



Tyranna Resources Limited
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NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at Pathways Corporate Boardroom, Level 3, 101 St Georges Terrace, Perth, Western Australia on Monday, 29 November 2021 at 11:00am (WST).

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.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 6558 0886

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

TYRANNA RESOURCES LIMITED

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Tyranna Resources Limited (**Company**) will be held at Pathways Corporate Boardroom, Level 3, 101 St Georges Terrace, Perth, Western Australia on Monday, 29 November 2021 at 11:00am (WST) (**Meeting**).

Due to the public health measures mandated by various regulatory authorities as means of combating the ongoing Covid-19 pandemic, for the health and safety of all Shareholders and Company officers, Tyranna Resources Limited encourages shareholders to vote by proxy, rather than attending the Meeting in person.

As at the date of this Notice, the Company intends to hold a physical in-person Meeting, so long as the number of attendees remains within the limits permitted under the latest public gathering restriction guidelines. In the event that the number of attendees exceeds that permitted, the Meeting Chairperson will adjourn the Meeting in the interests of the safety of all involved, for it to be resumed at a later date.

If it becomes necessary to make changes to the current arrangements for the Meeting, Tyranna Resources will advise Shareholders through its website and by making an ASX announcement.

Shareholders are encouraged to lodge proxy forms by no later than 11.00am (WST) 27 November 2021. Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Notice of Meeting.

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

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

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

AGENDA

1. Annual Report

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

2. Resolution 1 – Remuneration Report

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

"That the Remuneration Report be adopted by Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Prohibition

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

However, a vote may be cast by such person as a proxy if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person 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 does not specify the way the proxy is to vote on this Resolution, and expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

(c)

3. Resolution 2 – Re-Election of Director – David Wheeler

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 14.4, Article 6.3(f) of the Constitution, and for all other purposes, Mr David Wheeler, who retires by rotation in accordance with Article 6.3(c) of the Constitution, and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

4. Resolution 3 – Approval of 10% placement capacity

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That the Company have the additional capacity to issue equity securities provided for in Listing Rule 7.1A."

Note: Resolution 3 is a **special resolution**. To be passed, it must be approved by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

BY ORDER OF THE BOARD

Tim Slate

Company Secretary

Dated: 25 October 2021

PROXY APPOINTMENT, VOTING AND MEETING INSTRUCTIONS

Lodgement of Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below by **11:00am (WST) on Saturday, 27 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid. Proxy Forms may be lodged as follows:

- by hand:* Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009
- By post:* Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO BOX 1156 Nedlands WA 6909
- by fax:* +61 (8) 6370 4203
- by e-mail:* registrar@securitytransfer.com.au
- online* www.advancedshare.com.au/investor-login

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Meeting Chairperson as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Meeting Chairperson, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Meeting Chairperson will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by telephoning the Company on +61 (0)8 6558 0886.

To appoint a second proxy, you must state on each Proxy Form (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

Corporate representatives

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions 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 Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Meeting Chairperson voting of undirected proxies

At the date of this Notice, the Meeting Chairperson intends to vote all undirected proxies **FOR** each of the Resolutions. In exceptional cases, the Meeting Chairperson's intentions may subsequently change, and in this event, the Company will make an announcement to the market.

The Proxy Form expressly authorises the Meeting Chairperson to exercise undirected proxies on all Resolutions.

Voting eligibility (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **5:00pm (WST) on 27 November 2021**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

The Meeting Chairperson will allow a reasonable opportunity at the Meeting for Shareholders to ask questions or make comments on the Resolutions, the management of the Company, or any related issue.

To assist the Board in responding to any questions that you may have, please submit any questions to the Company by **26 November 2021** in the same manner as outlined above for lodgement of Proxy Forms.

TYRANNA RESOURCES LIMITED

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EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Pathways Corporate Boardroom, Level 3, 101 St Georges Terrace, Perth, Western Australia on Monday, 27 November 2021 at 11:00am (WST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolution will be voted.

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

Section 2	Financial Statements and Reports
Section 3	Resolution 1 – Adoption of Remuneration Report
Section 4	Resolution 2 – Re-Election of David Wheeler
Section 5	Resolution 3 – Approval of 10% Placement Capacity
Schedule 1	Definitions

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

2. Financial Statements and Reports

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

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

3. Resolution 1 – Adoption of Remuneration Report

3.1 Background

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. .

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

As provided by section 250R(3) of the Corporations Act, the resolution on this item of business is advisory only and does not bind the Board or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the 2021 Remuneration Report.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

3.2 **Spill resolutions**

A listed company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if:

- at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption (**Strike**) of the remuneration report; and
- at the first of those annual general meetings a Spill Resolution was not put to vote.

If required, a Spill Resolution must be put to the vote at the second of those annual general meetings. If a Spill Resolution is passed:

- a general meeting of the company (**Spill Meeting**) must be held within 90 days of the passing of this resolution;
- all of the non-executive directors who were directors of the company when the board resolution to approve the directors' report was passed, and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
- resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting must put to the vote at the Spill Meeting.

However, in accordance with section 250U(c) of the Corporations Act, there is no requirement to put a Spill Resolution to an annual general meeting in circumstances where a Spill Resolution was put at the previous annual general meeting.

3.3 **Previous voting results**

At the Company's 2019 annual general meeting, more than 25% of votes were cast against the resolution to adopt the 2019 Remuneration Report – this constituted the Company's first Strike under section 250U of the Corporations Act.

At the Company's annual general meeting held on 26 November 2020 (**2020 AGM**), more than 25% of votes were cast against the resolution to adopt the 2020 Remuneration Report – this constituted the Company's second Strike under section 250U of the Corporations Act.

Having received a second Strike, the 2020 AGM considered a Spill Resolution, which resolution was not passed by Shareholders and, as a consequence, there was no requirement to conduct a Spill Meeting.

As a consequence of the operation of section 250U(c) of the Corporations Act, if more than 25% of votes are cast against the resolution to adopt the 2021 Remuneration Report, that will constitute a first Strike for the purposes of section 250U and there will be no requirement to put a Spill Resolution to the Meeting.

3.4 Board recommendation

For the 2021 financial year, it is important to note that:

- total remuneration of Directors was reduced by approximately 22% when compared to the 2020 Remuneration Report; and
- no bonuses or equity remuneration were issued to Directors.

The Directors recommend that Shareholders vote in favour of Resolution 1.

4. Resolution 2 – Re-Election of David Wheeler

4.1 General

Article 6.3(c) of the Constitution requires that one third of the Directors (excluding the Managing Director) must retire at each annual general meeting (or if that is not a whole number, the whole number nearest to one third, rounded down). Article 6.3(e) of the Constitution requires that the Directors to retire are those who have held their office as Director for the longest period since their last election or appointment to that office. In the event two or more Directors have held office for equal periods of time, the retiring Directors are to be determined by lot, unless otherwise agreed by those Directors.

Article 6.3(f) of the Constitution provides that a Director who retires in accordance with Article 6.3(c) is eligible for re-election.

Listing Rule 14.4 provides that a director 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.

Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

As at the date of this Notice, the Company has three Directors and accordingly, one Director must retire.

Non-Executive Director Mr David Wheeler was last elected at the annual general meeting held on 29 November 2019 and has held office the longest since being last elected. Accordingly, Mr Wheeler retires by rotation at this Meeting and, being eligible, seeks re-election pursuant to Resolution 2.

4.2 Qualifications and other material directorships

Mr David Wheeler has more than 30 years of executive management, directorship, and corporate advisory experience. He is a foundation director and partner of Pathways Corporate a boutique corporate advisory firm that undertakes assignments on behalf of family offices, private clients, and ASX listed companies.

Mr Wheeler has successfully engaged in business projects in the USA, UK, Europe, NZ, China, Malaysia, Singapore and the Middle East. David is a Fellow of the Australian Institute of Company Directors and serves on public and private company boards currently holding a number of directorships and advisory positions in ASX-listed companies.

Mr Wheeler has also held directorships with the following listed companies in the past 3 years:

Company	Appointment	Status
Health House International Ltd	April 2021	Current
Protean Energy Ltd	May 2017	Current
PVW Resources Ltd	August 2017	Current
Ragnar Metals Ltd	December 2017	Current
Avira Resources Ltd	September 2018	Current
Cycliq Group Ltd	June 2021	Current
Syntonic Ltd	November 2019	Current
Blaze International Ltd	March 2020	Current
Delecta Ltd	June 2020	Current
Athena Resources Ltd	June 2021	Current
Antilles Oil and Gas NL	February 2016	Resigned November 2018
Ultracharge Ltd	December 2015	Resigned August 2019

Mr Wheeler has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

4.3 **Independence**

If elected, the Board considers Mr Wheeler to be an independent Director

4.4 **Board recommendation**

The Board supports the election of Mr Wheeler and recommends that Shareholders vote in favour of Resolution 2.

5. **Resolution 3 – Approval of 10% Placement Capacity**

5.1 **General**

Resolution 3 seeks Shareholder approval for an additional issuing capacity under Listing Rule 7.1A.

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

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

5.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in Section 5.2(b)(i), the date on which the Equity Securities are issued.

(c) Use of funds under the 7.1A Mandate

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for cash consideration for the acquisition of new resources, assets, or investments (including expenses associated with such acquisition such due diligence costs and external advisors), and continued exploration on the Company's current projects and working capital requirements.

(d) **Risk of economic and voting dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 5 October 2021.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

<i>Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A2)</i>	<i>Dilution</i>			
	<i>Issue Price (per Share)</i>	<i>0.004 50% decrease in Issue Price</i>	<i>0.007 Issue Price</i>	<i>0.011 50% increase in Issue Price</i>
1,282,360,667 <i>(Current Variable A)</i>	<i>Shares issued - 10% voting dilution</i>	128,236,066 <i>Shares</i>	128,236,066 <i>Shares</i>	128,236,066 <i>Shares</i>
	<i>Funds raised</i>	\$512,944	\$897,652	\$1,410,597
1,923,541,001 <i>(50% increase in Variable A)</i>	<i>Shares issued - 10% voting dilution</i>	192,354,100 <i>Shares</i>	192,354,100 <i>Shares</i>	192,354,100 <i>Shares</i>
	<i>Funds raised</i>	\$769,416	\$1,346,479	\$2,115,895
2,564,721,334 <i>(100% increase in Variable A)</i>	<i>Shares issued - 10% voting dilution</i>	256,472,133 <i>Shares</i>	256,472,133 <i>Shares</i>	256,472,133 <i>Shares</i>
	<i>Funds raised</i>	\$1,025,889	\$1,795,305	\$2,821,193

The table above uses the following assumptions:

1. There are currently 1,282,360,667 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 5 October 2021.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.

4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous issues under Listing Rule 7.1A in previous 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 26 November 2020.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has not issued any Equity Securities pursuant to Listing Rule 7.1A.2.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities under Listing Rules 7.1A.2. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

5.3 Voting exclusion

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

Schedule 1 – Definitions

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

2020 Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2020.

2021 Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2021.

7.1A Mandate has the meaning given in Section 6.1

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

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

Board means the board of Directors.

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

Company means Tyranna Resources Limited (ACN 124 990 405).

Constitution means the Company's constitution.

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

Director means a director of the Company.

\$ means Australian Dollars.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- a) is not included in the S&P/ASX 300 Index; and
- b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Security has the same meaning as in the Listing Rules and **Equity Securities** has the corresponding meaning.

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

Listing Rules means the listing rules of ASX.

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

Notice means this notice of Annual General Meeting.

Official List means the official list of ASX.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to 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 given in Section 3.2 of the Explanatory Memorandum.

Spill Resolution has the meaning given in Section 3.2 of the Explanatory Memorandum.

Strike has the meaning given in Section 3.2 of the Explanatory Memorandum.

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