placement:

Proposed use of funds	
	\$'000
Clear existing liabilities	\$1,450
Repay convertible note	\$650
General administration fees and working capital	\$1,500
Estimated expenses of the Offer	\$385
Purchase of Plant & Equipment	\$1,015
<b>Total funds allocated – Year 1</b>	<b>\$5,000</b>

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## RESOLUTION 2 – ISSUE OF PLACEMENT FEE SHARES FOR BROKERAGE

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### General

Resolution 2 is seeking Shareholder approval for the issue of the Placement Fee Shares to Aitken Murray Capital Partners. The Company will agree to pay brokerage of up to 6% in either cash or shares as a placement fee. If the entire \$5,000,000 is raised and all brokerage is taken in shares, the total will be 15,000,000 Shares (**Placement Fee Shares**). It is at Aitken Murray Capital Partner's discretion as to whether the brokerage is paid in either cash or shares.

A summary of ASX Listing Rule 7.1 is set out in Section 1 above.

The effect of Resolution 2 will be to allow the Company to issue the Placement Fee Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### Summary of ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Elmore's shareholders under Listing Rule 7.1,

Resolution 2 seeks the required shareholder approval to issue under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, Elmore will be able to proceed with the issue and the Company will seek reinstatement of the Company's securities to official quotation upon the ASX. In addition, the issue will be excluded from the calculation of the number of equity securities that Elmore can issue without shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, Elmore will not be able to proceed with the issue and the Company will be required to pay brokerage using cash reserves.

### Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement Fee Shares:

- (a) the maximum number of Shares to be issued is 15,000,000;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same day;
- (c) the Shares will be issued for nil cash consideration in satisfaction of capital raising services provided by the Broker or AFSL holder;

- (d) the Shares will be issued to the Broker/ AFSL holder (or their nominee/s) who are not related parties of the Company.
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue of the Placement Fee Shares as they will be issued for nil cash consideration.

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## **RESOLUTION 3, 4 & 5 – ISSUE OF SHARES TO RELATED PARTIES**

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### **General**

Pursuant to Resolutions 3, 4 & 5 the Company is seeking Shareholder approval for the issue of up to:

- (a) 7,500,000 Placement Shares to Mr Peter Richards;
- (b) 7,500,000 Placement Shares to Dr Nik Senapati; and
- (c) 7,500,000 Placement Shares to Mr Tim Webster,

pursuant to the Placement.

Mr Peter Richards, Dr Nik Senapati and Mr Tim Webster wish to participate in the Placement.

Resolutions 3, 4 & 5 seek Shareholder approval for the in the issue of up to 7,500,000 Placement Shares to Messrs Peter Richards, Nik Senapati and Tim Webster (or their nominees) arising from the participation by Messrs Peter Richards, Nik Senapati and Tim Webster in the Placement (**Participation**).

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

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

The Participation will result in the issue of Placement Shares which constitutes giving a financial benefit and Messrs Peter Richards, Nik Senapati and Tim Webster are related parties of the Company by virtue of being a Director's.

The Directors (other than Mr Peter Richards who has a material personal interest in Resolution 3, Dr Nik Senapati who has a material personal interest in Resolution 4, and Mr Tim Webster who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required

in respect of the Participation because the Shares will be issued to Messrs Peter Richards, Nik Senapati and Tim Webster on the same terms as Placement Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

### **ASX Listing Rule 10.11**

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Placement involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Resolutions 3, 4, & 5 seek the required shareholder approval to the issue under and for the purposes of Listing Rule 10.11.

If Resolutions 3, 4, & 5 are passed, Elmore will be able to proceed with the issue and up to 22,500,000 Placement Shares at an issue price of \$0.02 will be issued to the Messrs Peter Richards, Nik Senapati and Tim Webster (or their nominees).

If Resolutions 3, 4, & 5 are not passed, Elmore will not be able to proceed with the issue.

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

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Placement Shares will be issued to Messrs Peter Richards, Nik Senapati and Tim Webster (or their nominees);
- (b) Messrs Peter Richards, Nik Senapati and Tim Webster are all related parties of the Company;
- (c) the maximum number of Placement Shares to be issued is:
  - (i) 7,500,000 Placement Shares to Mr Peter Richards;
  - (ii) 7,500,000 Placement Shares to Dr Nik Senapati; and
  - (iii) 7,500,000 Placement Shares to Mr Tim Webster;
- (d) the Placement Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e) the issue price will be \$0.02 per Placement Share, being the same as all other Shares issued under the Capital Raising;
- (f) the Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and

- (g) the funds raised from this issue will position the Company to seek achieve the objectives of performing the mineral processing services pursuant to the processing agreements it is currently undertaking and to seek additional agreements for processing services to be performed on or before the expiry of the processing agreements. This will be achieved via the payment of existing liabilities and the purchase of plant to be used process minerals.
- (h) the following table shows the intended use of the funds raised in the Placement:

Proposed use of funds	
	\$'000
Clear existing liabilities	\$1,450
Repay convertible note	\$650
General administration fees and working capital	\$1,500
Estimated expenses of the Offer	\$385
Purchase of Plant & Equipment	\$1,015
<b>Total funds allocated – Year 1</b>	<b>\$5,000</b>

- (i) The Company will disregard any votes cast in favour of this resolution by or on behalf of Tim Webster, (or and any of its associates) and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company will not disregard a vote in favour of this resolution if it is cast by:

- (i) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form;
- (ii) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (A) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of

Placement Shares to Messrs Peter Richards, Nik Senapati and Tim Webster (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.



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## GLOSSARY

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**\$** 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.

**ASX Listing Rules** means the Listing Rules of ASX.

**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 Elmore Limited (ACN 057 140 922).

**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.

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

**Placement** has the meaning given in section 1.1 of the Explanatory Memorandum.

**Placement Share** has the meaning given in section 1.1 of the Explanatory Memorandum.

**Placement Shareholders** has the meaning given in section 1.1 of the Explanatory Memorandum.

**Placement Resolutions** means Resolution 1 and Resolution 2.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Party Performance Right** means a Performance Right granted pursuant to Resolution 6 with the terms and conditions set out in Schedule 3.

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

**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.

**Undertaking** has the meaning given to that term in chapter 19 of the ASX Listing rules:

“includes assets or businesses”

**VWAP** means the Volume Weighted Average Price.

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

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## **SCHEDULE 1 – CONDITIONS TO THE REINSTATEMENT OF ELMORE'S SECURITIES TO OFFICIAL QUOTATION**

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The Company requested confirmation from ASX of the conditions precedent to the reinstatement of Elmore's securities to official quotation. Based solely on the information provided to ASX in the Submissions, ASX advised that it can see no reason why the securities of Elmore should not be reinstated to official quotation, subject to compliance with the following conditions precedent.

1. Elmore releasing a full form prospectus pursuant to section 710 of the *Corporations Act 2001 (Cth)* ('Prospectus') in relation to a proposed capital raising (the 'Capital Raising').
2. Elmore's shareholders approving all the resolutions required to effect the Capital Raising to be considered at a general meeting of shareholders ('Meeting').
3. Completion of the proposed Capital Raising pursuant to the Prospectus and confirmation in a form acceptable to ASX that Elmore has received cleared funds for the complete amount of the issue price of every security allotted and issued to every successful applicant for securities under the Capital Raising pursuant to the Prospectus.
4. Provision of Elmore's 31 December 2020 reviewed half year accounts to the satisfaction of ASX.
5. Elmore demonstrating compliance with Listing Rules 12.1 to 12.4 inclusive, to the satisfaction of the ASX, as set out below.
  - 5.1 Elmore satisfies the requirements of Listing Rule 12.1.
  - 5.2 Elmore's financial condition satisfies the requirements of Listing Rule 12.2, including:
    - 5.2.1 Providing a 'working capital statement' similar to that required by listing rule 1.3.3(a) to the effect that following completion of the Capital Raising, Elmore will have sufficient working capital at the time of reinstatement to carry out its activities; and
    - 5.2.2 Satisfying the 'working capital test' of at least \$1.5 million pursuant to Listing Rule 1.3.3(c) (after having addressed its working capital deficit) and has addressed to the satisfaction of its auditors and ASX the material uncertainty as to going concern.
6. Elmore confirming the repayment or conversion of the Twynam Convertible Note.
7. Elmore's shareholder spread will satisfy the requirements of Listing Rule 12.4, with there being at least 300 non-affiliated holders each holding at least \$500 worth of fully paid ordinary shares (such calculation to be based on the issue price of the Placement).
8. Reinstatement of Elmore's CHESS sub-register (if applicable).
9. Elmore having a free float (as that term is defined in Chapter 19 of the Listing Rules) of not less than 20% at the time of its reinstatement to the official list.
10. Confirmation the securities to be issued following the Meeting have been issued, and despatch of each of the following has occurred.
  - In relation to all holdings on the CHESS sub-register, a notice from the Entity under ASX Settlement Operating Rule 8.9.1.

- In relation to all other holdings, issuer sponsored holding statements.
- Any refund money.

11. Provision of the following documents, in a form suitable for release to the market.

- 1.1. A statement setting out the names of the 20 largest holders of each class of securities to be quoted, including the number and percentage of each class of securities held by those holders.
- 1.2. A distribution schedule of the numbers of holders in each class of security to be quoted, setting out the number of holders in the following categories.
  - 1 - 1,000
  - 1,001 - 5,000
  - 5,001 - 10,000
  - 10,001 - 100,000
  - 100,001 and over
- 1.3. A statement outlining the Elmore's capital structure following the Meeting on a post-issue basis.
- 1.4. Elmore's pro forma balance sheet based on actual funds raised.
- 1.5. Elmore's updated statement of commitments based on actual funds raised.
- 1.6. A consolidated activities report setting out the proposed business strategy for Elmore (including an update on the status of Elmore's assets and the current activities with respect thereto).
- 1.7. Full terms and conditions of all options on issue (if any).
- 1.8. Full terms and conditions of any employee incentive schemes (if any).
- 1.9. A statement disclosing the recipients of the broker shares, if any (including the number of shares issued to each broker).
- 1.10. A statement confirming the following the repayment of the Twynam Convertible Note.
- 1.11. A statement confirming that following completion of the Capital Raising Elmore will have sufficient working capital at the time of reinstatement to carry out its activities as required by Listing Rule 1.3.3 (c).
- 1.12. A statement disclosing the extent to which Elmore will follow, as at the date its securities are reinstated, the recommendations set by the ASX Corporate Governance Council. If Elmore does not intend to follow all of the recommendations on its reinstatement, Elmore must identify those recommendations that will not be followed and give its reasons for not following them.
- 1.13. A statement setting out the number of securities subject to ASX restrictions or voluntary escrow and the restriction period (or voluntary escrow period) applied to those securities.
- 1.14. A copy of Elmore's securities trading policy as required by Listing Rule 12.9.
- 1.15. An update on all litigation with respect to Elmore (if any).

- 1.16. A statement confirming that there are no legal, regulatory or contractual impediments to Elmore undertaking the activities the subject of the commitments disclosed in the Prospectus.
- 1.17. A statement confirming Elmore is in compliance with the Listing Rules and in particular Listing Rule 3.1.
- 1.18. Any further documents and confirmations ASX may determine are required to be released to the market as pre-quotation disclosure.
- 1.19. A statement confirming of the responsible person for the purposes of Listing Rule 1.1 condition 12.
- 12. Lodgement of any outstanding financial reports (if any), since the Elmore's securities were suspended and any other outstanding documents required by Listing Rule 17.5.
- 13. Payment of any outstanding ASX fees (if any).
- 14. Lodgement of any outstanding (if any) Appendices 3X, 3Y and 3Z.
- 15. Confirmation that Elmore is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.
- 16. Satisfaction of any additional conditions and provision of any other information required or requested by ASX including, but not limiting the generality of the foregoing, in relation to any issues that may arise (1) from ASX's review of the Prospectus; and (2) from ASX's review of the Entity's financial reports.

Elmore has until 11 March 2021 to comply with the conditions set out above and have its securities reinstated to official quotation.

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Saturday, 6 March 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login> or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

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

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

