



**Great Southern Mining Limited  
ACN 148 168 825**

## **Notice of Extraordinary General Meeting**

**The Extraordinary General Meeting of the Company will be held at Suite 4, 213 Balcatta Road, Balcatta, Western Australia on 29 September 2021 at 9.00 am (WST) via videoconference.**

**DUE TO THE ONGOING COVID-19 PANDEMIC, SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON.**

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 (Cth), the Company will not be sending hard copies of the Notice of Meeting to shareholders. Instead, Shareholders can access a copy of the Notice at the following link:

**[www.gsml.com.au](http://www.gsml.com.au)**

The Notice of Extraordinary General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 9240 4111.**

**Shareholders are urged to vote by lodging the proxy form attached to the Notice**

**Great Southern Mining Limited**  
**ACN 148 168 825**  
**(Company)**

## **Notice of Extraordinary General Meeting**

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Great Southern Mining Limited will be held at Suite 4, 213 Balcatta Road, Balcatta, Western Australia on 29 September 2021 at 9.00am (WST) via videoconference (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 27 September 2021 at 5:00pm (WST).

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

### **Agenda**

#### **1 Resolutions**

##### **Resolution 1 – Ratification of prior issue of Shares under the November Placement**

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 39,000,000 Shares to sophisticated and professional investors on the terms and conditions in the Explanatory Memorandum.'*

##### **Resolution 2 – Ratification of prior issue of Options under the November Placement**

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 11,750,010 Options to sophisticated and professional investors on the terms and conditions in the Explanatory Memorandum.'*

##### **Resolution 3 – Ratification of prior issue of Options to Mr Tim Masson**

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 500,000 Options to Mr Tim Masson on the terms and conditions in the Explanatory Memorandum.'*

#### **Resolution 4 – Ratification of prior issue of Options to Mr Tim Kendall**

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 30,000 Options to Mr Tim Kendall on the terms and conditions in the Explanatory Memorandum.'*

#### **Resolution 5A – Ratification of prior issue of Shares under the August Placement under Listing Rule 7.1**

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 50,000,000 Shares to sophisticated and professional investors on the terms and conditions in the Explanatory Memorandum.'*

#### **Resolution 5B – Ratification of prior issue of Shares under the August Placement under Listing Rule 7.1A**

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

*'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 640,000 Shares to sophisticated and professional investors on the terms and conditions in the Explanatory Memorandum.'*

#### **Resolution 6 – Approval to issue Options under the August Placement**

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders give approval for the company to issue 12,660,000 Options to sophisticated and professional investors on the terms and conditions in the Explanatory Memorandum."*

#### **Resolution 7 – Approval to issue Options to Shaw and Partners Limited**

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders give approval for the company to issue 2,500,000 Options to Shaw and Partners Limited on the terms and conditions in the Explanatory Memorandum."*

## **Resolution 8 – Approval to issue Options to Cooltras Pty Ltd (or its nominee(s))**

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

*“That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders give approval for the company to issue 2,000,000 Options to Cooltras Pty Ltd (or its nominee(s)) on the terms and conditions in the Explanatory Memorandum.”*

### **Voting exclusion**

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

- (a) Resolution 1, by or on behalf of any person who participated in the issue;
- (b) Resolution 2, by or on behalf of any person who participated in the issue;
- (c) Resolution 3, by or on behalf of Tim Masson, who participated in the issue;
- (d) Resolution 4, by or on behalf of Tim Kendall, who participated in the issue;
- (e) Resolution 5A, by or on behalf of any person who participated in the issue;
- (f) Resolution 5B, by or on behalf of any person who participated in the issue;
- (g) Resolution 6, by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity);
- (h) Resolution 7, by or on behalf of Shaw and Partners Limited, or any person who will 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 entity); and
- (i) Resolution 8, by or on behalf of Cooltras Pty Ltd (or its nominee(s)), or any person who will 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 entity); and

or Associate of that person or persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair 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:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'MARK', with a stylized flourish at the end.

Mark Petricevic  
**Company Secretary**  
**Great Southern Mining Limited**  
Dated: 26 August 2021

**Great Southern Mining Limited**  
**ACN 148 168 825**  
**(Company)**

**Explanatory Memorandum**

**1. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Suite 4, 213 Balcatta Road, Balcatta, Western Australia on 29 September 2021 at 9.00am (WST) via videoconference (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted and a Proxy Form is located at the end of the Explanatory Memorandum.

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

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of prior issue of Shares under the November Placement and 1Resolution 2 - Ratification of prior issue of Options under the November Placement
Section 4	1Resolution 3 - Ratification of prior issue of Options to Mr Tim Masson
Section 5	Resolution 4 - Ratification of prior issue of Options to Mr Tim Kendall
Section 6	Background to Resolutions 5 to 8 - August Placement Issues
Section 7	Resolution 5A - Ratification of prior issue of Shares under the August Placement under Listing Rule 7.1
Section 8	Resolution 5B - Ratification of prior issue of Shares under the August Placement under Listing Rule 7.1A
Section 9	Resolution 6 - Approval of issue of Options under the August Placement
Section 10	Resolution 7 - Approval of issue of Options to Shaw and Partners Limited
Section 11	Resolution 8 - Approval of issue of Options to Cooltras Pty Ltd (or its nominee(s))
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Options
Schedule 3	Material Terms of the November Lead Manager Agreement

## 2. Action to be taken by Shareholders

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

### 2.1 No voting in person

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company is not able to allow Shareholders to physically attend the Meeting. Please refer to the information below on how Shareholders can participate in the Meeting.

### 2.2 Proxies

**All voting will be conducted by poll using proxy instructions received in advance of the Meeting.**

Shareholders are encouraged to vote by voting online or by completing a Proxy Form.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice.

Proxy Forms can be lodged:

Online:

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" – Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

By mail:

Great Southern Mining Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

By fax:

Via Link Market Services  
+61 2 9287 0309 (outside Australia)  
1300 554 474 (within Australia)

By hand:

delivering it to Link Market Services Limited\*  
Level 12  
680 George Street  
Sydney NSW 2000

\*During business hours (Monday to Friday, 9:00am-5:00pm)

### 2.3 Remote attendance and voting via poll form

The Meeting will be accessible to all Shareholders via videoconference, which will allow Shareholders to listen, ask questions to and observe the Meeting. Details of the videoconference are in Section 2.6 below.

Shareholders who do not wish to vote using a Proxy Form and who intend to vote on a poll at the Meeting must contact the Company at [mark@gsml.com.au](mailto:mark@gsml.com.au) by 27 September 2021 to notify the Company of their intentions and to request a personalised poll form.

The Company will send personalised poll forms following the cut-off time for the return of Proxy Forms (i.e. after 9am, 27 September 2021) to Shareholders who request them prior to this time. Personalised poll forms must be completed and returned to the Company after the poll has been called and prior to the close of polling. During the Meeting, the Chair will notify you how and when you are able to complete and return the personalised poll form.

You may still attend the Meeting via the videoconference facility if you have completed a Proxy Form (but have not notified the Company that you intend to vote using a poll form), but the person you have appointed as proxy will cast your vote on your behalf.

### 2.4 Chair's voting intentions

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

### 2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [mark@gsml.com.au](mailto:mark@gsml.com.au) by no later than 5.00pm on 27 September 2021.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. Shareholders are limited to a maximum of two questions each (including any submitted in advance of the Meeting). The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

### 2.6 Remote attendance via videoconference

The Meeting will be accessible to all Shareholders via a videoconference, which will allow Shareholders to listen and observe the Meeting.

Shareholders who wish to participate in the Meeting can do so remotely by emailing the Company Secretary at [mark@gsml.com.au](mailto:mark@gsml.com.au) and registering their interest. Videoconference details will then be sent out prior to the event.

### 3. **Resolutions 1 and 2 - Ratification of prior issue of Shares under the November Placement and Options under the November Placement**

#### 3.1 **General**

The purpose of Resolutions 1 and 2 is for Shareholders to ratify:

- (a) the issue of 39,000,000 Shares issued in accordance with Listing Rule 7.1A under Resolution 1 (**November Placement Shares**); and
- (b) the issue of 11,750,010 Options issued in accordance with Listing Rule 7.1 under 1Resolution 2 (**November Placement Options**),

which were undertaken as part of a capital raising to a number of institutional and sophisticated investors without Shareholder approval (**November Placement**), as announced to the ASX on 20 November 2020.

The November Placement Shares the subject of Resolution 1 were issued without Shareholder approval using the entity's additional 10% placement capacity under Listing Rule 7.1A.

The November Placement Options the subject of 1Resolution 2 were issued without Shareholder approval using the entity's 15% placement capacity under Listing Rule 7.1.

Resolutions 1 and 2 seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the November Placement Shares and November Placement Options.

#### 3.2 **Regulatory requirements**

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

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the general meeting at which the Shareholders approve the 10% placement facility. The 10% placement facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The November Placement does not fit within any of the exceptions under Listing Rule 7.1 or 7.1A, and as the November Placement has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1 and the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under the Listing Rules for the 12-month period following the date of the November Placement.

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

The Company wishes to maintain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval under Listing Rule 7.1 and 7.1A.

To this end, Resolution 1 seeks Shareholder approval of the issue of the November Placement Shares issued in accordance with Listing Rule 7.1A under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of the November Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of

Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the November Placement.

If Resolution 1 is not passed, the issue of November Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the November Placement.

Resolution 2 seeks Shareholder approval of the issue of the November Placement Options issued in accordance with Listing Rule 7.1 under and for the purposes of Listing Rule 7.4.

If Resolution 2 is passed, the issue of the November Placement Options will be excluded in calculating Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the November Placement.

If Resolution 2 is not passed, the issue of the November Placement Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the November Placement.

### 3.3 Resolution 1 - Information required by Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information in relation to Resolution 1:

(a) **The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified and selected**

The November Placement Shares were issued to institutional and sophisticated investors using the Company's additional 10% placement capacity under Listing Rule 7.1A, as announced to the ASX on 20 November 2020. The subscribers were sophisticated investors, some of whom were identified and known to the Company and some of whom were introduced to the Company by the Lead Manager. None of the investors were material investors in the Company.<sup>1</sup>

(b) **Number of securities and class of securities issued**

Under Resolution 1, the Company seeks Shareholder approval for, and ratification of, the issue of 39,000,000 Shares - the November Placement Shares.

(c) **Terms of the securities**

The Shares are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares.

The Company has applied to ASX for official quotation of these Shares.

(d) **Date of issue**

The November Placement Shares were issued on 20 November 2020.

(e) **Issue price or other consideration**

The issue price for the November Placement Shares was \$0.08 per Share.

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<sup>1</sup> ASX consider the following to be material investors:

- (i). a related party of the entity;
  - (ii). a member of the entity's key management personnel;
  - (iii). a substantial holder in the entity;
  - (iv). an adviser to the entity; or
  - (v). an associate of any of the above,
- where such person or entity is being issued more than 1% of the entity's current issued capital.

- (f) **Purpose of the issue, including the intended use of the funds raised**  
The issue of the November Placement Shares was to raise capital for the purpose of following up and extending recent exploration initiatives at the Cox's Find and Mon Ami gold projects and general working capital.
- (g) **Relevant agreement**  
The November Placement Shares were not issued pursuant to any agreement.
- (h) **Voting exclusion statement**  
A voting exclusion statement for Resolution 1 is included in this Notice preceding this Explanatory Statement.

### 3.4 **Resolution 2 - Information required by Listing Rule 7.5**

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information in relation to 1Resolution 2:

- (a) **The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified and selected**  
9,750,010 November Placement Options were issued to sophisticated investors as free attaching options to the November Placement Shares that were subscribed for and the remaining 2,000,000 November Placement Options were issued to the Lead Manager on the same terms and conditions as the free attaching options using the Company's 15% placement capacity under Listing Rule 7.1, as announced to the ASX on 20 November 2020. None of the investors were material investors in the Company.<sup>2</sup>
- (b) **Number of securities and class of securities issued**  
Under 1Resolution 2, the Company seeks Shareholder approval for, and ratification of, the issue of 11,750,010 Options - November Placement Options.
- (c) **Terms of the securities**  
The November Placement Options were issued on the terms and conditions set out in Schedule 2.  
The Company has applied to ASX for official quotation of the November Placement Options.
- (d) **Date of issue**  
The November Placement Options were issued on 20 November 2020.
- (e) **Issue price or other consideration**  
The November Placement Options were issued for nil consideration but the exercise price for Shares issued on exercise of the November Placement Options is \$0.05 expiring 4 September 2022.
- (f) **Purpose of the issue, including the intended use of the funds raised**  
The November Placement Options were issued as free-attaching options to the Placement Shares, but the exercise price for Shares issued on exercise of the August Placement Options is \$0.05 expiring 4 September 2022.

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<sup>2</sup> ASX consider the following to be material investors:

- (i). a related party of the entity;
  - (ii). a member of the entity's key management personnel;
  - (iii). a substantial holder in the entity;
  - (iv). an adviser to the entity; or
  - (v). an associate of any of the above,
- where such person or entity is being issued more than 1% of the entity's current issued capital.

(g) **Relevant agreement**

The 9,750,010 November Placement Options were not issued pursuant to any agreement.

The 2,000,000 November Placement Options issued to the Lead Manager were issued pursuant to the November Lead Manager Agreement. The material terms of the November Lead Manager Agreement are summarised at Schedule 3.

(h) **Voting exclusion statement**

A voting exclusion statement for 1Resolution 2 is included in this Notice preceding this Explanatory Statement.

3.5 **Board recommendation**

Resolution 1 and Resolution 2 are ordinary resolutions.

The Board believes that the ratification of these issues under the November Placement is beneficial for the Company as it allows the Company to ratify the above issues of securities and retain the flexibility to issue further securities representing up to 25% of the Company's share capital during the next 12 months without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolutions 1 and 2.

4. **Resolution 3 - Ratification of prior issue of Options to Mr Tim Masson**

4.1 **General**

The purpose of 1Resolution 3 is for Shareholders to ratify the issue of 500,000 Options with an exercise price of \$0.05 per option expiring 4 September 2022.

The Options were issued to Mr Tim Masson, an adviser of the Company, for services rendered.

The Options the subject of 1Resolution 3 were issued without shareholder approval using the entity's 15% placement capacity under Listing Rule 7.1.

The Options were issued on the terms and conditions set out in Schedule 2 and not subject to any vesting conditions.

1Resolution 3 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Options to Mr Masson.

4.2 **Regulatory requirements**

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

The issue of the Options to Mr Masson does not fit within any of the exceptions under Listing Rule 7.1, and as the issue has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under the Listing Rules for the 12 month period following the date of the issue of the Options to Mr Masson.

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

The Company wishes to maintain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain shareholder approval under Listing Rule 7.1.

To this end, 1Resolution 3 seeks shareholder approval of the issue of the Options to Mr Masson issued in accordance with Listing Rule 7.1 under and for the purposes of Listing Rule 7.4.

If 1Resolution 3 is passed, the issue of the Options to Mr Masson will be excluded in calculating Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of the issue of the Options to Mr Masson.

If 1Resolution 3 is not passed, the issue of the Options to Mr Masson will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of the issue of the Options to Mr Masson.

#### 4.3 **Resolution 3 - Information required by Listing Rule 7.5**

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information in relation to 1Resolution 3:

- (a) **The names of the person to whom the entity issued the securities**  
The Options were issued to Mr Tim Masson.
- (b) **Number of securities and class of securities issued**  
Under 1Resolution 3, the Company seeks Shareholder approval for, and ratification of, the issue of 500,000 Options.
- (c) **Terms of the securities**  
The Options will be issued on the terms and conditions set out in Schedule 2.
- (d) **Date of issue**  
The Options were issued on 19 March 2021.
- (e) **Issue price or other consideration**  
The Options were issued as consideration for services rendered as an adviser to the Company.  
The Options were issued at a deemed price of \$0.028, being the previous 5 trading day VWAP prior to the issue.
- (f) **Purpose of the issue, including the intended use of the funds raised**  
There were no funds raised from the issue. The Company is conscious of the expenditure of funds and was able to negotiate the settlement of the consideration through the issue of Options rather than payment in cash.
- (g) **Relevant agreement**  
The Options were not issued pursuant to any agreement.
- (h) **Voting exclusion statement**  
A voting exclusion statement for 1Resolution 3 is included in this Notice preceding this Explanatory Statement.

#### 4.4 **Board recommendation**

1Resolution 3 is an ordinary resolution.

The Board believes that the ratification of this is beneficial for the Company as it allows the Company to ratify the above issues of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of 1Resolution 3.

## 5. Resolution 4 - Ratification of prior issue of Options to Tim Kendall

### 5.1 General

The purpose of Resolution 4 is for Shareholders to ratify the issue of 30,000 Options with an exercise price of \$0.05 per option expiring 4 September 2022.

The Options were issued to Mr Tim Kendall as consideration to acquire an option over the Tenement.

The Options the subject of Resolution 4 were issued without shareholder approval using the entity's 15% placement capacity under Listing Rule 7.1.

The Options will be issued on the terms and conditions set out in Schedule 2 and not subject to the any vesting conditions.

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Options to Mr Kendall.

### 5.2 Regulatory requirements

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

The issue of the Options to Mr Kendall does not fit within any of the exceptions under Listing Rule 7.1, and as the issue has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under the Listing Rules for the 12 month period following the date of the issue of the Options to Mr Kendall.

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

The Company wishes to maintain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain shareholder approval under Listing Rule 7.

To this end, Resolution 4 seeks shareholder approval of the issue of the Options to Mr Kendall issued in accordance with Listing Rule 7.1 under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue of the Options to Mr Kendall will be excluded in calculating Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of the issue of the Options to Mr Kendall.

If Resolution 4 is not passed, the issue of the Options to Mr Kendall will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of the issue of the Options to Mr Kendall.

### 5.3 Resolution 4 - Information required by Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information in relation to Resolution 4:

(a) **The names of the person to whom the entity issued the securities**

The Options were issued to Mr Tim Kendall.

- (b) **Number of securities and class of securities issued**  
Under Resolution 4, the Company seeks Shareholder approval for, and ratification of, the issue of 30,000 Options.
- (c) **Terms of the securities**  
The Options will be issued on the terms and conditions set out in Schedule 2.
- (d) **Date of issue**  
The Options were issued on 9 April 2021.
- (e) **Issue price or other consideration**  
The Options were issued as consideration to acquire an option over the Tenement.  
The Options were issued at a deemed price of \$0.018, being the previous 5 trading day VWAP prior to the issue.
- (f) **Purpose of the issue, including the intended use of the funds raised**  
There were no funds raised from the issue. The Company is conscious of the expenditure of funds and was able to negotiate the settlement of the consideration through the issue of Options rather than payment in cash.
- (g) **Relevant agreement**  
The Options were not issued pursuant to any agreement.
- (h) **Voting exclusion statement**  
A voting exclusion statement for Resolution 4 is included in this Notice preceding this Explanatory Statement.

#### 5.4 **Board recommendation**

Resolution 4 is an ordinary resolution.

The Board believes that the ratification of this is beneficial for the Company as it allows the Company to ratify the above issues of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolution 4.

## 6. **Background to Resolutions 5A to 8 - August Placement Issues**

On 11 August 2021 the Company announced a placement to new and existing sophisticated and professional investors to raise \$2,532,000 at \$0.05 per share (before costs) (**August Placement**). Investors in the August Placement were to also receive a 1 Option for every 4 Shares subscribed for.

Shaw and Partners Limited acted as Sole Lead Manager to the August Placement.

On 19 August 2021 the Company issued 50,640,000 Shares (**August Placement Shares**) the subject of the August Placement.

Resolution 5A seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of 50,000,000 of the August Placement Shares under Listing Rule 7.1 (**7.1 August Placement Shares**).

Resolution 5B seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of 640,000 of the August Placement Shares under Listing Rule 7.1A (**7.1A August Placement Shares**).

The issue of the 12,660,000 Options (**August Placement Options**) is subject to shareholder approval. Resolution 6 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to approve the issue of the August Placement Options.

Resolution 7 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to approve the issue of the 2,500,000 Options to Shaw and Partners Limited (**Shaw Options**) as consideration for ongoing corporate services.

Resolution 8 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to approve the issue of 2,000,000 Options to Cooltras Pty Ltd (or its nominee(s)) (**Adviser Options**) as consideration for the facilitation of some subscribers in the August Placement, with Mr Kouloukakis, the director of Cooltras Pty Ltd, acting as adviser to the Company who has nominated Cooltras Pty Ltd to receive the Adviser Options.

## **7. Resolution 5A - Ratification of prior issue of Shares under the August Placement under Listing Rule 7.1**

### **7.1 General**

The purpose of Resolution 5A is for Shareholders to ratify the issue of the 7.1 August Placement Shares issued in accordance with Listing Rule 7.1 which were undertaken as part of the August Placement without Shareholder approval, as announced to the ASX on 11 August 2021.

The 7.1 August Placement Shares the subject of Resolution 5A were issued without Shareholder approval using the entity's 15% placement capacity under Listing Rule 7.1.

Resolution 5A seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the 7.1 August Placement Shares.

### **7.2 Regulatory requirements**

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

The issue of the 7.1 August Placement Shares does not fit within any of the exceptions under Listing Rule 7.1, and as the issue of the 7.1 August Placement Shares has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under the Listing Rules for the 12-month period following the date of the August Share Placement.

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

The Company wishes to maintain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval under Listing Rule 7.1.

To this end, Resolution 5A seeks Shareholder approval of the issue of the 7.1 August Placement Shares issued in accordance with Listing Rule 7.1 under and for the purposes of Listing Rule 7.4.

If Resolution 5A is passed, the issue of the 7.1 August Placement Shares will be excluded in calculating Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the August Share Placement.

If Resolution 5A is not passed, the issue of the 7.1 August Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the August Share Placement.

### 7.3 Resolution 5A - Information required by Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information in relation to Resolution 5A:

(a) **The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified and selected**

The 7.1 August Placement Shares were issued to institutional and sophisticated investors using the Company's additional 15% placement capacity under Listing Rule 7.1, as announced to the ASX on 11 August 2021. The subscribers were new and existing sophisticated and professional investors, introduced to the Company by Shaw and Partners Limited.

Mr Davide Bosio, a substantial holder of the Company<sup>3</sup>, subscribed for 400,000 Shares in the August Placement. Following the issue of the 400,000 Shares to Mr Bosio, Mr Bosio's shareholding shall be 27,850,000 Shares reducing his voting power to 5.50% from 6.49%.

Other than Mr Bosio, none of the sophisticated and professional investors were material investors in the Company.<sup>4</sup>

(b) **Number of securities and class of securities issued**

Under Resolution 5A, the Company seeks Shareholder approval for, and ratification of, the issue of 50,000,000 Shares - being the 7.1 August Placement Shares.

(c) **Terms of the securities**

The Shares are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares.

The Company has applied to ASX for official quotation of these Shares.

(d) **Date of issue**

The 7.1 August Placement Shares were issued on 19 August 2021.

(e) **Issue price or other consideration**

The issue price for the 7.1 August Placement Shares was \$0.05 per Share.

(f) **Purpose of the issue, including the intended use of the funds raised**

The purpose of the issue of the 7.1 August Placement Shares was to raise capital for the purpose of drilling programs to be conducted at Southern Star and expand the programs at the Duketon Greenstone Belt targets and accelerate the programs and drill target generations at Edinburgh Park and general working capital.

(g) **Relevant agreement**

The 7.1 August Placement Shares were not issued pursuant to any agreement.

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<sup>3</sup> As announced to the ASX on 29 June 2020, Mr Davide Bosio (and associated entities) held 26,550,000 Shares for voting power of 6.49%.

<sup>4</sup> ASX consider the following to be material investors:

- (i). a related party of the entity;
  - (ii). a member of the entity's key management personnel;
  - (iii). a substantial holder in the entity;
  - (iv). an adviser to the entity; or
  - (v). an associate of any of the above,
- where such person or entity is being issued more than 1% of the entity's current issued capital.

(h) **Voting exclusion statement**

A voting exclusion statement for Resolution 5A is included in this Notice preceding this Explanatory Statement.

7.4 **Board recommendation**

Resolution 5A is an ordinary resolution.

The Board believes that the ratification of the issue of the 7.1 August Placement Shares is beneficial for the Company as it allows the Company to ratify the above issues of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolution 5A.

8. **Resolution 5B - Ratification of prior issue of Shares under the August Placement under Listing Rule 7.1A**

8.1 **General**

The purpose of Resolution 5B is for Shareholders to ratify the issue of the 7.1A August Placement Shares issued in accordance with Listing Rule 7.1A which were undertaken as part of the August Placement without Shareholder approval.

The 7.1A August Placement Shares the subject of Resolution 5B were issued without Shareholder approval using the entity's additional 10% placement capacity under Listing Rule 7.1A.

Resolution 5B seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the 7.1A August Placement Shares.

8.2 **Regulatory requirements**

On 25 November 2020, the Company held its annual general meeting where shareholder approval was sought and obtained to, among other things, approve an additional 10% placement capacity pursuant to Listing Rule 7.1A.

The Company issued the 7.1A August Placement Shares without prior Shareholder approval pursuant to its additional 10% placement capacity under Listing Rule 7.1A.

Listing Rule 7.1A provides, subject to a number of exemptions, that in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue, during the period the approval is valid, a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in Listing Rule 7.1.

The issue of the 7.1A August Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1A for the 12 month period following the date of issue of the 7.1A August Placement Shares.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1A those securities will from that date be included in variable "A" in the formula in Listing Rules 7.1 and 7.1A.2 for the purpose of calculating the annual placement capacity of the Company under both Listing Rules 7.1 and 7.1A. and so it does not reduce the Company's capacity to issue further equity securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1A.

If Resolution 5B is passed, the issue of the 7.1A August Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the August Share Placement.

If Resolution 5A is not passed, issue of the 7.1A August Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the August Share Placement.

### 8.3 **Resolution 5B - Information required by Listing Rule 7.5**

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information in relation to Resolution 5B:

(a) **The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified and selected**

The 7.1A August Placement Shares were issued to institutional and sophisticated investors using the Company's additional 10% placement capacity under Listing Rule 7.1A. The subscribers were new and existing sophisticated and professional investors, introduced to the Company by Shaw and Partners Limited none of whom were material investors in the Company.<sup>5</sup>

(b) **Number of securities and class of securities issued**

Under Resolution 5B, the Company seeks Shareholder approval for, and ratification of, the issue of 640,000 Shares - being the 7.1A August Placement Shares.

(c) **Terms of the securities**

The Shares are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares.

The Company has applied to ASX for official quotation of these Shares.

(d) **Date of issue**

The 7.1A August Placement Shares were issued on 19 August 2021.

(e) **Issue price or other consideration**

The issue price for the 7.1A August Placement Shares was \$0.05 per Share.

(f) **Purpose of the issue, including the intended use of the funds raised**

The purpose of the issue of the 7.1A August Placement Shares was to raise capital for the purpose of drilling programs to be conducted at Southern Star and expand the programs at the Duketon Greenstone Belt targets and accelerate the programs and drill target generations at Edinburgh Park and general working capital.

(g) **Relevant agreement**

The 7.1A August Placement Shares were not issued pursuant to any agreement.

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<sup>5</sup> ASX consider the following to be material investors:

- (vi). a related party of the entity;
  - (vii). a member of the entity's key management personnel;
  - (viii). a substantial holder in the entity;
  - (ix). an adviser to the entity; or
  - (x). an associate of any of the above,
- where such person or entity is being issued more than 1% of the entity's current issued capital.

(h) **Voting exclusion statement**

A voting exclusion statement for Resolution 5B is included in this Notice preceding this Explanatory Statement.

8.4 **Board recommendation**

Resolution 5B is an ordinary resolution.

The Board believes that the ratification of this issue of the 7.1A August Placement Shares is beneficial for the Company as it allows the Company to ratify the above issues of securities and retain the flexibility to issue further securities representing up to 10% annual placement capacity under Listing Rule 7.1A without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolution 5B.

9. **Resolution 6 - Approval to issue Options under the August Placement Options**

9.1 **General**

The purpose of Resolution 6 is for Shareholders to approve the issue of 12,660,000 Options to be issued in accordance with Listing Rule 7.1 (**August Placement Options**) which shall be issued as part of the August Placement, as announced to the ASX on 11 August 2021.

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

9.2 **Regulatory requirements**

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

The Company has agreed to issue the August Placement Options (**August Option Placement**).

The August Option Placement does not fit within any of the exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Shareholders under Listing Rule 7.1.

Resolution 6 seeks Shareholder approval to the August Option Placement under and for the purposes of Listing Rule 7.1.

If Resolution 6 is passed, the issue of the August Placement Options can proceed and shall be excluded in calculating Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the August Option Placement.

If Resolution 6 is not passed, the issue of the August Placement Options can not proceed and shall be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the August Option Placement.

9.3 **Resolution 6 - Information required by Listing Rule 7.3**

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following information in relation to Resolution 6:

- (a) **The names of the persons to whom the entity agreed to issue the securities or the basis on which those persons were identified and selected**

The August Placement Options shall be issued to institutional and sophisticated investors using the Company's additional 15% placement capacity under Listing Rule 7.1, as announced to the ASX on 11 August 2021. The subscribers were new and existing sophisticated and professional investors, introduced to the Company by Shaw and Partners Limited none of whom were material investors in the Company.<sup>6</sup>

(b) **Number of securities and class of securities to be issued**

Under Resolution 6, the Company seeks Shareholder approval for the proposed issue of 12,660,000 Options - the August Placement Options.

(c) **Terms of the securities**

The August Placement Options shall be issued on the terms and conditions set out in Schedule 2.

The Company shall apply to ASX for official quotation of the August Placement Options.

(d) **Date of proposed issue**

The August Placement Options will be issued on or around the 30 September 2021 but, in any case, not later than 3 months after the date of Shareholder approval pursuant to this Resolution 6 or such later date as approved by ASX.

(e) **Issue price or other consideration**

The August Placement Options shall be issued for nil consideration, but the exercise price for Shares issued on exercise of the August Placement Options is \$0.05 expiring 4 September 2022.

(f) **Purpose of the issue, including the intended use of the funds raised**

The August Placement Options are proposed to be issued as free-attaching options to the August Placement Shares.

(g) **Relevant agreement**

The August Placement Options are not being issued pursuant to any agreement.

(h) **Voting exclusion statement**

A voting exclusion statement for Resolution 6 is included in this Notice preceding this Explanatory Statement.

#### 9.4 **Board recommendation**

Resolution 6 is an ordinary resolution.

The Board recommends Shareholders vote in favour of Resolution 6. The Board believes that the proposed issue is beneficial for the Company and recommends Shareholders vote in favour of the Resolution. It will allow the Company to retain the flexibility to issue further Equity Securities representing up to 15% of the Company's share capital during the next 12 months.

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<sup>6</sup> ASX consider the following to be material investors:

- (i). a related party of the entity;
  - (ii). a member of the entity's key management personnel;
  - (iii). a substantial holder in the entity;
  - (iv). an adviser to the entity; or
  - (v). an associate of any of the above,
- where such person or entity is being issued more than 1% of the entity's current issued capital.

## 10. Resolution 7 - Approval to issue Options to Shaw and Partners

### 10.1 General

The purpose of Resolution 7 is for Shareholders to approve the issue of 2,500,000 Options to Shaw and Partners Limited to be issued in accordance with Listing Rule 7.1 (**Shaw Options**) which shall be issued as consideration for Shaw and Partner's involvement in the August Placement, as announced to the ASX on 11 August 2021.

Resolution 7 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the August Placement Options.

### 10.2 Regulatory requirements

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

The Company has agreed to issue the Shaw Options (**Shaw Option Placement**).

The Shaw Option Placement does not fit within any of the exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Shareholders under Listing Rule 7.1.

Resolution 7 seeks Shareholder approval of the Shaw Option Placement under and for the purposes of Listing Rule 7.1.

If Resolution 7 is passed, the issue of the Shaw Options can proceed and shall be excluded in calculating Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the Shaw Option Placement.

If Resolution 7 is not passed, the issue of the Shaw Options can proceed and shall be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the Shaw Option Placement.

### 10.3 Resolution 7 - Information required by Listing Rule 7.3

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following information in relation to Resolution 7:

(a) **The names of the persons to whom the entity agreed to issue the securities or the basis on which those persons were identified and selected**

The Shaw Options shall be issued to Shaw and Partners Limited. Shaw and Partners Limited are not material investors in the Company.<sup>7</sup>

(b) **Number of securities and class of securities to be issued**

Under Resolution 7, the Company seeks Shareholder approval for the proposed issue of 2,500,000 Options - the Shaw Options.

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<sup>7</sup> ASX consider the following to be material investors:

- (i). a related party of the entity;
  - (ii). a member of the entity's key management personnel;
  - (iii). a substantial holder in the entity;
  - (iv). an adviser to the entity; or
  - (v). an associate of any of the above,
- where such person or entity is being issued more than 1% of the entity's current issued capital.

(c) **Terms of the securities**

The Shaw Options shall be issued on the terms and conditions set out in Schedule 2. The Company shall apply to ASX for official quotation of the Shaw Options.

(d) **Date of proposed issue**

The Shaw Options will be issued on or around the 30 September 2021 but, in any case, not later than 3 months after the date of Shareholder approval pursuant to this Resolution 7 or such later date as approved by ASX.

(e) **Issue price or other consideration**

The Shaw Options shall be issued as consideration for the services provided by Shaw and Partners Limited acting as lead manager under the August Placement.

(f) **Purpose of the issue, including the intended use of the funds raised**

The Shaw Options are proposed to be issued as consideration for the services provided by Shaw and Partners Limited under the August Placement. There will be no funds raised from the issue.

(g) **Relevant agreement**

The Shaw Options are being issued pursuant to the August Lead Manager Agreement. A summary of the material terms of the August Lead Manager Agreement are detailed in Schedule 4.

(h) **Voting exclusion statement**

A voting exclusion statement for Resolution 7 is included in this Notice preceding this Explanatory Statement.

#### 10.4 **Board recommendation**

Resolution 7 is an ordinary resolution.

The Board recommends Shareholders vote in favour of Resolution 7. The Board believes that the proposed issue is beneficial for the Company and recommends Shareholders vote in favour of the Resolution. It will allow the Company to retain the flexibility to issue further Equity Securities representing up to 15% of the Company's share capital during the next 12 months.

### 11. **Resolution 8 - Approval to issue Options to Cooltras Pty Ltd or nominees.**

#### 11.1 **General**

The purpose of Resolution 8 is for Shareholders to approve the issue of 2,000,000 Options to Cooltras Pty Ltd (ACN 016 126 742) (or its nominee(s)). The director of Cooltras Pty Ltd is Mr Tom Kouloukakis. The Options are to be issued in accordance with Listing Rule 7.1 (**Adviser Options**) which shall be issued as consideration for Tom Kouloukakis' involvement in the August Placement.

Resolution 8 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Adviser Placement Options.

#### 11.2 **Regulatory requirements**

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

The Company has agreed to issue the Adviser Options (**Adviser Option Placement**).

The Adviser Option Placement does not fit within any of the exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Shareholders under Listing Rule 7.1.

Resolution 8 seeks Shareholder approval to the Adviser Option Placement under and for the purposes of Listing Rule 7.1.

If Resolution 8 is passed, the issue of the Adviser Options can proceed and shall be excluded in calculating Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the Adviser Option Placement.

If Resolution 8 is not passed, the issue of the Adviser Options can not proceed and shall be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the Adviser Option Placement.

### 11.3 Resolution 8 - Information required by Listing Rule 7.3

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following information in relation to Resolution 7:

(a) **The names of the persons to whom the entity agreed to issue the securities or the basis on which those persons were identified and selected**

The Adviser Options shall be issued to Cooltras Pty Ltd (an entity associated with Mr Tom Kouloukakis) or its nominee(s). The entity is not a material investor in the Company.<sup>8</sup>

(b) **Number of securities and class of securities to be issued**

Under Resolution 8, the Company seeks Shareholder approval for the proposed issue of 2,000,000 Adviser Options.

(c) **Terms of the securities**

The Options will be issued on the terms and conditions set out in Schedule 2.

(d) **Date of proposed issue**

The Adviser Options will be issued on or around the 30 September 2021 but, in any case, not later than 3 months after the date of Shareholder approval pursuant to this Resolution 6 or such later date as approved by ASX.

(e) **Issue price or other consideration**

The Adviser Options shall be issued as consideration for the services provided by Tom Kouloukakis (a director of Cooltras Pty Ltd) acting as an adviser to the Company with respect to the August Placement.

The Adviser Options will be issued at a price of \$0.013, being the satisfaction of an invoice received representing 6% commission on funds raised in the August Placement.

(f) **Purpose of the issue, including the intended use of the funds raised**

The Adviser Options shall be issued as consideration for the services provided by the Mr Kouloukakis under the August Placement and the payment of an invoice for \$25,000 for Mr Kouloukakis' services.

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<sup>8</sup> ASX consider the following to be material investors:

- (i). a related party of the entity;
  - (ii). a member of the entity's key management personnel;
  - (iii). a substantial holder in the entity;
  - (iv). an adviser to the entity; or
  - (v). an associate of any of the above,
- where such person or entity is being issued more than 1% of the entity's current issued capital.

(g) **Relevant agreement**

The Adviser Options are not being issued pursuant to any Agreement.

(h) **Voting exclusion statement**

A voting exclusion statement for Resolution 8 is included in this Notice preceding this Explanatory Statement.

11.4 **Board recommendation**

Resolution 8 is an ordinary resolution.

The Board recommends Shareholders vote in favour of Resolution 8. The Board believes that the proposed issue is beneficial for the Company and recommends Shareholders vote in favour of the Resolution. It will allow the Company to retain the flexibility to issue further Equity Securities representing up to 15% of the Company's share capital during the next 12 months.

## Schedule 1      Definitions

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

<b>\$ or A\$</b>	means Australian Dollars.
<b>Adviser Options</b>	has the meaning given to that term in section 11.1 of this Notice.
<b>ASX</b>	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>August Lead Manager Agreement</b>	means the agreement between the Company and the Lead Manager, dated 6 August 2021.
<b>August Placement</b>	has the meaning given to that term in Section 6 of this Notice.
<b>August Placement Options</b>	has the meaning given to that term in Section 6 of this Notice.
<b>7.1 August Placement Shares</b>	has the meaning given to that term in Section 6 of this Notice.
<b>7.1A August Placement Shares</b>	has the meaning given to that term in Section 6 of this Notice.
<b>Board</b>	means the board of Directors.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Company</b>	means Great Southern Mining Limited (ACN 148 168 825).
<b>Cooltras Pty Ltd</b>	means Cooltras Pty Ltd (ACN 016 126 742).
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Equity Securities</b>	has the meaning given to that term in the Listing Rules;
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Lead Manager</b>	means Shaw and Partners Limited.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Notice or Notice of Extraordinary General Meeting</b>	means this Notice of Extraordinary General Meeting.

<b>November Lead Manager Agreement</b>	means the agreement between the Company and the Lead Manager, dated 16 November 2020.
<b>November Placement</b>	has the meaning given to that term in Section 3.1 of this Notice.
<b>November Placement Options</b>	has the meaning given to that term in Section 3.1 of this Notice.
<b>November Placement Shares</b>	has the meaning given to that term in Section 3.1 of this Notice.
<b>Option</b>	means an option to acquire Shares listed on the ASX, on the terms and conditions set out in Schedule 2.
<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>Shaw Options</b>	has the meaning given to that term in section 6 of this Notice.
<b>Tenement</b>	means a prospecting licence in Laverton, Western Australia.
<b>VWAP</b>	means volume weighted average price.
<b>WST</b>	means Western Standard Time, being the time in Perth, Western Australia.

## Schedule 2 Terms and Conditions of Options

The terms of the Options are as follows:

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. **(Exercise Price)**: Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.05 (**Exercise Price**).
3. **(Expiry Date)**: Each Option will expire at 5:00 pm (AWST) on 4 September 2022 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4. **(Exercise Period)**: The Options are exercisable at any time and from time to time on or prior to the Expiry Date (**Exercise Period**).
5. **(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.
6. **(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**).
7. **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date, the Company will:
  - (a) 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;
  - (b) 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
  - (c) 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 paragraph 7(a) 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.

8. **(Shares issued on exercise)**: Shares issued on exercise of the Options will rank equally with the then Shares of the Company.

9. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
10. **(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.
11. **(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.
12. **(Transferability):** The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
13. **(Quotation):** The Company will apply for quotation of the Options on ASX.

## Schedule 3      Material Terms of the November Lead Manager Agreement

On 16 November 2020, the Company entered into a lead manager agreement (**November Lead Manager Agreement**) with Shaw and Partners Limited (**Lead Manager**), who agreed to act as corporate adviser and manage the November Placement on certain terms and conditions which are summarised below:

- (a)      **(Terms)** The November Lead Manager Agreement will be in effect for 12 months from 16 November 2020;
- (b)      **(Remuneration)** Under the November Lead Manager Agreement the Company agreed to pay the Lead Manager fees, consisting of:
  - (i)          6% of the total amount raised from all sources pursuant to the November Placement. The Lead Manager will be responsible for the payment of any third-party fees; and
  - (ii)         2,000,000 Options with an exercise price of \$0.05 each expiring 4 September 2022.The Company shall pay the Lead Manager's reasonable expenses, including reasonable travel, printing costs, research and out-of-pocket expenses. Individual expense items over \$2,000 will only be reimbursed if approved in advance by the Company;
- (c)      **(Right of first refusal)** Under the November Lead Manager Agreement the Company offered the Lead Manager the first right to act as lead manager for any capital raising within 6 months of the date of the November Lead Manager Agreement;
- (d)      **(Offers with consultation)** Equity Securities under the November Placement were offered by the Lead Manager to offerees in consultation with the Company;
- (e)      **(Due Diligence)** The Company agreed to procure that appropriate due diligence investigations are undertaken in relation to the November Placement;
- (f)      **(Underwriting)** The Lead Manager did not agree to underwrite the November Placement;
- (g)      **(Limitation of Liability)** The Company agreed that the Lead Manager and the respective directors, officers, consultants, agents and employees of the Lead Manager, do not have any liability, whether direct or indirect liability, in contract or tort or breach of statutory or otherwise, to the Company arising out of or in connection with the November Lead Manager Agreement, except:
  - (i)          to the extent which it is not permissible by law to exclude, restrict or modify liability; and
  - (ii)         all losses claims, actions, demands, expenses, damages, obligations or liabilities of any kind incurred by the Company that is finally judicially determined to have resulted primarily from fraud, gross negligence or wilful default by the Lead Manager or its representatives.
- (h)      **(Indemnity)** The Company agreed, subject to certain carve outs, to indemnify the Lead Manager, among other things, against all actions or claims in regards to deficiencies in any public or media announcements made by the Company in connection with the November Placement, the Company failing to observe any obligation under the November Lead Manager Agreement, a claim brought by a third party against the Lead Manager in relation to the November Placement.
- (i)      **(Representations and warranties)** The Company gave certain standard representations and warranties in connection with the November Placement; and
- (j)      **(Termination)** The Company or the Lead Manager may terminate this engagement with one month's written notice to the other party.

## Schedule 4      Material Terms of the August Lead Manager Agreement

On 6 August 2021, the Company entered into a lead manager agreement (**August Lead Manager Agreement**) with Shaw and Partners Limited (**Lead Manager**), who agreed to act as corporate adviser and manage the August Placement on certain terms and conditions which are summarised below:

- (a)      **(Terms)** The August Lead Manager Agreement will be in effect for 12 months from 6 August 2021;
- (b)      **(Remuneration)** Under the August Lead Manager Agreement the Company agreed to pay the Lead Manager fees, consisting of:
  - (i)      6% of the total amount raised from all sources pursuant to the August Placement. The Lead Manager will be responsible for the payment of any third-party fees; and
  - (ii)     2,500,000 Options (with a \$0.05 exercise price, expiring 4 September 2022).The Company shall pay the Lead Manager's reasonable expenses, including reasonable travel, printing costs, research and out-of-pocket expenses. Individual expense items over \$2,000 will only be reimbursed if approved in advance by the Company;
- (c)      **(Right of first refusal)** Under the August Lead Manager Agreement the Company offered the Lead Manager the first right to act as lead manager for any capital raising within 6 months of the date of the August Lead Manager Agreement;
- (d)      **(Offers with consultation)** Equity Securities under the August Placement were offered by the Lead Manager to offerees in consultation with the Company;
- (e)      **(Due Diligence)** The Company agreed to procure that appropriate due diligence investigations are undertaken in relation to the August Placement;
- (f)      **(Underwriting)** The Lead Manager did not agree to underwrite the August Placement;
- (g)      **(Limitation of Liability)** The Company agreed that the Lead Manager and the respective directors, officers, consultants, agents and employees of the Lead Manager, do not have any liability, whether direct or indirect liability, in contract or tort or breach of statutory or otherwise, to the Company arising out of or in connection with the August Lead Manager Agreement, except:
  - (iii)     to the extent which it is not permissible by law to exclude, restrict or modify liability; and
  - (iv)     all losses claims, actions, demands, expenses, damages, obligations or liabilities of any kind incurred by the Company that is finally judicially determined to have resulted primarily from fraud, gross negligence or wilful default by the Lead Manager or its representatives.
- (h)      **(Indemnity)** The Company agreed, subject to certain carve outs, to indemnify the Lead Manager, among other things, against all actions or claims in regards to deficiencies in any public or media announcements made by the Company in connection with the August Placement, the Company failing to observe any obligation under the August Lead Manager Agreement, a claim brought by a third party against the Lead Manager in relation to the August Placement;
- (a)      **(Representations and warranties)** the Company gave certain standard representations and warranties in connection with the August Placement; and
- (b)      **(Termination)** The Company or the Lead Manager may terminate this engagement with one month's written notice to the other party.

## LODGE YOUR VOTE



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



### BY MAIL

Great Southern Mining Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND\*

Link Market Services Limited  
Level 12, 680 George Street, Sydney NSW 2000

\*during business hours Monday to Friday (9:00am - 5:00pm)  
and subject to public health orders and restrictions



### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

## LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **9:00am (WST) on Monday, 27 September 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged:



### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

### QR Code



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

**Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR PARTICIPATE INANCE.**

NAME SURNAME  
ADDRESS LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4  
ADDRESS LINE 5  
ADDRESS LINE 6



X99999999999

## PROXY FORM

I/We being a member(s) of Great Southern Mining Limited and entitled to participate in and vote hereby appoint:

### APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **9:00am (WST) on Wednesday, 29 September 2021 at Suite 4, 213 Balcatta Road, Balcatta, Western Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Ratification of prior issue of Shares under the November Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval to issue Options to Cooltras Pty Ltd (or its nominee(s))	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue of Options under the November Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of prior issue of Options to Mr Tim Masson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of Options to Mr Tim Kendall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5A Ratification of prior issue of Shares under the August Placement under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5B Ratification of prior issue of Shares under the August Placement under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue Options under the August Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to issue Options to Shaw and Partners Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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

GSN PRX2101B