

Letter to Shareholders regarding Annual General Meeting

Barton Gold Holdings Limited (ASX: **BGD**) (**Barton** or the **Company**) will be holding its annual general meeting of shareholders at 10:00am (WST) on Friday 5 November 2021 (**Meeting**) at Quest West Perth, 54 Kings Park Road, West Perth WA 6005.

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021, the Company will not be sending hard copies of the Notice of Meeting to shareholders who have not previously opted in to receiving electronic copies. Instead, the Notice of Meeting can be viewed and downloaded from the website link:

<https://bartongold.com.au/investor/asx-announcements/>

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Automic Group Pty Ltd by:

post to: Automic
GPO Box 5193
Sydney NSW 2001

email to: meetings@automicgroup.com.au

fax to: +61 2 8583 3040

Proxy votes may also be lodged online using the following link:

<https://investor.automic.com.au/#/loginsah>

Your proxy voting instruction must be received by 10:00am (WST) on 3 November 2021, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic Group Pty Ltd on, 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

To comply with Federal and State government restrictions on social gatherings, the Company may need to admit a limited number of persons to the Meeting. There is a risk that shareholders intending to attend the physical Meeting may not be admitted, depending on the number of Shareholders who wish to physically attend the Meeting. Therefore, the Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting.

Authorised by the Board of Barton Gold Holdings Limited.

For further information, please contact:

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BARTON GOLD HOLDINGS LIMITED
ACN 633 442 618
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)
DATE: Friday, 5 November 2021
PLACE: Quest West Perth
54 Kings Park Road
West Perth WA 6005

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Shareholders are urged to attend the Meeting or vote by lodging the proxy form attached to the Notice.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 (08) 9322 1587 or via email at cosec@bartongold.com.au.

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at Quest West Perth, 54 Kings Park Road, West Perth, WA 6005 on 5 November 2021 at 10:00am (WST).

Your vote is important

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

For the purposes of regulation 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm WST on 3 November 2021.

Voting in person

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

Based on the best information available to the Board at the time of the Notice, the Board considers it will be in a position to hold an 'in-person' meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting, while complying with the COVID-19 restrictions regarding gatherings. The Company, however, strongly encourages Shareholders to submit proxies prior to the Meeting. If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by e-mail and the ASX announcements platform.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

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

- (a) each Shareholder entitled to attend and vote at the Meeting has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder 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 half of the votes.

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:

- (a) 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);
- (b) 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;
- (c) 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
- (d) 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:

- (a) 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;
- (b) the appointed proxy is not the chair of the meeting;

- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting; or
 - (ii) 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.

Chair's voting intentions

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1 and Resolution 7, even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

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

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution under section 224 of the Corporations Act, the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form for that Resolution.

Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at cosec@bartongold.com.au by Monday 1 November 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. 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).

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9322 1587.

BUSINESS OF THE MEETING

AGENDA

1. ANNUAL REPORT

To receive and consider the Annual Report of the Company and its controlled entities for the financial period ended 30 June 2021, which includes the Financial Report, the Directors' Report, and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum."

Note: a vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR MARK CONNELLY

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

"That, for the purpose of clause 3.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Mark Connelly, a Director who was appointed on 12 February 2021 retires and, being eligible, is elected as a Director, on the terms and conditions in the Explanatory Memorandum."

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR GRAHAM ARVIDSON

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

"That, for the purpose of clause 3.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Graham Arvidson, a Director who was appointed on 12 February 2021 retires and, being eligible, is elected as a Director, on the terms and conditions in the Explanatory Memorandum."

5. RESOLUTION 4 – ELECTION OF DIRECTOR – MR CHRISTIAN PAECH

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

"That, for the purpose of clause 3.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Christian Paech, a Director who was appointed on 12 February 2021 retires and, being eligible, is elected as a Director, on the terms and conditions in the Explanatory Memorandum."

6. RESOLUTION 5 – ELECTION OF DIRECTOR – MR RICHARD CROOKES

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

"That, for the purpose of clause 3.3 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Richard Crookes, a Director who was appointed on 12 February 2021 retires and, being eligible, is elected as a Director, on the terms and conditions in the Explanatory Memorandum."

7. RESOLUTION 6 – APPOINTMENT OF AUDITOR

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

"That, for the purposes of section 327B of the Corporations Act and for all other purposes, BDO Audit (WA) Pty Ltd, having been nominated and consented in writing to act in the capacity of auditor of the Company, be appointed as auditor of the Company with effect from the close of the Meeting, on the terms and conditions in the Explanatory Memorandum."

8. RESOLUTION 7 – APPROVAL OF POTENTIAL TERMINATION BENEFITS UNDER THE PLAN

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

"That, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Securities issued or to be issued under the Barton Gold Holdings Limited Incentive Option Plan, approval be given for all purposes including Part 2D.2 of the Corporations Act for the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office, on the terms and conditions in the Explanatory Memorandum."

9. RESOLUTION 8 – ISSUE OF OPTIONS TO DIRECTOR – MR ALEXANDER SCANLON

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

"That, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and all other purposes, Shareholders approve the issue of 1,280,000 Options to Mr Alexander Scanlon (or his nominees), 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 Resolution 8 by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or any of their respective associates. However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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 the directors given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

However, 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.

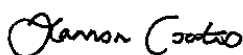
Further, in accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party. However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Dated: 6 October 2021
By order of the Board



Shannon Coates
Company Secretary

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

This Explanatory Memorandum should be read in conjunction with the Notice. Capitalised terms used in this Notice and Explanatory Memorandum are defined in the Glossary.

1. ANNUAL REPORT

In accordance with the Constitution and section 317 of the Corporations Act, the business of the Meeting will include receipt and consideration of the Annual Report of the Company, the Financial Report, the Directors' Report and the Auditor's Report.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.bartongold.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Chair will allow a reasonable opportunity for Shareholders as a whole to ask questions about, or make comments on, the Remuneration Report.

In accordance with Section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Company or the Directors. If Resolution 1 is not passed,

the Directors will not be required to alter any of the arrangements in the Remuneration Report.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the removal of the board as a whole, except the managing director (if any) if, at two consecutive annual general meetings, the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**).

The Company must put to Shareholders at the second of those annual general meetings a resolution on whether another meeting should be held (within 90 days) (**Spill Meeting**) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report. cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2022 annual general meeting, this may result in the re-election of the Board (except the managing director (if any)).

2.3 Additional information

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

3. RESOLUTIONS 2 - 5 – ELECTION OF DIRECTORS

3.1 General

Clause 3.3 of the Constitution allows the Directors to appoint at any time a person to be a Director at any time except during a general meeting and any Director so appointed automatically retires at the next annual general meeting and is eligible for election by that general meeting.

Listing Rule 14.4 provides that any Director so appointed must not hold office without re-election past the next annual general meeting.

Clause 3.8 of the Constitution provides that a Director who retires in accordance with Section 3.3 holds office until the conclusion of the Meeting unless the Director is re-elected at the Meeting.

Messrs Mark Connelly, Graham Arvidson, Christian Paech and Richard Crookes, having been appointed on 12 February 2021 retire at this Meeting and, being eligible, seek re-election.

3.2 Qualifications and other material directorships

The qualifications and experience of each of Messrs Mark Connelly, Graham Arvidson, Christian Paech and Richard Crookes are set out in Schedule 1 to this Notice.

The Company confirms that it took appropriate checks on the background and experience of candidates before their appointment to the Board.

3.3 Independence

If elected, the Board considers Messrs Mark Connelly, Graham Arvidson, Christian Paech and Richard Crookes to be independent directors. Messrs Mark Connelly, Graham Arvidson, Christian Paech and Richard Crookes are not considered by the Company to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, their respective ability to bring an independent judgement to bear on matters before the Board and to act in the best interests of the Company as a whole rather than the interests of an individual security holder or other party.

3.4 Board Recommendation

Refer to Schedule 1 for details regarding the Board's recommendations.

4. RESOLUTION 6 – APPOINTMENT OF AUDITOR

4.1 General

Resolution 6 seeks shareholder approval for the appointment of BDO Audit (WA) Pty Ltd as auditor of the Company.

Section 327A(2) of the Corporations Act provides that the initial appointment of an auditor of a public company holds office until the first annual general meeting of a company.

Section 327B(1) of the Corporations Act provides that a Company must appoint an auditor at its first annual general meeting. This is the first annual general meeting of the Company.

The Directors appointed BDO Audit (WA) Pty Ltd as the Company's auditor following registration of the Company.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for BDO Audit (WA) Pty Ltd to be appointed as the Company's auditor. A copy of this nomination is attached to this Notice at Schedule 2.

If Resolution 6 is passed, the appointment of BDO Audit (WA) Pty Ltd as the Company's auditor will take effect at the close of this Meeting.

4.2 Additional information

The Board recommends that Shareholders vote in favour of Resolution 6.

5. RESOLUTION 7 – APPROVAL OF POTENTIAL TERMINATION BENEFITS UNDER THE PLAN

5.1 General

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provides certain limitations on the payment of 'termination benefits' to officers of listed entities.

As is common with employee incentive schemes, the Plan provides the Board with the discretion to, amongst other things, determine that some or all of the securities granted to a participant under the Plan (**Plan Securities**) will not lapse in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. This 'accelerated vesting' of Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value

of such benefit, unless Shareholder approval is obtained. Accordingly, the Board has resolved to seek Shareholder approval for the granting of such termination benefits in accordance with Resolution 7.

If Resolution 7 is not passed, the Company will not be able to offer 'termination benefits' to persons who hold a 'managerial or executive office' pursuant to the terms of the Plan.

5.2 Part 2D.2 of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by Shareholders in accordance with section 200E of the Corporations Act.

Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum.

As noted above, under the terms of the Plan and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Plan Securities at the time of their leaving.

5.3 Valuation of the termination benefits

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and
- (b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

5.4 Listing Rule 10.19

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

5.5 Additional information

Resolution 7 is an ordinary resolution.

The Board declines to make a recommendation in relation to Resolution 7 due to their potential personal interests in the outcome of the Resolution.

6. RESOLUTION 8 – ISSUE OF OPTIONS TO DIRECTOR – MR ALEXANDER SCANLON

6.1 General

The Board has agreed, subject to obtaining Shareholder approval, to issue up to a maximum of 1,280,000 zero exercise price Options to the Company's Chief Executive Officer and Managing Director, Mr Alexander Scanlon (or his nominees) pursuant to the Plan (**Director Options**). The Options are exercisable at \$0.00 each and expire on 30 June 2026.

The Director Options will be issued in four tranches, each subject to the achievement of certain performance milestones as set out in Schedule 4.

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue of the Director Options seeks to align the efforts of Mr Scanlon in seeking to achieve growth of the Share price and in the creation of Shareholder value. The Board considers that the proposed issue of the Director Options will provide a means to further motivate and reward Mr Scanlon for achieving specified performance milestones within a specified performance period. The Board considers the granting of the Director Options is aligned with the interests of Shareholders and is a cost-effective means to appropriately incentivise Mr Scanlon to effectively pursue the Company's strategic goals and targets.

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 10.14 and section 195(4) of the Corporations Act for the issue of the Director Options to Mr Scanlon (or his nominees) under the Plan.

6.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions set out in section 210 to 216 of the Corporations Act; or
- (b) prior Shareholder approval is obtained to the giving of the financial benefit in accordance with sections 217 to 227 of the Corporations Act.

Mr Scanlon is a related party of the Company by virtue of being a Director of the Company. Accordingly, the proposed issue of the Director Options constitutes the giving of a financial benefit to a related party of the Company.

Based on benchmarking and incentive structure review work undertaken at the request of the Company's Nomination and Remuneration Committee in 2021 by independent remuneration adviser "The Reward Practice", the Board (other than Mr Scanlon who has a personal interest in the outcome of this Resolution), considers that the grant of the Director Options falls within the exception under section 211 of the Corporations Act (reasonable remuneration). Accordingly, the Board (other than Mr Scanlon who has a personal interest in the outcome of this Resolution), considers that Shareholder approval under section 208 of the Corporations Act is not required.

6.3 Listing Rule 10.14

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme without the approval of its Shareholders:

- (a) a director of the Company (Listing Rule 10.14.1);
- (b) an associate of a person referred to in Listing Rule 10.14.1 (Listing Rule 10.14.2); and
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3).

Mr Scanlon falls into the category stipulated by Listing Rule 10.14.1 by virtue of being a Director of the Company. Accordingly, the Company is seeking Shareholder approval for the issue of the Director Options.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Options as approval is being obtained under Listing Rule 10.14. Accordingly, the issue of the Director Options to Mr Scanlon (or his nominees) will not be included in the Company's 15% annual placement capacity in Listing Rule 7.1 or the maximum permitted number of Equity Securities issued under Listing Rule 7.2, exception 13(b).

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Director Options to Mr Scanlon (or his nominees).

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Director Options to Mr Scanlon (or his nominees) and the Company will need to consider alternate arrangements, which may include a cash payment made in accordance with the Company's ordinary remuneration process.

6.4 Information requirements for ASX Listing Rule 10.15

In accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Director Options:

- (a) The Director Options will be issued under the Plan to Mr Scanlon (or his nominees).
- (b) Mr Scanlon falls into the category stipulated by Listing Rule 10.14.1 by virtue of being a Director of the Company.
- (c) The total number of Director Options proposed to be issued to Mr Scanlon (or his nominees) is 1,280,000.

- (d) Mr Scanlon's current total annual remuneration package at the date of this Notice is as follows:

Total fixed remuneration (ie, annual base salary plus superannuation) (TFR)	Short term incentive	Long term incentive
\$320,000	A cash incentive of up to 40% of Mr Scanlon's TFR (subject to achievement of agreed key performance indicators).	A performance based equity incentive of up to 100% of Mr Scanlon's TFR.

Note: In accordance with section 608 of the Corporations Act, Mr Scanlon is considered to have a relevant interest in 43,611,459 Shares and 3,000,000 Options exercisable at \$0.375 each and expiring 15 March 2025. The Shares are held by Gocta Holdings Pty Ltd, an entity of which Mr Scanlon is a director and a manager of Gocta Management LLC, the corporate trustee of a trust which owns Gocta Holdings Pty Ltd. Mr Scanlon is an eligible beneficiary of that trust.

- (e) A total of 6,500,000 Options exercisable at \$0.375 each and expiring 15 March 2025 have been issued under the Plan to date. Of this, 3,000,000 Options were issued to Mr Scanlon's spouse (as his nominee) under the Plan on 15 March 2021, for nil cash consideration.
- (f) The Director Options will be issued on the terms and conditions in Schedule 4.
- (g) The Board considers that Options, rather than Shares, are an appropriate form of incentive on the basis that:
- (i) the Director Options retain and reward Mr Scanlon for the achievement of non-financial, long-term business objectives;
 - (ii) Shareholders can readily ascertain and understand the performance milestones which are required to be satisfied for the Director Options to vest and the number of Shares to which they relate (i.e. each Director Option is a right to be issued one Share or, at the Board's election, an equivalent cash payment, upon the satisfaction of the relevant performance milestones);
 - (iii) Mr Scanlon will only obtain the value of the Director Options and exercise the Director Options into Shares (or an equivalent cash payment in the Board's discretion) upon satisfaction of the relevant performance milestones; and
 - (iv) Options are simple to understand (i.e. each Director Option is a right to one Share or an equivalent cash payment in the Board's discretion), likely to be highly valued by executives (and therefore retentive and incentivising) and are designed to attract, retain and reward quality executives for successfully delivering long objectives of the Company.
- (h) Using a Black Scholes options valuation model for options without market-based vesting conditions (Tranches 1, 3 and 4) and a hybrid employee share option valuation model (Monte Carlo) for options with market-based vesting conditions (Tranche 2), the Company's valuation of the Director Options is in Schedule 5.

- (i) The Director Options will be issued to Mr Scanlon (or his nominees) as soon as practicable following the Meeting, but no later than 3 years after the date of the Meeting.
- (j) The Director Options will be issued for nil cash consideration and will be provided as an incentive component to Mr Scanlon's remuneration package.
- (k) A summary of the material terms of the Plan is in Schedule 3.
- (l) No loan will be made to Mr Scanlon (or his nominees) in respect to the issue of the Director Options.
- (m) Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (n) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- (o) A voting exclusion statements is included in the Notice.

6.5 Board recommendation

The Board (other than Mr Scanlon who has a personal interest in the outcome of this Resolution) have considered the ASX Corporate Governance Council's "Principles of Good Corporate Governance and Best Practice Recommendations" (**Recommendations**) and believe that the grant of the Director Options is in line with Recommendation 8.2 of the Recommendations.

The Board (other than Mr Scanlon who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of this Resolution.

GLOSSARY

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

\$ means Australian Dollars.

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

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2021.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the ASX Listing Rules.

Board means the board of Directors.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Company means Barton Gold Holdings Limited (ACN 633 442 618).

Constitution means the existing constitution of the Company dated 17 December 2020.

Corporations Act means the *Corporations Act 2001* (Cth), as amended.

Director means a director of the Company.

Director Options means the 1,280,000 Options to be issued to Mr Alexander Scanlon (or his nominees), the subject of Resolution 8.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Meeting has the meaning given in the introductory paragraph of the "Important Information" Section of the Notice.

Notice means this notice of general meeting incorporating the Explanatory Statement.

Peer Group: means a Board approved peer group;

Plan means the Company's incentive option plan, a summary of which is provided in Schedule 3.

Plan Securities has the meaning in Section 5.1.

Proxy Form means the proxy form attached to the Notice.

Recommendations means the ASX Corporate Governance Council's "Principles of Good Corporate Governance and Best Practice Recommendations".

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution referred to in the Notice.

Section means a section of the Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Spill Meeting has the meaning in Section 2.2.

Strike has the meaning in Section 2.2.

WST means western standard time being the time in Perth, Western Australia.

SCHEDULE 1 – QUALIFICATIONS AND EXPERIENCE OF DIRECTORS & BOARD RECOMMENDATIONS

Mr Mark Connelly

Mr Connelly has more than 30 years' experience in the natural resources sector. This has included senior management roles with Newmont Mining, Inmet Mining and Endeavour Mining. He was the Managing Director of ASX-listed Papillon Resources prior to its 2014 US\$570m merger with B2Gold. Prior to this he was also responsible for the 2011 US\$590m merger of Adamus Resources and Endeavour Mining.

Mr Connelly is a Member of the Australian Institute of Company Directors (AICD), the Australian Institute of Management (AIMM) and the Society of Mining Metallurgy and Exploration (SME).

Mr Connelly is currently non-executive Chair of ASX listed Chesser Resources Limited, Calidus Resources Limited and TSX listed BeMetals Corp. He is also non-executive director of ASX listed Oklo Resources Limited.

Except as set out above, Mr Connelly does not currently hold any other material directorships.

Board recommendation:

On the basis of Mr Connelly's skills, qualifications and experience and his contributions to the Board's activities, the Board (other than Mr Connelly) recommends Shareholders vote in favour of the re-election of Mr Connelly.

Mr Graham Arvidson

Mr Arvidson is a mechanical engineer with more than 15 years' industry experience in key leadership roles including project studies, design, construction, commissioning and operations management. He is the General Manager of Operations and Maintenance for Primero Group Ltd and specialises in project development, operational turnarounds, and optimisation of mineral processing operations with complex metallurgy.

Mr Arvidson is a graduate of University of Alberta (BSc Mechanical Engineering) and Curtin University (MBA and MSc Mineral Economics), a CPEng, CPMet, a graduate of the AICD's Company Directors course, and is a longstanding member of AusIMM.

Mr Arvidson does not currently hold any other material directorships.

Board recommendation:

On the basis of Mr Arvidson's skills, qualifications and experience and his contributions to the Board's activities, the Board (other than Mr Arvidson) recommends Shareholders vote in favour of the re-election of Mr Arvidson.

Mr Christian Paech

Mr Paech is a lawyer with more than 25 years' experience including senior roles with ASX-listed Santos Ltd as General Counsel (2010-19) and Company Secretary (2017-19) where he was a key advisor to the Board on matters including M&A, litigation, risk management and ASX disclosure obligations. He was previously a Partner at Piper Alderman and a lawyer with Herbert Smith Freehills and Ashurst.

Mr Paech is a graduate of the University of Adelaide (BCom Accounting and Bachelor of Laws (Honours)) and is a member and graduate of the Australian Institute of Company Directors (AICD).

Mr Paech does not currently hold any other material directorships.

Board recommendation:

On the basis of Mr Paech's skills, qualifications and experience and his contributions to the Board's activities, the Board (other than Mr Paech) recommends Shareholders vote in favour of the re-election of Mr Paech.

Mr Richard Crookes

Mr Crookes is a geologist with more than 30 years' experience in global resources development, operations, financing and investment. He is the Managing Partner of Lionhead Resources and was previously Chief Geologist and Mining Manager of Ernest Henry Mining (now Glencore), Executive Director of Macquarie Bank's Metals Energy Capital (MEC) Division, and a founding Investment Committee member and Investment Director of EMR Capital.

Mr Crookes is a fellow of FINSIA, graduate of the University of Plymouth (BSc Geology), holds a Diploma of Applied Finance, and is a member of the Australasian Institute of Mining and Metallurgy (AusIMM) and the Australian Institute of Company Directors (AICD).

Mr Crookes is currently executive director of ASX listed Lithium Power International Limited and non-executive Chair of ASX listed Highfield Resources Limited and Black Rock Mining Limited.

Except as set out above, Mr Crookes does not currently hold any other material directorships.

Board recommendation:

On the basis of Mr Crookes' skills, qualifications and experience and his contributions to the Board's activities, the Board (other than Mr Crookes) recommends Shareholders vote in favour of the re-election of Mr Crookes.

SCHEDULE 2 – AUDITOR NOMINATION

1 September 2021

The Directors
Barton Gold Holdings Limited
Suite 5, 62 Ord Street
WEST PERTH WA 6005

Dear Directors

Auditor Nomination

I, Alexander Scanlon, on behalf of Gocta Holdings Pty Ltd, being a shareholder of Barton Gold Holdings Limited (**Company**), nominate BDO Audit (WA) Pty Ltd in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**), to be appointed as the Company's auditor.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Yours faithfully



Alexander Scanlon
Director
Gocta Holdings Pty Ltd

SCHEDULE 3 – SUMMARY OF PLAN

A summary of the terms of the Company's Incentive Options Plan (**IOP** or **Plan**) is set out below. The full terms of the Plan may be inspected at the registered office of the Company during normal business hours.

- (a) **(Terms of Options)**: Each Option will entitle the holder to be issued or transferred one Share or, if permitted by an Invitation, a number of Shares determined by the provisions of the Cashless Exercise Facility, or at the discretion of the Board, to be paid a Cash Payment in lieu of the issue or transfer of one Share) subject to any adjustment in accordance with this Plan.
- (b) **(Eligible Participant)**: Eligible Participant means:
 - (i) a Director (whether executive or non-executive) of any Group Company;
 - (ii) a full or part time employee of any Group Company;
 - (iii) a casual employee or contractor of a Group Company (but, if the Class Order is being relied on, only to the extent permitted by the Class Order); or
 - (iv) a prospective participant, being a person to whom the Invitation is made but who can only accept the Invitation if an arrangement has been entered into that will result in the person becoming an Eligible Participant under Rules (a), (b) or (c) above,who is declared by the Board to be eligible to receive grants of Options under the Plan.
- (c) **(Purpose)**: The purpose of the Plan is to:
 - (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to performance and the creation of Shareholder value;
 - (iii) align the interests of Eligible Participants more closely with the interests of Shareholders by providing an opportunity for Eligible Participants or their nominees to receive Options with the intention that such Options (and Shares acquired on exercise be held for the long term;
 - (iv) provide Eligible Participants with the opportunity to share in any future growth in value of the Company; and
 - (v) provide greater incentive for Eligible Participants to focus on the Company's longer term goals.
- (d) **(Plan administration)**: The Plan will be administered by the Board, which has the power to determine appropriate procedures for administration of the Plan consistent with the Plan. The Board has absolute and unfettered discretion to act, or refrain from acting, under or in connection with the Plan or any Options under the Plan and in the exercise of any power or discretion under the Plan. The Board may delegate to any one or more persons the exercise of an of its powers or discretions arising under the Plan.
- (e) **(Eligibility, invitation and application)**: The Board may, from time to time, in its discretion, make a written invitation (which may be made by email) to any Eligible Participant (including an Eligible Participant who has previously received an Invitation) to apply for Options, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines (**Invitation**). Nothing in the Plan obliges the Company at any time to make an Invitation, or further Invitation, to any Eligible Participant.

On receipt of an Invitation, an Eligible Participant may accept the Invitation in whole or in part, and apply for the Options the subject of the Invitation by sending a completed application form to the Company. The Board may accept or reject an application from an Eligible Participant in its discretion.

Upon receipt of an Invitation, an Eligible Participant may, by notice in writing to the Board, nominate a related party nominee in whose favour the Eligible Participant wishes to renounce the Invitation (**Nominee**). The Board may, in its discretion, resolve not to allow a renunciation of an Invitation in favour of a Nominee without giving any reason for that decision.

- (f) **(Issue of Options)**: The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Options, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (g) **(Restrictions on Transfers, Dealings and Hedging)**: A Participant may not dispose of any Option issued under the Plan except in special circumstances with the consent of the Board (which may be withheld in its discretion) (**Special Circumstances**) or by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy. A Participant must not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to, their Options.
- (h) **(Restriction Periods)**: A Share acquired on exercise of an Option may be subject to a restriction period where the Board may, in its discretion, determine at any time up until an Option is exercised, that a restriction period will apply to some or all of the Shares issued or transferred to a Participant on exercise of the Option (**Restricted Shares**), up to a maximum of fifteen (15) years from the acquisition date of the Option (**Restriction Period**). Where the Company is listed on the ASX, Shares are deemed to be subject to a Restriction Period to the extent necessary to comply with any escrow restrictions imposed by the ASX Listing Rules.

A Participant must not Dispose of or otherwise deal with any Shares issued to them under the Plan while they are Restricted Shares.

"Dispose" means, in relation to a Share or Option:

- (i) sell, assign, buy-back, redeem, transfer, convey, grant an option over, grant or allow a Security Interest over;
 - (ii) enter into any swap arrangement, any derivative arrangements or other similar arrangement; or
 - (iii) otherwise directly or indirectly dispose of a legal, beneficial or economic interest in the Share or Option.
- (i) **(Vesting Conditions)**: An Option issued under the Plan will not vest and be exercisable unless the vesting conditions (if any) attaching to that Option have been satisfied, as determined by the Board acting reasonably, and the Board has notified the Participant of that fact. If an Option is not issued subject to any Vesting Conditions, that Option is immediately exercisable. Any vesting conditions applicable to the grant of Options will be described in the invitation. The Board must notify a Participant in writing within 10 business days of becoming aware that any vesting condition attaching to an Option has been satisfied. For the avoidance of doubt, if the vesting conditions relevant to an Option are not satisfied and/or otherwise waived by the Board, that Option will lapse.
 - (j) **(Exercise of Options)**: A Participant (or their personal legal representative where applicable) may exercise a vested Option at any time after the Option has vested, but before the Option lapses, by providing the Company with the

certificate for the Options, a notice of exercise, and (unless the Board approves the use of the Cashless Exercise Facility, or determines in its discretion to utilise the Cash Payment Facility) cash payment to the Company equivalent to the exercise price multiplied by the number of Options being exercised.

- (k) **(Cashless Exercise Facility):** Except as otherwise provided for by an Invitation, if a Participant wishes to exercise some or all of their vested Options, it may, subject to Board approval, elect to pay the Option exercise price by using the cashless exercise facility (**Cashless Exercise Facility**). The Cashless Exercise Facility allows a Participant to set-off the Option Exercise Price against the number of Shares which the Participant is entitled to receive upon exercise of the Participant's Options. Where the Cashless Exercise Facility is utilised, the Participant will receive that number of Shares equivalent in value to the Market Value of the Shares to be issued on exercise of the Options less the cost of exercising such Options.

"Market Value", in respect of a Share means the volume weighted average market price for a Share traded on the ASX during the 7 day period up to and including the day on which the Market Value is to be determined.

- (l) **(Cash Payment Facility):** Subject to the Corporations Act, the ASX Listing Rules (if applicable), the Plan and the terms of any Invitation, where all vesting conditions in respect of an Option have been satisfied or waived and the Invitation for that Option provided for a Cash Payment alternative, the Board may, in its discretion, within 10 Business Days of receipt of a valid notice of exercise for the vested Option, in lieu of issuing or transferring a Share to the Participant on exercise of the Option, pay the Participant or his or her personal representative (as the case may be) a Cash Payment for the Option exercised (which will be nil if the Cash Payment is a negative amount) (**Cash Payment Facility**).

A vested Option automatically lapses upon payment of a Cash Payment in respect of the vested Option.

- (m) **(Issue / Transfer of Shares on exercise of Option):** Within 10 business days after the valid exercise of an Option by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Options held by that Participant.
- (n) **(Blackout Period, Takeover Restrictions and Insider Trading):** If the issue or transfer of Shares on the exercise of an Option would otherwise fall within a period when the Participant is prohibited from trading in the Company's securities by the Company's written policies (**Blackout Period**), or breach the insider trading or takeover provisions of the Corporations Act, the Company may delay the issue of the Shares until 10 Business Days following the expiration, as applicable, of the Blackout Period or the day on which the insider trading or takeover provisions no longer prevent the issue or transfer of the Shares.
- (o) **(Lapse of Options):** Except as otherwise provided for in an Invitation, an Option will lapse upon the earlier to occur of:
- (i) the Board, in its discretion, resolving an Option lapses as a result of an unauthorised Disposal of, or hedging of, the Option;
 - (ii) a Vesting Condition in relation to the Option is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board acting reasonably, unless the Board exercises its discretion to waive the vesting condition and vest the Option, or allow the unvested Option to continue;

- (iii) in respect of an unvested Option, a person ceases to be an Eligible Participant, unless the Board:
 - (A) exercises its discretion to waive any vesting conditions that apply to the Option; or
 - (B) in its discretion, resolves to allow the unvested Options to remain subject to any vesting conditions after the person ceases to be an Eligible Participant (which resolution may be made before or after the person ceases to be an Eligible Participant);
- (iv) in respect of a vested Option:
 - (A) a person ceases to be an Eligible Participant and the Board, in its discretion, resolves the Option must be exercised within one (1) month (or such later date as the Board determines) of the date the person ceases to be an Eligible Participant and the Option is not exercised within that period and the Board resolves, at its discretion, that the Option lapses as a result; or
 - (B) upon payment of a Cash Payment in respect of the vested Option;
- (v) the Board deems that an Option lapses under pursuant to fraud or related matters by an Eligible Participant;
- (vi) in respect of an unvested Option, a winding up resolution or order is made in respect of the Company, and the Option does not vest in accordance with exceptions to the vesting conditions; and
- (vii) the date of expiry of the Option.
- (p) **(Fraud and Related Matters):** Where the Board determines that a Participant has acted fraudulently, dishonestly, negligently, or in contravention of a Group policy, or has wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested, or vested but unexercised, Options held by that Participant to have lapsed.
- (q) **(Change of control):** If a company (**Acquiring Company**) obtains control of the Company and both the Company, the Acquiring Company and the Participant agree, a Participant may, in respect of any vested Options that are exercised, be provided with shares of the Acquiring Company, or its parent, in lieu of Shares, on substantially the same terms and subject to substantially the same conditions as the Shares, but with appropriate adjustments to the number and kind of shares subject to the Options.
- (r) **(Rights attaching to Plan Shares):** A Participant will, from and including the issue date of Shares under this Plan, be the legal owner of the Shares issued in respect of them and will be entitled to dividends and to exercise voting rights attached to the Shares. Subject to the terms of the Plan, all Shares issued under the Plan will rank equally in all respects with the Shares of the same class for the time being on issue except as regards any rights attaching to such Shares by reference to a record date prior to the date of their issue.
- (s) **(Adjustment of Options):** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules (if applicable) at the time of the reorganisation. Whenever the exercise price of an Option or the number of Shares to be issued on the exercise of an Option is adjusted pursuant to the Plan rules, the Company will give notice of the adjustment to the Participant together with calculations on which the adjustment is based.
- (t) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and Participants will not be entitled to participate in

new issues of capital offered to Shareholders during the currency of the Options without exercising the Options except to the extent an Invitation otherwise provides subject to, where the Company is listed on the ASX, the ASX Listing Rules.

- (u) **(Amendment of Plan):** Subject to the Plan rules, the Corporations Act and the ASX Listing Rules (if applicable) the Board may, at any time, by resolution amend or add to all or any of the provisions of the Plan, an Invitation or the terms or conditions of any Option issued under the Plan, and any amendment may be given such retrospective effect as is specified in the written instrument or resolution by which the amendment is made.

No adjustment or variation of the terms of an Option will be made by the Board without the consent of the Participant who holds the relevant Option if such adjustment or variation would have a materially prejudicial effect upon the Participant (in respect of his or her outstanding Options), other than an adjustment or variation introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (v) **(Plan duration):** The Plan continues in operation until terminated by the Board. The Board may terminate the Plan at any time by resolution. Termination shall not affect the rights or obligations of a Participant or the Company which have arisen under the Plan before the date of termination and the provisions of the Plan relating to a Participant's Options shall survive termination of the Plan until fully satisfied and discharged.

For the purposes of Listing Rule 7.2 Exception 13, for the three year period post-listing the Company proposes to issue a maximum of 26.3 million Options under the Plan (equating to approximately 15% of the post-listing Share capital of the Company).

SCHEDULE 4 – SUMMARY OF TERMS AND CONDITIONS OF DIRECTOR OPTIONS

1. Plan

- (a) The Director Options will be issued for nil cash consideration pursuant to and in accordance with the Plan, as summarised in Schedule 3.
- (b) In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.

2. General

The Director Options:

- (a) are not transferable (and consequently will not be quoted on ASX or any other exchange);
- (b) do not confer any right to vote, except as otherwise required by law;
- (c) do not confer any right to vote, except as otherwise required by law;
- (d) do not confer any entitlement to a dividend, whether fixed or at the discretion of the Directors
- (e) do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
- (f) do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
- (g) do not confer any right to participate in the surplus profit or assets of the Company upon a winding up; and
- (h) do not confer any right to participate in new issues of securities such as bonus issues or entitlement issues,

unless and until the applicable performance milestone is achieved and the Director Option is converted into a Share.

3. Entitlement

Each Director Option, once vested, entitles the holder, on conversion, to the issue of one fully paid ordinary share in the capital of the Company.

4. Vesting

On achievement of a performance milestone, the applicable Director Options will vest and become capable of exercise.

5. Exercise price

No amount is payable to exercise a vested Director Option.

6. Change of Control

In the event of a change of control, the holder shall be entitled to retain all vested Director Options.

Any unvested Director Options will automatically accelerate and vest in full upon the change of control and he shall be entitled to retain the same.

7. Reorganisation of Capital

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of the holder of the Director Options will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

8. Adjustment for Bonus Issue

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of the Director Options is entitled, upon exercise of the Director Options, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Director Options are exercised.

9. Expiry

The Director Options will expire at 5:00pm (WST) on 30 June 2026.

10. Milestones

The Director Options will be issued in four tranches, each subject to the achievement of certain performance milestones as set out below. The Board reserves the right (in its absolute discretion) to determine whether a performance milestones have been met at the end of the performance period.

Tranche 1: 25% (320,000) of the Director Options to vest if before 30 June 2024 the Company establishes a JORC 2012 compliant Mineral Resource of at least 2Moz of gold.

This performance milestone has been chosen as it is aligned with the Company's strategic intent to materially increase its current Mineral Resource base through successful exploration activities. The Board maintains discretion to increase the 2Moz target to take into account any additional Mineral Resource obtained as a result of mergers or acquisitions by the Company during the performance period.

Tranche 2: 25% (320,000) of the Director Options to vest based on the Company's total shareholder return (**TSR**) for the Company from 1 July 2021 to 30 June 2024 relative to the TSR of each of the companies in a Board approved Peer Group over the same period, where a performance ranking in the 3rd or 4th quartile of the Peer Group results in no award and award for a performance ranking in the upper half of the Peer Group is on a sliding scale from 50% at the lowest position in the 2nd quartile to 100% for any position in the top quartile. TSR measures the return received by shareholders from holding ordinary shares in the Company (Shares) over the relevant performance period, as follows:

$$\text{TSR} = ((B-A) + C) / A$$

Where:

A = \$0.25

B = the Market Value of the Shares at the end of the performance period

C = the aggregate dividend amount per Share paid during the Performance Period

Market Value is calculated as the 20-day volume weighted average market price of the Shares ending on the last day of the performance period, as applicable.

This performance milestone has been chosen as a means to reward Mr Scanlon when the Company's returns to shareholders have outperformed a majority of its peers.

Tranche 3: 25% (320,000) of the Director Options to vest if:

- (a) the ratio of the Company's exploration/evaluation expenditure to overhead/general and administration expenditure is more than 200% in each of the financial years ending 30 June 2022, 2023 and 2024 as determined by the Board;
- (b) the Company does not raise capital before 30 June 2023 unless such capital raising has been determined by the Board as necessary to pursue additional exploration opportunities uncovered by the Company's initial exploration work program as disclosed in its IPO Prospectus; and
- (c) the Company's cash balance at the end of the financial years ending 30 June 2022, 2023 and 2024 is greater than 90% of the applicable annual Board approved budget for the applicable financial year.

This performance milestone has been chosen to incentivise Mr Scanlon to spend capital as efficiently as possible and maximise the proportion of capital spent on exploration activities aimed at building the Company's resource base. Company expenditure will be designated into the categories of either exploration/evaluation or corporate overhead/general and administration expenses by the Board at the outset of the performance period. As this measure is designed to incentivise Mr Scanlon to optimise capital expenditure, the Board reserves the right (in its absolute discretion) to waive or adjust these vesting conditions to account for any one-off, unusual or unforeseen events to ensure that capital allocation decisions that optimise project efficiency are rewarded.

Tranche 4: 25% (320,000) of the Director Options to vest if by 30 June 2024, the Company completes a pre-feasibility study (as defined by JORC 2012) on a defined project that supports the Company commissioning a feasibility study, as determined by the Board. The Board reserves the right (in its absolute discretion) to decide to vest up to 50% of these Director Options if and to the extent the following key milestones in relation to a project are achieved before 30 June 2024 being completion of desktop conceptual studies, scoping study, social and environmental impact studies and if necessary a public environment report.

This performance milestone has been chosen in order to drive the evaluation of the Company's resources in a timely manner so that a path to monetisation can be identified as soon as possible.

On achievement of a performance milestone, the applicable Options will vest and become capable of exercise into one Share each (or an equivalent cash payment in the discretion of the Board) subject to any adjustment in accordance with the Plan. No amount is payable to exercise a vested Option.

SCHEDULE 5 – VALUATION OF DIRECTOR OPTIONS

Valuation Methodology

The Company commissioned the preparation of an independent valuation of the Director Options from BDO Corporate Finance (WA) Pty Ltd. The value of the Director Options was determined according to AASB 2: *Share Based Payments* at a deemed grant date of 7 September 2021.

The performance milestones for the Tranche 1, 3 and 4 Director Options are based on non-market vesting conditions and were valued using the Share price at the grant date, being \$0.18 as at 7 September 2021, adjusted for the estimated probabilities of achieving performance milestones 1, 3 and 4.

The performance milestones for the Tranche 2 Director Options are based on market vesting conditions. The Tranche 2 Director Options were valued using a Monte Carlo valuation model which uses a correlated simulation that simultaneously calculates the returns from the Company's and the individual peer group companies' TSR on a risk neutral basis as at the vesting date with regards to the measurement period.

Key Assumptions and Valuation

Item	Tranche 1	Tranche 2	Tranche 3	Tranche 4
Valuation date	7 Sept 2021	7 Sept 2021	7 Sept 2021	7 Sept 2021
Share price at valuation date	\$0.18	\$0.18	\$0.18	\$0.18
Commencement of measurement period	1 July 2021	1 July 2021	1 July 2021	1 July 2021
Performance measurement date	30 June 2024	30 June 2024	30 June 2024	30 June 2024
Performance period (years)	3.00	3.00	3.00	3.00
Remaining performance period (years)	2.81	2.81	2.81	2.81
Expiry date	30 June 2026	30 June 2026	30 June 2026	30 June 2026
Life of the Rights (years)	5.00	5.00	5.00	5.00
Remaining life of Options (years)	4.81	4.81	4.81	4.81
Risk-free interest rate	0.185%	0.185%	0.185%	0.185%
Expected dividend yield	Nil	Nil	Nil	Nil
Volatility	85%	85%	85%	85%

Dividend yield	Nil	Nil	Nil	Nil
Number of Options	320,000	320,000	320,000	320,000
Valuation per Option	\$0.18	\$0.135	\$0.18	\$0.18
Valuation per Tranche	\$57,600	\$43,200	\$57,600	\$57,600

Any change in the variables applied in the calculations between the date of the valuation and the date the Director Options are issued will have an impact on their value.

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 **10.00am (WST) on Wednesday, 3 November 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:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

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

AUTOMIC

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 8 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Resolutions		For	Against	Abstain
1.	Adoption of Remuneration Report	☐	☐	☐
2.	Election of Director – Mr Mark Connelly	☐	☐	☐
3.	Election of Director – Mr Graham Arvidson	☐	☐	☐
4.	Election of Director – Mr Christian Paech	☐	☐	☐
5.	Election of Director – Mr Richard Crookes	☐	☐	☐
6.	Appointment of Auditor	☐	☐	☐
7.	Approval of potential termination benefits under the plan	☐	☐	☐
8.	Issue of Options to Director – Mr Alexander Scanlon	☐	☐	☐

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

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone		Date (DD/MM/YY)
		/

BGD