



**RESOURCE  
BASE**

**ASX Announcement**

16 November 2021

## **Letter to Shareholders Regarding Annual General Meeting**

Dear Shareholder

Resource Base Limited (**ASX:RBX**) ("**Resource Base**" or "**Company**") confirms its Annual General Meeting (**Meeting**) will be held at 10:00am (WST) on Thursday, 16 December 2021 at Suite 4.01, Level 4, 105 St Georges Terrace, Perth WA 6000.

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://resourcebase.com.au/investor-centre/company-announcements/>

Voting at the Meeting will occur by poll. 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, Link Market Services by:

**Online:**

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

**Mail:**

Resource Base Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

**Person:**

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

**Facsimile:**

+61 2 9287 0309

Your proxy voting instruction must be received by 10:00am (WST) on Tuesday, 14 December 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, Link Market Services on, 1300 554 474 or +61 1300 554 474 (Overseas).

**Resource Base Limited**

ACN: 113 385 425

ASX: RBX

**Registered Office**

Suite 5, 62 Ord Street  
West Perth WA 6156  
+61 (0)8 9322 1587  
[admin@resourcebase.com.au](mailto:admin@resourcebase.com.au)  
[resourcebase.com.au](http://resourcebase.com.au)

**Company Directors**

Shannon Green **Executive Chairman**  
John Lewis **Executive Director / CFO**  
Jamie Myers **Non-Executive Director**  
Shannon Coates **Company Secretary**

**Contact**

Mark Flynn **Investor Relations**  
+61 (0)416 068 733  
[info@resourcebase.com.au](mailto:info@resourcebase.com.au)

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.

The Company will continue to closely monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the Meeting. If any changes are required, the Company will advise Shareholders by way of announcement on ASX and the details will also be made available on our website at <https://resourcebase.com.au/investor-centre/company-announcements/>

The Company will advise Shareholders as soon as practicable, if any of the above circumstances change.

**Authorised for release by:** Mr Shannon Green, Executive Chairman

For further information, contact:

**Shannon Green**

**Executive Chairman**

+61 8 9322 1587

admin@resourcebase.com.au

**Mark Flynn**

**Investor Relations and Media**

+61 416 068 733

info@resourcebase.com.au

**Shannon Coates**

**Company Secretary**

+61 8 9322 1587

shannon@evolutioncorp.com.au



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**RESOURCE BASE LIMITED**  
**ACN 113 385 425**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10.00 am (WST)  
**DATE:** 16 December 2021  
**PLACE:** Suite 4.01, Level 4  
105 St Georges Terrace  
Perth WA 6000

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

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***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 Shareholders at 2.00 pm (WST) on 14 December 2021.***

***Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 (08) 9322 1587.***

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## IMPORTANT INFORMATION

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### Time and place of Meeting

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Notice is given that the Meeting will be held at Suite 4.01, Level 4 , 105 St Georges Terrace, Perth WA 6000 on Thursday, 16 December 2021 at 10:00am (WST).

### Your vote is important

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

### Voting in person

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

### Voting by proxy

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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.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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 one-half of the votes.

Shareholders and their proxies should be aware that:

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

***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.***

## IMPORTANT NOTE

**The Acquisition of Mitre Hill requires Shareholder approval under the ASX Listing Rules and therefore may not proceed if that approval is not forthcoming. ASX takes no responsibility for the contents of this Notice of Meeting.**

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## BUSINESS OF THE MEETING

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### AGENDA

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#### FINANCIAL STATEMENTS AND REPORTS

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To receive and consider the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

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#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2021."*

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

A voting prohibition statement applies to this Resolution. Please see below.

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#### 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – JOHN LEWIS

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

*"That, for the purpose of clause 14.2 of the Constitution and for all other purposes, John Lewis, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

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#### 3. RESOLUTION 3 – ELECTION OF DIRECTOR – PAUL HISSEY

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

*"That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Paul Hissey, a Director who was appointed as an additional Director on 5 July 2021, retires, and being eligible, is elected as a Director."*

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#### 4. RESOLUTION 4 – ADOPTION OF PERFORMANCE RIGHTS AND OPTION PLAN

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

*"That, for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled the 'Resource Base Performance Rights and Options Plan' and for the issue of Performance Rights and Options under that Plan, on the terms and conditions set out in the Explanatory Statement."*

A voting exclusion statement applies to this Resolution. Please see below.

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**5. RESOLUTION 5 – APPROVAL FOR THE PROPOSED ACQUISITION OF MITRE HILL**

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

*“That, for the purpose of ASX Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change to the nature and scale of its activities resulting from completion of the proposed Acquisition (as defined below), as described in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES IN CONSIDERATION FOR THE ACQUISITION OF MITRE HILL**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 4,700,000 Shares, on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**7. RESOLUTION 7 – APPROVAL TO ISSUE PERFORMANCE RIGHTS IN CONSIDERATION FOR THE ACQUISITION OF MITRE HILL**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 4,000,000 Performance Rights, on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**8. RESOLUTION 8 – APPROVAL TO ISSUE FREE ATTACHING OPTIONS – PLACEMENT**

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 3,000,000 Options on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**9. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**10. RESOLUTION 10 – APPROVAL TO ISSUE OPTIONS TO CANDOUR ADVISORY**

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

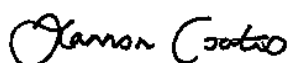
*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,500,000 Options to Candour Advisory on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**Dated: 11 November 2021**

**By order of the Board**

A handwritten signature in black ink, appearing to read 'Shannon Coates', written in a cursive style.

**Shannon Coates  
Company Secretary**

## Voting Prohibition Statements

<b>Resolution 1 – Adoption of Remuneration Report</b>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> <li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li> <li>(b) a Closely Related Party of such a member.</li> </ul> <p>However, a person (the <b>voter</b>) described above 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:</p> <ul style="list-style-type: none"> <li>(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li> <li>(b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> <li>(i) does not specify the way the proxy is to vote on this Resolution; and</li> <li>(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.</li> </ul> </li> </ul>
<b>Resolution 4 – Adoption of Performance Rights and Options Plan</b>	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is either: <ul style="list-style-type: none"> <li>(i) a member of the Key Management Personnel; or</li> <li>(ii) a Closely Related Party of such a member; and</li> </ul> </li> <li>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</li> </ul> <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> <li>(a) the proxy is the Chair; and</li> <li>(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.</li> </ul>

## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

<b>Resolution 4 – Adoption of Performance Rights and Options Plan</b>	<p>A person who is eligible to participate in the Performance Rights and Options Plan or an associate of that person or those persons.</p>
<b>Resolution 5 - Approval for the proposed Acquisition of Mitre Hill</b>	<p>A counterparty to the transaction that, of itself or together with one or more transactions, will result in a significant change to the nature and scale of the entity's activities and any other person who will obtain a material benefit as a result of the transaction (except a benefit solely by reason of being a Shareholder) (namely the Vendors), or an associate of that person or those persons.</p>
<b>Resolution 6 – Approval to issue Shares in consideration for the Acquisition of Mitre Hill</b>	<p>A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, each of the Vendors) or an associate of that person (or those persons).</p>
<b>Resolution 7 – Approval to issue Performance Rights</b>	<p>A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit</p>



<b>in consideration for the Acquisition of Mitre Hill</b>	solely by reason of being a holder of ordinary securities in the Company) (namely, each of the Vendors) or an associate of that person (or those persons).
<b>Resolution 8 – Approval to issue free attaching Options – Placement</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Placement participants) or an associate of that person (or those persons).
<b>Resolution 9 – Ratification of prior issue of Placement Shares</b>	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Placement participants) or an associate of that person or those persons.
<b>Resolution 10 – Approval to issue Options</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Candour Advisory) or an associate of that person (or those persons).
<b>Resolution 11 – Approval to issue Shares in lieu of Exclusivity Fee</b>	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, each of the Vendors) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

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

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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## FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, 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.resourcebase.com.au](http://www.resourcebase.com.au).

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### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 1.1 General

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. However, such a resolution is advisory only and does not bind the company or the directors of the company.

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.

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.

#### 1.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the 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 of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

### **1.3 Previous voting results**

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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## **2. RESOLUTIONS 2 – RE-ELECTION OF DIRECTOR – JOHN LEWIS**

### **2.1 General**

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

John Lewis, who has served as a Director since 29 October 2020 and was last re-elected on 30 November 2020, retires by rotation and seeks re-election.

### **2.2 Qualifications and other material directorships**

Mr Lewis is a Chartered Accountant with in excess of 25 years post qualification experience. He brings a wealth of financial, corporate, project development and operational experience to the Board. He has successfully contributed to development funding in various forms and has a successful background in organisational leadership, project development and delivery.

Mr Lewis gained extensive experience in ASX company reorganisations and restructures, specialising in the mining industry, during his career at Deloitte and Pitcher Partners.

For the last 15 years John has acted as a Company Director, CFO and Company Secretary of various public companies. Mr Lewis was previously the Company Secretary of Canyon Resources Limited (ASX:CAY) and is currently a director and company secretary of two mining companies with projects based in Africa.

### **2.3 Independence**

Mr Lewis is currently engaged to provide executive CFO services to the Company. Consequently, if elected, the Board considers Mr Lewis will not be an independent Director.

### **2.4 Other material information**

Mr Lewis has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Director of the Company.

### **2.5 Board recommendation**

The Board has reviewed Mr Lewis' performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the re-election of Mr Lewis and recommends that Shareholders vote in favour of Resolution 2.

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### **3. RESOLUTION 3 – ELECTION OF PAUL HISSEY**

#### **3.1 General**

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

#### **3.2 Qualifications and other material directorships**

Mr Hissey has more than 20 years' experience in the resources sector, split evenly between roles in both the mining and capital markets sectors, and is currently Chief Financial Officer at ASX listed Navarre Resources Limited.

He commenced his career working in numerous open pit and underground, base and precious metals operations in North Queensland, and lead the mine geology team at the world class Olympic Dam deposit in South Australia for BHP. In addition, Mr Hissey has worked as a UK-based technical consultant on a range of commodities and projects throughout Europe and Africa, conducting due diligence and resource estimates, before returning to the Victorian gold fields as a resource geologist and eventually transitioning to capital markets.

Mr Hissey spent a combined 10 years as a rated equity analyst with Goldman Sachs and Royal Bank of Canada writing institutional research on an extensive range of Australian publicly listed mining companies and providing extensive exposure to leading mining companies, their executives, and resource investors worldwide.

He holds a Bachelor of Science (Hons) in Applied Geology from the University of South Australia as well as a Graduate Diploma in Applied Finance from Kaplan and an MBA from the Chifley Business School (La Trobe University). Mr Hissey has been a Member of the AusIMM for more than 20 years.

#### **3.3 Independence**

Paul Hissey has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Paul Hissey will be an independent Director.

#### **3.4 Other material information**

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Paul Hissey.

Paul Hissey has confirmed that he considers he will have sufficient time to fulfil his responsibilities as a Non-Executive Director of the Company and does not consider that any other commitment will interfere with his availability to perform his duties as a Non-Executive Director of the Company.

### **3.5 Board recommendation**

The Board has reviewed Paul Hissey's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, the Board supports the election of Paul Hissey and recommends that Shareholders vote in favour of Resolution 3.

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## **4. RESOLUTION 4 – ADOPTION OF INCENTIVE SHARE PLAN**

### **4.1 General**

Resolution 4 seeks Shareholder approval for the adoption of the employee incentive scheme titled "Resource Base Performance Rights and Options Plan" (**the Plan**) and for the issue of Performance Rights and Options under the Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the Plan is to attract, motivate and retain key employees and the Company considers that the adoption of the Plan and the future issue of Performance Rights and Options under the Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

Broadly speaking, and subject to a number of exceptions set out in Listing Rule 7.2, 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 shares it had on issue at the start of that period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If this Resolution is passed, the Company will be able to issue Performance Rights and Options under the Plan to eligible participants over a period of 3 years and the issue of any Performance Rights and Options to eligible participants under the Plan (up to the maximum number of Performance Rights and Options stated in Section 5.2 below) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Performance Rights and Options under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 4 is not passed, the Company will be able to proceed with the issue of Performance Rights and Options under the Plan to eligible participants, but any issues of Performance Rights and Options will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Performance Rights and Options.

## 4.2 Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 4:

- (a) a summary of the key terms and conditions of the Plan is set out in Schedule 1;
- (b) the Company has not issued any Performance Rights or Options under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan; and
- (c) the maximum number of Securities proposed to be issued under the Share Plan, following Shareholder approval, is 4,959,115 Performance Rights and Options. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately.

## 5. BACKGROUND TO RESOLUTIONS 5 TO 10

### 5.1 Acquisition

As announced on 27 September 2021, the Company entered into an agreement with the shareholders (**Vendors**) of Mitre Hill Pty Ltd (ACN 649 690 059) (**Mitre Hill**), pursuant to which it has agreed to acquire 100% of the issued capital in Mitre Hill (**Acquisition**).

The Vendors are each non-related third-party vendors. Their respective details are set out below:

NAME	% INTEREST IN MITRE HILL	CONTROLLER
BRENT GRAEME PALMER <A/C BRENT & SKYE PALMER FAMILY TRUST>	25%	N/A
BLACKBIRD CAPITAL PTY LTD (ACN 606 800 775)	25%	Peter Woods
HARBOUR VIEW CAPITAL PTY LTD (ACN 640 335 557)	50%	Dominic Allen

Mitre Hill is the holder of 5 tenement applications comprising of one Exploration Licence Application in South Australia and four Exploration Licence Applications in Victoria (**Applications**). The Applications are prospective for Ionic clay hosted Rare Earth deposits, comprising of:

Tenements Applications	State
ELA 2021/00059	South Australia
EL7641	Victoria

EL7647	Victoria
EL7646	Victoria
EL7640	Victoria

## 5.2 Acquisition Agreement

The material terms of the Acquisition agreement are as follows:

(a) **Consideration:** the proposed consideration for the Acquisition is as follows:

(i) Subject to shareholder approval (the subject of Resolution 6), the issue (on a pro-rata basis) of 4,700,000 Shares at settlement (**Consideration Shares**).

The Consideration Shares will be subject to ASX imposed escrow for a period of 12 months from their date of issue (**ASX Escrow Period**).

In the event that any of the exploration licences the subject of the Applications (**EL**) remain ungranted at the end of the ASX Escrow Period, the proportional number of Consideration Shares (i.e. 1 ungranted EL equals 20% of the Consideration Shares) shall remain in voluntary escrow until such time as the ELs are granted, or the buy-back and cancellation procedure (outlined below) has taken place.

If any ELs have not been granted by the date which is 12 months from the date of the Acquisition agreement being 22 September 2022 (or such other date agreed by the parties in writing) (**Drop Dead Date**), the proportional number of Consideration Shares (i.e. 1 ungranted EL equals 20% of the Consideration Shares) will be subject to cancellation by the Company by way of a selective buy back, for nil consideration (subject to shareholder approval) (**Cancellation**).

The Company will announce any variation to the Drop Dead Date to the market.

If any ELs remain ungranted at the Drop Dead Date, the Company will procure the transfer of the granted ELs from Mitre Hill to a related group entity, then arrange for Mitre Hill (which will then only hold the ungranted EL applications) to be sold back to the Vendors for nominal consideration.

(ii) Subject to shareholder approval (the subject of Resolution 7), the issue (on a pro-rata basis) of 4,000,000 performance rights on the terms and conditions as set out in Schedule 2 (**Performance Rights**).

The Performance Rights will be issued on the date that is 3 business days following the later of (i) that date which shareholder approval is received for the issue of the Performance Rights and (ii) the date of grant of the first EL.

The Performance Rights will be subject to ASX imposed escrow for a period of 12 months from their date of issue.

- (iii) The Company shall pay to the Vendors a royalty of 1% of the net smelter return on all minerals (on a pro-rata basis), mineral products and concentrates, produced and sold from the ELs (or any tenement(s) which may be granted in lieu of or relate to the same ground as the ELs); and
  - (iv) The Company shall reimburse the Vendors (on a pro-rata basis) up to \$50,000 for prior expenditure incurred on the Applications to date, subject to the production of valid receipts/invoices from the Vendors.
- (b) **Conditions Precedent:** The Acquisition remains conditional upon the Company obtaining all necessary shareholder, regulatory or third-party approvals required to complete the Acquisition, including approval pursuant to Listing Rule 7.1 for the issue of the Consideration Shares, Performance Rights and free attaching options to the Placement (the subject of Resolutions 5, 6 and 7).
- In addition, it was a condition precedent to the transaction that the Company raise \$1.2 million pursuant to a placement to sophisticated and professional investors. The Placement was completed on 4 October 2021. Further details with respect to the Placement are set in Section 5.10.
- (c) **Exclusivity:** The Company paid the Vendors (on a pro-rata basis) a \$50,000 Exclusivity Fee Shares on execution, that in the event settlement occurs, may (at the Vendors' election) be refunded (in full) in consideration for the issue of 294,117 Shares in the Company at settlement.
- (d) **Vendors:** The shareholders of Mitre Hill are Brent Palmer (25%), Blackbird Capital Pty Ltd (25%) and Harbour View Capital Pty Ltd (50%)

The Acquisition agreement otherwise contained customary terms.

### 5.3 Board and Management

The board of Directors and management of the Company will not change as a result of the Acquisition.

### 5.4 Changes to Business

The Company will not make any changes to its business model as a result of the Acquisition.

### 5.5 Acquisition – Indicative Timetable

An indicative timetable for completion of the Acquisition and associated transactions is set out below:

Timetable	Date
Dispatch of Notice of Meeting	16 November 2021
Annual General Meeting	16 December 2021



## 5.6 Pro forma balance sheet

The unaudited pro forma balance sheet shown below has been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared to provide Shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

Pro forma consolidated statement of financial position			
	Resource Base as at 31 December 2020	Pro forma Adjustments for IPO	Pro-Forma – as at 31 December 2020 (Reviewed) – based on actual funds raised under the IPO
	\$AUD	\$AUD	\$AUD
<b>Current Assets</b>			
Cash at bank	39,065	5,163,480	5,202,545
Trade and other receivables	3,519	-	3519
<b>Total Current Assets</b>	<b>42,584</b>	<b>5,163,480</b>	<b>5,206,064</b>
<b>Non Current Assets</b>			
Black Range Project	-	1,638,000	1,638,000
<b>Total Non Current Assets</b>	<b>-</b>	<b>1,638,000</b>	<b>1,638,000</b>
<b>Total Assets</b>	<b>42,584</b>	<b>6,801,480</b>	<b>6,844,064</b>
<b>Liabilities</b>			
<b>Current Liabilities</b>			
Payables	354,576	-	354576
Provisions	-	-	-

Borrowings	3,607,691	(3,607,691)	-
<b>Total Current Liabilities</b>	<b>3,962,267</b>	<b>(3,607,691)</b>	<b>354,576</b>
<b>Total Liabilities</b>	<b>3,962,267</b>	<b>(3,607,691)</b>	<b>354,576</b>
<b>Net Assets/(Liabilities)</b>	<b>(3,919,683)</b>	<b>10,409,171</b>	<b>6,489,488</b>
<b>Equity</b>			
Issued capital	14,602,953	9,838,113	24,441,066
Share Based Payments Reserve	-	967,193	967,193
Reserves	46,583	-	46,583
Accumulated losses	(18,569,219)	(396,135)	(18,965,354)
<b>Total Equity</b>	<b>(3,919,683)</b>	<b>10,409,171</b>	<b>6,489,488</b>

**Pro forma consolidated  
statement of financial  
position**

	Pro-Forma – as at 31 December 2020 (Reviewed)	Pro forma Adjustments for proposed Acquisition	Pro Forma at post Acquisition
	\$AUD	\$AUD	\$AUD
<b>Current Assets</b>			
Cash at bank	5,202,545	1,076,261	6,278,806
Trade and other receivables	3519	-	3519
<b>Total Current Assets</b>	<b>5,206,064</b>	<b>1,076,261</b>	<b>6,282,325</b>
<b>Non Current Assets</b>			
Black Range Project	1,638,000	-	1,638,000
Mitre Hill Project	-	800,000	800,000
<b>Total Non Current Assets</b>	<b>1,638,000</b>	<b>800,000</b>	<b>2,438,000</b>

<b>Total Assets</b>	<b>6,844,064</b>	<b>1,876,261</b>	8,720,325
<b>Liabilities</b>			
<b>Current Liabilities</b>			
Payables	354,576	-	354,576
Provisions	-	-	
Borrowings	-	-	
<b>Total Current Liabilities</b>	<b>354,576</b>	<b>-</b>	<b>354,576</b>
<b>Total Liabilities</b>	<b>354,576</b>	<b>-</b>	<b>354,576</b>
<b>Net Assets/(Liabilities)</b>	<b>6,489,488</b>	<b>1,876,261</b>	<b>8,365,749</b>
<b>Equity</b>			
Issued capital	24,441,066	1,876,261	26,317,327
Share Based Payments Reserve	967,193	-	967,193
Reserves	46583	-	46583
Accumulated losses	(18,965,354)	-	(18,965,354)
<b>Total Equity</b>	<b>6,489,488</b>	<b>1,876,261</b>	<b>8,365,749</b>

**Note:** No adjustment has been made for events that have occurred since the Company's admission to the ASX on 8 July 2021 (aside from the Acquisition). All transactions post listing have been in the ordinary course of business and are consistent with the use of funds table set out in section 5.5 of the Company's IPO prospectus dated 7 May 2021.

The likely effect of the Acquisition on the Company's capital structure, consolidated total assets, total equity interests, annual revenue, annual expenditure and profit before tax is set out below:

Particulars	Prior to Proposed Transaction <sup>1</sup>	Projected increase due to Proposed Transaction	Post Proposed Transaction – Pro forma <sup>5</sup>	Percentage change due to Proposed Transaction
Total Consolidated Assets (\$)²	6,844,064	1,876,261³	8,720,325	27%
Total Equity (\$)²	6,489,488	1,876,261³	8,720,325	28%
Annual Revenue	N/A	N/A	N/A	N/A

Annual Profit	N/A	N/A	N/A	N/A
Total No of Shares	43,591,152	10,700,000 <sup>4</sup>	54,291,152	25%
Total No of Options	9,685,640	3,000,000	12,685,640	31%
Total No of Performance Rights	-	4,000,000	4,000,000	N/A
Total No of Equity Securities	53,276,792	17,700,000	70,976,792	33%
<b>Particulars</b>	<b>Working capital and other corporate costs</b>	<b>Existing Projects</b>	<b>New Els (subject to grant)</b>	<b>Proportion on New Projects</b>
Expenditure for next 12-month period (\$)	700,000	1,650,000	678,000	22%

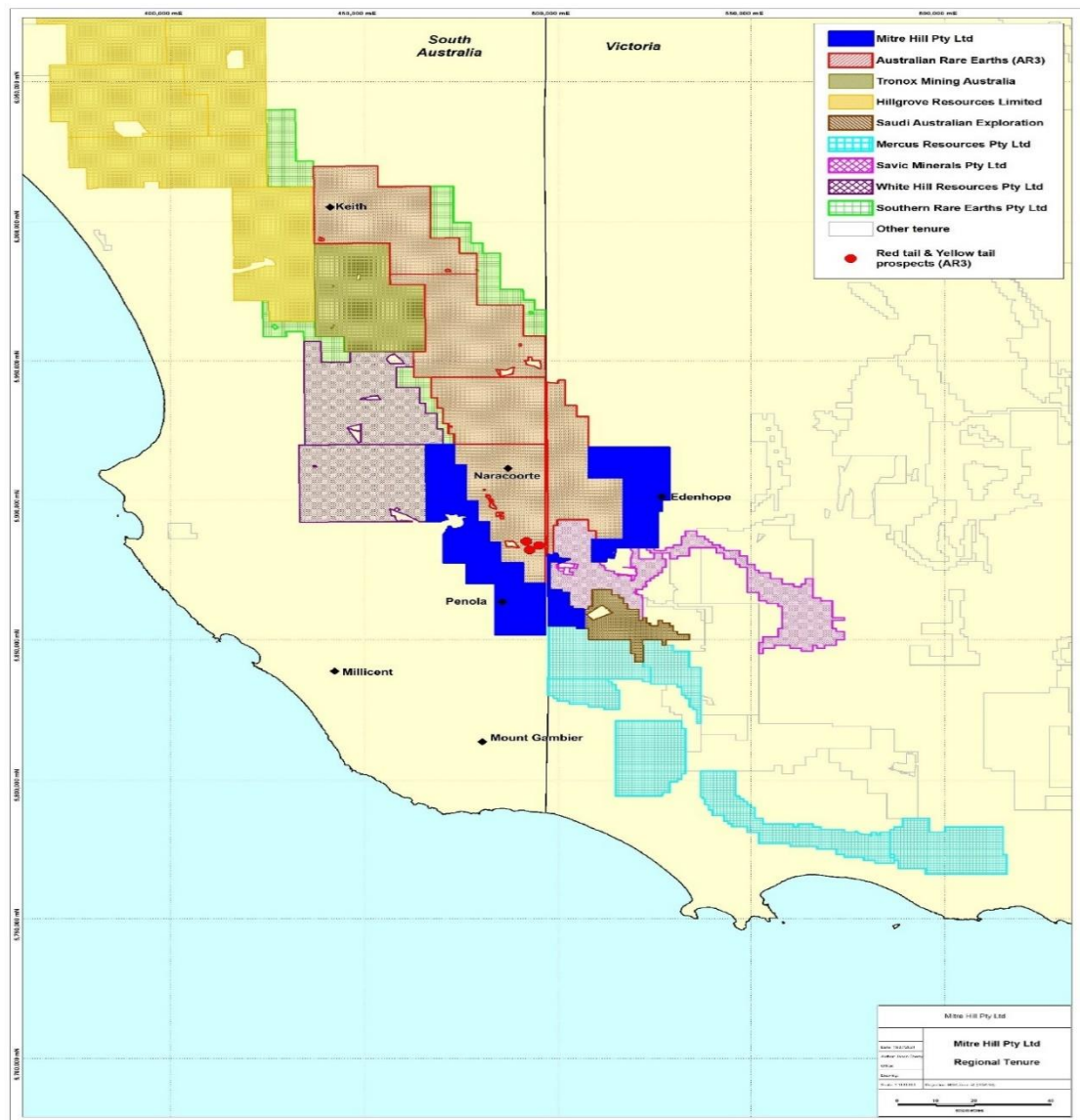
**Notes:**

1. The Company was admitted to the Official List of ASX on 8 July 2021. The above table is based on the reviewed pro-forma accounts as at 31 December 2020.
2. Based on the Placement price of \$0.20.
3. Comprising capital raise (\$1,200,000) less costs of raise and brokerage (\$123,739) plus shares issued on consideration at proposed price of \$0.17 (\$800,000).
4. Comprising 6,000,000 Shares under the Placement and 4,700,000 Shares as consideration for the Acquisition.
5. No adjustment has been made for events that have occurred since the Company's admission to the ASX on 8 July 2021 (aside from the Acquisition). All transactions post listing have been in the ordinary course of business and are consistent with the use of funds table set out in section 5.5 of the Company's IPO prospectus dated 7 May 2021.

## 5.7 Location & Geology

The main Applications which are situated approximately in a line from the towns of Naracoorte and Penola over a strike length of at least 40km.

The main economic target is Ionic clay hosted Rare Earth deposits, with possible economic concentrations of Heavy Rare Earths considered strategically important given global supply modelling. See Figure 2 below for the location of the Mitre Hill Applications.

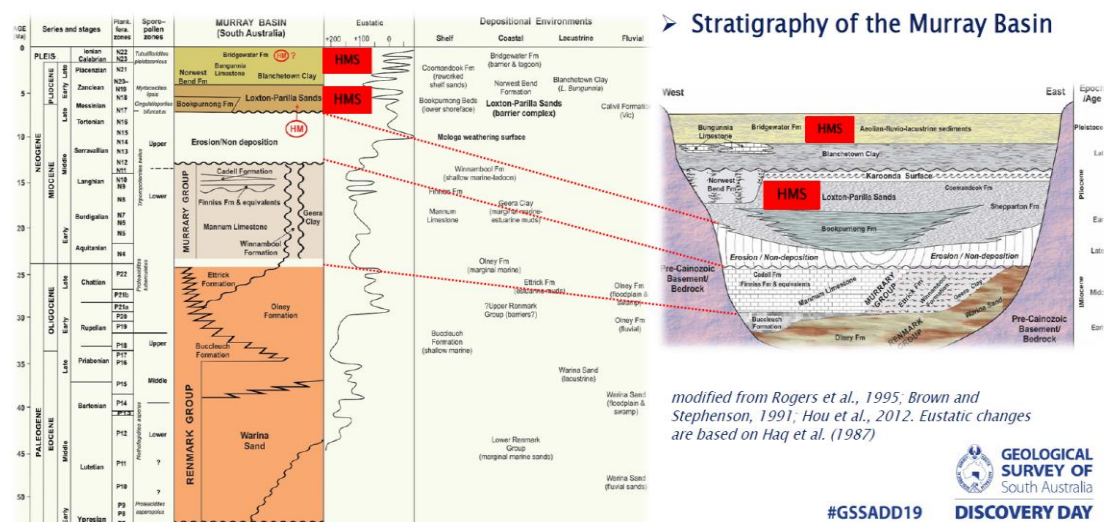


**Figure 2: Tenement Location for Mitre Hill and competitors in South Australia and Victoria**

The Applications are located over the transition from the concluding phases of the Loxton – Parilla strandlines to the more broadly spaced Bridgewater formation in South Australia and Victoria.

A significant archive of historical exploration data has been acquired by the Company, including drilling results, numerous government studies and minor private exploration. Rare earth deposits are known to occur at the bottom of a shallow clay layer, on the top of basement (in this case the Gambier Limestone).

The Murray Basin extends over 300,000 km<sup>2</sup> predominated by Cainozoic sediments. In the Mallee Region in the West relevant to this report, the Murray basin Cainozoic Loxton praila sands are concealed beneath semi-arid landscape of quaternary dune fields. The Application areas in both South Australia and Victoria occur in the Western margin of the Murray basin. The sequence of interest in terms of REE mineralisation is the Pliocene (2.5 to 5.3 Ma) Loxton Parilla Sands as per Baohung see Figure 3 below.



**Figure 3: Heavy Metal Sands target within the Loxton Parilla Sands and the Bridgewater Formation are both present in Mitre Hill tenure applications.**

For further details in relation to the Applications, please refer to the Independent Technical Assessment Report in Annexure A and Solicitor's Tenement Report in Annexure B.

## 5.8 Business model

Following completion of the Acquisition, the Company's proposed business model will be to continue to further explore and develop its existing Black Range Project in accordance with the Company's intended exploration programs as detailed in the disclosure document lodged by the Company with ASIC on 7 May 2021 for an initial public offering of the Company's securities on the ASX, the short form prospectus prepared by the Company in connection with the Acquisition dated 1 October 2021 together with the Company's 2021 annual financial report.

Upon grant of the ELs comprising the Applications, the Company intends to undertake exploration activities at the Mire Hill Project, the details of which are included in section 5.9 below.

It is the Company's view that the Acquisition is wholly consistent with this publicly articulated objective and business model and otherwise represents an opportunity to enhance shareholder value.

## 5.9 Proposed Exploration Program

It is currently proposed that the initial exploration budget for the Mitre Hill Project will be as follows:

Cost Centres	Year 1 <sup>1</sup>	Year 2
Assembly of geological database and sampling of historic drill core	100,000	50,000
Drilling & further sampling	233,000	125,000
Mineralogical and metallurgical testwork	195,000	295,000
Project management & tenement costs	150,000	230,000

Cost Centres	Year 1 <sup>1</sup>	Year 2
<b>TOTAL</b>	<b>678,000</b>	<b>700,000</b>

1. This estimate takes into account that due to the expected timing of granting of the EL's comprising the Applications, the Company will not be undertaking activities on all five EL's in the first year.

The exploration program and budget will be subject to modification on an ongoing basis, depending on the exploration results as they progress.

## 5.10 Capital Raising

It was a condition precedent to the Acquisition that the Company raises \$1.2 million through a placement (**Placement**) of up to six (6) million Shares at an issue price of \$0.20 per Share (**Placement Shares**), together with one free attaching option (exercisable at \$0.25 on or before the date that is three years from their date of issue) for every two shares applied for and issued under the Placement (**Attaching Options**).

On 4 October 2021, the Company announced it had successfully completed the Placement and issued the Placement Shares.

Further details with respect to the Placement are set out below:

- (a) the Company appointed Candour Advisory Pty Ltd (ACN 628 454 839) (**Lead Manager** or **Candour Advisory**) to act as lead manager to the Placement. Blue Bird Capital Pty Ltd, an associate of the Vendors, assisted as co-bookrunner.

The Company will pay Candour Advisory a:

- (i) 2% (+ GST) Lead Manager Fee on equity capital raisings conducted by the Company; and
- (ii) 4% (+ GST) Broker Handling Fee on equity capital raisings conducted by the Company.

The Company's mandate agreement with Candour Advisory was otherwise on customary terms.

- (b) the Placement Shares were issued under the Company's existing placement capacity under Listing Rule 7.1;
- (c) the Attaching Options will be issued subject to shareholder approval for the purposes of Listing Rule 7.1; and
- (d) Mitre Hill have the right to nominate an advisor (who will be an associate of the Vendors) as co-book runner to the Placement and allocate up to \$700,000 of the Placement (**Vendor Allocation**). To this end, Blue Bird Capital Pty Ltd, an associate of the Vendors, were nominated by the Vendors and assisted as co-bookrunner. The entire Vendor Allocation was be subscribed for by the Vendors and/or their associates.

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## **6. RESOLUTION 5 – APPROVAL FOR THE PROPOSED ACQUISITION OF MITRE HILL**

### **6.1 General**

A summary of the proposed Acquisition is set out in Section 5 of the Explanatory Statement.

This Resolution seeks Shareholder approval, for the purposes of Listing Rule 11.1.2, for the Company to acquire Mitre Hill from the Vendors pursuant to the Acquisition agreement.

### **6.2 ASX Listing Rule 11.1.2**

ASX Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must provide full details to ASX as soon as practicable and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the Listing Rules as if the company were applying for admission to the official list of ASX.

ASX has determined that Listing Rule 11.1.2 applies to the proposed Acquisition. Accordingly, the Company is required to seek Shareholder approval for the proposed Acquisition pursuant to Listing Rule 11.1.2 but is not required to re-comply with the requirements of Chapters 1 and 2 of the Listing Rules.

If Resolution 5 is passed, the Company will be able to proceed with the Acquisition, subject to the satisfaction (or waiver) of the remaining conditions precedent.

If Resolution 5 is not passed, the Company will not be able to proceed with the Acquisition.

The Company also confirms, per the requirements of ASX Guidance Note 12, that ASX takes no responsibility for the contents of this Notice.

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## **7. RESOLUTION 6 – APPROVAL TO ISSUE SHARES IN CONSIDERATION FOR THE ACQUISITION OF MITRE HILL**

### **7.1 General**

As detailed in Section 5, the Company is seeking shareholder approval to issue in partial consideration an aggregate of 4,700,000 Shares to the Vendors (**Consideration Shares**).

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 shares it had on issue at the start of that period.



The proposed issue of the Consideration Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

## **7.2 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the issue of the Consideration Shares. In addition, the issue of the Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will be unable to issue the Consideration Shares and complete the Acquisition.

## **7.3 Technical information required by Listing Rule 7.1**

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

- (a) the Consideration Shares will be issued (on a pro rata basis) to the Vendors (or their nominees) as follows:
  - (i) Brent Graeme Palmer <A/C Brent & Skye Palmer Family Trust> to be issued up to 1,175,000 Consideration Shares;
  - (ii) Blackbird Capital Pty Ltd (ACN 606 800 775) to be issued up to 1,175,000 Consideration Shares; and
  - (iii) Harbour View Capital Pty Ltd (ACN 640 335 55) to be issued up to 2,350,000 Consideration Shares.

The Company notes that the Consideration Shares are subject to escrow restrictions and claw-back conditions, as detailed in section 5.2 above.

- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties;
- (c) the maximum number of Consideration Shares to be issued is 4,700,000. The Consideration Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Consideration Shares will occur on the same date;
- (e) the Consideration Shares will be issued at a nil issue price, in consideration for the Acquisition;
- (f) the purpose of the issue of the Consideration Shares is to satisfy the Company's obligations under the Acquisition agreement;
- (g) the Consideration Shares are being issued to the Vendors under the acquisition agreement that is summarised in Section 5.2; and

- (h) the Consideration Shares are not being issued under, or to fund, a reverse takeover.

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## **8. RESOLUTION 7 – APPROVAL TO ISSUE PERFORMANCE RIGHTS IN CONSIDERATION FOR THE ACQUISITION OF MITRE HILL**

### **8.1 General**

As detailed in Section 5.2 above, the Company has agreed, subject to obtaining Shareholder approval, to issue an aggregate of 4,000,000 performance rights to the Vendors (or their nominees) (**Performance Rights**).

As summarised in Section 7.1 above, 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 shares it had on issue at the start of that period.

The proposed issue of the Performance Rights does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### **8.2 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the issue of the Performance Rights to the Vendors. In addition, the issue of the Performance Rights will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will be unable to issue the Performance Rights and complete the Acquisition.

This Resolution seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 for the issue of the Performance Rights.

### **8.3 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to this Resolution:

- (a) the Performance Rights will be issued to the Vendors (or their nominees), who are not related parties of the Company, as follows:
- (i) Brent Graeme Palmer <A/C Brent & Skye Palmer Family Trust> to be issued up to 1,000,000 Performance Rights;
  - (ii) Blackbird Capital Pty Ltd (ACN 606 800 775) to be issued up to 1,000,000 Performance Rights; and
  - (iii) Harbour View Capital Pty Ltd (ACN 640 335 55) to be issued up to 2,000,000 Performance Rights.

The Performance Rights will be subject to ASX imposed escrow for a period of 12 months from their date of issue.

- (b) the maximum number of Performance Rights to be issued is 4,000,000. A summary of the terms and condition of the Performance Rights is set out in Schedule 2;

- (c) the Company has been granted a waiver from the requirements of Listing Rule 7.3.4 to permit the issue of the Performance Rights to occur on the date that is 3 business days following the later of (i) that date which shareholder approval is received for the issue of the Performance Rights and (ii) the date of grant of the first EL, and in any event, no later than 22 September 2022;
- (d) the Performance Rights will be issued for nil issue price, as part of the consideration for the Acquisition;
- (e) the purpose of the issue of the Performance Rights is to satisfy the Company's obligations to the Vendor as part consideration for the Acquisition;
- (f) the Performance Rights are being issued to the Vendors under the acquisition agreement that is summarised in Section 5.2;
- (g) the Performance Rights are not being issued under, or to fund, a reverse takeover; and
- (h) a voting exclusion statement is included in this Resolution of the Notice.

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## **9. RESOLUTION 8 – APPROVAL TO ISSUE FREE ATTACHING OPTIONS – PLACEMENT**

### **9.1 General**

As set out in Section 5.10 above, the Company is proposing to issue each investor under the Placement, one (1) free attaching Option for every two (2) Shares subscribed for and issued (**Placement Options**).

As summarised in Section 7.1 above, 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 shares it had on issue at the start of that period, subject to a number of exceptions.

The proposed issue of the Placement Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### **9.2 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

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

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options.

### **9.3 Technical information required by Listing Rule 7.1**

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

- (a) the Placement Options will be issued to the professional and sophisticated investors who participated in the Placement, none of whom are related parties of the Company. The Company notes that 350,000 Placement Options will be issued pursuant to the Vendor Allocation as set out in Section 5.10(d);
- (b) the maximum number of Placement Options to be issued is 3,000,000. The terms and conditions of the Placement Options are set out in Schedule 3;
- (c) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Options will occur on the same date;
- (d) the Placement Options will be issued at a nil issue price as they are free attaching with the Shares issued under the Placement on a 1 for 2 basis;
- (e) the purpose of the issue of the Placement Options was to encourage participation in the Placement and provide a potential increase in funds to the Company (should the Placement Options be exercised);
- (f) the Placement Options are being issued under the mandate with Candour Advisory, the material terms of which are set out in Section 5.10; and
- (g) the Placement Options are not being issued under, or to fund, a reverse takeover.

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## **10. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES**

### **10.1 General**

As set out in Section 5.10 above, the Company issued 6,000,000 Placement Shares on 4 October 2021.

As summarised in Section 7.1 above, 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 12 month period.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Placement Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking

Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

This Resolution seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

## **10.2 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If this Resolution is not passed, the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

## **10.3 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to this Resolution:

- (a) the Placement Shares were issued to professional and sophisticated investors who are clients of Candour Advisory and nominees of the Vendors, none who are related parties of the Company;
- (b) 6,000,000 Placement Shares were issued and the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Placement Shares were issued on 4 October 2021;
- (d) the issue price was \$0.20 per Placement Shares. The Company has not and will not receive any other consideration for the issue of the Placement Shares; and
- (e) the purpose of the issue of the Placement Shares was to raise \$1.2 million, which will be used to fund costs associated with the proposed Acquisition, proposed exploration program on the ELs (once granted).

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## **11. RESOLUTION 10 – APPROVAL TO ISSUE OPTIONS**

### **11.1 General**

The Company is proposing to issue up to 2,500,000 Options in consideration for corporate advisory and investor relation services provided by Candour Advisory (**Candour Options**).

On 21 September 2021, the Company and Candour Advisory entered into an agreement (**Investor Relations Mandate**) pursuant to which Candour Advisory agreed to provide corporate advisory services and work with the Company to structure and execute its investor relation strategies for a 12 month period. In addition, Candour Advisory shall coordinate and provide targeted marketing campaigns to the wider investment community, designed to attract new investment by sophisticated investors within Australia and elsewhere. In consideration for these services, the Company has agreed to:

- (a) pay a monthly fee cash amount of \$7,500; and
- (b) subject to Shareholder approval, issue 2,500,000 Options.

In addition to the above:

- (a) in the event that Candour Advisory introduce a transaction or acquisition that reaches financial close, the Company will pay Candour Advisory a success fee of 7.5% of the total transaction size. This includes the introduction of the Mitre Hill acquisition, should it complete;
- (b) in the event Candour Advisory is instructed by the Company to provide corporate advisory services in relation to a transaction that reaches financial close, the Company will pay Candour Advisory a success fee of 5.0% of the total transaction size; and
- (c) the Company will reimburse Candour Advisory for all reasonable out of pocket expenses incurred in connection with the Investor Relations Mandate, with an individual expense greater than \$500 not to be incurred without prior approval from the Company.

Candour Advisory may terminate by giving one (1) months' notice to the Company. Otherwise, the agreement may only be terminated by agreement between the parties in writing.

Candour Advisory also has a right of first refusal over any additional capital raising undertaken by the Company within 12 months from the date of execution of the Investor Relations Mandate. The Company agrees to offer Candour Advisory the right to manage such capital raisings on the same commercial arrangements as set out in the Investor Relations Mandate, plus out of pocket expenses. If the Company does not comply with its obligations, the Company agrees that Candour Advisory will be entitled to a 6.0% (and any other pro-rata issue of securities) of the total gross amount raised via such capital raisings undertaken by the Company within 12 months after the date of the Investor Relations Mandate.

As summarised in Section 7.1 above, 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 shares it had on issue at the start of that period.

The proposed issue of the Candour Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

## **11.2 Technical information required by Listing Rule 14.1A**

If this Resolution is passed, the Company will be able to proceed with the issue of the Candour Options. In addition, the issue of the Candour Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Candour Options. In such circumstances, the Company would seek to negotiate an alternative form of consideration for Candour Advisory of equivalent value.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Candour Options.

### **11.3 Technical information required by Listing Rule 7.1**

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

- (a) the Candour Options will be issued to Candour Advisory;
- (b) the maximum number of Candour Options to be issued is 2,500,000. The terms and conditions of the Candour Options are set out in Schedule 3;
- (c) the Candour Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Candour Options will occur on the same date;
- (d) the Candour Options will be issued at a nil issue price, in consideration for the corporate advisory and investor relations services provided by Candour Advisory;
- (e) the purpose of the issue of the Candour Options is to satisfy the Company's obligations as payment for the services provided by Candour Advisory as set out at Section 11.1;
- (f) the Candour Options are being issued to Candour Advisory under the Investor Relations Mandate. A summary of the material terms of Investor Relations Mandate is set out in Section 11.1; and
- (g) the Candour Options are not being issued under, or to fund, a reverse takeover.

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## GLOSSARY.

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**\$** means Australian dollars.

**Acquisition** means the Company's proposed acquisition of 100% of the issued capital in Mitre Hill from the Vendors, as detailed in Sections 5.1 and 5.2.

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

**ASIC** means the Australian Securities & Investments Commission.

**Associated Body Corporate** means

- (a) a related body corporate (as defined in the Corporations Act) of the Company;
- (b) a body corporate which has an entitlement to not less than 20% of the voting Shares of the Company; and
- (c) a body corporate in which the Company has an entitlement to not less than 20% of the voting shares.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Resource Base Limited (ACN 113 385 425).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.



**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the Listing Rules of ASX.

**Mitre Hill** means Mitre Hill Pty Ltd (ACN 649 690 059).

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Plan** means the employee incentive plan the subject of Resolution 4 as summarised in Schedule 1.

**Proxy Form** means the proxy form accompanying the Notice.

**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.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

**Vendors** means the shareholders of Mitre Hill pursuant to the Acquisition agreement.

**WST** means Western Standard Time as observed in Perth, Western Australia.

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## SCHEDULE 1 – KEY TERMS AND CONDITIONS OF RESOURCE BASE PERFORMANCE RIGHTS AND OPTIONS PLAN

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The key terms of the proposed Performance Rights and Option Plan are as follows:

(a) **Eligibility:** Participants in the Performance Rights and Option Plan consist of:

- (i) a Director (whether executive or non-executive) of the Company and any associated body corporate of the Company (each a **Group Company**);
- (ii) a full or part time employee of any Group Company;
- (iii) a casual employee or contractor of a group company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (**Class Order**); or
- (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming participant under subparagraphs (i), (ii) or (iii) above,

who is declared by the Board to be eligible to receive grants of Options or Performance Rights (together, **Awards**) under the Plan (**Eligible Participant**).

(b) **Offer:** The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant (including an Eligible Participant who has previously received an offer) to apply for Awards, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines (**Offer**).

(c) **Limit on Offers:** Where the Company has relied or intends relying on the Class Order to make an Offer, the Company must have reasonable grounds to believe, when making an Offer, that the number of Shares to be received on exercise of Awards offered under an Offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Offer.

(d) **Issue price:** Unless the Awards are quoted on the ASX, Awards issued under the Plan will be issued for no more than nominal cash consideration.

(e) **Exercise Price:** The Board may determine the Option exercise price (if any) for an Option offered under that Offer in its absolute discretion. To the extent the ASX Listing Rules specify or require a minimum price, the Option Exercise Price in respect of an Option offered under an Offer must not be less than any minimum price specified in the ASX Listing Rules.

(f) **Vesting Conditions:** In respect of any Award, any condition set out in the Offer which must be satisfied (unless waived in accordance with the Performance Rights and Option Plan) before that Award can be exercised or any other restriction on exercise of that Award specified in the Offer or in the Performance Rights and Option Plan (**Vesting Conditions**).

(g) **Vesting:** The Board may in its absolute discretion by written notice to a Participant (being an Eligible Participant to whom Awards have been granted under the Performance Rights and Option Plan or their nominee where the Awards have been granted to the nominee of the Eligible Participant (**Relevant Person**)), resolve to waive any of the Vesting Conditions applying to Awards due to:

- (i) special circumstances arising in relation to a Relevant Person in respect of those Awards, being:
  - (A) a Relevant Person ceasing to be an Eligible Participant due to:
    - (I) death or total or permanent disability of a Relevant Person; or
    - (II) retirement or redundancy of a Relevant Person;
  - (B) a Relevant Person suffering severe financial hardship;
  - (C) any other circumstance stated to constitute "special circumstances" in the terms of the relevant Offer made to and accepted by the Participant; or
  - (D) any other circumstances determined by the Board at any time (whether before or after the Offer) and notified to the Relevant Participant which circumstances may relate to the Participant, a class of Participant, including the Participant or particular circumstances or class of circumstances applying to the Participant; or
- (ii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.

In addition, Vesting Conditions are deemed to be automatically waived in the event of a change of control occurring.

(h) **Lapse of an Award:** An Award will lapse upon the earlier to occur of:

- (i) an unauthorised dealing in, or hedging of, the Award occurring;
- (ii) a vesting condition in relation to the Award is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to waive the vesting condition and vest the Award;
- (iii) in respect of an unvested Award only, a Relevant Person ceases to be an Eligible Participant, unless the Board:
  - (A) exercises its discretion to vest the Award; or
  - (B) in its absolute discretion, resolves to allow the unvested Award to remain unvested after the Relevant Person ceases to be an Eligible Participant;
- (iv) in respect of a vested Award only, a Relevant Person ceases to be an Eligible Participant and, where required by the Board in its absolute discretion, the vested Performance Right is not exercised within a one (1) month period (or such other period as the Board determines) as notified

- by the Board to the Participant after the date the Relevant Person ceases to be an Eligible Participant;
- (v) the Board deems that an Award lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant;
  - (vi) a winding up resolution or order is made, and the Award does not vest; and (vii) the expiry date of the Award.
- (i) **Not transferrable:** Awards are only transferrable in special circumstances or a change of control, and in either case with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death to the Participant's legal personable representative or upon bankruptcy to the Participant's trustee in bankruptcy.
  - (j) **Shares:** All shares issued on exercise of an Award under the Performance Rights and Option 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.
  - (k) **Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Awards, that a restriction period will apply to some or all of the shares issued to an Eligible Participant (or their eligible nominee) on exercise of those Awards up to a maximum of five (5) years from the grant date of the Awards. In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such restriction period determined.
  - (l) **No Participation Rights:** There are no participation rights or entitlements inherent in the Awards and Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Awards without exercising the Award.
  - (m) **Change in exercise price of number of underlying securities:** An Award does not confer the right to a change in exercise price or in the number of underlying Shares over which the Award can be exercised.
  - (n) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of an Award are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
  - (o) **Trust:** The Board may, at any time, establish a trust for the sole purpose of acquiring and holding Shares in respect of which a Participant may exercise, or has exercised, vested Awards, including for the purpose of enforcing the disposal restrictions and appoint a trustee to act as trustee of the trust. The trustee will hold the Shares as trustee for and on behalf of a Participant as beneficial owner upon the terms of the trust. The Board may at any time amend all or any of the provisions of the Performance Rights and Option Plan to effect the establishment of such a trust and the appointment of such a trustee.

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## SCHEDULE 2 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

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- (a) **(Milestones)** the Performance Rights will vest upon satisfaction of the following milestones:
- (i) **(Tranche 1)**: 2,000,000 Performance Rights shall vest upon the Company achieving, at ten (10) contiguous drill holes on the ELs at least 50 metres apart, intercept grades of a minimum of 600ppm total rare earth oxides (**TREO**) over at least one (1) metre, within fifteen (15) months of the Drop Dead Date.
  - (ii) **(Tranche 2)**: 2,000,000 Performance Rights shall vest upon the announcement by the Company of a JORC compliant Inferred Mineral Resource (as defined in the JORC Code 2012 Edition) on the ELs of 30 million tonnes or greater, grading a minimum of 700ppm TREO or greater, within two (2) years from the Drop Dead Date.
- (together, the **Milestones** and each, a **Milestone**).
- (b) **(Notification to holder)**: the Company shall notify the holder in writing when a Milestone has been satisfied.
- (c) **(Vesting)**: the board of directors of the Company (**Board**) may, in its absolute discretion, determine that all or a specified number of a holder's Performance Rights automatically vest on a Change of Control Event (as defined below), subject to a minimum requirement that for each EL that was granted prior to the Drop Dead Date, the equivalent percentage of a holder's Performance Rights will automatically and immediately vest, regardless of whether any Milestones have been satisfied, in the event of one of the following (each a **Change of Control Event**):
- (i) a takeover bid in respect of the Company under Chapter 6 of the Corporations Act 2001 (Cth) (**Corporations Act**) is made;
  - (ii) a Court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;
  - (iii) any person becomes bound or entitled to acquire shares in the Company under:
    - (A) section 414 of the Corporations Act; or
    - (B) Chapter 6A of the Corporations Act;
  - (iv) the Company passes a resolution for voluntary winding up; or
  - (v) an order is made for the compulsory winding up of the Company.

By way of example, if 3 out of 5 of the ELs have been granted as at the date of a Change of Control Event, a minimum of 60% of a holder's Performance Rights will automatically and immediately vest, regardless of whether any Milestones have been satisfied, subject to any determination by the Board that greater number of Performance Rights should automatically and immediately vest.

- (d) **(Conversion)**: subject to paragraph (c), upon satisfaction of an applicable Milestone, each Performance Right will, at the election of the holder, convert into one fully paid ordinary share in the capital of the Company (**Share**).
- (e) **(Lapse of a Performance Right)**: if the Milestone attaching to a Performance Right has not been satisfied on or before the date specified for satisfaction in paragraph (a) (**Milestone Date**), it will automatically lapse.

Any Performance Right not converted before the date which is 3 years from the Drop Dead Date (**Expiry Date**) shall automatically lapse on the Expiry Date and the holder shall have no entitlement to Shares pursuant to those Performance Rights.

- (f) **(Share ranking)**: All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.
- (g) **(Quotation)**: the Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the conversion of vested Performance Rights on ASX within the period required by the ASX Listing Rules.
- (h) **(Issue of Shares)**: Within 5 business days of the Company receiving a notice of conversion from the holder to convert Performance Rights into Shares, the Company will:
  - (i) issue the Shares pursuant to the conversion of the Performance Rights;
  - (ii) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
  - (iii) apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Rights within the period required by the ASX Listing Rules.

If the Company is unable to give ASX a notice in accordance with sub-clause (ii) and unless otherwise agreed with the holder of the Performance Rights, the Company must, within 20 business days of receipt of a notice of conversion, issue a prospectus pursuant to section 708A(11) of the Corporations Act to ensure that Shares issued on conversion of the Performance Rights may be traded within 12 months of their issue.

- (i) **(Transfer of Performance Rights)**: A Performance Right is not transferable.
- (j) **(Participation in new issues)**: There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.
- (k) **(Adjustment for bonus issue)**: If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares or other securities which must be issued on the conversion of a Performance Right will be increased by the number of Shares or other securities which the holder would have received if the holder had converted the Performance Right before the record date for the bonus issue.
- (l) **(Adjustment for reconstruction)**: If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights

of a holder of a Performance Right (including the vesting conditions) are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

- (m) **(Dividend and Voting Rights):** A Performance Right does not confer upon the holder an entitlement to vote or receive dividends.
- (n) **(No rights to return of capital)** A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (o) **(Rights on winding up)** A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
- (p) **(No other rights)** A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

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**SCHEDULE 3 – TERMS AND CONDITIONS OF FREE ATTACHING OPTIONS AND CANDOUR OPTIONS**

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(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.25 (**Exercise Price**)

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on or before 3 years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company



must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



**Independent Technical Assessment Report**  
**prepared for Resource Base Limited**  
**in relation to**  
**the South Australian and Victorian tenement applications**  
**held by Mitre Hill Pty Ltd**

13<sup>th</sup> October 2021

J. M. Beckton  
Director of Beckton Gledhill Pty Ltd

Resource Base Limited

Suite 5

62 Ord Street

West Perth, WA, 6005

Australia



**RESOURCE  
BASE**

## **Introduction**

Beckton Gledhill Pty Ltd (“BGPL”) has been commissioned by Resource Base Limited (“RBX” or the “Company”) to prepare an Independent Technical Assessment Report (“ITAR” or “Report”) to report on the five tenement applications located over ground in Victoria and South Australia (“Projects”). The Projects are held by Mitre Hill Pty Ltd (“Mitre Hill”) and RBX has entered into an agreement with the shareholders of Mitre Hill (“Vendors”) to acquire 100% of the issued share capital of Mitre Hill, subject to certain conditions (“Acquisition”).

The Report is to be included in a notice of meeting issued by the Company (“Notice of Meeting”), pursuant to which the Company will call a meeting of its shareholders to seek all necessary shareholder approvals required to facilitate the Acquisition.

## **The Projects**

The Projects comprise the following applications for tenements:

- (a) (1) South Australian tenement: EL 2021/00059; and
- (b) (4) Victorian tenements: EL007640, EL007641, EL007646 and EL007647.

Further details of the respective tenements are set out in section one of this Report.

A summary of the material terms of the Acquisition agreement with the Vendors is set out in section 2 of this Report.

RBX has proposed a work program detailed below which will allow the Company to finalise the application of the tenements, and to commence the exploration and evaluation of the Project areas.

## **Scope of Work**

BGPL’s primary obligation in preparing this ITAR is to independently describe mineral projects applying the guidelines of the Australian Joint Ore Reserves Committee (JORC Code) and 2015 Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (VALMIN Code). These require that the Report contains all the relevant information at the date of disclosure, which investors and their professional advisors would reasonably require in making a reasoned and balanced judgement regarding the projects. BGPL has compiled the Report based on the principle of reviewing and interrogating both the documentation of RBX and other previous exploration within the area. This Report is a summary of the work conducted, completed, and reported by the various explorers to 27 August 2021 based on information supplied to BGPL by RBX and other information sourced in the public domain, to the extent required by the VALMIN and JORC Codes.

BGPL understands that its review and report will be included in the Notice of Meeting, and as such, it is understood that BGPL’s review and valuation will be a public document. Accordingly, this Report has been prepared in accordance with the requirements of the 2015 VALMIN Code.

## **Competent Person**

This ITAR has been prepared in accordance with the VALMIN Code, which is binding upon Members of the Australian Institute of Geoscientists (AIG), the JORC Code and the rules and guidelines issued by such bodies as ASIC and ASX that pertain to Independent Expert Reports.

The information in this report that relates to Exploration Results, is based on information complied by Jason Beckton B Sc (Honours) MEconGeol, Member of the Australian Institute of Geoscientists,. Mr Beckton is a professional geologist and has been engaged by the Company as an independent geological consultant. Mr Beckton has more than 28 years of international experience and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity, which RBX is undertaking to qualify as an Expert and Competent Person as defined in the 2012 Edition of the JORC Code. Mr Beckton consents to the inclusion in this report of the matters based on the information in the form and context in which they appear.

Under the definition provided by the VALMIN Code the mineral projects of the Company are classified as “early stage exploration projects” where mineralisation may or may not have been identified but where Mineral Resource Estimates past inferred level have not been identified. The properties are considered to be sufficiently prospective, subject to varying degrees of risk, to warrant further exploration and development of their economic potential.

This Report is based on Mr Beckton’s review of the available published data, and company reports and data and has not visited the property but has liaised with geological staff that have completed recent exploration and associated tasks with respect to the Project. The Report has

been prepared with JORC compliance as a primary aim within the reporting process. No resources are reported or defined in the production of the Report.

Mr Beckton is not aware of any material fact or material change with respect to the subject matter of this Report which is not reflected in this Report and is not aware of any possible omissions that would deem this Report misleading.

### **Qualifications and Experience**

The person responsible for this report is;

Jason Michael Beckton, B Sc (Honours) MEconGeol, Member of the AIG.

Mr Jason Beckton is 50 years old and an Australian based geologist with over 28 years experience in exploration geology specialising in metalliferous exploration in Australia, South America and Europe. He is the founder and director of an independent consulting company, Beckton Gledhill Pty Ltd since 2007.

Jason Beckton graduated from Melbourne University in 1993 BSc (Honours) majoring on the geology of the Willyama Supergroup in South Australia (Olary District). Mr Beckton also holds a Masters in Economic Geology (MEconGeol) from the University of Tasmania (1999).

Some of his career highlights include;

- Exploration geologist for Pancontinental Mining Ltd in the Peake and Denison ranges including drilling through the Great Artesian Basin.
- Led discovery team of discovery of significant mineralisation at Palmarejo Project, Mexico between 2004 and 2006.
- Led discovery team of discovery of significant mineralisation at Caspiche Project, Chile between 2006 and 2007.
- Founder Redhill Chile with coal and copper assets on sold up to 2013.
- Founder Prospech Slovakia post 2015.

The information in this report that relates to technical assessment and valuation of mineral assets reflects information compiled and conclusions derived by Jason Beckton who is a member of The Australasian Institute of Mining and Metallurgy and the Australian Institute of Geosciences. Jason Beckton is not an employee of the Company.

Jason Beckton has sufficient experience relevant to the technical assessment of the mineral assets under consideration and to the activity, which he is undertaking to qualify as a Practitioner as defined in the 2015 edition of the "Australasian Code for the Public Reporting of Technical Assessments and Valuations of Mineral Assets". Jason Beckton consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

### **Independence**

Beckton Gledhill Pty Ltd, its Directors, Employees and Associates are not, nor intend to be a director, officer or other direct employee of the Company and have no material interest in the projects. The relationship with the Company is solely one of professional association between client and independent consultant.

Yours Faithfully



Jason. M. Beckton  
BSc Hons MEconGeol and AIG  
Director of Beckton Gledhill Pty Ltd.

## Executive summary

The Projects which are situated approximately in a line from the towns of Naracoorte and Penola over a strike length of at least 40km. The main economic target is Ionic clay hosted rare earth occurrences, with possible economic concentrations of heavy rare earths considered strategically important given global supply modelling.

The Projects are located over the transition from the concluding phases of the Loxton - Parilla strandlines to the more broadly spaced Bridgewater formation (Bowler et al 2006) in South Australia and Victoria.

A significant archive of historical exploration data has been acquired by the Company, including drilling results, numerous government studies and minor private exploration. Rare earth occurrences are known to occur at the bottom of a shallow clay layer, on the top of basement (In this case the Gambier Limestone – AR3 Investor Presentation July 2021),

Drill collar information with respect to previous exploration on the Projects are set out within Tables within the body of the Report or within the Annexures.

To date, neither Mitre Hill nor RBX has not drilled the tenements which remain in the application phase in South Australia and Victoria by Mitre Hill.

A proposed exploration program has been formulated by the Company for the purposes of assembling a geological database, sampling of historic drill core, drilling targets based on geological reasoning and for Project related costs . Details of the proposed program are set out in **Section 6** of this Report The estimated expenditure for the period is \$1.27 million.

The programme will be subject to modification on an ongoing basis, depending on the exploration results as they progress.

The Company anticipates that funds raised from its proposed \$1 million capital raising, together with existing cash reserves, will be sufficient to cover the exploration budget and licence obligations as set by the South Australian and Victorian Governments.

The proposed exploration program and budget appears to be based on sound geologic principals and supported by reliable data.

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### Executive Summary

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#### 2.0 Mitre Hill Agreement

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#### 5.0 RBX work

#### 6.0 Proposed 2020 -21 Exploration

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## Appendices

- Appendix 1 Glossary of Terms.

## 1 Property Location and description

On settlement of the Acquisition, RBX will hold a 100% interest in Mitre Hill, which in turn, will hold a 100% interest in five exploration licence applications as described in Table 1.

**Table 1. Exploration Tenement Details.**

Tenement Name and Number	Area [km <sup>2</sup> ]	Application Date Accepted	Licence Applicant
ELA2021/00059 (South Australia)	810	19/05/21	Mitre Hill Pty Ltd
EL007640 (Victoria)	409	29/07/21	Mitre Hill Pty Ltd
EL007646 (Victoria)	28	29/06/21	Mitre Hill Pty Ltd
EL007647 (Victoria)	30	16/16/21	Mitre Hill Pty Ltd
EL007641 (Victoria)	103	17/06/21	Mitre Hill Pty Ltd
Total	1380		

The Projects are located in central and eastern South Australia and Victoria as shown below.

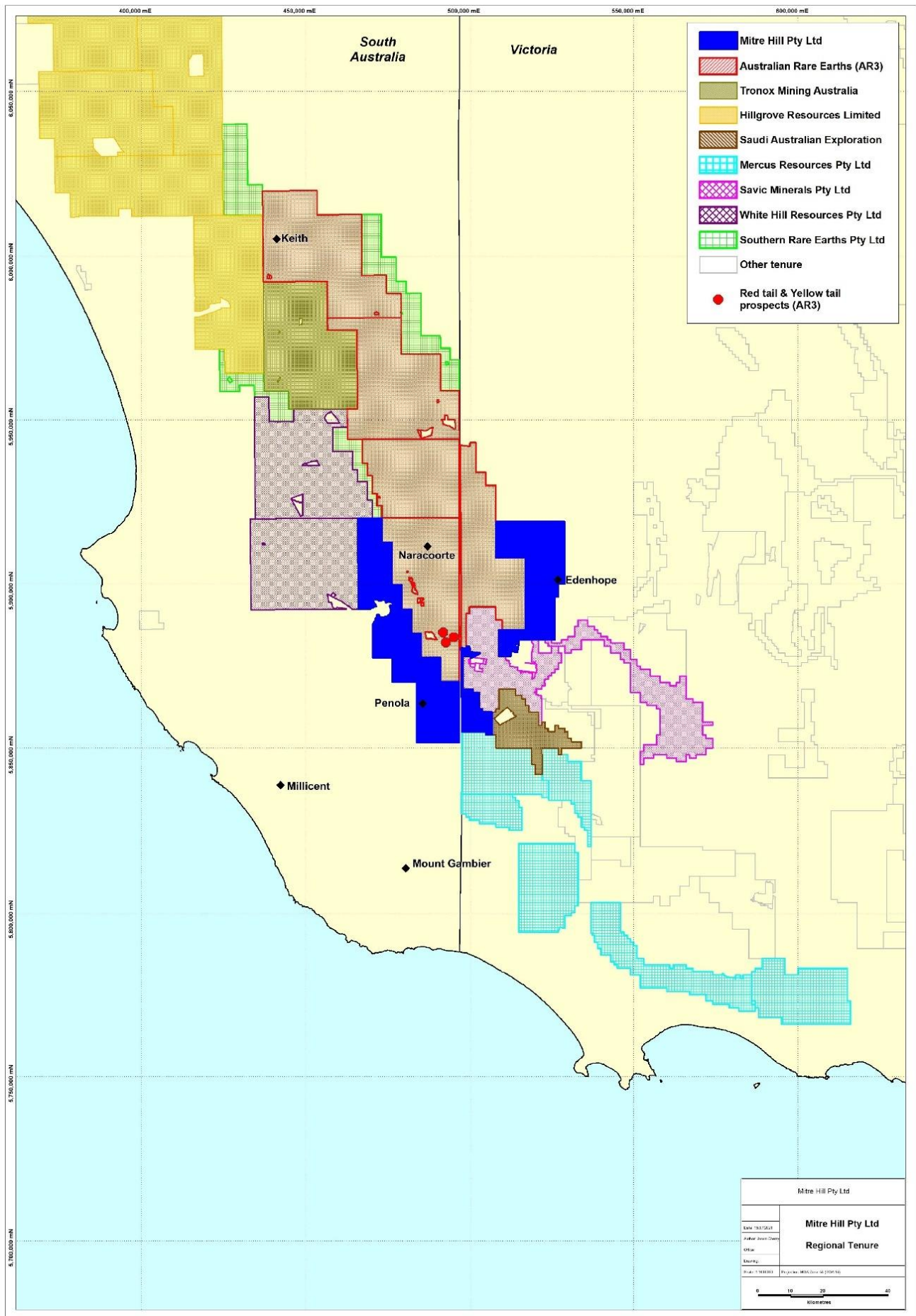


Figure 1. Tenement Location for Mitre Hill and competitors in South Australia and Victoria. This figure has been included for information purposes only and should be not construed as a comment on the prospectivity of the Projects.



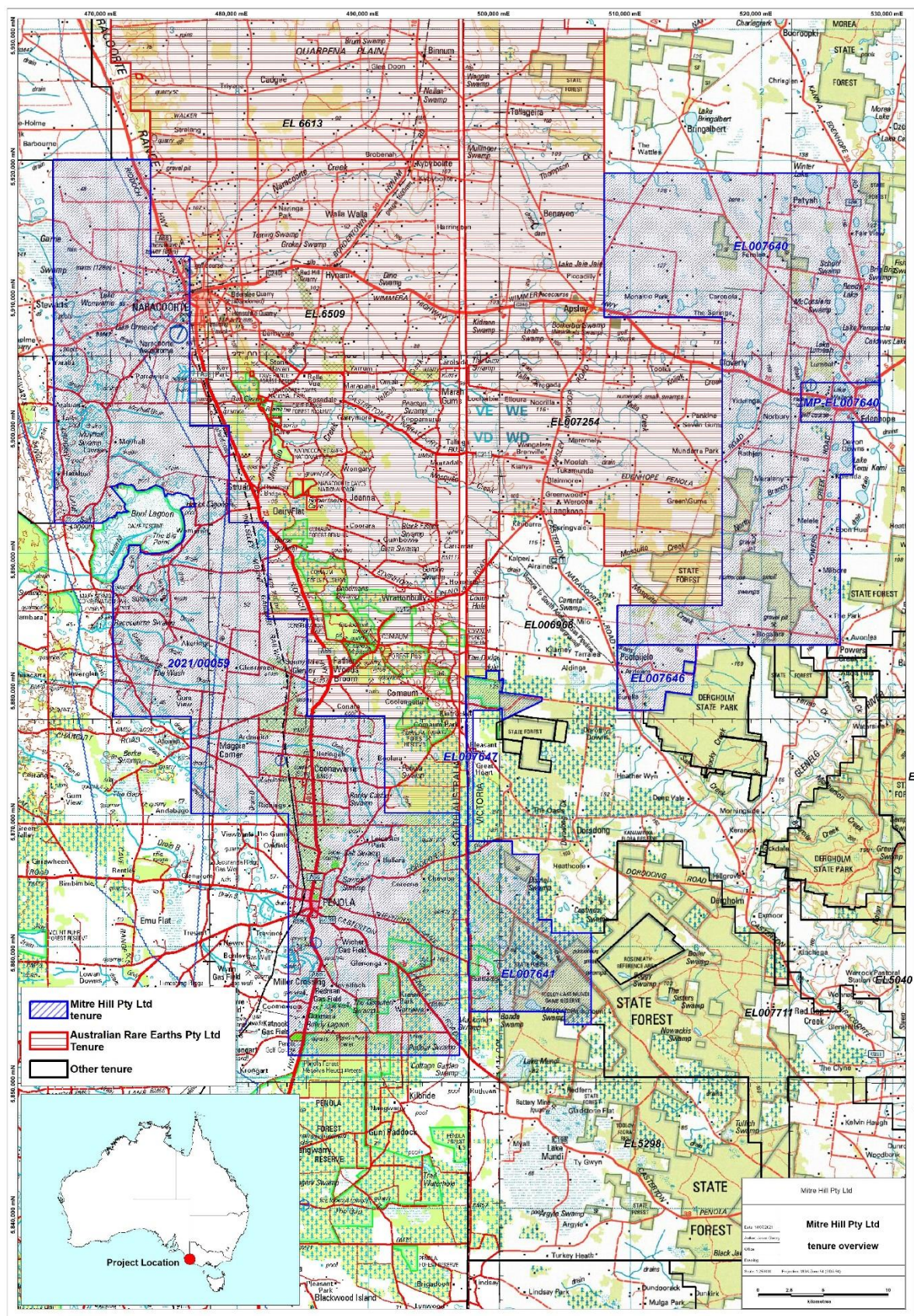


Figure 2. Tenement applications over detailed topography. Applied for tenure secures known occurrences at depth of strandlines of heavy mineral.



## 2.0 Mitre Mining Pty Ltd Agreement

Key Terms of the Acquisition are as follows:

- (a) **Acquisition:** RBX to enter into a binding agreement with the Vendors, pursuant to which RBX agrees to purchase 100% of the issued capital in Mitre Hill (who holds a 100% legal and beneficial interest in the applications comprising the Projects).
- (b) **Consideration:** the proposed consideration for the acquisition is as follows:
  - (i) Subject to shareholder approval, at settlement of the Acquisition, issue (on a pro-rata basis) 4,700,000 shares to the Vendors("Consideration Shares"). The applications must be granted within 12 months of the date of the agreement (or such longer date as agreed by the parties), otherwise, the respective portion of Consideration Shares may be bought back by the Company for nominal consideration.
  - (ii) Subject to shareholder approval, the issue (on a pro-rata basis) of 4,000,000 performance rights that shall vest and convert into shares on satisfaction of certain operational milestones pertaining to the Projects.
  - (iii) The Company shall pay to the Vendors on and from settlement a royalty of 1% of the net smelter return on all minerals (on a pro-rata basis), mineral products and concentrates, produced and sold from the Projects.
  - (iv) The Company will reimburse the Vendors (on a pro-rata basis) up to \$50,000 for prior expenditure incurred on the applications to date, subject to the production of valid receipts/invoices from the Vendors.
- (c) **Conditions Precedent:** the acquisition is conditional upon:
  - (i) RBX completing a placement to sophisticated/professional investors to raise \$1 million; and
  - (ii) the Company obtaining all necessary shareholder, regulatory or third-party approvals required to complete the acquisition.
- (d) **Exclusivity Fee:** the Company will pay the Vendors (on a pro rata basis) an exclusivity fee of \$50,000 in cash, that may (at the Vendors election) be repaid in consideration for the issue of the equivalent value of shares (at a deemed issue price of \$0.17 per share).

## 3.0 Geology

The Murray Basin extends over 300,000 km<sup>2</sup> predominated by Cainozoic sediments. In the Mallee Region in the West relevant to this report, the Murray basin Cainozoic Loxton prailla sands are concealed beneath semi arid landscape of quaternary dune fields (Brown et al 1994). The Application areas in both South Australia and Victoria occur in the Western margin of the Murray basin. The sequence of interest in terms of potential rare earth elements ("REE") mineralisation is the Pliocene (2.5 to 5.3 Ma) Loxton Parilla Sands as per Baohung et al below.

The upper part of the Loxton Sands forms an extensive regressive strand plain (Hou and Petts 2021). There is within this a facies of beach sand which contains heavy minerals including ilmenite, zircon, rutile and tourmaline. Monazite, impure zircon, leucoxene and garnet can host significant concentrations of REEs.

The geology of the target area is summarised as stranded Pliocene beach ridges and intervening swales, locally veneered by aeolian sands. It is interpreted that Naracoorte is the boundary of the Murray Basin to the north and the Otway basin to the south (Brown et al 1994).



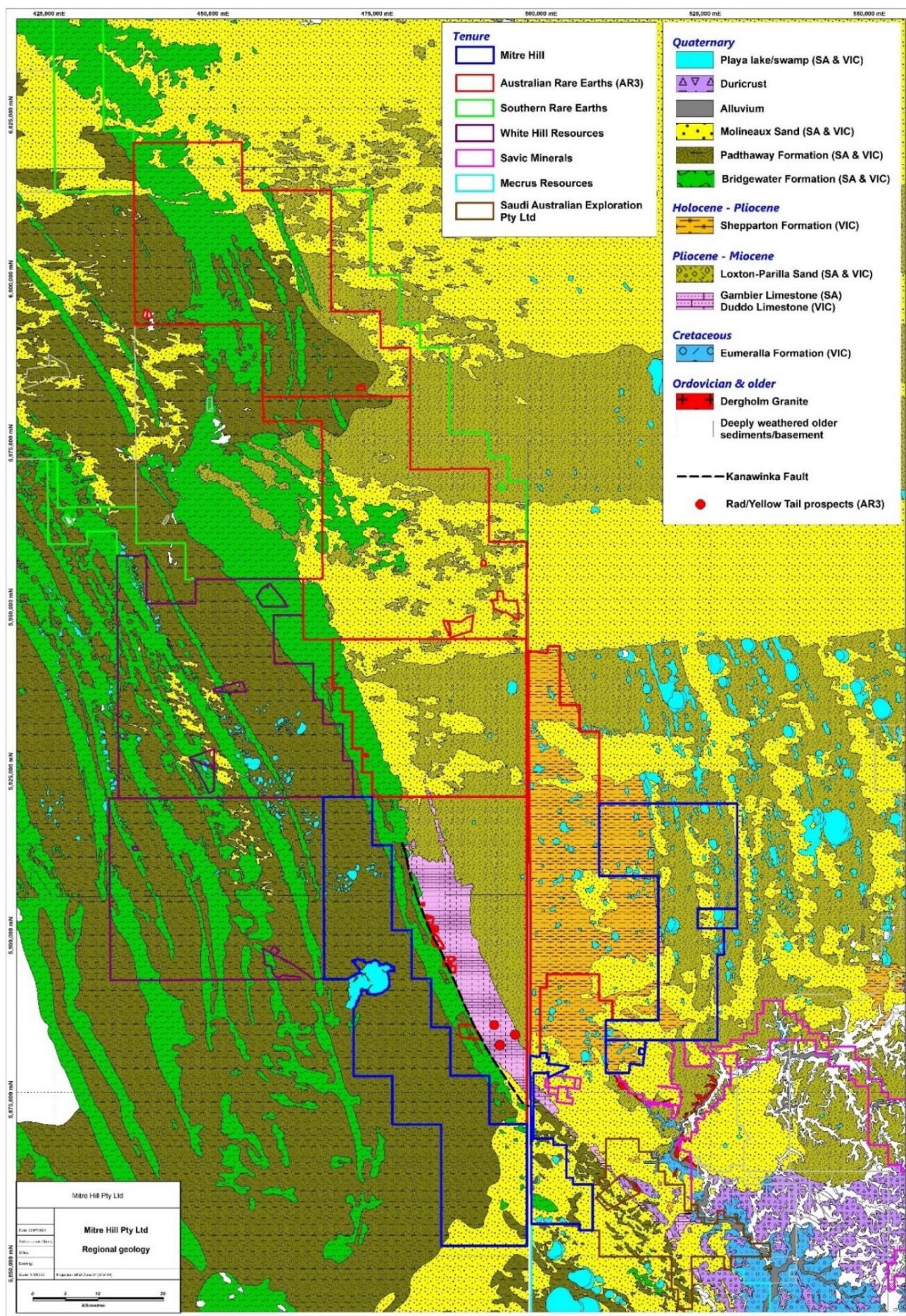
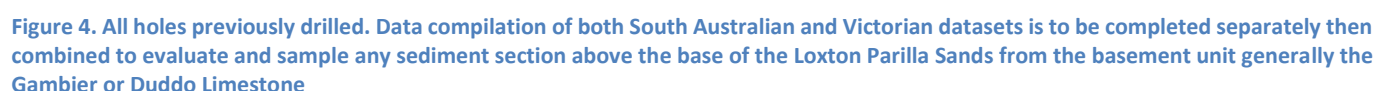


Figure 3. Simplified Geological Plan suggests most Prospectivity may be on the Eastern, Victorian concessions with the exposed Loxton Parilla sands. REE mineralisation occurs at the base of the Parilla Sands directly overlying the Mount Gambier Limestone.



A significant archive of historical exploration data has been acquired by Mitre Hill, including drilling results, numerous government studies and minor private exploration. Reports noted below overlapped the current Mitre Hill properties to some extent. A representative example of sampling results from hole RC86KII3 were relatively coarse being composed of 93.44% +200 # mesh. CRAE in 1986 (SA ENV 06509 page 31 of 69). Heavy minerals (SG>2.96) was only small. The bulk heavy mineral grades were 0.04% and 0.34% for samples 1161227 and 1161228 respectively. Mineralogical examination composed 0.16% xenotime, 36.50% ilmenite, 7.90% geothite, 0.54% monazite, 8.70% zircon, 4.70% rutile/anatase and 3.80% leucoxene.



**Drilling Collar summary information** summarised as per Table 2 (Refer to Appendix 1 for full details of drilling collar activities).

Area	Company	Number of Holes	Metres	Year
Vic	CRAE	36	908	1989
Vic	RGC	34	548	1990
Vic	Vic Gov	18	2933	
SA	WMC	2	219	1982
SA	SA Gov	2	486	

All previous exploration done prior report date has been completed by the following entities;

Evaluation of minerals sands potential over the area of interest was completed. Total heavy minerals assuming zircon and rutile are the only economic components reviewed and no attention given to possible rare earth accumulation. The area evaluated roughly coincides with the area of current Mitre Hill's and AR3's (Australian Rare Earths Ltd) tenure.

A program of mainly aerial photo interpretation and scout drilling was completed. A program of radiometric and magnetics remote sensing was also suggested but not completed.

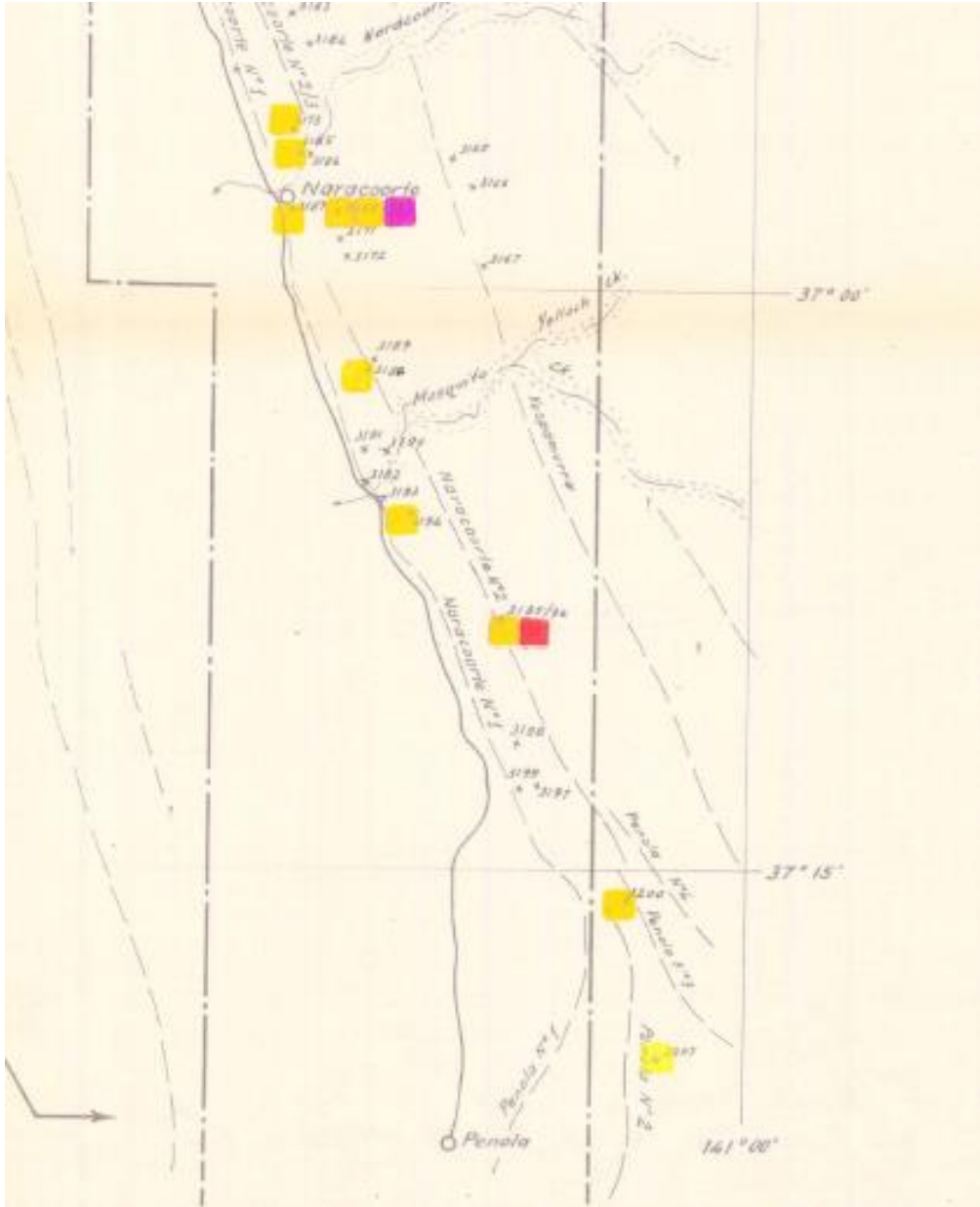


Figure 5. Excerpt from Page 41 of the 1973 report does suggest the strandline Koppamurra trends onto the Victorian side of the border. The strandlines are well known in terms of current interpreted locations. Penola and Koppamurra units are likely to extend onto Mitre Hill tenure.

1986 –CRA Exploration Pty Ltd – Kiama – EL1309 (SA government ENV6509).

The CRA Exploration licence was designed to cover possible extensions of detrital heavy mineral occurrences. Exploration model was to basement irregularities may have formed large scale sedimentological traps for heavy minerals occurrences. Data entry of these logs is required albeit most potential was referred to being on the Victoria side of the border within the same sequence. This tenure is covered to some extent by Mitre Hill.

## 5.0 Mitre Hill - RBX work

To date no field activity has been completed as all tenements are in application phase. It is the author’s recommendation that desktop compilation including drafting of figures and program design should be initiated following completion of the acquisition of Mitre Hill by RBX.

## 6.0 Proposed Exploration.

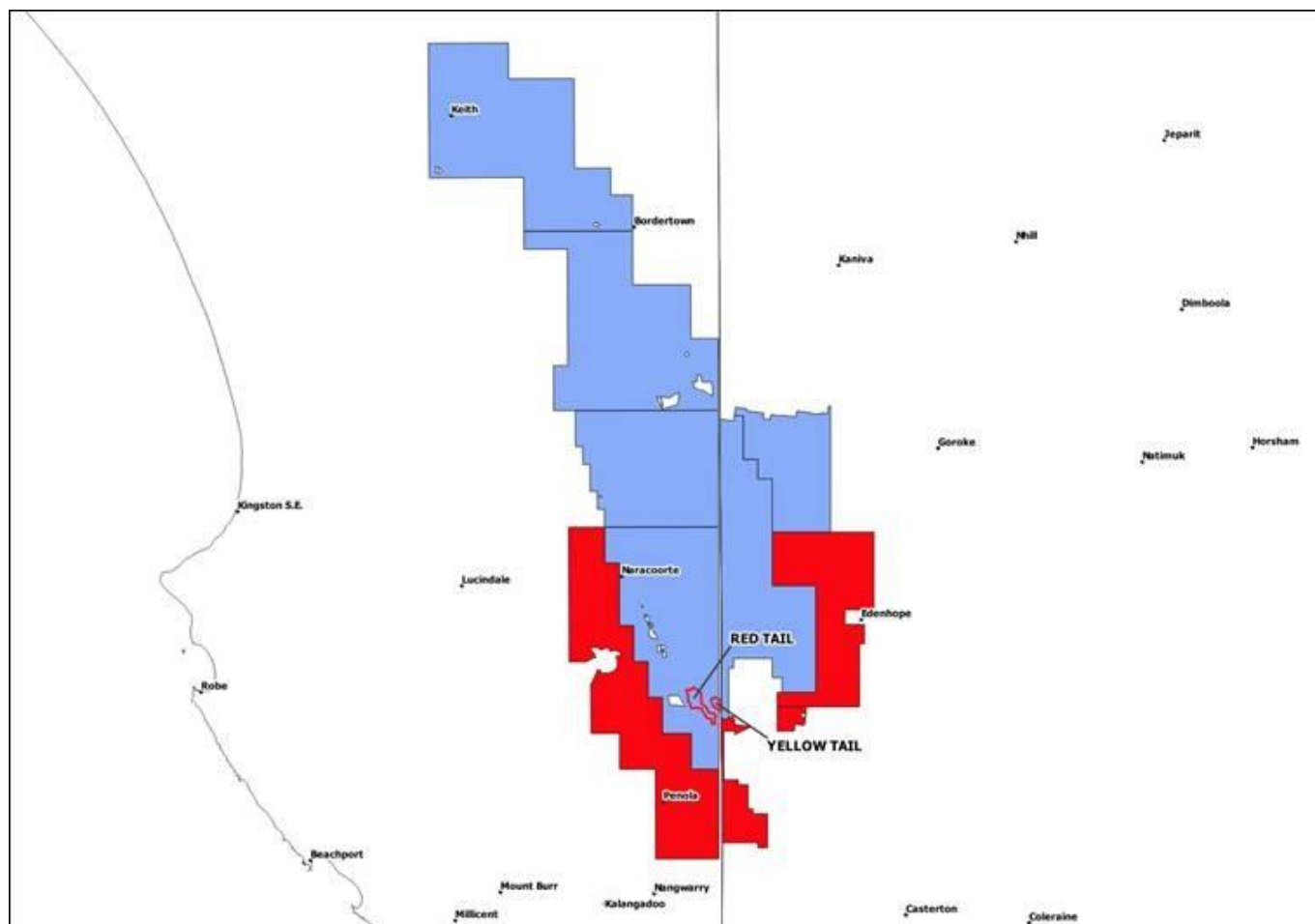
The proposed exploration budget will be subject to modification on an ongoing basis, depending on the grant dates of each of the respective Applications and exploration results as they progress. The proposed program will be sufficient to cover the prescribed minimum annual expenditure commitments as set by the South Australian and Victorian Government.

**Table 3. Proposed budget for the period of 24 months following completion of the Acquisition**

Item	Year 1 <sup>1</sup>	Year 2
Assembly of geological database and sampling of historic drill core	100,000	50,000
Drilling & further sampling	233,000	125,000
Mineralogical and metallurgical test work	195,000	295,000
Project management & tenement costs	150,000	230,000
<b>Totals</b>	<b>678,000</b>	<b>700,000</b>

1. This estimate takes into account that due to the expected timing on granting of the tenements we will not be undertaking activities on all five tenements in the first year.

The proposed exploration program and budget appears to be based on sound geologic principals and supported by reliable data.



**Figure 6. Transposed AR3 Resource areas suggest strike extent onto Mitre Hill applications areas for immediate evaluation (pers Comm Ian Cameron)**

## 7.0 Conclusions

- The applications are held 100% by Mitre Hill, which will be acquired by RBX pursuant to the Acquisition. All applications have been applied for in accordance with applicable law and remain subsisting.
- The Company has a clear exploration focus in testing the base of the Parill. Loxton Sands above the Limestone basement uniformity.

## 8.0 References

- Anom. AR3, Australian Rare Earths Limited Prospectus for IPO on ASX July 1<sup>st</sup>, 2021.
- Bowler, J.M, Kotsonis, A, Lawrence, C, L. Environmental Evolution of the Mallee Region, Western Murray Basin. Proceedings of the Royal Society of Victoria 118 (2): 161-210. ISSN 0035-9211.
- Brown, C.M., Stephenson, A.E, 1994. Geology of the Murray Basin, South Eastern Australia. BMR Bulletin 235.
- Hou, B and Twining M, 2019. Mineral Potential of the Western Murray Basin – Government of South Australia, Department of Energy and Mining.
- Meyer, GM. 1982. ENV04795 Western Mining Corporation. Relinquishment Report Exploration Licences 706, 791, 907, 945, 975, 976 and 984 SESA Project.
- Jenke, G.P. 1986. ENV06509 CRA Exploration Pty Ltd. First Quarterly Report for Kiama EL1309, South Australia.
- Allnut, S.L. 1989. CRA Exploration Pty Ltd. Edenhope Block Victoria. Els 1562, 1563, 1564, 1565 and 1565.
- Grey, K. 1992. RGC Exploration Pty Ltd. Final Report on EL's 2594, 2595, Bringalbert.

## Appendix 1

### JORC Table including details of all drill holes and intersections.

#### Competent Person Statement

The information in this Report that relates to Exploration Results, Exploration Targets and Mineral Resources is based on information compiled by Mr Jason Beckton, who is a Member of the Australian Institute of Geoscientists. Mr Beckton, who is an independent geological consultant to the Company, has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Beckton consents to the inclusion in this Report of the matters based on the information in the form and context in which it appears.

JORC CODE, 2012 EDITION – TABLE 1 – South Australian and Victorian Tenements – Mitre Hill Pty Ltd

Section 1: Reporting of Exploration Results

Section 2: Sampling Techniques and Data

Section 1 Sampling Techniques and Data – Historic Information Only.

Criteria	JORC Code explanation	Commentary
<b>Sampling techniques</b>	<ul style="list-style-type: none"> <li>Nature and quality of sampling (eg cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc).</li> </ul>	<ul style="list-style-type: none"> <li>NA.No evidence of sampling of rock chips or hand samples of this nature.</li> </ul>
<b>Drilling techniques</b>	<ul style="list-style-type: none"> <li>Drill type (eg core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (eg core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc).</li> </ul>	<ul style="list-style-type: none"> <li>Diamond Drilling with Internal air return, Aircore, RC percussion, and limited diamond drilling.</li> </ul>
<b>Drill sample recovery</b>	<ul style="list-style-type: none"> <li>Method of recording and assessing core and chip sample recoveries and results assessed.</li> </ul>	<ul style="list-style-type: none"> <li>Standard overshot recovery of returned air recovery sample.</li> </ul>
<b>Logging</b>	<ul style="list-style-type: none"> <li>Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.</li> <li>Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography.</li> <li>The total length and percentage of the relevant intersections logged.</li> </ul>	<ul style="list-style-type: none"> <li>NA Assume geologically supervised.</li> </ul>
<b>Quality of assay data and laboratory tests</b>	<ul style="list-style-type: none"> <li>The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.</li> </ul>	<ul style="list-style-type: none"> <li>Assaying in the case of CRAE in 1986 (SA ENV 06509 page 30 of 69) was conducted with XRF technique for Ce, La, Ba, Sn, W, Zr, and Ta and P, Ti and Fe using ICP.</li> </ul>
<b>Location of data points</b>	<ul style="list-style-type: none"> <li>Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.</li> <li>Specification of the grid system used.</li> <li>Quality and adequacy of topographic control.</li> </ul>	<ul style="list-style-type: none"> <li>Government supplied in online geological datasets, converted to GDA94, Zone 54 Grid for both SA and Victoria.</li> </ul>
<b>Data spacing and distribution</b>	<ul style="list-style-type: none"> <li>Data spacing for reporting of Exploration Results.</li> </ul>	<ul style="list-style-type: none"> <li>Drill collars appear to be minimum 60km2 spacing in CRAE programs and more on a linear basis for RGC with minimum spacing 500m.</li> </ul>



Criteria	JORC Code explanation	Commentary
<b>Orientation of data in relation to geological structure</b>	<ul style="list-style-type: none"> <li>Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.</li> <li>If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.</li> </ul>	<ul style="list-style-type: none"> <li>NA. Vertical holes not surveyed.</li> </ul>
<b>Sample security</b>	<ul style="list-style-type: none"> <li>The measures taken to ensure sample security.</li> </ul>	<ul style="list-style-type: none"> <li>Unknown</li> </ul>
<b>Audits or reviews</b>	<ul style="list-style-type: none"> <li>The results of any audits or reviews of sampling techniques and data.</li> </ul>	<ul style="list-style-type: none"> <li>No audits or reviews of the data management system have been carried out</li> </ul>

## Section 2 Reporting of Exploration Results

Criteria	JORC Code explanation	Commentary																												
<b>Mineral tenement and land tenure status</b>	<ul style="list-style-type: none"><li>Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings.</li><li>The security of the tenure held at the time of reporting along with any known impediments to obtaining a license to operate in the area.</li></ul>	<ul style="list-style-type: none"><li>Refer Table 1 in main report text and below.</li></ul> <table><tr><th>Tenement Name and Number</th><th>Area km<sup>2</sup></th><th>Application Date Accepted</th><th>Licence Applicant</th></tr><tr><td>ELA2021/00059 (South Australia)</td><td>810</td><td>19/05/21</td><td>Mitre Hill Pty Ltd</td></tr><tr><td>EL007640 (Victoria)</td><td>409</td><td>29/07/21</td><td>Mitre Hill Pty Ltd</td></tr><tr><td>EL007646 (Victoria)</td><td>28</td><td>29/06/21</td><td>Mitre Hill Pty Ltd</td></tr><tr><td>EL007647 (Victoria)</td><td>30</td><td>16/16/21</td><td>Mitre Hill Pty Ltd</td></tr><tr><td>EL007641 (Victoria)</td><td>103</td><td>17/06/21</td><td>Mitre Hill Pty Ltd</td></tr><tr><td>Total</td><td>1380</td><td></td><td></td></tr></table>	Tenement Name and Number	Area km <sup>2</sup>	Application Date Accepted	Licence Applicant	ELA2021/00059 (South Australia)	810	19/05/21	Mitre Hill Pty Ltd	EL007640 (Victoria)	409	29/07/21	Mitre Hill Pty Ltd	EL007646 (Victoria)	28	29/06/21	Mitre Hill Pty Ltd	EL007647 (Victoria)	30	16/16/21	Mitre Hill Pty Ltd	EL007641 (Victoria)	103	17/06/21	Mitre Hill Pty Ltd	Total	1380		
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Total	1380																													
<b>Exploration done by other parties</b>	<ul style="list-style-type: none"><li>Acknowledgment and appraisal of exploration by other parties.</li></ul>	<ul style="list-style-type: none"><li>Victoria. CRA Exploration in 1989 with Aircore and RC drilling campaigns.</li><li>Victoria. RGC Exploration in 1990 with Aircore drilling campaign.</li><li>Victoria. Vicotiran Government VIMP program.</li><li>South Australia – WMC Western Mining. 1982 largely coal drilling.</li><li>South Australia – South Australian Government drill program. Dates not provided.</li><li>South Australia – CRAE Gravity data available from 1986.</li></ul>																												

Criteria	JORC Code explanation	Commentary
<b>Geology</b>	<ul style="list-style-type: none"> <li>• <i>Deposit type, geological setting and style of mineralisation.</i></li> </ul>	<ul style="list-style-type: none"> <li>• Heavy Mineral sand accumulations with possible Rare Earth concentrations in Cainozoic sand accumulations.</li> </ul>

Criteria	JORC Code explanation	Commentary																														
<b>Drill hole Information</b>	<ul style="list-style-type: none"><li>A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes:<ul style="list-style-type: none"><li>easting and northing of the drill hole collar</li><li>elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar</li><li>dip and azimuth of the hole</li><li>down hole length and interception depth</li><li>hole length.</li></ul></li><li>If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.</li></ul>	<p>Collar and survey information: Please note Eastings and Northings all GDA94 Zone 54</p> <p><b>Drilling Collar summary information</b></p> <table><tr><th>Area</th><th>Company</th><th>Number of Holes</th><th>Metres</th><th>Year</th></tr><tr><td>Vic</td><td>CRAE</td><td>36</td><td>908</td><td>1989</td></tr><tr><td>Vic</td><td>RGC</td><td>34</td><td>548</td><td>1990</td></tr><tr><td>Vic</td><td>Vic Gov</td><td>18</td><td>2933</td><td></td></tr><tr><td>SA</td><td>WMC</td><td>2</td><td>219</td><td>1982</td></tr><tr><td>SA</td><td>SA Gov</td><td>2</td><td>486</td><td></td></tr></table> <p><b>A total of 5094 metres has been drilled. Some core is able to be reviewed in respective Government storage facilities. Information is not verifiable in current form apart from detailed research not within the scope of this report.</b></p> <p><b>Drilling Collar detailed information</b></p>	Area	Company	Number of Holes	Metres	Year	Vic	CRAE	36	908	1989	Vic	RGC	34	548	1990	Vic	Vic Gov	18	2933		SA	WMC	2	219	1982	SA	SA Gov	2	486	
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SA	WMC	2	219	1982																												
SA	SA Gov	2	486																													

## Criteria

## JORC Code explanation

## Commentary

Hole Id	Prospect	Tenement	East	West	Elevation	Depth	Company	Year	State	Type	Comment
GO017	BRINGALBART	EL007640	513221	591677	120	11	CRAE	1989	SA	Unknown method	
EH003	DURONG	EL007640	524022	588277	165	20	CRAE	1989	SA	Unknown method	
BH004	EDENHOPE	EL007640	525720	589747	158	79	CRAE	1989	SA	Rotary mud drilling	
BH015	DURONG	EL007640	524420	589137	160	18	CRAE	1989	SA	Unknown method	
BH016	DURONG	EL007640	516920	588417	145	18	CRAE	1989	SA	Unknown method	
BH017	WAGEPPA	EL007640	510920	588462	135	15	CRAE	1989	SA	Unknown method	
BH020	EDENHOPE	EL007640	524211	590227	150	18	CRAE	1989	Vic	Unknown method	
BH033	EDENHOPE	EL007640	518871	590327	150	12	CRAE	1989	Vic	Unknown method	
BH032	EDENHOPE	EL007640	521120	590272	150	30	CRAE	1989	Vic	Unknown method	
GO056	BRINGALBART	EL007640	512521	590827	137	18	CRAE	1989	Vic	Unknown method	
GO057	BRINGALBART	EL007640	513521	591287	127	24	CRAE	1989	Vic	Unknown method	
GO058	BENAYEO	EL007640	508621	591367	110	24	CRAE	1989	Vic	Unknown method	
GO059	BRINGALBART	EL007640	517220	591577	130	27	CRAE	1989	Vic	Unknown method	
BH075	DURONG	EL007640	524721	589407	165	18	CRAE	1989	Vic	Unknown method	
BH104	DURONG	EL007640	523821	589427	160	15	CRAE	1989	Vic	Unknown method	
BH112	DURONG	EL007640	524120	588927	160	21	CRAE	1989	Vic	Unknown method	
BH113	DURONG	EL007640	524571	589577	170	24	CRAE	1989	Vic	Unknown method	
BH114	DURONG	EL007640	524512	589297	165	18	CRAE	1989	Vic	Unknown method	
BH115	DURONG	EL007640	524821	589577	165	21	CRAE	1989	Vic	Unknown method	
GO012	JALLAKIN	EL007640	527021	591287	149	30	CRAE	1989	Vic	Unknown method	
GO013	BRINGALBART	EL007640	518671	591077	133	27	CRAE	1989	Vic	Unknown method	
GO014	MORRA	EL007640	519771	591897	137	26	CRAE	1989	Vic	Unknown method	
GO016	BRINGALBART	EL007640	519871	590877	108	18	CRAE	1989	Vic	Unknown method	
BH034	EDENHOPE	EL007640	519371	589927	145	15	CRAE	1989	Vic	Unknown method	
BH035	EDENHOPE	EL007640	522871	590017	155	24	CRAE	1989	Vic	Unknown method	
BH052	EDENHOPE	EL007640	525121	589727	162	30	CRAE	1987	Vic	Reverse Circulation	
GO025	JALLAKIN	EL007640	521770	590757	146	27	CRAE	1989	Vic	Unknown method	
GO026	JALLAKIN	EL007640	522121	591107	145	30	CRAE	1989	Vic	Unknown method	
GO027	JALLAKIN	EL007640	525771	591277	138	24	CRAE	1989	Vic	Unknown method	
GO028	JALLAKIN	EL007640	520720	591507	140	33	CRAE	1989	Vic	Unknown method	
GO029	JALLAKIN	EL007640	523671	591647	142	29	CRAE	1989	Vic	Unknown method	
GO043	JALLAKIN	EL007640	523621	590567	155	30	CRAE	1989	Vic	Unknown method	
BH069	DURONG	EL007640	520520	589367	156	15	CRAE	1989	Vic	Unknown method	
BH070	EDENHOPE	EL007640	523221	589377	158	18	CRAE	1989	Vic	Reverse Circulation	
BH083	DURONG	EL007640	519520	588427	158	12	CRAE	1989	Vic	Unknown method	
BH 004	EDENHOPE	EL007640	525720	589747	0	79	CRAE	1984	Vic	Diamond core	Unknown Elevation
MEF16000	JALLAKIN	EL007640	526004	591610	0	24	RG	1990	Vic	Rotary Air Blast	RGC Elevation not recorded
MEG11000	JALLAKIN	EL007640	527952	591344	0	12	RG	1990	Vic	Rotary Air Blast	
MEG12000	JALLAKIN	EL007640	528542	591385	0	18	RG	1990	Vic	Rotary Air Blast	
MEF16000	JALLAKIN	EL007640	526483	591603	0	10	RG	1990	Vic	Rotary Air Blast	
MEG10000	JALLAKIN	EL007640	527006	591346	0	14	RG	1990	Vic	Rotary Air Blast	
MEJ21040	JALLAKIN	EL007640	522554	591166	0	10	RG	1990	Vic	Rotary Air Blast	
MEH13000	BRINGALBART	EL007640	510208	591682	0	16	RG	1990	Vic	Rotary Air Blast	
MEH14000	BRINGALBART	EL007640	511298	591654	0	6	RG	1990	Vic	Rotary Air Blast	
MEH15060	BRINGALBART	EL007640	512200	591645	0	18	RG	1990	Vic	Rotary Air Blast	
MEH16000	BRINGALBART	EL007640	513283	591639	0	18	RG	1990	Vic	Rotary Air Blast	
MEH17000	BRINGALBART	EL007640	514236	591620	0	18	RG	1990	Vic	Rotary Air Blast	
MEH18000	BRINGALBART	EL007640	515269	591608	0	18	RG	1990	Vic	Rotary Air Blast	
MEH19000	BRINGALBART	EL007640	516204	591597	0	16	RG	1990	Vic	Rotary Air Blast	
MEH19400	BRINGALBART	EL007640	516475	591595	0	18	RG	1990	Vic	Rotary Air Blast	
MEH20000	BRINGALBART	EL007640	517128	591580	0	18	RG	1990	Vic	Rotary Air Blast	
MEI10500	BRINGALBART	EL007640	510028	590825	0	18	RG	1990	Vic	Rotary Air Blast	
MEI12500	BRINGALBART	EL007640	511884	590831	0	18	RG	1990	Vic	Rotary Air Blast	
MEI13500	BRINGALBART	EL007640	512854	590821	0	22	RG	1990	Vic	Rotary Air Blast	
MEI14500	BRINGALBART	EL007640	513917	590893	0	22	RG	1990	Vic	Rotary Air Blast	
MEF14000	JALLAKIN	EL007640	524041	591637	0	20	RG	1990	Vic	Rotary Air Blast	
MEF15000	JALLAKIN	EL007640	525039	591624	0	10	RG	1990	Vic	Rotary Air Blast	
MEH11000	BENAYEO	EL007640	508293	591691	0	18	RG	1990	Vic	Rotary Air Blast	
MEH12000	BENAYEO	EL007640	509295	591679	0	18	RG	1990	Vic	Rotary Air Blast	
MEI18500	BRINGALBART	EL007640	517895	590769	0	10	RG	1990	Vic	Rotary Air Blast	
MEI14670	JALLAKIN	EL007640	522137	591172	0	22	RG	1990	Vic	Rotary Air Blast	
MEI15000	JALLAKIN	EL007640	523932	591085	0	10	RG	1990	Vic	Rotary Air Blast	
MEI15500	JALLAKIN	EL007640	527417	591097	0	10	RG	1990	Vic	Rotary Air Blast	
MEI16600	JALLAKIN	EL007640	526010	591117	0	18	RG	1990	Vic	Rotary Air Blast	
MEI18500	JALLAKIN	EL007640	524143	591149	0	12	RG	1990	Vic	Rotary Air Blast	
MEI20000	JALLAKIN	EL007640	523079	591158	0	16	RG	1990	Vic	Rotary Air Blast	
MEF10000	JALLAKIN	EL007640	520734	591596	0	24	RG	1990	Vic	Rotary Air Blast	
MEF12000	JALLAKIN	EL007640	521750	591587	0	10	RG	1990	Vic	Rotary Air Blast	
MEF11800	JALLAKIN	EL007640	522191	591624	0	18	RG	1990	Vic	Rotary Air Blast	
MEF13000	JALLAKIN	EL007640	523069	591650	0	18	RG	1990	Vic	Rotary Air Blast	
VMP1			579000	594095	0	148	Vic Gov				
VMP2			571122	592268	0	183	Vic Gov				
VMP3			590100	592057	0	131.5	Vic Gov				
VMP4			648020	591896	0	58.55	Vic Gov				
VMP5			644240	594895	0	106.5	Vic Gov				
VMP6			596500	598000	0	236.4	Vic Gov				
VMP7			532500	593760	0	265.7	Vic Gov				
VMP8			599250	5943970	0	208.5	Vic Gov				
VMP9			624750	5924870	0	141	Vic Gov				
VMP10			611200	5921840	0	80	Vic Gov				
VMP11			558239	5921921	0	216.2	Vic Gov				
VMP12			536040	5910950	0	135.7	Vic Gov				
VMP13			526243	5941488	0	216	Vic Gov				
VMP14			625240	5987180	0	194.9	Vic Gov				
VMP15			578400	5925750	0	87.5	Vic Gov				
VMP16			602450	5967275	0	248.8	Vic Gov				
VMP17			628650	5878980	0	114.6	Vic Gov				
VMP18			609290	5846880	0	61.1	Vic Gov				
SE60		ELA2021 00059	485168	585417		116	WMC		SA		
SE72		ELA2021 00059	486018	5859530		103	WMC		SA		
RCB6K1 13	Penola		496720	5869156			SA Gov	1986	SA		Elevation Depth not provided
MC67	Penola		474940	5876211		267	SA Gov		SA		Elevation not provided
Kellys Bore	Penola	ELA2021 00060	466388	5895783		189.3	SA Gov		SA		Elevation not provided

Criteria	JORC Code explanation	Commentary
<b>Criteria</b>	<b>JORC Code explanation</b>	<b>Commentary</b>
<b>Relationship between mineralisation widths and intercept lengths</b>	<ul style="list-style-type: none"> <li>These relationships are particularly important in the reporting of Exploration Results.</li> <li>If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.</li> <li>If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (eg 'down hole length, true width not known').</li> </ul>	<ul style="list-style-type: none"> <li>A representative example of sampling results from hole RC86KII3 were relatively coarse being composed of 93.44% +200 # mesh. CRAE in 1986 (SA ENV 06509 page 31 of 69). Heavy minerals (SG&gt;2.96) was only small. The bulk heavy mineral grades were 0.04% and 0.34% for samples 1161227 and 1161228 respectively. Mineralogical examination composed 0.16% xenotime, 36.50% ilmenite, 7.90% geothite, 0.54% monazite, 8.70% zircon, 4.70% rutile/anatase and 3.80% leucoxene.</li> </ul>
<b>Diagrams</b>	<ul style="list-style-type: none"> <li>Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.</li> </ul>	<ul style="list-style-type: none"> <li>The locations of drill collars plotted with no section evident.</li> </ul>
<b>Balanced reporting</b>	<ul style="list-style-type: none"> <li>Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.</li> </ul>	<ul style="list-style-type: none"> <li>Detailed results are not reported in this report with individual logs not entered into a functional database at report time.</li> </ul>
<b>Other substantive exploration data</b>	<ul style="list-style-type: none"> <li>Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.</li> </ul>	<ul style="list-style-type: none"> <li>No metallurgical or bulk density tests were conducted.</li> </ul>
<b>Further work</b>	<ul style="list-style-type: none"> <li>The nature and scale of planned further work (eg tests for lateral extensions or depth extensions or large-scale step-out drilling).</li> <li>Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.</li> </ul>	<ul style="list-style-type: none"> <li>Further work is dependent on management review of the existing data.</li> </ul>

## Appendix 1. Glossary of Terms.

Term	Description
alteration	Rock that has been subject to hot fluids mainly water in which the minerals have changed from their original compositions to new minerals which were more stable under those conditions.
anomaly	Metal composition in rock or soil that is higher than what is standard, normal, or expected.
assays	The test results of a geologic sample to determine its elemental composition and quality.
background	The metal composition in rock or soil that is considered standard, normal, or expected.
basement rocks	Older rocks below a sequence of prospective younger rocks which have undergone changes caused by heat and pressure prior to the deposition of the younger rocks. In this case basement Limestones.
core holes	A drill hole from which a continuous cylindrical core sample of rock is taken.
cover	Younger sediment or volcanic material which sits above an older prospective rock sequence.
database	A structured set of data held in a computer.
Push tube rig	A small man portable drill that recovers a core sample.
drill pads	A prepared area designed to accommodate a drill rig.
Fault zone	A long planar fracture formed by geologic pressure.
feeder	The geological conduit through which mineralising fluids can pass to deposit minerals elsewhere.
geochemical	The chemical composition of geological materials.
geophysical	The physical properties of geological materials.
grade	The richness of an element of interest in a specified amount of material.
head grade	The average grade of feedstock from a mine before it is processed.
intersection	An interval of mineralisation of economic interest in a drill hole or continuous number of samples.
Iron	Iron is a metallic chemical element with symbol Fe with atomic number 26.
limestone	A sedimentary rock with a high carbonate content.
lithology intervals	The intervals of different rock types in a drill hole.
mineralisation	The presence of economically important minerals in either economic or un-economic concentrations.
Neogene	A geologic period that spans 20.45 million years from the end of the Paleogene Period 23.03 million years ago (Mya) to the beginning of the present Quaternary Period 2.58 Mya. The Neogene is sub-divided into two epochs, the earlier Miocene and the later Pliocene.
orebodies	A number of economically viable occurrences of minerals.
outcrop	A body of rock which can be seen at the surface of the earth.
Reverse Circulation	A drilling technique in which the rock is pulverised by the drill bit and carried to the sample collection area at the surface inside the drill rods, thereby reducing contamination.

Percussion drilling	
rock chip sample	A sample of one or more rock samples from a single location combined into one bag for mineral analysis.
sandstone	A sedimentary rock composed of sand sized grains.
Strata-bound	A mineral deposit confined to a single stratigraphic unit.
stratigraphic	The subdivision of a sequence of rock strata into mappable units, determining the time relationships that are involved.
strike	The direction of the line formed by the intersection of a rock surface with a horizontal plane.
surface holes	Drill holes which are drilled from the earth's surface.
target zone	The area in a drill hole or mine where there is a reasonable expectation of encountering mineralisation in either economic or uneconomic concentrations.
Unmineralised	Without any significant content of economic minerals.

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**ANNEXURE B – SOLICITOR’S TENEMENT REPORT**

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**Perth | Melbourne**

13 October 2021

Your Ref:  
Our Ref: MPF:5233-06  
Contact: Mark Foster  
Partner  
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The Directors  
Resource Base Limited  
Suite 5, 62 Ord Street  
WEST PERTH WA 6005

Dear Directors

### **SOLICITOR'S REPORT ON TENEMENTS**

Resource Base Limited (**Company**) has entered into an agreement with the shareholders (**Vendors**) of Mitre Hill Pty Ltd (ACN 649 690 059) (**Mitre Hill**), pursuant to which it has agreed to acquire 100% of the issued capital in Mitre Hill (**Acquisition**).

In connection with the Acquisition, the Company is required to prepare a notice of meeting, pursuant to which, it will seek all necessary shareholder approvals required to facilitate the Acquisition (**Notice of Meeting**).

This report (**Report**) is prepared for inclusion in the Notice of Meeting.

#### **1. SCOPE**

We have been requested to report on certain mining tenements in which the Company has an interest (the **Tenements**).

The Tenements are located in both Victoria and South Australia. Further details regarding the Tenements, as well as the non-standard conditions attaching to the Tenements are set out in Part I of the Schedule of this Report.

The Tenements comprise:

- (a) four (4) exploration licence applications made under the *Mineral Resources (Sustainable Development) Act 1990* (Vic) (**Minerals Act**); and

- (b) one (1) exploration licence application (**ELA 2021/00059**) made under the *Mining Act 1971* (SA) (**Mining Act**).

This Report is limited to the Searches (as defined below) set out in Section 2 of this Report.

## 2. SEARCHES

For the purposes of this Report, we have conducted searches and made enquiries in respect of the Tenement as follows (**Searches**).

### 2.1 Victorian Tenements

- (a) we obtained searches of the Tenements from the registers maintained by the Earth Resources branch (**Earth Resources**) of the Victorian Department of Jobs, Precincts and Regions (**DPR**) on 20 August 2021 and 28 September 2021 (**Victorian Register Searches**). Key details on the status of the Tenements are set out in Part I of this Report;
- (b) we obtained searches performed through Earth Resources' GeoVic program on 25 August 2021 in relation to the Tenements;
- (c) we have obtained results of a search of the schedule of native title applications, register of native title claims, national native title register, register of indigenous land use agreements and national land use agreements as maintained by the National Native Title Tribunal (**NNTT**) for any native title claims (registered or unregistered), native title determinations and indigenous land use agreements (**ILUAs**) that overlap or apply to the Tenements. This material was obtained on 24 August 2021. Details of any native title claims (registered or unregistered), native title determinations and ILUAs are set out in Part II of the Schedule to this Report;
- (d) we obtained searches from the online Aboriginal Heritage Register maintained by the Office of Aboriginal Affairs Victoria for Aboriginal sites recorded in the Register that overlap the Tenements. The search was requested on 19 August 2021 and returned on 27 August 2021. Details of the Aboriginal heritage sites affecting the Tenements are set out in Part II of the Schedule; and
- (e) we have reviewed all material agreements relating to the Tenements provided to us.

### 2.2 South Australian Tenement – ELA 2021/00059

- (a) we have obtained a search performed through the SARIG mapping portal maintained by the Department for Energy and Mining (**DEM**) (**SARIG Search**) in relation to ELA 2021/00059. This search was conducted on 24 August 2021 and on 28 September 2021;
- (b) we obtained extracts of registered native title claims and native title determinations that apply to the Tenements, as determined by the NNTT. This material was obtained on 24 August 2021. Details of native title claims and determinations are set out in Section 6 of this Report;
- (c) we have obtained searches of the Register of Aboriginal Sites and Objects kept under the *Aboriginal Heritage Act 1988* (SA) and maintained by the South Australian Department of the Premier and Cabinet for any Aboriginal sites registered over ELA 2021/00059. The search was requested on 19 August 2021 and returned on 30 August 2021. Details of any Aboriginal heritage sites are set out in Part II of the Schedule to this Report;

- (d) we have reviewed all material contracts relating to ELA 2021/00059 provided to us or registered as dealings against ELA 2021/00059 as at the date of the SARIG Search.

### 3. OPINION

As a result of our searches and enquiries, but subject to the assumptions and qualifications set out in this Report, we are of the view that, as at the date of the Searches:

- (a) **(Company's Interest)**: this Report provides an accurate statement as to the Company's interest in the Tenements;
- (b) **(Good Standing)**: this Report provides an accurate statement as to the validity and good standing of the Tenements; and
- (c) **(Third party interests)**: this Report provides an accurate statement as to third party interests, including encumbrances and dealings, in relation to the Tenements.

### 4. DESCRIPTION OF THE TENEMENTS

#### 4.1 Victoria

The Tenements located in Victoria (**Victorian Tenements**) comprise four (4) exploration licence applications made under the Minerals Act, being EL007640, EL007641, EL007646 and EL007647.

A summary of the mining law of Victoria is contained in section 5 of our previous report to the Company dated 7 May 2021, as contained in Annexure B to Company's prospectus dated 7 May 2021.

#### 4.2 South Australia

The South Australian Tenement comprises an exploration licence application under the Mining Act, being ELA 2021/00059. ELA 2021/00059 is subject to the standard provisions under the Mining Act and the *Mining Regulations 2020* (SA) (**Mining Regulations**). We note that the *Statutes Amendment (Mineral Resources) Act 2019* (SA) (**Amending Act**) was introduced in October 2019 to amend the Mining Act as part of a major review of South Australia's mining laws, which commenced on 1 January 2021.

The key terms of an exploration licence application made under the Mining Act are as follows:

- (a) **Application**

An exploration licence may be granted over an "exploration release area" or "open ground". "Exploration release area" is defined in the Mining Act as an area of relinquished ground that is identified as an exploration release area. "Open ground" refers to land that, among other things, is not subject to an existing mineral tenement.

A person may lodge an application for an exploration licence in accordance with the requirements in the Mining Act. If the application relates to an area over which an exploration licence has, among other things, expired, been cancelled or fully surrendered, and is made within the application period specified in a notice published in relation to the relinquished land, the application will be assessed in accordance with the Mining Act. If more than

one application is received during the application period, the applications will be ranked according to their merits and the grant will be considered for either the highest ranked application or the application selected by ballot (if two or more applications are assessed as being of equal merit).

If the application relates to land that is not subject to an existing mineral tenement, the application may be made at any time and its determination will take priority over an application for an overlapping area lodged on a later day. If more than one application is received in relation to the same land, the applications will be ranked according to their merits and the grant will be considered for either the highest ranked application or the application selected by ballot (if two or more applications are assessed as being of equal merit).

(b) **Rights**

An exploration licence authorises the licensee to carry out exploratory operations of a kind described in the licence in respect of the land described, or referred to, in the licence. The license does not, however, permit the licensee to carry out exploratory operations for precious stones on land within a precious stones field that is outside an opal development area, or on land within an exclusion zone under the *Opal Mining Act 1995* (SA).

(c) **Area**

The area of an exploration licence must not exceed 1,000 square kilometres, unless the Minister considers there are justifiable reasons to allow a larger area. The Amending Act allows the holder of an exploration licence to apply to the Minister for approval to surrender a part of the area of the licence under an agreement that is intended to enable a third party to obtain a new exploration licence in relation to the surrendered land.

(d) **Term, renewal and relinquishment**

An exploration licence is granted for a term of up to 6 years (and if for a lesser period, can be renewed so as not to exceed 6 years in aggregate during the initial term). An application for renewal of an exploration licence can be made on a 6-yearly basis (in aggregate) up to a maximum aggregate of 18 years, with the area of the exploration licence to be reduced by 50% at the 12<sup>th</sup> anniversary of the grant of the exploration licence. The Minister may make lesser reductions if retention status has been granted in relation to the exploration licence in accordance with the Mining Act.

(e) **Retention status**

The holder of an exploration licence may apply to the Minister for approval of retention status. The Minister may approve the application where either:

- (i) the tenement holder has been able to obtain 1 or more approvals under another Act or Acts that are required before the tenement holder can commence or continue exploration operations in relation to the land which is the subject of the exploration licence; or
- (ii) there is an identified mineral resource in or under the land that is the subject of the exploration licence and it is not commercially viable at present to mine the resource, but is reasonably likely to become commercially viable within the next 6 years; or

- (iii) there are other circumstances which justify the granting of retention status.

Where retention status is granted, the minimum expenditure requirements may be reduced in the year of grant, the reduction in the area of the licence in relation to a renewal may be lessened and the fees otherwise payable under the Mining Act may be reduced. However, the Minister has the right to impose a work program or require the holder to apply for a mining lease or a retention lease.

(f) **Land access and notice requirements**

A tenement holder may enter private land to undertake authorised exploration activities if the tenement holder has an agreement with the owner of the land so authorising the tenement holder. The holder of an exploration licence must give written notice to landholders of the relevant land (including native title holders) at least 42 days before entering the land for exploration purposes and access arrangements must be entered into. A copy of such notice must also be served on the Mining Registrar for registration on the mining register.

(g) **Conditions**

Exploration licences may be granted subject to such conditions as the Minister determines. Exploration licences are also issued subject to a standard schedule of general exclusions and conditions under the Mining Act, including environmental conditions, compliance with minimum expenditure, the payment of prescribed royalties and any compensation payable, and observance of environmental protection and reporting requirements. These standard conditions are detailed in Part I of the Schedule. A failure to comply with these conditions or obtain an exemption from compliance may lead to forfeiture of the exploration licence.

(h) **Royalty**

The Mining Act levies a royalty on all minerals recovered from mineral land equal to \$0.52 per tonne for extractive minerals as prescribed in the Mining Regulations and between 3.5% and 5% of the value of the minerals as determined by the Mining Act for minerals other than extractive minerals, which are payable to the State government. However, a royalty is not payable on minerals recovered from mineral land that are removed from the tenement area for the purpose of any testing of a kind approved by the Minister.

(i) **Fees**

The holder of an exploration licence must pay to the Minister annual fees as prescribed. From 1 July 2021, the annual fee for an exploration licence within Exploration Regulation Fee Zone 1 (in which the ELA 2021/00059 is situated) is currently \$565 or \$13.10 per square kilometre or part of a square kilometre, whichever is greater.

(j) **Transfer**

An exploration licence or a legal or proprietary interest in an exploration licence cannot be transferred, assigned, sublet or held subject to a trust, whether directly or indirectly, without the consent of the Minister. Such a transfer has no effect unless or until it is consented to by the Minister and is registered on the mining register.

(k) **Right to apply for mining lease or retention lease**

Under the Mining Act, the holder of an exploration licence may apply for a mining lease or a retention lease in relation to the same land that is the subject of the exploration licence.

**5. ABORIGINAL HERITAGE**

There may be areas or objects of Aboriginal heritage located on the Tenements.

We have undertaken searches to ascertain if any Aboriginal sites or objects have been registered in the vicinity of the Tenement.

We have not obtained information from the Commonwealth in connection with any places, areas and objects, which are registered or recognised in the National Heritage List, the Commonwealth Heritage List or other heritage lists or registers maintained by the Commonwealth.

The Company must ensure that it does not breach the Commonwealth and applicable State legislation relating to Aboriginal heritage as set out below. Any interference with an Aboriginal site of cultural or heritage significance must be in strict conformity with the provisions of the relevant legislation. It may also be necessary for the Company to enter into separate arrangements, including applying for a cultural heritage permit, with the traditional owners of the sites or the Secretary of the Department of Premier and Cabinet (in respect of the Victorian Tenements).

**5.1 Commonwealth Legislation**

The *Aboriginal and Torres Strait Islander Heritage Protection Act 1984* (Cth) (**Commonwealth Heritage Act**) is aimed at the preservation and protection of any Aboriginal areas and objects that may be located on the Tenement.

Under the Commonwealth Heritage Act, the Minister for Aboriginal Affairs may make interim or permanent declarations of preservation in relation to significant Aboriginal areas or objects, which have the potential to halt exploration activities. Compensation is payable by the Minister for Aboriginal Affairs to a person who is, or is likely to be, affected by a permanent declaration of preservation.

It is an offence to contravene a declaration made under the Commonwealth Heritage Act.

**5.2 Victorian Legislation**

Victorian tenements are granted subject to a condition requiring observance of the *Aboriginal Heritage Act 2006* (Vic) (**Heritage Act**).

The Heritage Act makes it an offence to do an act which harms Aboriginal culture or heritage. The Minerals Act states that land in respect of which an ongoing protection declaration is in force under the Heritage Act is exempted from being subject to a licence or other authority.

The Secretary of the Department of Premier and Cabinet's consent is required where any use of the land is likely to result in harm to Aboriginal cultural heritage.

In Victoria there is no obligation under the Heritage Act to register sites or objects. Accordingly, the Register maintained under the Heritage Act may not be an accurate reflection of discovered sites. Additionally, if the nominated area of land contains other registered Aboriginal places that fall within areas of Aboriginal cultural heritage

sensitivity, there may be other Aboriginal places within the area that have not yet been recorded or registered.

### 5.3 South Australian legislation

The *Aboriginal Heritage Act 1988 (SA)* (**SA Heritage Act**) provides for the protection of Aboriginal heritage in South Australia.

All holders of interests under a tenement must observe the provisions of the SA Heritage Act in relation to operations on their tenements. The SA Heritage Act makes it an offence to damage, disturb, remove or interfere with any Aboriginal site or object of significance to Aboriginal tradition, archaeology, anthropology or history or Aboriginal remains.

The Minister administering the SA Heritage Act may issue a direction prohibiting or restricting access to or activities on the site, an area surrounding the site, the object or remains if the Minister is satisfied that it is necessary for the protection of an Aboriginal site, object or remains. This could theoretically include exploration or mining activities.

The discovery of any Aboriginal site, object or remains must, as soon as practicable, be reported to the Minister by the owner or occupier of the land along with particulars of the nature and location of the site, object or remains.

Aboriginal sites may be registered under the SA Heritage Act, however all registered and unregistered sites are protected. The Heritage Searches confirm that there are no entries for Aboriginal sites within the Tenement areas.

An Aboriginal heritage agreement may be entered into between the Minister and the owner of land on which an Aboriginal site, object or remains is situated which, once registered, will be noted on the relevant instrument. These agreements are in addition to agreements made under Part 9B of the Mining Act.

### 5.4 Application to Victorian Tenements

Our search of the Aboriginal Heritage Register has shown that there are registered Aboriginal Places or Objects, which include artefact scatter and other features, located within the boundaries some of the Victorian Tenements. There are areas of Aboriginal heritage and Aboriginal cultural sensitivity on all Victorian Tenements.

Further detail pertaining to the registered Aboriginal Places or Objects located within the boundaries of the Victorian Tenements are contained in Part II of the Schedule.

### 5.5 Application to ELA 2021/00059

We have undertaken searches to ascertain if any Aboriginal sites or objects have been registered in the vicinity of ELA 2021/00059. Our search of the Register of Aboriginal Sites and Objects has shown that there are registered Aboriginal sites within the area of the Tenement. Further detail pertaining to the registered Aboriginal Sites or Objects located within the boundaries of the Tenement are contained in Part II of the Schedule.

There is no obligation under the relevant legislation to register sites or objects and the exact location of Aboriginal sites within the area of a known site cannot always be ascertained from these searches. It is important to note that an Aboriginal site may:

- (a) exist in any area of South Australia;
- (b) not have been recorded in the Register of Aboriginal Sites or elsewhere; and

- (c) not have been identified in previous heritage surveys or reports on that area, but remains fully protected under the SA Heritage Act. Therefore, the results of our search of the Register of Aboriginal Sites and Objects are not conclusive.

## 6. NATIVE TITLE

### 6.1 General

The law of Australia recognises the existence of native title rights held by indigenous Australians over their traditional lands<sup>1</sup>. Native title exists where an indigenous group has maintained a continuous traditional connection with the land, and those rights have not been extinguished.

Native title may be extinguished:

- (a) in whole by the grant of an interest in land conferring “exclusive possession” such as a freehold interest in the land; or
- (b) in part by the grant of an interest conferring “non-exclusive possession” including the grant of pastoral leases and mining leases, or the creation of certain reserves. In this case, the native title will co-exist with the other rights to the land.

The *Native Title Act 1993* (Cth) (**NTA**):

- (a) provides a process for indigenous people to claim native title rights<sup>2</sup> and compensation<sup>3</sup>;
- (b) confirms the validity of past actions (including grants of land tenure) by the Commonwealth and State governments<sup>4</sup>; and
- (c) specifies the procedures which must be complied with to ensure that acts that may affect native title rights (such as the grant or renewal of a mining tenement) are valid.

Native title rights arising under the NTA are recognised in Victoria under the *Traditional Owner Settlement Act 2010* (Vic) (**TOS Act**). In return for entering into an out-of-court settlement of native title, traditional owners must agree to withdraw any native title claim, pursuant to the *Native Title Act 1993* (Cth) and not to make any future native title claims.

The NTA has similarly been substantially adopted in South Australia by the enactment of the *Native Title (South Australia) Act 1994* (SA) (**NTSA Act**). The NTSA Act amended the Mining Act to provide an alternate and complementary State-based system to validate past acts which largely replicates the operation of the right to negotiate process under the NTA in South Australia.

### 6.2 Native title claim process

Persons claiming to hold native title may lodge an application for determination of native title with the Federal Court. The application is then referred to the NNTT to assess

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<sup>1</sup> *Mabo v Queensland (No 2)* (1992) 175 CLR 1

<sup>2</sup> Parts 3 and 4 of the NTA

<sup>3</sup> Part 3, Division 5 of the NTA

<sup>4</sup> Part 2, Division 2 of the NTA



whether the claim meets the registration requirements in the NTA, and if so, the native title claim will be entered on the register of native title claims maintained by the NNTT.

Native title claimants have certain procedural rights, including the rights to negotiation and compensation, in relation to the grant of mining tenements if their native title claim is registered at the time the State issues a notice of the proposed grant of the mining tenement (**Section 29 Notice**), or if their claim becomes registered within 4 months after the Section 29 Notice.

Once a claim is registered, a claimant must prove its claim in the Federal Court in order to have native title determined and the claim entered on the National Native Title Register.

### **6.3 Grant of tenements and compliance with the NTA**

The grant of any mining tenement after 23 December 1996 must comply with the applicable NTA procedures in order to be valid. The exception to this is where native title has never existed over the land covered by the tenement, or has been extinguished prior to the grant of the tenement.

The absence of a claim does not necessarily indicate that there is no native title over an area, as native title claims could be made in the future.

Unless it is clear that native title does not exist (such as where the land the subject of a tenement application is freehold land), the usual practice of the State is to comply with the NTA when granting a tenement. This ensures the grant will be valid if a court subsequently determines that native title rights exist over the land subject to the tenement.

The procedural requirements in the NTA relating to the grant of a mining tenement (referred to as the "**Future Act**" procedures) include four alternatives:

1. the right to negotiate, which is the primary Future Act procedure prescribed by the NTA;
2. the expedited procedure, which may be used in relation to the grant of exploration and prospecting licences; and
3. an indigenous land use agreement;
4. the infrastructure process.

The Future Act procedures are summarised below.

### **6.4 Grant of ELA 2021/00059 and compliance with the NTSA**

Part 9B of the Mining Act provides an alternative State procedure for the validation of Future Acts in South Australia. Part 9B stipulates that the grant of a tenement confers no right to carry out mining operations, including exploring, prospecting or mining for minerals on native title land unless:

- (a) the mining operations do not affect native title (that is, they are not wholly or partly inconsistent with the continued existence, enjoyment or exercise of rights deriving from native title);
- (b) a declaration is made under the law of the State or the Commonwealth that the land is not subject to native title;

- (c) an indigenous land use agreement is registered under the NTA; or
- (d) a determination authorising the mining operations is made under Part 9B of the Mining Act.

As part of this procedure, the holder of an “exploration authority”, which includes an exploration licence, can acquire the right to carry out mining operations on the land affected by native title by entering into an agreement with a native title holder or native title claimant authorising the operations.

The procedures relating to validation of Future Acts under South Australian law mirror those established under the NTA and are discussed below.

## 6.5 Right to negotiate

The primary Future Act procedure prescribed by the NTA is the “right to negotiate”.

The right to negotiate involves a negotiation between the registered native title claimants, the tenement applicant and the State government, the aim of which is to agree the terms on which the tenement may be granted.

The applicant for the tenement is usually liable for any compensation that the parties agree to pay to the native title claimants. The parties may also agree on conditions that will apply to activities carried out on the tenement.

The initial negotiation period is 6 months from the date on which the State issues a Section 29 Notice.

If the parties cannot reach an agreement within the initial 6 month period, any party may refer the matter to arbitration before the NNTT, which then has 6 months to determine whether the tenement can be granted and if so, on what conditions.

The applicable South Australian legislation similarly establishes a procedure whereby a person who seeks a native title mining agreement may negotiate with the native title parties. Under the Mining Act, the person seeking to negotiate with native title parties must be either the tenement holder, the Minister or an association representing the interests of tenement holders. The NTSA Act provides that a right to negotiate notice may be served on native title holders in accordance with the NTSA Act.

## 6.6 Expedited procedure

Where the grant of a tenement is unlikely to directly interfere with community or social activities or areas or sites of particular significance, or involve major disturbance to land or waters, the NTA permits the State to follow an expedited procedure for the grant of a tenement.

The State applies the expedited procedure to the grant of exploration and prospecting tenements.

Registered native title parties can lodge an objection to the use of the expedited procedure within the period of 4 months following the issue of the Section 29 Notice by the State (**Objection Period**).

If no objections are lodged or if the objections are withdrawn, the State may grant the tenement at the expiry of the Objection Period without undertaking a negotiation process.

If an objection is lodged, the NNTT must determine whether the grant of the tenement is an act attracting the expedited procedure. If the NNTT determines the expedited procedure does not apply, the parties must follow the right to negotiate procedure or enter into an indigenous land use agreement. If an agreement is not reached within 6 months from the notification day, any party may refer the matter to the NNTT for determination by arbitration.

In South Australia, the NTSA largely replicates the expedited procedure established by the NTA, with the exception that, in the event that an objection is lodged, the Environment, Resources and Development Court must not make a determination to grant the tenement unless it is satisfied after giving the objectors an opportunity an opportunity to be heard that the operations are in fact operations to which the expedited procedure may apply.

## **6.7 Indigenous land use agreement**

The right to negotiate and expedited procedures do not have to be followed if an indigenous land use agreement (**ILUA**) has been registered with the NNTT.

An ILUA is a voluntary contractual arrangement negotiated with all registered native title claimants for a relevant area. The State and the applicant for the tenement are usually the other parties to the ILUA.

An ILUA must set out the terms on which the relevant mining tenement may be granted. An ILUA will also specify conditions on which activities may be carried out within the tenement. The applicant for a tenement is usually liable for any compensation that the parties agree to pay to the registered native title claimants in return for the grant of the tenement being approved. These obligations pass to a transferee of the tenement.

Once an ILUA is agreed and registered, it binds the whole native title claimant group and all holders of native title in the area (including future claimants), even though they may not be parties to it.

The TOS Act also establishes a land use activity regime (Part 4) which is an alternative to the future acts regime of the NTA and results in a land use activity agreement (**LUAA**). It provides procedural rights for recognised traditional owner groups over certain activities that occur on public land (as defined in section 3 of the TOS Act). A LUAA must be accompanied by an ILUA which provides for the 'contracting out' of NTA processes.

## **6.8 Infrastructure process**

The right to negotiate and expedited procedures also do not apply for grants of tenements for the sole purpose of the construction of an infrastructure facility under the NTA.

## **6.9 Renewals**

Renewals of mining tenements made after 23 December 1996 must comply with the Future Act provisions in order to be valid under the NTA, except where:

- (a) the area to which the mining tenement applies is not extended;
- (b) the term of the renewed mining tenement is not longer than the term of the earlier mining tenement;
- (c) the rights to be created do not include a right of exclusive possession; or

- (d) the rights to be created are not greater than the rights conferred by the earlier mining tenement.

#### **6.10 Registered Native Title Claims and Determinations**

Our searches indicate that some of the Tenements are within the external boundaries of the native title claims and determinations as specified in Part II of the Schedule.

#### **6.11 Indigenous land use agreements affecting the Tenement**

Our searches indicate that some of the Tenements are within the area of the registered ILUAs as specified in Part II of the Schedule.

### **7. EXPLORATION LICENCE APPLICATION STATUS**

The Company announced on 27 September 2021 that it has entered into a binding terms sheet to acquire 100% of shares in the capital Mitre Hill, the registered applicant for the Tenements. Accordingly, the Company is not the registered applicant for the Tenements. Upon completion of the acquisition of Mitre Hill, the Company will indirectly hold the Tenements.

Under both the Minerals Act and the Mining Act, exploration licence applications cannot be transferred. If the Company wishes to become the licensee of the Tenements, it must wait until the exploration licences have been granted before requesting that they be transferred from Mitre Hill to the Company. There are also certain restrictions on the transfer of the Tenements following their grant. The Minerals Act prohibits the transfer of an exploration licence during the first year of its term. Similarly, under the Mining Act, the Minister will generally not approve of a transfer of an exploration licence until at least one year of exploration over the area by a licensee has elapsed and the obligations for that year have been adequately met. Accordingly, if the Company's intention is to become the registered holder of the Tenements, it is likely to face a year-long delay in becoming the registered holder from the date of grant.

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### **8. LAND ACCESS – VICTORIA**

#### **8.1 Private land**

The holder of an exploration licence must not carry out any work on land covered by the licence that is private land unless the licensee has obtained the written consent of the owners and occupiers of the land or made and registered compensation agreements with those owners and occupiers.

Our Searches have not identified any registered compensation agreements with the owners and occupiers of land within the area of the Tenements.

#### **8.2 Crown land**

The Minerals Act requires that the holder of an exploration licence who proposes to do work under the licence on restricted Crown land must obtain the consent of the Crown land Minister. Restricted Crown land includes land that is the subject of a relevant recommendation of the Victorian Environmental Assessment Council that has been accepted by the Government under Part 3 of the *Victorian Environmental Assessment Council Act 2001*. Consent is not required where the underlying land is unrestricted Crown land, subject to any conditions imposed on the licence.

Our Searches identify areas of Crown land within the area of EL007640, EL007641 and EL007647, including areas of reserves (including wetlands) or parks. Areas of restricted

Crown land have been identified within EL007640 and EL007641. We have not investigated the processes undertaken for accessing Crown land and cannot comment on whether all required consents (if any) have been obtained.

### 8.3 Water Authority land

Consent may also be required from other bodies prior to the commencement of work under an exploration licence, including from the relevant authority under the *Water Act 1989* (Vic) (**Water Authority**) where the land is owned by, vested in or managed or controlled by the Water Authority. The licence holder must also notify the Department or relevant body within 21 days of the proposed work where the land that is the subject of the licence relates to a highway, road or street.

Our Searches have identified areas of land the subject of EL00760 that are owned by, vested in or managed or controlled by the Water Authority. We have not investigated the processes that will be undertaken for accessing this land and cannot comment on whether all required consents have been / will be obtained.

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## 9. LAND ACCESS – SOUTH AUSTRALIA

### 9.1 Private land

As outlined above at paragraph 4.2(f), a tenement holder may enter private land to undertake authorised exploration activities if the tenement holder has an agreement with the owner of the land so authorising the tenement holder or has given the owner of the land notice of their intention to enter the land under section 58A of the Mining Act (**Section 58A Notice**).

An agreement between the tenement holder and the landowner may involve the payment of compensation to a private landowner for any economic loss, hardship or inconvenience suffered by the owner in consequence of the authorised operations. Any such agreement, as well as a notice served in accordance with the Mining Act to enter the land, must be registered on the mining register.

Our Searches do not identify any registered agreements with or notices served upon private landowners. However, our SARIG Searches have identified numerous property boundaries within the areas of the ELA 2021/00059. Accordingly, agreements with private landowners may need to be entered into and / or Section 58 Notices may need to be issued to landowners in the future if the Company intends to undertake authorised exploration activities on private land.

### 9.2 Public land

Subject to the appropriate regulations for preventing undue interference with public use, the rights conferred by the Mining Act may be exercised in respect of any public road, reserve or place.

Our Searches identify areas of public land within the area of ELA 2021/00059, including conservation parks and game reserves.

The land the subject of the Tenements overlaps public land as set out in the table below.

Tenement	Public land	Location of overlap
ELA 2021/00050	National, Recreation and Conservation Parks	Peripheral
ELA 2021/00050	Game Reserve	Peripheral

These interests are described in detail at paragraph 9.3 of this Report below.

### 9.3 Parks and reserves

The *National Parks and Wildlife Act 1972 (SA)* (**Parks Act**) governs the establishment and management of reserves, including national parks, conservation parks, game reserves and recreational reserves, for public benefit and enjoyment. The Parks Act enables the Governor, by proclamation, to declare that, subject to any conditions specified, rights of entry, prospecting, exploration, or mining may be acquired and exercised in respect of land constituting a reserve or portion of a reserve (other than a regional reserve).

If a reserve is proclaimed with access for exploration and mining (referred to as a 'joint proclamation'), these rights are subject to any conditions specified within the proclamation. While the conditions may differ between reserves, the majority of joint proclamations:

- (a) allow for exploration and mining activities within the reserve;
- (b) require the approval of the Minister for Mineral Resources and Energy and the Minister for Sustainability, Environment Conservation for the exercise of rights that are to take place in relation to the reserve; and
- (c) require that the party undertaking the activity give the Minister for Sustainability, Environment and Conservation three months' notice of any drilling, excavation, vegetation clearance or the construction of any road or other structure.

Our SARIG Searches have identified the following reserves within the areas of the ELA 2021/00059:

Name of reserve	Joint proclamation made	Tenement
Hacks Lagoon Conservation Park	No	ELA 2021/00059
Bool Lagoon Game Reserve	No	ELA 2021/00059

There may additional conditions imposed on ELA 2021/00059 (if and once granted) pertaining to exploration activities within reserve areas.

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## 10. LAND SUBJECT TO EXISTING TENEMENTS – SOUTH AUSTRALIA

### 10.1 Licences granted under the *Petroleum and Geothermal Energy Act 2000 (SA)*

It is a requirement under the Mining Act that a person authorised to undertake exploration operations (among other things) under the Mining Act must, at least 42 days before entering land that is subject to a licence granted under the *Petroleum and Geothermal Energy Act 2000 (SA)* (**PGE Act**) to undertake exploration operations, serve the owner of the land with a notice of intention to enter the land and provide a copy of that notice to the holder of the licence granted under the PGE Act (**Notice Requirement**). Notice is, however, not required to be given to the holder of the licence granted under the PGE Act if the licence holder has waived the notice requirement.

Our SARIG Searches have identified that several licences granted under the PGE Act overlap the area of ELA 2021/00059. The Mining act does not apply to licences for petroleum or any other substance, the recovery of which is governed by the PGE Act.

(a) **Exploration licences**

The PGE Act establishes three categories of exploration licence – a petroleum exploration licence, a geothermal exploration licence and a gas storage exploration licence. An exploration licence authorises the licensee to carry out exploratory operations and operations to establish the nature, extent and feasibility of product for resources of the kind relevant to the category of licence in the licence area.

Our SARIG Searches have identified the existence of exploration licences and an exploration licence application granted under the PGE Act within the area of ELA 2021/00059, the details of which are contained in Part III of the Schedule.

We have not obtained or reviewed the terms and conditions (if any) pertaining to the exploration licences granted under the PGE Act and cannot comment on whether the Notice Requirement under the Mining Act has been waived.

(b) **Pipeline licence**

A pipeline licence authorises the licensee to operate and maintain the transmission pipeline to which it relates. If the licence is granted for a proposed transmission pipeline, the licence also authorises the licensee to construct (or complete the construction of) the relevant transmission pipeline. The holder of a pipeline licence may, with the consent of the Minister, carry out a regulated activity on land that is adjacent to the site of the pipeline as if it formed part of the pipeline land if it is reasonably necessary to do so.

Our SARIG Searches have identified the existence of three pipeline licences within the area of ELA 2021/00059, the details of which are contained in Part III of the Schedule.

We have not obtained or reviewed the terms and conditions (if any) pertaining to the pipeline licences granted under the PGE Act and cannot comment on whether the Notice Requirement under the Mining Act has been waived.

(c) **Production licence**

The PGE Act establishes three categories of production licence – a petroleum production licence, a geothermal production licence and a gas storage licence. A production licence authorises the licensee to carry out operations for the recovery, processing, storage or withdrawal of petroleum (or some other regulated substance) from the ground for the prudent supply or delivery of the petroleum (or other regulated substance) to the market.

Our SARIG Searches have identified the existence of two petroleum production licences within the area of ELA 2021/00059, the details of which are contained in Part III of the Schedule.

We have not obtained or reviewed the terms and conditions (if any) pertaining to the production licences granted under the PGE Act and cannot comment on whether the Notice Requirement under the Mining Act has been waived.

(d) **Retention licence**

The PGE Act establishes three categories of retention licence – a petroleum retention licence, a geothermal retention licence and a gas storage retention licence. A retention licence protects the interests of the licensee in a regulated resource or the purpose of either facilitating the proper evaluation of the

productive potential of a discovery made by the licensee, carrying out the work necessary to bring the discovery to commercial production, testing the natural reservoir for storage or petroleum or other resources, providing a means by which the licensee can maintain its interest in a resource until production is commercially feasible or facilitating other activities considered appropriate by the Minister.

Our SARIG Searches have identified the existence of two retention licences within the area of ELA 2021/00059, the details of which are contained in Part III of the Schedule.

We have not obtained or reviewed the terms and conditions (if any) pertaining to the retention licences granted under the PGE Act and cannot comment on whether the Notice Requirement under the Mining Act has been waived.

## 10.2 Mineral claim

A mineral claim confers on the owner of the claim an exclusive right to prospect for minerals in the land comprised in the claim, to carry out such other exploratory operations on the land comprised in the claim and to apply for a mining lease or a retention lease in respect of the whole or part of the land comprised in the claim. A mineral claim does not authorise the owner to remove from the area of a mineral claim minerals, or soil and minerals, exceeding a mass of 1 tonne unless authorised to do so by the Director of Mines. Ownership of a mineral claim similarly does not confer any right to sell or dispose of any minerals recovered in the course of authorised operations.

Our SARIG Searches have identified the existence of a mineral claim within the area of ELA 2021/00059 held by Brooksby Civil Pty Ltd, the details of which are contained in Part III of the Schedule. Our SARIG Search shows that the mineral claim expired on 21 November 2020.

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## 11. ENVIRONMENTAL ISSUES – VICTORIA

### 11.1 Approval

It is a requirement under the Minerals Act that a licensee who proposes to do work under the licence submit a work plan with the Department. If a work plan or variation to a work plan for mining work proposed to be done under a mining licence is received by the Department, the Department must give a copy of the work plan or variation to the Environment Protection Authority (**EPA**) under the *Environment Protection Act 2017* (Vic) within 28 days of receipt of the work plan or variation. The EPA may object to the endorsement of the work plan or variation, following which the Department will decide within 28 days of the objection to endorse or refuse to endorse the work plan or variation.

Where a work plan is submitted, the tenement holder is required to provide detail in relation to the rehabilitation of the licence area. If the Minister is of the opinion that the proposed exploration work under a work plan, or an application to vary an approved work plan, will have a material impact on the environment, the licensee may also be required to submit a statement assessing the proposed work on the environment. The Minister must provide a copy of this statement to the Minister administering the *Planning and Environment Act 1987* (Vic) and request their comments.

### 11.2 Rehabilitation Bonds

Under the Minerals Act, the Minister may impose a condition on an exploration licence that a rehabilitation bond be entered into. This condition may be imposed if and once the Tenements are granted.



## 12. ENVIRONMENTAL ISSUES – SOUTH AUSTRALIA

### 12.1 Environmental protection and rehabilitation

The holder of a mineral tenement must comply with their environmental obligations under the Mining Act in respect of authorised operations conducted over the land that is the subject of the tenement. Those obligations include (but are not limited to):

- (a) **(Program):** The Mining Act prohibits a person from carrying out operations unless a program is in force for those operations, which:
  - (i) specifies the operations that are proposed to be carried out;
  - (ii) sets out the environmental outcomes that are expected to occur as a result of the operations;
  - (iii) contains a statement of the criteria to be adopted to measure those environmental outcomes in a form prescribed by the Mining Regulations;
  - (iv) incorporates information about the ability of the tenement holder to achieve those environmental outcomes; and
  - (v) comply with any requirements prescribed by the Mining Regulations.

The program must be submitted to the Minister for approval. The Minister may approve, reject or require alterations to the program after consultation with the tenement holder in order to ensure the program complies with the Mining Act.

Mineral exploration programs generally begin with an initial 'low impact' exploration phase. As such, a Program for Environment Protection and Rehabilitation (**PEPR**) for the conduct of low impact exploration operations on all current and future exploration licences can be adopted in accordance with Ministerial Determination 001 (**Generic PEPR**). The tenement holder need only conduct activities in accordance with the Generic PEPR and no formal submission is required.

ELA 2021/00059, once granted, may be subject to conditions relating to the adoption of a PEPR.

- (b) **(Direction to prevent or minimise environmental harm):** If authorised activities are being conducted in a way that results in undue damage to the environment, the Minister may direct the holder of a mineral tenement to take specified action to prevent or minimise environmental damage.

The Minister may, by written notice, direct that action be taken:

- (i) to rehabilitate the land in accordance with the requirements of a program; or
- (ii) to rehabilitate the land to a standard required to secure compliance with a condition of a mineral tenement.

The direction may apply to land outside the area of the mineral tenement.

- (c) **(Rehabilitation fund):** The Mining Rehabilitation Fund is established under the Mining Act and maintained by the Minister. The Minister may require a

tenement holder, or former tenement holder, to pay an amount determined by the Minister into the fund.

The Company's operations on ELA 2021/00059 (once granted) are also subject to the provisions of the *Environment Protection Act 1933* (SA).

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### 13. QUALIFICATIONS AND ASSUMPTIONS

This Report is subject to the following qualifications and assumptions:

- (a) we have assumed the accuracy and completeness of all tenement searches, register extracts and other information or responses which were obtained from the relevant department or authority including the NNTT;
- (b) we assume that the registered holder of the Tenements has valid legal title to the Tenements;
- (c) this Report does not cover any third party interests, including encumbrances, in relation to the Tenements that are not apparent from our searches and the information provided to us;
- (d) we have assumed that any agreements provided to us in relation to the Tenements are authentic, were within the powers and capacity of those who executed them, were duly authorised, executed and delivered and are binding on the parties to them;
- (e) with respect to the granting of the Tenements, we have assumed that the State and the applicant for the Tenements have complied with, or will comply with, the applicable Future Act Provisions;
- (f) we have assumed the accuracy and completeness of any instructions or information which we have received from the Company or any of its officers, agents and representatives;
- (g) unless apparent from our searches or the information provided to us, we have assumed compliance with the requirements necessary to maintain the Tenement in good standing;
- (h) references in Parts I and II of the Schedule to this Report to any area of land are taken from details shown on searches obtained from the relevant department. It is not possible to verify the accuracy of those areas without conducting a survey;
- (i) the information in Parts I, II and III of the Schedule to this Report is accurate as at the date the relevant Searches were obtained. We cannot comment on whether any changes have occurred in respect of the Tenements between the date of the Searches and the date of this Report;
- (j) where Ministerial consent is required in relation to the transfer of any Tenements, we express no opinion as to whether such consent will be granted, or the consequences of consent being refused, although we are not aware of any matter which would cause consent to be refused;
- (k) we have not conducted searches of the Priority Sites Register maintained by the Victorian EPA or searches of the Public Register maintained by the South Australian Environment Protection Authority;

- (l) native title may exist in the areas covered by the Tenements. Whilst we have conducted Searches to ascertain that native title claims and determinations, if any, have been lodged in the Federal Court in relation to the areas covered by the Tenements, we have not conducted any research on the likely existence or non-existence of native title rights and interests in respect of those areas. Further, the NTA contains no sunset provisions and it is possible that native title claims could be made in the future; and
- (m) Aboriginal heritage sites or objects (as defined in the Heritage Act or under the Commonwealth Heritage Act) may exist in the areas covered by the Tenements regardless of whether or not that site has been entered on the Register of Aboriginal sites established by the Heritage Act or is the subject of a declaration under the Commonwealth Heritage Act. We have not conducted any legal, historical, anthropological or ethnographic research regarding the existence or likely existence of any such Aboriginal heritage sites or objects within the area of the Tenements.

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#### 14. CONSENT

This report is given solely for the benefit of the Company and the directors of the Company in connection with the issue of the Notice of Meeting and is not to be relied on or disclosed to any other person or used for any other purpose or quoted or referred to in any public document or filed with any government body or other person without our prior consent.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Steinepreis Paganin', is written over a faint, light blue circular stamp.

**STEINEPREIS PAGANIN**

## SCHEDULE: PART I – TENEMENT SCHEDULE

TENEMENT	REGISTERED HOLDER / APPLICANT	INTEREST	APPLICATION DATE	EXPIRY DATE	AREA SIZE	ANNUAL FEE	MINIMUM ANNUAL EXPENDITURE	REGISTERED DEALINGS / ENCUMBRANCES	NATIVE TITLE AND ABORIGINAL HERITAGE
EL007640	Mitre Hill Pty Ltd	100%	29/07/2021	-	490 GRS	-	-	-	See Part II
EL007641	Mitre Hill Pty Ltd	100%	17/06/2021	-	103 GRS	-	-	-	See Part II
EL007646	Mitre Hill Pty Ltd	100%	29/06/2021	-	28 GRS	-	-	-	See Part II
EL007647	Mitre Hill Pty Ltd	100%	16/06/2021	-	30 GRS	-	-	-	See Part II
ELA 2021/00059	Mitre Hill Pty Ltd	100%	17/05/2021	-	810 km <sup>2</sup>	-	To be determined as part of the application process in accordance with DEM's new expenditure policy.	-	See Part II

### Key to Tenement Schedule

EL / ELA – means Exploration Licence Application

Please refer to Part II of this Report for further details on native title and Aboriginal heritage matters.

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## SCHEDULE: PART II – NATIVE TITLE & ABORIGINAL HERITAGE

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### NATIVE TITLE APPLICATION

TENEMENTS IMPACTED	TRIBUNAL NUMBER	FEDERAL COURT NUMBER	APPLICATION NAME	DATE REGISTERED	STATUS
ELA 2021/00059	SC2017/002	SAD211/2017	Andrew Birtwistle-Smith & Ors and the State of South Australia (First Nations of the South East #1)	10/11/2017	Active

### NATIVE TITLE DETERMINATION

TENEMENTS IMPACTED	TRIBUNAL NUMBER	FEDERAL COURT NUMBER	DETERMINATION NAME	DETERMINATION OUTCOME	DETERMINATION DATE AND DATE OF EFFECT
EL007640	VCD2005/001	VID6002/1998	Clarke on behalf of the Wotjobaluk, Jaadwa, Jadawadjali, Wergaia and Jupagulk Peoples v State of Victoria	Native title exists in part of the determination area	13/12/2005

### ILUAs

#### 1. EL007640

The land under the Tenement EL4590 is subject to an ILUA designated as Wotjobaluk, Jaadwa, Jadawadjali, Wergaia and Jupagulk Area Agreement that was registered on 11 November 2005. Due to standard confidentiality provisions, the terms and conditions of an ILUA are not available for public access, however an excerpt of an ILUA is obtainable. We have obtained the excerpt from the ILUA and confirm that the parties are:

- State of Victoria;
- Barengi Gadjin Land Council Aboriginal Corporation;
- Commonwealth of Australia; and
- William John Kennedy (Senior) and Kaylene Pamela Clarke (registered native title claimants).

The ILUA applies to approximately 35,859 km (sq) of land and is located in the Wimmera region of Victoria. The Agreement area extends from the South-Australia / Victoria border in the west, to Birchip in the east, the Mallee Highway in the north and to Ararat and the Wimmera Highway in the south.

The Company is not a party to the Area Agreement. Accordingly, there are currently no conditions precedent imposed on the Company prior to conducting any exploration activity on the land the subject of the ILUA.

## **2. EL007641**

The land under Tenement EL007641 is subject to an ILUA designated as the Gournditch-Mara & Lynch Mining - Victorian Exploration Licences 4368 & 4369 Area Agreement that was registered on 6 October 2006. Due to standard confidentiality provisions, the terms and conditions of an ILUA are not available for public access, however an excerpt of an ILUA is obtainable. We have obtained the excerpt from the ILUA and confirm that the applicants are John Maxwell Lovett, Christina Isabel Saunders, Eugene Samuel Lovett, Georgina Helen Redfern and Elizabeth Harriet King on behalf of the Gournditch-Mara Native Title Group.

The ILUA applies to approximately all land and water that are subject to Victorian exploration licences 4368 and 4369 (located in south-west Victoria adjacent to the South Australia border).

The Company is not a party to the Area Agreement. Accordingly, there are currently no conditions precedent imposed on the Company prior to conducting any exploration activity on the land the subject of the ILUA.

## ABORIGINAL HERITAGE SCHEDULE

The following Aboriginal heritage places exist within the Victorian Tenements:

TENEMENT	PLACE NUMBER	NAME	COMPONENT NUMBER	TYPE
EL007640	7123-0005	KOWTREE GRINDING STONE	7123-0005-1	Artefact Scatter
EL007640	7123-0012	MUNDARRA 2	7123-0012-1	Artefact Scatter
EL007640	7123-0013	MUNDARRA 3	7123-0013-1	Artefact Scatter
EL007640	7123-0014	MUNDARRA 4	7123-0014-1	Artefact Scatter
EL007640	7123-0015	MUNDARRA 5	7123-0015-1	Artefact Scatter
EL007640	7123-0016	GREEN GUMS 3	7123-0016-1	Artefact Scatter
EL007640	7123-0033	DIP SWAMP	7123-0033-1	Artefact Scatter
EL007640	7123-0044	GLENARA 2	7123-0044-1	Artefact Scatter
EL007640	7123-0045	GLENARA 3	7123-0045-1	Artefact Scatter
EL007640	7123-0046	POOLAIJELO 6	7123-0046-1	Scarred Tree
EL007640	7123-0047	POOLAIJELO 7	7123-0047-1	Scarred Tree
EL007640	7123-0055	BOGALARA 3	7123-0055-1	Artefact Scatter
EL007640	7123-0056	BOGALARA 4	7123-0056-1	Artefact Scatter
EL007640	7123-0067	GLENARA 8	7123-0067-1	Scarred Tree

EL007640	7123-0068	GLENARA 9	7123-0068-1	Scarred Tree
EL007640	7123-0069	GLENARA 10	7123-0069-1	Scarred Tree
EL007640	7123-0070	BOGALARA 5	7123-0070-1	Scarred Tree
EL007640	7123-0071	BOGALARA 6	7123-0071-1	Artefact Scatter
EL007640	7123-0079	KOIJAK CREEK SCARRED TREE	7123-0079-1	Scarred Tree
EL007640	7123-0081	POWERS CREEK SCARRED TREE	7123-0081-1	Scarred Tree
EL007640	7123-0087	LAKE WALLACE 1	7123-0087-1	Scarred Tree
EL007640	7123-0088	LAKE WALLACE 2	7123-0088-1	Scarred Tree
EL007646	7123-0037	ARDMEEN 1	7123-0037-1	Artefact Scatter
EL007646	7123-0038	ARDMEEN 2	7123-0038-1	Scarred Tree
EL007646	7123-0039	ARDMEEN 3	7123-0039-1	Scarred Tree
EL007646	7123-0040	ARDMEEN 4	7123-0040-1	Scarred Tree
EL007646	7123-0041	POOLAIJELO 4	7123-0041-1	Artefact Scatter
EL007646	7123-0042	POOLAIJELO 5	7123-0042-1	Scarred Tree
EL007646	7123-0048	POOLAIJELO 8	7123-0048-1	Scarred Tree
EL007646	7123-0049	POOLAIJELO 9	7123-0049-1	Scarred Tree



EL007646	7123-0050	POOLAIJELO 10	7123-0050-1	Scarred Tree
EL007646	7123-0051	POOLAIJELO 11	7123-0051-1	Scarred Tree

The following Aboriginal heritage sites exist within the South Australian Tenement:

TENEMENT	SITE NUMBER	TYPE	STATUS
ELA 2021/00059	1844	Scarred Tree	Registered
ELA 2021/00059	5304	Scarred Tree	Registered

## SCHEDULE: PART III – SARIG INTERESTS

### PETROLEUM AND GEOTHERMAL ENERGY ACT 2000 (SA) LICENCES

LICENCE TYPE	TENEMENT NUMBER	REGISTERED HOLDER/APPLICANT	GRANT / APPLICATION DATE	EXPIRY DATE	AREA (KM <sup>2</sup> )	LENGTH (KM)	STATUS
Exploration licence application (gas storage)	GSELA 664	Adelaide Energy Pty Ltd	22/07/2016	N/a	17.46	N/a	PUB
Exploration licence (gas storage)	GSEL 654	Adelaide Energy Pty Ltd	27/10/2015	26/10/2025	2488.81	N/a	PUB
Exploration licence (petroleum)	PEL 494	Adelaide Energy Pty Ltd, Beach Energy Limited, Somerton Energy Pty Limited	24/03/2015	25/03/2024	1274.81	N/a	PUB
Exploration licence (petroleum)	PEL 155	Otway Energy Pty Ltd, Vintage Energy Ltd	01/01/2012	04/05/2021	225.94	N/a	PUB
Exploration licence (geothermal)	GEL 223	Osiris Energy Ltd	24/07/2007	23/07/2022	152.58	N/a	PUB
Pipeline licence (natural gas)	PL 19	Adelaide Energy Pty Ltd	20/11/2009	19/11/2030	N/a	8.79	PUB
Pipeline licence (natural gas)	PL 16	APT Pipelines (SA) Pty Limited	23/02/2005	22/02/2026	N/a	22.83	PUB

LICENCE TYPE	TENEMENT NUMBER	REGISTERED HOLDER/APPLICANT	GRANT / APPLICATION DATE	EXPIRY DATE	AREA (KM <sup>2</sup> )	LENGTH (KM)	STATUS
Pipeline licence (natural gas)	PL 3	Epic Energy SA Pty Ltd	30/06/1995	29/06/2037	N/a	4.46	PUB
Production licence (petroleum)	PPL 202	Adelaide Energy Pty Ltd	02/10/2003	N/a	2.26	N/a	PUB
Production licence (petroleum)	PPL 62	Adelaide Energy Pty Ltd	27/11/2011	N/a	28.84	N/a	PUB
Retention licence (gas storage)	GRSL 27	Adelaide Energy Pty Ltd	15/09/2015	14/09/2025	45.32	N/a	PUB
Retention licence (petroleum)	PRL 13	Red Sky Killanoola Pty Ltd	31/01/2007	30/01/2022	17.46	N/a	PUB
Retention licence (petroleum)	PRL 1	Adelaide Energy Pty Ltd	10/01/2010	09/01/2025	3.73	N/a	PUB

#### MINERAL CLAIM

TENEMENT	REGISTERED HOLDER / APPLICANT	OPERATION NAME	INTEREST	GRANT DATE	EXPIRY DATE	AREA SIZE (ha)	COMMODITIES	LOCATION
MC 4487	Brooksby Civil Pty Ltd	Stewart Range Quarry	100%	22/11/2019	21/11/2020	82.91	Limestone	Stewart Range area, approximately 8km northwest of Naracoorte



# RESOURCE BASE

ACN 113 385 425

## LODGE YOUR VOTE



### ONLINE

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



### BY MAIL

Resource Base Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

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



### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

## LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (WST) on Tuesday, 14 December 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



### ONLINE

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

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



### BY MOBILE DEVICE

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

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

### QR Code



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

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

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



X99999999999

## PROXY FORM

I/We being a member(s) of Resource Base Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (WST) on Thursday, 16 December 2021 at Suite 4.01, Level 4, 105 St Georges Terrace, Perth WA 6000** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1 & 4:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 4, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

### VOTING DIRECTIONS

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

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Ratification of Prior Issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – John Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Approval to Issue Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director – Paul Hissey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Adoption of Performance Rights and Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Approval for the proposed acquisition of Mitre Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Approval to Issue Shares in consideration for the acquisition of Mitre Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval to Issue Performance Rights in consideration for the acquisition of Mitre Hill	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval to Issue Free Attaching Options – Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



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

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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

RBX PRX2101D