



Raiden Resources Limited

ACN 009 161 522

NOTICE OF GENERAL MEETING

Wednesday, 6 October 2021

15:00 (WST)

108 Outram Street, West Perth, 6005

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 adviser prior to voting.

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on 08 6158 9990.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at **108 Outram Street, West Perth, 6005** on **Wednesday 6 October 2021 at 15.00 (WST)**.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 5.00pm (WST) on Monday 4 October 2021.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Automic Registry, GPO Box 5193, Sydney NSW 2001;
- (b) fax to +61 2 8583 3040;
- (c) online at <https://investor.automic.com.au/#/loginsah> or
email to meetings@automicgroup.com.au; or
- (d) in person to Automic Registry, Level 5, 126 Phillip Street, Sydney NSW 2000

so that it is received not later than 15:00 (WST) on Monday 4 October 2021.

Proxy Forms received later than this time will be invalid.

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 mean that:

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

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

BUSINESS OF THE MEETING

AGENDA

1. Resolution 1 – Ratification of prior issue of Consideration Shares

To consider and, if thought fit, to pass as an **ordinary resolution** the following:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 36,338,315 Consideration Shares under the Company’s Listing Rule 7.1 capacity, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) any person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) any Associate of a person who participated in the issue or is a counterparty to the agreement being approved.

However, this does not apply to a vote cast in favour of a 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; or
- (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:
 - (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.

2. Resolution 2 - Approval to issue Performance Rights to Mr Michael Davy

Subject to and conditional upon the passing of Resolutions 3, 4 and 5, to consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,100,000 Tranche 1 Performance Rights, 1,700,000 Tranche 2 Performance Rights, 5,950,000 Tranche 3 Performance Rights and 4,250,000 Tranche 4 Performance Rights to Mr Michael Davy (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Davy (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of that person (or those persons) (**Resolution 2 Excluded Party**).

However, this does not apply to a vote cast in favour of a 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; or
- (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:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
- (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

Provided the Chair is not a Resolution 2 Excluded Party, the above prohibition does not apply if:

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

3. Resolution 3 - Approval to issue Performance Rights to Mr Dusko Ljubojevic

Subject to and conditional upon the passing of Resolutions 2, 4 and 5, to consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 7,500,000 Tranche 1 Performance Rights, 2,500,000 Tranche 2 Performance Rights, 8,750,000 Tranche 3 Performance Rights and 6,250,000 Tranche 4 Performance Rights to Mr Dusko Ljubojevic (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Ljubojevic (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of that person (or those persons) (**Resolution 3 Excluded Party**).

However, this does not apply to a vote cast in favour of a 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; or
- (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:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

Provided the Chair is not a Resolution 3 Excluded Party, the above prohibition does not apply if:

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

4. Resolution 4 - Approval to issue Performance Rights to Mr Martin Pawlitschek

Subject to and conditional upon the passing of Resolutions 2, 3 and 5, to consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,900,000 Tranche 1 Performance Rights, 1,300,000 Tranche 2 Performance Rights, 4,550,000 Tranche 3 Performance Rights and 3,250,000 Tranche 4 Performance Rights to Mr Martin Pawlitschek (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Pawlitschek (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of that person (or those persons) (**Resolution 4 Excluded Party**).

However, this does not apply to a vote cast in favour of a 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; or
- (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:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:

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

5. Resolution 5 - Approval to issue Performance Rights to Mr Dale Ginn

Subject to and conditional upon the passing of Resolutions 2, 3 and 4 (inclusive), to consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,900,000 Tranche 1 Performance Rights, 1,300,000 Tranche 2 Performance Rights, 4,550,000 Tranche 3 Performance Rights and 3,250,000 Tranche 4 Performance Rights to Mr Dale Ginn (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Ginn (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit

solely by reason of being a holder of ordinary securities in the Company) or an Associate of that person (or those persons) (**Resolution 5 Excluded Party**).

However, this does not apply to a vote cast in favour of a 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; or
- (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:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:

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

6. Resolution 6 – Approval to issue Performance Rights to Employee

To consider and, if thought fit, to pass 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 1,500,000 Tranche 1 Performance Rights, 500,000 Tranche 2 Performance Rights, 1,750,000 Tranche 3 Performance Rights and 1,250,000 Tranche 4 Performance Rights to the Company’s Company Secretary, Ms Kyla Garic (and/or her nominees), on the terms and conditions set out in the Explanatory Memorandum”.

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of

- (a) Kyla Garic (or her nominees) and any other 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 Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of a 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; or
- (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:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:

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

Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:

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

7. Resolution 7 – Buy-Back of Acuity Collateral Shares

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

“That, for the purposes of Section 257D of the Corporations Act and for all other purposes, approval is given for the Company to selectively buy-back and cancel 21,000,000 fully paid ordinary Shares (for nil cash consideration). The 21,000,000 fully paid ordinary shares are currently held by Acuity Capital Investment Management Pty Ltd on the terms and conditions set out in the Explanatory Statement”.

Voting Exclusion

The Company will disregard any votes cast on the Resolution by Acuity Capital Investment Management Pty Ltd or any of its Associates. However, the Company needs not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. Resolution 8 – Re-election of Mr Dale Ginn

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of clauses 10.2(b) and 10.3(i) of the Constitution and for all other purposes, Mr Dale Ginn, a Director who was appointed to fill a casual vacancy on 12 May 2021, retires, and being eligible, is re-elected as a Director of the Company.

Dated 3 September 2021

BY ORDER OF THE BOARD



Kyla Garic
RAIDEN RESOURCES LIMITED
COMPANY SECRETARY

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at **108 Outram Street, West Perth, 6005** on **Wednesday 6 October 2021 at 15:00 (WST)**.

The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

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

1. Resolution 1 – Ratification of prior issue of Consideration Shares

1.1 Background

On 23 April 2021, the Company announced that it had entered into an agreement to acquire the remaining 25% equity interest in the Arrow, Yandicoogina and Boodalyerrie Projects (**Pilbara Projects**) from Pacton Gold Inc (**Pacton**), through its wholly owned subsidiary Pilbara Gold Corporation Pty Ltd (PGC) (**Acquisition Agreement**).

Refer to Section 1.1.2(f) below for the key terms of the Acquisition Agreement.

The Consideration Shares were issued pursuant to the Company's existing placement capacity available under Listing Rule 7.1.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the previous issue of the Consideration Shares.

1.1.1 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.

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 retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 1 seeks Shareholder approval for the ratification of the issue of the Consideration Shares under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the Consideration Shares issued will be excluded in calculating the 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 issue date.

If Resolution 1 is not passed, the Consideration Shares issued 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 issue date.

1.1.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided for Resolution 1:

- (a) the Consideration Shares were issued to Pacton (and/or its nominees). Pacton is not a related party of the Company;
- (b) a total of 36,338,315 Shares were issued on the same terms and conditions as the Company's existing Shares;
- (c) the Consideration Shares were issued on 18 June 2021;
- (d) the issue price of the Consideration Shares were issued as part consideration for the Pilbara Projects at a deemed issue price of \$0.028 cents per Share;
- (e) the purpose of the issue was as part consideration for the acquisition of the Pilbara Projects under the Acquisition Agreement;
- (f) the Consideration Shares were issued to Pacton pursuant to the Acquisition Agreement as part consideration for the remaining 25% equity interest in the Pilbara Projects. A summary of the material terms of the Acquisition Agreement is set out below:

- (i) Consideration

- (A) the Company issuing Pacton \$1,000,000 in fully paid ordinary Shares in the Company, based on a 20 consecutive trading day VWAP from the date of execution of the Acquisition Agreement (with 6 months voluntary escrow from the date of issue, which will end on the sixth month anniversary of the date of issue, being 23 October 2021) (**Consideration Shares**); and
- (B) the Company providing cash consideration of A\$200,000 to Pacton.

- (ii) Condition Precedent

Completion of the Acquisition Agreement was subject to the conditions precedent including:

- (A) the parties receiving all regulatory approvals or consents and/or complying with all requirements imposed by any regulatory body (including any governmental agency and ASX) and approvals; and
- (B) other condition precedents customary for a transaction of this nature.

The Acquisition Agreement otherwise outlines terms and conditions which are standard for an agreement of this nature.

- (g) A voting exclusion statement is included in Resolution 1 of the Notice.

The Directors of the Company believe Resolution 1 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

2. Resolutions 2-5 – Approval to issue Performance Rights to Michael Davy, Dusko Ljubojevic, Martin Pawlitschek and Dale Ginn

2.1 General

The Company has agreed, subject to obtaining Shareholder approval, to grant a total of 68,000,000 Performance Rights (**Related Party Performance Rights**) to Michael Davy, Dusko Ljubojevic, Martin Pawlitschek and Dale Ginn (and/or their respective nominees) on the terms and conditions set out below.

The issue of the Related Party Performance Rights is viewed as a cost effective and efficient way to incentivise and reward the directors as opposed to alternative forms of incentives, such as the payment of additional cash compensation, and the vesting conditions applicable to the Related Party Performance Rights are considered more appropriate in light of current market conditions.

2.2 Chapter 2E of the Corporations Act and Listing Rule 10.11

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 issue of the Related Party Performance Rights constitutes giving a financial benefit and Michael Davy, Dusko Ljubojevic, Martin Pawlitschek and Dale Ginn are related parties of the Company by virtue of being Directors.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the Board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

As it is proposed that the Related Party Performance Rights be granted to all of the Directors, the Directors have been unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act or ASX Listing Rule 10.12 applies to these issues. Accordingly, Shareholder approval is sought for the grant of the Related Party Performance Rights to Michael Davy, Dusko Ljubojevic, Martin Pawlitschek and Dale Ginn (and/or their respective nominees).

If Resolutions 2 to 5 are passed, the Company will be able to proceed with the issue of the Related Party Performance Rights the subject of these Resolutions. If any of Resolutions 2 to 5 are not passed, the Company will not be able to issue the Director Related Party Performance Rights the subject of the Resolution and may consider alternative other forms of remuneration in lieu of such issue.

2.3 Section 195 of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company must not vote or be present during meetings of directors when matters in which that director holds a 'material personal interest' are being considered.

Michael Davy, Dusko Ljubojevic, Martin Pawlitschek and Dale Ginn have a material personal interest in the outcome of Resolutions 2 to 5 (as applicable). The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue of the Related Party Performance Rights to Shareholders to resolve upon.

2.4 Shareholder Approval (Chapter 2E of the Corporations Act and ASX Listing Rule 10.11)

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Related Party Performance Rights:

- (a) the related parties are Michael Davy, Dusko Ljubojevic, Martin Pawlitschek and Dale Ginn and they are related parties by virtue of being Directors;
- (b) the maximum number of Related Party Performance Rights (being the nature of the financial benefit being provided) to be granted is as follows:
 - (i) 5,100,000 Tranche 1 Performance Rights, 1,700,000 Tranche 2 Performance Rights, 5,950,000 Tranche 3 Performance Rights and 4,250,000 Tranche 4 Performance Rights Michael Davy (and/or his nominee) (Resolution 2);
 - (ii) 7,500,000 Tranche 1 Performance Rights, 2,500,000 Tranche 2 Performance Rights, 8,750,000 Tranche 3 Performance Rights and 6,250,000 Tranche 4 Performance Rights to Dusko Ljubojevic (and/or his nominee) (Resolution 3);
 - (iii) 3,900,000 Tranche 1 Performance Rights, 1,300,000 Tranche 2 Performance Rights, 4,550,000 Tranche 3 Performance Rights and 3,250,000 Tranche 4 Performance Rights to Martin Pawlitschek (and/or his nominee) (Resolution 4); and
 - (iv) 3,900,000 Tranche 1 Performance Rights, 1,300,000 Tranche 2 Performance Rights, 4,550,000 Tranche 3 Performance Rights and 3,250,000 Tranche 4 Performance Rights to Dale Ginn (and/or his nominee) (Resolution 5).
- (c) the Related Party Performance Rights will be granted to the Directors (or their respective nominees) no later than 1 month after the date of the Meeting (or such later

date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Performance Rights will be issued on one date;

- (d) the Related Party Performance Rights will be granted for nil cash consideration, accordingly no funds will be raised;
- (e) the terms and conditions of the Related Party Performance Rights are set out in Schedule 2;
- (f) the Company engaged Nexia Perth Corporate Finance Pty Ltd to determine a value for the Related Party Performance Rights an excerpt of which is set out in Schedule 3;
- (g) the relevant interests of the Directors in securities of the Company are set out below (subject to rounding):

Director	Shares	Options	Performance Shares & Rights
Michael Davy	13,818,572	-	- ¹
Dusko Ljubojevic	27,430,494 ²	-	25,000,000 ^{1,3}
Martin Pawlitschek	23,778,846	-	25,000,000 ^{1,4}
Dale Ginn	-	-	- ¹

Notes:

1. This total does not include the Performance Rights subject to the passing of Resolutions 2-5 (inclusive). The full terms and conditions of the Performance Rights are set out in Schedule 2 of the Notice of Meeting.
2. Includes 250,000 fully paid ordinary Shares, 9,375,000 fully paid ordinary shares indirectly held by Horizon Capital Management LLC and 17,805,494 fully paid ordinary Shares indirectly held by 34 South Advisory Limited.
3. Includes 7,812,500 Class A performance Shares, 7,812,500 Class B performance Shares and 9,375,000 Class C Performance Shares indirectly held by Horizon Capital Management LLC. It also includes 4,000,000 Class C performance rights indirectly held by 34 South Advisory Limited.
4. Includes 7,812,500 Class A performance Shares, 7,812,500 Class B performance Shares, 9,375,000 Class performance Shares and 4,000,000 Class C performance rights.

- (h) the remuneration and emoluments from the Company to the Directors for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Name	Position	FY 2021	FY 2022 ⁵
Michael Davy ¹	Non-Executive Chair	\$ 54,000	\$ 60,000
Dusko Ljubojevic ²	Managing Director	\$ 200,772 ⁶	\$ 207,996
Martin Pawlitschek ³	Non-Executive Director	\$ 55,426	\$ 48,000
Dale Ginn ⁴	Non-Executive Director	\$ 6,452	\$ 48,000

Notes:

1. Mr Davy was appointed as a Director on 29 June 2017.
2. Mr Ljubojevic was appointed as a Director on 20 February 2018
3. Mr Pawlitschek was appointed as a Director on 20 February 2018.
4. Mr Ginn was appointed as a Director on 12 May 2021.
5. This is the total remuneration package for each Director excluding the value of the Performance Rights which are proposed to be issued under Resolutions 2-5 (inclusive). The value of these Performance Rights are specified in Schedule 2 of the Notice.
6. This excludes the amount of \$100,964 which was recorded in the FY20 remuneration report as an accrual but paid in FY 2021.

- (i) if the Related Party Performance Rights granted to the Directors are exercised, a total of 68,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,248,641,496 (being the number of Shares on issue at the date of this Notice) to 1,316,641,496 (assuming that no other Performance Rights or Options are converted and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of approximately 5.45%, comprising approximately 1.36% by Michael Davy, 2% by Dusko Ljubojevic and 1.04% each by Martin Pawlitschek and Dale Ginn.
- (j) the highest and lowest closing prices of Shares on ASX during the 12 months preceding the date of this Notice, and the closing price on the trading day before the date of this Notice, are set out below:

	Price	Date
Highest	\$0.047	22 October 2020
Lowest	\$0.006	21 July 2020
Last	\$0.026	1 September 2021

- (k) the Board acknowledges the grant of the Related Party Performance Rights to the Directors is contrary to Recommendation 8.3 of The Corporate Governance Principles and Recommendations (4th Edition) as published by The ASX Corporate Governance Council. However, the Board considers the grant of the Related Party Performance Rights is reasonable in the circumstances for the reason set out in paragraph (m);
- (l) the primary purpose of the grant of the Related Party Performance Rights to the Directors is to provide a performance linked incentive component in their remuneration package to motivate and reward their performance in their respective roles as Directors;
- (m) Mr Davy declines to make a recommendation to Shareholders in relation to Resolution 2 due to his material personal interest in the outcome of the Resolution on the basis that he (and/or his nominee) is to be granted the Related Party Performance Rights should Resolution 2 be passed. However, in respect of Resolutions 3 to 5, Mr Davy recommends that Shareholders vote in favour of those Resolutions for the following reasons:
- (i) the grant of the Related Party Performance Rights will align the interests of the Directors with those of Shareholders;
 - (ii) the grant of the Related Party Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Related Party Performance Rights upon the terms proposed;
- (n) Mr Ljubojevic declines to make a recommendation to Shareholders in relation to Resolution 3 due to his material personal interest in the outcome of the Resolution on the basis that he (and/or his nominee) is to be granted Related Party Performance Rights in the Company should Resolution 3 be passed. However, in respect of Resolutions 2 and 4-5, Mr Ljubojevic recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (m);

- (o) Mr Pawlitschek declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution on the basis that he (and/or his nominee) is to be granted Related Party Performance Rights in the Company should Resolution 4 be passed. However, in respect of Resolutions 2-3 and 5-6, Mr Pawlitschek recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (m);
- (p) Mr Ginn declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution on the basis that he (and/or his nominee) is to be granted Related Party Performance Rights in the Company should Resolution 5 be passed. However, in respect of Resolutions 2-4, Mr Ginn recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (m);
- (q) in forming their recommendations, each Director considered the experience of each other Director, the current market price of Shares, the current market practices when determining the number of Related Party Performance Rights to be granted as well as the vesting conditions of those Related Party Performance Rights; and
- (r) the Related Party Performance Rights are not being issued under an agreement;
- (s) a voting exclusion statement is included in Resolutions 2 to 5 of the Notice; and
- (t) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 2 to 5.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Performance Rights to the Directors (and/or their nominees) as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Related Party Performance Rights will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

3. Resolution 6 – Approval to issue Performance Rights to Employee

3.1 General

Resolution 6 seeks Shareholder approval for the issue of a total of 5,000,000 Performance Rights (which consists of 1,500,000 Tranche 1 Performance Rights, 500,000 Tranche 2 Performance Rights, 1,750,000 Tranche 3 Performance Rights and 1,250,000 Tranche 4 Performance Rights) (**Employee Performance Rights**) to the Company's company secretary, Kyla Garic (**Employee**) (and/or her respective nominee), on the terms and conditions set out below.

The issue of the Employee Performance Rights is viewed as a cost effective and efficient way to incentivise and reward the Employee as opposed to alternative forms of incentives, such as the payment of additional cash compensation, and the vesting conditions applicable to the Employee Performance Rights are considered more appropriate in light of current market conditions.

3.2 ASX Listing Rule 7.1

An explanation of Listing Rule 7.1 is set out in Section 1.1.1 above.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 7 seeks Shareholder approval for the issue of the Employee Performance Rights for the purposes of Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Employee Performance Rights. In addition, the issue of the Employee Performance Rights will be excluded in calculating the 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 issue date.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Employee Performance Rights unless the issue of the Employee Performance Rights is able to be made following the Meeting from the Company's 15% placement capacity under Listing Rule 7.1, in which case, the Company will have a reduced ability to issue equity securities without Shareholder approval over the 12 month period following the issue date.

3.3 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 Resolution 1:

- (a) the Employee Performance Rights Shares will be issued to Kyla Garic (Company Secretary) (and/or her respective nominee). Kyla Garic is not a member of the Company's key management personnel, a substantial holder, no adviser to the Company (nor is the issue being made to an associate of Kyla Garic). Kyla Garic is not a related party of the Company;
- (b) a total of 5,000,000 Performance Rights (which consists of 1,500,000 Tranche 1 Performance Rights, 500,000 Tranche 2 Performance Rights, 1,750,000 Tranche 3 Performance Rights and 1,250,000 Tranche 4 Performance Rights) will be issued.
- (c) the terms and conditions of the Employee Performance Rights are set out in Schedule 2;
- (d) the Company engaged Nexia Perth Corporate Finance Pty Ltd to determine a value for the Employee Performance Rights an excerpt of which is set out in Schedule 3;
- (e) the Employee Performance Rights will be issued to the Employee no later than 3 months after the date of this Meeting;
- (f) the Employee Performance Rights will be issued for nil cash consideration, accordingly no funds will be raised;
- (g) the primary purpose of the issue of the Employee Performance Rights to the Employee is to provide a performance linked incentive component to their remuneration package to motivate and reward their performance in their respective role as Employee;
- (h) the Employee Performance rights are not being issued under an agreement; and
- (i) a voting exclusion statement is included in the Notice.

The Directors of the Company believe Resolution 6 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

4. Resolution 7 – Buy-Back of Acuity Shares

4.1 General

Resolution 7 seeks Shareholder approval for the buy-back of 21,000,000 fully paid ordinary Shares that were issued to Acuity Capital Investment Management Pty Ltd on 22 October 2019 (**Acuity Collateral Shares**) pursuant to s257D of the Corporations Act.

The Acuity Collateral Shares were issued to Acuity Capital Investment Management Pty Ltd (**Acuity Capital**) under the Controlled Placement Deed (as amended) that was entered into between the Company and Acuity Capital on or about 1 July 2019. The Acuity Collateral Shares were issued to Acuity Capital as security against the Company's obligations pursuant to the Controlled Placement Deed. The Company announced the Controlled Placement Deed to the market on 2 July 2019. This announcement included the details of the Controlled Placement Deed, including the issue of the Acuity Collateral Shares, as well as the potential buy back in the future of those same Acuity Collateral Shares (or equivalent shares) on expiration of the Controlled Placement Deed.

The Controlled Placement Deed expired on 30 June 2021 with a condition of the deed that upon expiration of the Controlled Placement Deed, the Company may exercise its right to purchase the Acuity Collateral Shares from Acuity for nil cash consideration.

The buy-back will be completed with no cash (or other) consideration payable to Acuity.

Subject to approval of shareholders of the Company pursuant to section 257A of the Corporations Act, Acuity agrees to transfer all of the Acuity Collateral Shares and the Company has agreed to receive all of the Acuity Collateral Shares.

On completion, the Acuity Collateral Shares will be cancelled pursuant to section 257H of the Corporations Act.

Terms of the Buy-back Agreement

The terms of the Buy-back Agreements are as follows:

- the Company shall buy-back the Acuity Collateral Shares for no consideration payable to Acuity; and
- the buy-back is subject to approval of shareholders at a general meeting of Company shareholder approval.

On completion, the Acuity Collateral Shares will be cancelled pursuant to section 257H of the Corporations Act.

Corporations Act requirements

Resolution 7 seeks Shareholder approval to enable the Company to buy-back and cancel the Acuity Collateral Shares. Section 257D of the Corporations Act provides that the rules relating to share buy-backs are designed to protect the interests of shareholders and creditors by:

- (a) addressing the risk of the transaction leading to the company's solvency;
- (b) seeking to ensure fairness between the shareholders of the company; and
- (c) requiring the Company to disclose all material information.

In particular, Section 257A of the Corporations Act provides that a company may buy back its own shares if:

- (a) the buy-back does not materially prejudice the company's ability to pay its creditors; and
- (b) the Company follows the procedures laid down in Division 2 of Part 2J.1 of the Corporations Act.

The procedures required differ for each type of buy-back. The buy-back proposed in Resolution 7 is classified as a selective buy-back. Pursuant to Section 257D(1) of the Corporations Act, a selective share buy-back must be approved by either:

- (a) a special resolution passed at a general meeting of the Company, with no votes being cast in favour of the resolution by any person whose Shares are to be bought back or by their Associates; or
- (b) a resolution agreed to, at a general meeting by all ordinary shareholders.

Pursuant to Section 257D(2) of the Corporations Act, the Company must include with the notice of meeting a statement setting out all information known to the Company that is material to the decision on how to vote on the resolution. However, the Company does not have to disclose information if it would be unreasonable to require the Company to do so because the Company had previously disclosed the information to shareholders.

Section 257H(3) of the Corporations Act provides that immediately after the registration of the transfer to a company of Shares bought back, the Shares are cancelled.

Details of the Buy-Back

ASIC Regulatory Guide 110 sets out what ASIC expects a company to provide when disclosing such information to shareholders with a notice of meeting. This information, as it relates to the buyback proposed in Resolution 7 is set out below:

- (a) the Company has 1,248,641,496 Shares on issue at the date of this Notice;
- (b) The number and percentage of Shares to be bought back are 21,000,000 Shares representing approximately 1.68% of the Shares on issue at the date of this Notice;
- (c) The terms of the buy-back are set out above;
- (d) There is no offer price for the buy-back as no Consideration will be payable by the Company for the Acuity Collateral Shares;
- (e) The reason for the buy-back is as a result of the terms of expiration and termination of the Controlled Placement Deed;
- (f) No Directors will participate in the buy-back;
- (g) There will be no financial effect of the buy-back on the Company or Acuity Capital;
- (h) The Directors believe the advantages and disadvantages of the buy-back are:

-Advantages:

1. The Company's share register is restored to the position prior to the issue of the Acuity Collateral Shares (i.e. this means that the total shares on issue will be reduced with no cost to shareholders or the Company);

2. Acuity Capital's shareholding is restored to the position prior to the issue of the Acuity Collateral Shares (i.e Acuity Capital will hold not shares in the Company); and
3. The Company will have discharged its obligations pursuant to the Controlled Placement Deed.

- Disadvantages: Nil.

The buy-back is not expected to have any effect on the control of the Company.

Resolution 7 is a special resolution and therefore requires approval of two-thirds of the votes cast by the Shareholders present and eligible to vote on poll (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative.)

4.2 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 7.

5. Resolution 8 – Re-election of Mr Dale Ginn

5.1 General

Resolution 8 seeks approval for election of Mr Dale Ginn as a Director.

Clauses 10.2(b) of the Constitution provides that the Directors may appoint a person to be a Director. Clause 10.3(j) provides that any Director so appointed holds office until the following annual general meeting and is then eligible for election.

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer. However, a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Mr Ginn having been appointed to fill a casual vacancy on 12 May 2021 will retire in accordance with clause 10.3(i) of the Constitution and being eligible seeks re-election.

5.2 Qualifications and other material directorships

Mr Dale Ginn was appointed by the Directors to the Board to fill a casual vacancy on 12 May 2021.

Mr Ginn is an experienced mining executive and geologist of over 30 years based in central Canada. He is the founder of numerous exploration and mining companies and has led and participated in a variety of gold and base metal discoveries, many of which have entered production. Mr Ginn has led or was part of the discovery teams for the Gladiator, Hinge, 007, 777, Trout Lake, Photo, Edleston and Tartan Lake deposits and received the Quebec Discovery of the Year Golden Hammer award in 2018 for the Gladiator high grade gold deposit. His contributions have led to approximately 10 million ounces in resource generation as well as over \$500 million in capital raised for exploration and development projects. His experience has included both senior and junior companies such as Goldcorp, Harmony Gold, Hudbay, Westmin, San Gold, Bonterra, Gatling Exploration and others. While specialising in complex, structurally controlled gold deposits, he also has extensive mine-operations, development and start-up experience. In addition to operations experience, Mr Ginn has most recently been extremely active as a partner with RSD Capital of Vancouver in founding and creating startup exploration companies such as Pacton Gold, and successful spinoffs like

Gatling Exploration. Dale is a registered professional Geologist (P.Ge.) in the provinces of Ontario and Manitoba.

5.3 Board recommendation

The Board considers that Mr Ginn, if re-elected is not classified as an independent director.

SCHEDULE 1– Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Acquisition Agreement has the meaning contained in Section 1.1.

Acuity has the meaning contained in Section 4.1.

Acuity Collateral Shares has the meaning contained in Section 4.1.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the Board of Directors.

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.

Consideration Shares has the meaning contained in Section 1.1.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Raiden Resources Limited (ACN 009 161 522).

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Employee has the meaning contained in Section 3.1.

Employee Performance Rights has the meaning contained in Section 3.1.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Pacton has the meaning contained in Section 1.1.

Pilbara Projects has the meaning contained in Section 1.1.

Proxy Form means the proxy form attached to the Notice.

Related Party Performance Rights has the meaning contained in Section 2.1.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

VWAP means volume weight average price.

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 2 – Performance Rights

1. Grant price

Each Performance Right will be granted by the Company for nil cash consideration.

2. Rights

- (a) The Performance Rights do not carry any voting rights in the Company.
- (b) The Performance Rights do not confer on the holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. Holders of Performance Rights do not have the right to attend general meetings of shareholders.
- (c) The Performance Rights do not entitle the holder to any dividends.
- (d) The Performance Rights do not confer any right to participate in the surplus profits or assets of the Company upon winding up of the Company.
- (e) The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (f) The Performance Rights do not confer the right to participate in new issues of securities such as entitlement issues or bonus issues. If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be issued on the exercise of a Performance Right will be increased by the number of Shares which the holder would have received if the Performance Right had been exercised before the record date for the bonus issue.
- (g) If at any time the issued capital of the Company is reorganised, the rights of the holder may change to comply with Listing Rule 6.16. Further, the Performance Rights are to be treated in the manner set out in Listing Rule 7.21 (assuming that the Listing Rules apply), being that the number of Performance Rights or the conversion ratio or both will be reorganised so that the holder of the Performance Rights will not receive a benefit that holders of ordinary shares do not receive and so that the holders of ordinary shares will not receive a benefit that the holder of the Performance Rights does not receive.
- (h) The Performance Rights give the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

3. Rights

- (a) A class of Performance Rights (**Class**) immediately vests and becomes exercisable by the holder into Shares (**Conversion Shares**) on a one for one basis upon and subject to the Company providing written notice (**Vesting Notice**) to the holder that the Company has satisfied the relevant condition (**Condition**) by the relevant expiry date (**Expiry Date**) set out below (on a post-Consolidation basis).

Class	Milestone	Expiry Date
Tranche 1	Tranche 1 The Company achieving a VWAP of at least \$0.055 over a period of 20 consecutive trading days (on which the entity's shares have actually traded) on or before the Expiry Date.	3 years from the date of grant
Tranche 2	Tranche 2 Achieving a minimum of 7,500 metre drilling, in aggregate (by the Company or its joint venture partners), across any of the projects the Company has an interest (being the Company's existing projects as at the date of issue of the Performance Rights and listed in Schedule 3) on or before the Expiry Date	3 years from the date of grant
Tranche 3	Tranche 3 The Company achieving: (a) a VWAP of at least \$0.075 over a period of 20 consecutive trading days (on which the entity's shares have actually traded) on or before Expiry Date; or (b) a market capitalisation of A\$100 million over a period of 20 consecutive trading days (on which the entity's shares have actually traded) on or before the Expiry Date.	3 years from the date of grant
Tranche 4	Tranche 4 The Company achieving: (a) a VWAP of at least \$0.10 over a period of 20 consecutive trading days (on which the entity's shares have actually traded) on or before Expiry Date; or (b) a market capitalisation of A\$150 million over a period of 20 consecutive trading days (on which the entity's shares have actually traded) on or before the Expiry Date.	3 years from the date of grant

- (b) In order to exercise a Class into Conversion Shares following receipt of a Vesting Notice, the holder must provide written notice (**Exercise Notice**) to the Company of its

election to exercise the Class into the Conversion Shares. The holder must pay \$0.001 upon exercise for each Performance Right (**Exercise Price**). A Class may only be exercised into Conversion Shares once.

- (c) Despite any other provision, the exercise of any Performance Rights is subject to the Company obtaining any required shareholder or regulatory approval for the purpose of issuing the Conversion Shares. If exercise of all or part of the Performance Rights would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (**Corporations Act**) then the exercise of each Performance Right that would cause the contravention will be deferred until such time or times that the exercise would not at a later date result in a contravention of section 606(1) of the Corporations Act. The holder must give prior written notice to the Company if it considers that the exercise of all or part of its Performance Rights may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Performance Rights under these terms will not result in any person being in contravention of section 606(1) of the Corporations Act.
- (d) Subject to sub-clause (c) above, the Company must issue Conversion Shares in the name of the holder (or its nominee) within 7 days of receiving a valid Exercise Notice and the Exercise Price.
- (e) Each Conversion Share will rank equally with a fully paid ordinary share in the capital of the Company.
- (f) The Performance Rights will not be quoted on any securities exchange and the Company will not make an application for quotation in respect of them. However, if the Company is listed on the ASX at the relevant time, the Company must apply for quotation of any Conversion Shares on the ASX in accordance with the Listing Rules, subject always to the requirements of the Listing Rules, including those relating to escrow and the cleansing requirements under the Corporations Act.

4. Expiry

Performance Rights which have not been validly exercised into Conversion Shares on or before the earlier of the relevant Expiry Date will automatically be deemed to be terminated and cancelled by the Company for nil cash consideration.

5. Transferability

The Performance Rights are not transferable.

6. Compliance with the law

- (a) Despite anything else contained in these terms, if the Corporations Act, Listing Rules or Constitution prohibits an act being done, that act must not be done.
- (b) Nothing contained in these terms prevents an act being done that the Corporations Act, Listing Rules or Constitution require to be done.
- (c) If the Corporations Act, Listing Rules or Constitution conflict with these terms, or these terms do not comply with the Corporations Act, Listing Rules or the Constitution, the holder authorises the Company to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms.
- (d) The terms of the Performance Rights may be amended as necessary by the directors of the Company in order to comply with the Listing Rules, or any directions of ASX regarding the terms.

7. Control Event

- (a) A change of control event (Control Event) occurs where:
 - (i) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional and the person making the takeover bid has a relevant interest in 50% or more of the Company's Shares;
 - (ii) the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
 - (iii) any person acquires a relevant interest in 50.1% or more of the Shares in the Company by any other means.
- (b) All the Performance Rights on issue (all Classes) shall automatically vest (without the need for any Vesting Notice) and become exercisable by the holder into Conversion Shares upon the occurrence of a Control Event. Following which, the holder can exercise the Class into a Conversion Share in accordance with clause 7(b).
- (c) The automatic conversion shall only occur if the relevant Control Event is triggered by a person who does not control the entity at the time the Performance Rights were issued. .

SCHEDULE 2- Valuation of Performance Rights

The Performance Rights to be issue to the Directors and the Employee pursuant to Resolution 2 to 6 Tranche 1, Tranche 3 and Tranche 4 have been valued by Nexia Perth Corporate Finance Pty Ltd using Hoadleys Hybrid ESO Model with the share price targets for each Tranche of the Performance Rights.

Tranche 2 have been valued by Nexia Perth Corporate Finance Pty Ltd using Hoadleys Hybrid ESO Model adjusted for a probability estimate of 30%.

Directors/Employee	Dusko Ljubojevic	Michael Davy	Dale Ginn	Martin Pawlitschek	Kyla Garic
Share price at valuation date	\$0.025	\$0.025	\$0.025	\$0.025	\$0.025
Exercise price	\$0.001	\$0.001	\$0.001	\$0.001	\$0.001
Expiry	3 years for all classes from grant date to expiry date	3 years for all classes from grant date to expiry date	3 years for all classes from grant date to expiry date	3 years for all classes from grant date to expiry date	3 years for all classes from grant date to expiry date
Expected volatility	119%	119%	119%	119%	119%
Risk Free Interest Rate	0.13% for all classes	0.13% for all classes	0.13% for all classes	0.13% for all classes	0.13% for all classes
Dividend yield	Nil	Nil	Nil	Nil	Nil
Value of Tranche 1 Performance Rights	\$0.0172 per instrument	\$0.0172 per instrument	\$0.0172 per instrument	\$0.0172 per instrument	\$0.0172 per instrument
Value of Tranche 2 Performance	\$0.0242 per instrument	\$0.0242 per instrument	\$0.0242 per instrument	\$0.0242 per instrument	\$0.0242 per instrument
Value of Tranche 3 Performance	\$0.0163 per instrument	\$0.0163 per instrument	\$0.0163 per instrument	\$0.0163 per instrument	\$0.0163 per instrument
Value of Tranche 4 Performance	\$0.0149 per instrument	\$0.0149 per instrument	\$0.0149 per instrument	\$0.0149 per instrument	\$0.0149 per instrument
Total value of each Director/Employee's Proposed Performance Rights to be issued pursuant to this Notice of Meeting	\$382,884	\$260,361	\$199,100	\$199,100	\$76,577

SCHEDULE 3- Tranche 2 Projects

#	Tenement reference and location
1.	Donje Nevlje (Serbia) 310-02-1547/2015-02
2.	Zapadni Majdanpek (Serbia) 310-02-1096/2016-02
3.	Pirot (Serbia) 310-02-1696/2016-02
4.	Pyramid (E47/4307)
5.	Pyramid (E47/4300)
6.	Soansville (E45/5713) NOTE: new application number E45/5903
7.	Eastern Creek (E46/1294)
8.	Mt Sholl (E47/4309)
9.	Mt Sholl (E47/3468)
10.	Myrnas Hill (E45/4907)
11.	Miralga Creek (E/4920)
12.	Surprise (E45/4803)
13.	North Shaw (E45/4988)
14.	Yandicoogina (E45/3571)
15.	Yandicoogina (E45/3474)
16.	Yandicoogina (M45/115)
17.	Yandicoogina (45/987)
18.	Boodalyerrie (E45/3586)
19.	Arrow (E47/3476)
20.	Arrow (E47/3478)
21.	Stara Planina (Serbia) – 310-02-495/2015-02
22.	Kalabak (Bulgaria) – Licence No. 405
23.	Zlatusha (Bulgaria) – Licence No. 486
24.	Vuzel (Bulgaria) – Licence No 522/13.12.2019
25.	Stanca and Tolisnica Project (Serbia) (ST Project) – Licence No 310-02-00496/2019-02 (Licence) and TS West application – (no number yet) (Application) ¹

¹ The Company has entered into an Option Agreement (as announced on 16 February 2021) to acquire 100% legal/beneficial interest in the Licence and Application. The ST Project consists of the Licence and Application which are currently in the approval process in the Serbian Ministry of Mining and Energy. The Licence and Application span across the ST Project.

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **3.00pm (WST) on Monday, 04 October 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/#/loginsah> 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:

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BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

PHONE: 1300 288 664 (Within Australia)
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