



# Critical Resources Limited ACN 145 184 667

# Addendum to Notice of General Meeting

Critical Resources Limited (**Company**) hereby gives notice to Shareholders that, in relation to the Notice of General Meeting dated 8 November 2021 (**Notice**) in respect of the general meeting to be held at the offices of the Company, at Level 11, 40 The Esplanade, Perth Western Australia on Wednesday 15 December at 09:00am, the Directors have resolved to amend the Notice by the:

- (a) inclusion of additional resolutions relating to the approval to issue Director Placement Shares and Director Placement Options (new Resolutions 6(e) and 7(e)) to an incoming Director; and
- (b) withdrawal of Resolutions relating to a resigning Director (Resolutions 6(b) and 7(b)).

This Addendum is supplemental to the original Notice and should be read in conjunction with the Notice. Save for the amendments set out below, the Notice remains unchanged.

The numbering used in this Addendum is a continuation of the numbering used in the Notice and the Explanatory Memorandum. Unless otherwise defined in this Addendum, the defined terms used in this Addendum are as defined in the Notice.

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their suitably qualified professional advisors prior to voting. Should you wish to discuss the matters set out in this Addendum, please do not hesitate to contact the Company on (08) 6268 2641.

#### **Proxy Forms**

The Company confirms that the Proxy Form previously dispatched to Shareholders has been amended as detailed above. Shareholders are advised that:

- If you have already completed and returned the Proxy Form which was provided with the
  original Notice of Meeting and you wish to change your vote, you must complete and return a
  new Proxy Form. Please contact the Company if you require a new Proxy Form.
- If you have already completed and returned the Proxy Form which was provided with the
  original Notice of Meeting and you wish to vote on the New Resolution but do not otherwise
  wish to change your vote, you must complete and return a new Proxy Form in respect of the
  New Resolution only.
- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and you do not wish to change your vote and do not wish to vote on the

New Resolution, you do not need to take any action as the earlier submitted Proxy Form will be accepted by the Company unless you submit a new Proxy Form.

• If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of Meeting, please complete and return the Proxy Form.

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

#### BY ORDER OF THE BOARD

Chris Achurch Company Secretary Critical Resources Limited

Dated: 15 November 2021

# Critical Resources Limited ACN 145 184 667 (Company)

# **Addendum to Notice of General Meeting**

Resolutions 6 and 7 and the accompanying voting exclusion and prohibition statements are deleted and replaced as follows:

# **Agenda**

#### Resolution 6 – Approval to issue Director Placement Shares

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

'That, subject to the Transaction Resolutions being passed, for the purposes of Listing Rule 10.11 and section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue the following:

- (a) up to 2,413,793 Shares to Mr Robert Martin (or his nominee/s);
- (b) withdrawn;
- (c) up to 5,172,414 Shares to Mr Jihad Malaeb (or his nominee/s);
- (d) up to 1,206,897 Shares to Mr Michael Leu (or his nominee/s); and
- (e) up to 689,655 Shares to Mr Alex Biggs (or his nominee/s);

on the terms and conditions in the Explanatory Memorandum.'

#### Resolution 7 - Approval to issue Director Placement Options

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

'That conditional on Resolution 6 being approved and pursuant to and in accordance with Listing Rule 10.11 and section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue the following Options:

- (a) up to 804,597 Options to Mr Robert Martin (or his nominee/s);
- (b) withdrawn;
- (c) up to 1,724,137 Options to Mr Jihad Malaeb (or his nominee/s);
- (d) up to 402,298 Options to Mr Michael Leu (or his nominee/s); and
- (e) up to 229,885 Options to Mr Alex Biggs (or his nominee/s),

on the terms and conditions in the Explanatory Memorandum.'

### **Voting exclusions**

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

- (a) Resolution 6 and Resolution 7: by or on behalf:
  - (i) Mr Robert Martin in respect of Resolution 6(a) and Resolution 7(a) (or his respective nominee/s);
  - (ii) Withdrawn;
  - (iii) Mr Jihad Malaeb in respect of Resolution 6(c) and Resolution 7(b) (or his respective nominee/s);
  - (iv) Mr Michael Leu in respect of Resolution 6(d) and Resolution 7(d) (or his respective nominee/s); and
  - (v) Mr Alex Biggs in respect of Resolution 6(e) and Resolution 7(e) (or his respective nominee/s),

and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a Shareholder), or any of their respective associates;

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

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

# **Voting prohibitions**

Resolution 6 and Resolution 7: 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; and
- (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 respect of Resolution 6 and Resolution 7, 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.

BY ORDER OF THE BOARD

Chris Achurch

Company Secretary Critical Resources Limited

Dated: 15 November 2021

# Critical Resources Limited ACN 145 184 667 (Company)

# Addendum to the Explanatory Memorandum

Sections 8 and 9 of the Explanatory Memorandum are deleted and replaced as follows:

# 8 Resolution 6 – Approval to issue Director Placement Shares

#### 8.1 General

The background to the Placement is in Section 6.1 of the Notice.

Subject to Shareholders approving Resolution 4, Resolution 5 and Resolutions 7(a), (c), (d), and (e), the Company seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of up to 9,482,759 Director Placement Shares as part of the Placement on the following basis:

- (a) up to 2,413,793 Director Placement Shares to Mr Robert Martin (or his nominee/s);
- (b) withdrawn;
- (c) up to 5,172,414 Director Placement Shares to Mr Jihad Malaeb (or his nominee/s);
- (d) up to 1,206,897 Director Placement Shares to Mr Michael Leu (or his nominee/s); and
- (e) up to 689,655 Director Placement Shares to Mr Alex Biggs (or his nominee/s),

#### 8.2 **Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).



The Directors are related parties of the Company by virtue of being Directors. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares to the Directors (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 6(a), (c), (d) and (e) will be to allow the Company to issue the Director Placement Shares.

If Resolution 6(a), (c), (d) and (e) are not passed, the Company will not be able to proceed with the issue of the Director Placement Shares, and the Directors of the Company will not be able to participate in the proposed Placement.

#### 8.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

- (a) The Director Placement Shares will be issued to Mr Martin, Mr Biggs, Mr Malaeb and Mr Leu (or their respective nominee/s) in the amounts set out in Section 8.1.
- (b) The Directors fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company.
- (c) A maximum of 9,482,759 Director Placement Shares will be issued to the Directors (or their respective nominees) as follows:
  - (i) up to 2,413,793 Director Placement Shares to Mr Robert Martin (or his nominee/s);
  - (ii) withdrawn;
  - (iii) up to 5,172,414 Director Placement Shares to Mr Jihad Malaeb (or his nominee/s);
  - (iv) up to 1,206,897 Director Placement Shares to Mr Michael Leu (or his nominee/s); and
  - (v) up to 689,655 Director Placement Shares to Mr Alex Biggs (or his nominee/s).
- (c) The Director Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Director Placement Shares will be issued no later than one month after the date of the Meeting and will be issued on a fixed date.
- (d) The Director Placement Shares are proposed to be issued at an issue price of \$0.029 each, being the same price at which the Placement Shares were issued.

- (e) A summary of the intended use of funds raised from the Placement is in Section 6.3(g) of the Notice.
- (e) The proposed issue of the Director Placement Shares is not intended to remunerate or incentivise the Directors.
- (f) There are no other material terms to the proposed issue of the Director Placement Shares.
- (g) A voting exclusion statement is included in the Notice.

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

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (g) give the benefit within 15 months following such approval,

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

The proposed issue of the Director Placement Shares constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because the Director Placement Shares will be issued on the same terms as those Placement Shares issued to non-related Placement Participants and as such the giving of the financial benefit is on arm's length terms.

#### 8.5 Additional information

Each of the resolutions which forms part of Resolution 6 is an ordinary resolution.

The Board declines to make a recommendation in relation to each of the resolutions which form part of Resolution 6 due to their personal interests in the outcome of the Resolution.

### 9 Resolution 7 – Approval to issue Director Placement Options

#### 9.1 General

The background for the Placement is in Section 6.1 of the Notice.

Conditional on Shareholder approval of Resolutions 4, 5, 6(a), (c), (d) and (e), the Company is proposing, subject to obtaining Shareholder approval, to issue Options to Directors as part of the Placement detailed in Section 6.1 by the issue of up to 3,160,917 (**Director Placement Options**) on the following basis:

- (a) up to 804,597 Director Placement Options to Mr Robert Martin (or his nominee/s);
- (b) withdrawn;



- (c) up to 1,724,137 Director Placement Options to Mr Jihad Malaeb (or his nominee/s);
- (d) up to 402,298 Director Placement Options to Mr Michael Leu (or his nominee/s); and
- (e) up to 229,885 Director Placement Options to Mr Alex Biggs (or his nominee/s).

The Director Placement Options will be issued:

- (h) as free attaching Options to the Director Placement Shares;
- (i) on the same terms as the Placement Options; and
- (j) in the same ratio that the Placement Options attach to the Placement Shares (being a one for three basis).

The Director Placement Options will be issued for nil cash consideration, exercisable at \$0.04 expiring 3 December 2024. The full terms and conditions of the Director Placement Options are set out in Schedule 2 of the Notice.

Resolution 7 seeks the approval of Shareholders for the issue of the Director Placement Options to each Director or their nominees under and for the purposes of Listing Rule 10.11.

# 9.3 **Listing Rule 10.11**

The background to Listing Rule 10.11 is set out in Section 8.2.

The effect of Shareholders passing Resolution 7 will be to allow the Company to issue the Director Placement Options.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Director Placement Options.

### 9.4 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Options:

- (a) The Director Placement Options will be issued to the Directors (or their respective nominees).
- (b) The Directors fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company.
- (c) A maximum of 3,160,917 Director Placement Options will be issued as follows:
  - (i) up to 804,597 Director Placement Options to Mr Robert Martin (or his nominee/s);
  - (ii) withdrawn;
  - (iii) up to 1,724,137 Director Placement Options to Mr Jihad Malaeb (or his nominee/s);
  - (iv) up to 402,298 Director Placement Options to Mr Michael Leu (or his nominee/s); and

- (v) up to 229,885 Director Placement Options to Mr Alex Biggs (or his nominee/s).
- (f) The Director Placement Options are to be issued on the terms and conditions set out in Schedule 2 of the Notice.
- (g) The Director Placement Options will be issued no later than one month after the date of the Meeting.
- (h) The Director Placement Options will be issued for nil consideration;
- (i) No additional funds will be raised by the issue of the Director Placement Options and it is the Company's current intention that any funds raised from the exercise of the Director Placement Options will be applied to the items set out in Section 6.3(g) of the Notice.
- (j) Other than those stated, there are no other material terms to the proposed issue of the Director Placement Options.
- (k) A voting exclusion statement is included in the Notice.

# 9.5 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (d) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (e) give the benefit within 15 months following such approval,

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

The proposed issue of the Director Placement Options constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Options because the Director Placement Options will be issued on the same terms as those Placement Options issued to non-related Placement Participants and as such the giving of the financial benefit is on arm's length terms.

#### 9.6 Additional information

Each of the resolutions which form part of Resolution 7 are ordinary resolutions.

The Board declines to make a recommendation in relation to each of the resolutions which form part of Resolution 7 due to their personal interests in the outcome of the Resolution.



MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

#### Need assistance?



#### Phone:

1300 850 505 (within Australia) +61 3 9415 4000 (outside Australia)



#### Online:

www.investorcentre.com/contact



#### YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **09:00am (AWST) on Monday, 13 December 2021.** 

# **Proxy Form**

CRR

#### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

#### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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

#### PARTICIPATING IN THE MEETING

#### **Corporate Representative**

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

# **Lodge your Proxy Form:**



#### Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999 SRN/HIN: 19999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

#### By Mail:

Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia

#### By Fax:

1800 783 447 within Australia or +61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

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	correction in the space to the left.
	Securityholders sponsored by a
	broker (reference number
	commences with 'X') should advise
	your broker of any changes



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