
**PARINGA RESOURCES LIMITED
(to be renamed “GCX Metals Limited”)**

ACN 155 933 910

NOTICE OF 2021 ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on Thursday, 21 April 2022 commencing at 10:00am (WST).

This Notice and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their stock broker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on + 61 8 9322 6322.

Shareholders are urged to attend or vote by lodging the Proxy Form enclosed with the Notice.

PARINGA RESOURCES LIMITED (to be renamed “GCX Metals Limited”)
ACN 155 933 910

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Paringa Resources Limited (**Company**) will be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on Thursday, 21 April 2022 commencing at 10:0am (WST) (**Meeting**).

The Board is closely monitoring the rapidly changing coronavirus (COVID-19) pandemic. The health of the Company's Shareholders, employees and other stakeholders is of paramount importance.

While the Board would like to host all Shareholders in person, in order to minimise the risk to Shareholders and to the Company and its ongoing operations, the Company suggests that Shareholders do not attend the Meeting in person.

Accordingly, the Directors strongly encourage all Shareholders to lodge Proxy Forms prior to the Meeting. The Company advises that a poll will be conducted for each of the Resolutions.

The Board will continue to monitor Australian Government restrictions on public gatherings. If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice, the Company will notify Shareholders accordingly via the Company's ASX announcements platform.

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

The Directors have determined pursuant to regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Tuesday, 19 April 2022 at 5:00pm (WST).

The Company advises that a poll will be conducted for all Resolutions.

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

AGENDA

Annual Report

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

1. Resolution 1 – Remuneration Report

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

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

A vote on this Resolution must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

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

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or

- (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.
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2. Resolution 2 – Re-election of Director – Mr Ian Middlemas

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

"That, pursuant to and in accordance with Rule 6.1(f) of the Constitution and for all other purposes, Mr Ian Middlemas, Director, retires and being eligible for re-appointment, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

3. Resolution 3 – Re-election of Director – Mr Todd Hannigan

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

"That, pursuant to and in accordance with Rule 6.1(f) the Constitution and for all other purposes, Mr Todd Hannigan, Director, retires and being eligible for re-appointment, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum."

4. Resolution 4 – Election of Director – Mr Gregory Swan

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

"That, pursuant to and in accordance with Listing Rule 14.4 and Rule 6.1(e) of the Constitution and for all other purposes, Mr Gregory Swan, Director, who was appointed as a Director on 26 February 2021, retires and being eligible pursuant to Rule 6.1(e) of the Constitution, is elected as a Director on the terms and conditions in the Explanatory Memorandum."

5. Resolution 5 – Consolidation of Capital

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

"That, for the purposes of section 254H of the Corporations Act, the Listing Rules, the Constitution and for all other purposes, approval is given for the Company to consolidate its issued capital on the basis that:

(a) every 20 Shares be consolidated into 1 Share; and

(b) all Options on issue be consolidated in accordance with Listing Rule 7.22.1,

and where this consolidation results in a fraction of a Share or Option being held by a Shareholder, the Directors be authorised to round that fraction up to the nearest whole number, on the Consolidation Effective Date and otherwise on the terms and conditions in the Explanatory Memorandum."

6. Resolution 6 – Authorise Issue of Placement Shares and Placement Options

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

"That, subject to Resolution 5 being passed, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue of up to 40,000,000 Placement Shares at an issue price of A\$0.05 each per Share and up to 13,333,333 free attaching Placement Options, exercisable at A\$0.07 each, expiring 5 years from the date of their issue, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of 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 entity) and any associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the Chairperson 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.

Note:

1. *The proposed allottees of any Shares issued under this Resolution for the Placement, other than Mr Mark Pearce, Mr Gregory Swan and Mr Ryan de Franck is not as yet known or identified. Accordingly, no Shareholders are currently excluded from voting on this Resolution.*
2. *References to numbers of securities in this Resolution are on a post-Consolidation basis.*

7. Resolution 7 – Authorise Issue of Placement Shares and Placement Options to Mr Mark Pearce

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

"That, subject to Resolution 6 being passed, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders authorise and approve Mr Mark Pearce (and/or his nominees) to participate in the Placement to the extent of up to 1,000,000 Placement Shares at an issue price of A\$0.05 per Share and 333,333 Placement Options, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Mark Pearce (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the Chairperson 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.

Note: References to numbers of securities in this Resolution are on a post-Consolidation basis.

8. Resolution 8 – Authorise Issue of Placement Shares and Placement Options to Mr Gregory Swan

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

"That, subject to Resolution 6 being passed, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders authorise and approve Mr Gregory Swan (and/or his nominees) to participate in the Placement to the extent of up to 1,000,000 Placement Shares at an issue price of A\$0.05 per Share and 333,333 Placement Options, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Gregory Swan (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the Chairperson 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.

Note: References to numbers of securities in this Resolution are on a post-Consolidation basis.

9. Resolution 9 – Authorise Issue of Placement Shares and Placement Options to Mr Ryan de Franck

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

"That, subject to Resolution 6 being passed, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders authorise and approve Mr Ryan de Franck (and/or his nominees) to participate in the Placement to the extent of up to 1,000,000 Placement Shares at an issue price of A\$0.05 per Share and 333,333 Placement Options, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Ryan de Franck (and/or his nominees) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the Chairperson 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.

Note: References to numbers of securities in this Resolution are on a post-Consolidation basis.

10. Resolution 10 – Authorise Issue of Shares and Options to Tribeca

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

“That, subject to Resolutions 5, 6 and 13 being passed, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue of up to 35,000,000 Shares and up to 20,000,000 unlisted Options to Tribeca on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of Tribeca (and or its nominees) and any other 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 entity) and any associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the Chairperson 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.

Note: References to numbers of securities in this Resolution are on a post-Consolidation basis.

11. Resolution 11 – Authorise Issue of Vendor Shares

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

“That, subject to each of Resolutions 6 and 10 being passed, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue of 7,500,000 Shares to the Vendor (and/or its nominees) on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Vendor (and/or its nominees) and any other 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 entity) and any associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the Chairperson 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.

Note: References to numbers of securities in this Resolution are on a post-Consolidation basis.

12. Resolution 12 – Authorise Issue of Consultant Options

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

“That, subject to Resolution 6 being passed, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue of 1,000,000 unlisted Options to the Consultant on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of the Resolution by or on behalf of the Consultant (and/or his nominees) and any other 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 entity) and any associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chairperson as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the Chairperson 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.

Note: References to numbers of securities in this Resolution are on a post-Consolidation basis.

13. Resolution 13 – Change of Company Name

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

“That, pursuant to and in accordance with section 157(1) of the Corporations Act and for all other purposes, Shareholders adopt “GCX Metals Limited” as the new name of the Company with effect from the date that ASIC alters the details of the Company’s registration and on the terms and conditions in the Explanatory Memorandum.”

14. Resolution 14 – Adoption of New Constitution

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

"That, pursuant to and in accordance with section 136 of the Corporations Act and for all other purposes, the Company repeal its current Constitution and adopt the New Constitution tabled at the Meeting with effect from the close of the Meeting, on the terms and conditions in the Explanatory Memorandum."

15. Resolution 15 – Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the issue of Equity Securities under Listing Rule 7.1A (except a benefit solely in the capacity of a holder of ordinary securities in the entity) or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution that way; or
- (b) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairperson to vote on the resolution as the Chairperson 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.

Note: As at the date of this Notice, it is not known who may participate in any Equity Securities issued under Resolution 15 and the Company has not approached any Shareholder or identified a class of existing Shareholders to participate in any issue of Equity Securities under the 10% Placement Capacity. Accordingly, no Shareholders are excluded from voting on Resolution 15.

16. Resolution 16 – Spill Resolution

If 25% or more of votes cast on Resolution 1 are against the adoption of the Remuneration Report, to consider, and if thought fit, to pass with or without amendment as an ordinary resolution the following:

"That, subject to and conditional on at least 25% of the votes cast on:

- (a) *Resolution 1 at the 2020 Annual General Meeting; and*
- (b) *Resolution 1 at the Meeting,*

*being cast against the Remuneration Report, pursuant to and in accordance with section 250V of the Corporations Act and for all other purposes, another meeting (**Spill Meeting**) of the Shareholders be held within 90 days of date of the Meeting, on the terms and conditions in the Explanatory Memorandum, so that:*

- (c) *all of the Directors who hold office at the Meeting will cease to hold office immediately before the end of the Spill Meeting;*
- (d) *resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting (**Vacated Offices**) will be voted on at the Spill Meeting; and*
- (e) *the persons appointed to Vacated Offices at the Spill Meeting may include Directors who hold office at the Meeting."*

Voting Exclusion

A vote on this Resolution must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

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

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairperson to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD



Gregory Swan
Director and Company Secretary
Dated: 22 March 2022

PARINGA RESOURCES LIMITED (to be renamed “GCX Metals Limited”) ACN 155 933 910

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on Thursday, 21 April 2022 commencing at 10:00am (WST).

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

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 – Remuneration Report
Section 5:	Resolution 2 – Re-election of Director – Mr Ian Middlemas
Section 6:	Resolution 3 – Re-election of Director – Mr Todd Hannigan
Section 7:	Resolution 4 – Election of Director – Mr Gregory Swan
Section 8:	Background to Resolutions 5 to 13
Section 9:	Resolution 5 – Consolidation of Capital
Section 10:	Resolution 6 – Authorise Issue of Placement Shares and Placement Options
Section 11:	Resolutions 7 to 9 (inclusive) – Authorise Issue of Placement Shares and Placement Options to Director and proposed Directors – Mr Mark Pearce, Mr Gregory Swan and Mr Ryan de Franck
Section 12:	Resolution 10 – Authorise Issue of Shares and Options to Tribeca
Section 13:	Resolution 11 – Authorise Issue of Vendor Shares
Section 14:	Resolution 12 – Authorise Issue of Consultant Options
Section 15:	Resolution 13 – Change of Company Name
Section 16:	Resolution 14 – Adoption of New Constitution
Section 17:	Resolution 15 – Approval of 10% Placement Facility
Section 18:	Resolution 16 – Spill Resolution
Schedule 1:	Definitions
Schedule 2:	Terms and Conditions of Placement Options
Schedule 3:	Terms and Conditions of Tribeca Options and Consultant Options
Schedule 4:	Summary of new Constitution
Schedule 5:	Pro-Forma Consolidated Statement of Financial Position

Unless otherwise stated, all references to numbers of securities in the Explanatory Memorandum are on a post-Consolidation basis.

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

2. Action to be taken by Shareholders

Shareholders should read the Notice (including this Explanatory Memorandum) carefully before deciding how to vote on the Resolutions.

The Company advises that a poll will be conducted for all Resolutions.

2.1 Proxies

A Proxy Form is enclosed with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions set out in the Proxy Form. Returning the Proxy Form to the Company will not preclude a Shareholder from attending or (subject to the voting exclusions set out in the Notice) voting at the Meeting in person.

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder; and
- (c) a Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 10:00am (WST) on Tuesday, 19 April 2022, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)

A vote on Resolution 1 must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on Resolution 1; or
- (b) the person is the Chairperson and the appointment of the Chairperson as proxy does not specify the way the proxy is to vote on Resolution 1, but expressly authorises the Chairperson to exercise the proxy even if Resolution 1 is connected with the remuneration of a member of the Key Management Personnel.

2.3 Attendance at Meeting

To vote in person, Shareholders are able to attend the Meeting at the time, date and place set out above. Based on the best information available to the Board at the time of the Notice, the Board considers it will be in a position to hold an 'in-person' meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting, while complying with the COVID-19 restrictions regarding gatherings. If the Government restrictions and corresponding decision of the Director's changes prior to the Meeting, the Directors will update Shareholders via the Company's ASX platform.

Whilst Shareholders may attend the Meeting, in order to minimise the risk to Shareholders and to the Company and its ongoing operations, the Company suggests that Shareholders do not attend the Meeting in person. Accordingly, the Directors strongly encourage all Shareholders to lodge Proxy Forms prior to the Meeting.

3. Annual Report

In accordance with section 317(1) of the Corporations Act, the Annual Report for the financial year ended 30 June 2021 must be laid before the Meeting.

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

- (a) discuss the Annual Report which is available online at www.paringaresources.com.au;
- (b) ask questions about, or comment on, the management of the Company; and

- (c) ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairperson about the management of the Company, or to the Auditor about:

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

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out:

- (a) the Company's remuneration policy; and
- (b) the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Pursuant to the Corporations Act, Shareholders will have the opportunity to remove the whole Board except the Managing Director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive AGMs.

If a resolution on the Remuneration Report receives a Strike at two consecutive AGMs, the Company will be required to put to Shareholders at the second AGM, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company is holding its 2020 Annual General Meeting on the same date as the Meeting. Shareholders should be aware that if the Company's Remuneration Report receives a first Strike at the 2020 Annual General Meeting and if Resolution 1 receives a 'no' vote of 25% or more at the Meeting, this will constitute a second Strike and Resolution 16 will be voted on and this may result in the re-election of the Board.

The Chairperson will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary Resolution.

If the Chairperson is appointed as your proxy and you have not specified the way the Chairperson is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairperson with an express authorisation for the Chairperson to vote the proxy in accordance with the Chairperson's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5. Resolution 2 – Re-election of Director – Mr Ian Middlemas

Under the Constitution of the Company, Directors are required to retire by rotation, and may seek re-election, every three years.

Resolution 2 provides that Mr Ian Middlemas retires and seeks re-election as a Director.

Details of Mr Ian Middlemas' qualifications and experience are set out in the Annual Report.

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 2.

5.1 Director recommendation

The Directors (excluding Mr Ian Middlemas) support the re-election of Mr Ian Middlemas as a Director and recommend that Shareholders vote in favour of Resolution 2.

6. Resolution 3 – Re-election of Director – Mr Todd Hannigan

Under the Constitution of the Company, Directors are required to retire by rotation, and may seek re-election, every three years.

Resolution 3 provides that Mr Todd Hannigan retires and seeks re-election as a Director.

Details of Mr Todd Hannigan's qualifications and experience are set out in the Annual Report.

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

If resolution 2 at the 2020 Annual General Meeting is approved by Shareholders, Resolution 3 will be withdrawn.

6.1 Director recommendation

The Directors (excluding Mr Todd Hannigan) support the election of Mr Todd Hannigan as a Director and recommend that Shareholders vote in favour of Resolution 3.

7. Resolution 4 – Election of Director – Mr Gregory Swan

Mr Gregory Swan was appointed as a Non-Executive Director pursuant to Rule 6.1(d) of the Constitution on 26 February 2021.

Rule 6.1(e) of the Constitution states that a Director appointed under Rule 6.1(d) may retire at the next general meeting of the Company and is eligible for election at that meeting.

Accordingly, Mr Gregory Swan will retire as a Director at the Meeting and, being eligible, seeks to be elected as a Director.

Details of Mr Gregory Swan's qualifications and experience are set out in the Annual Report.

Resolution 4 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

7.1 Director recommendation

The Directors (excluding Mr Gregory Swan) support the election of Mr Gregory Swan as a Director and recommend that Shareholders vote in favour of Resolution 4.

8. Background to Resolutions 5 to 13 (inclusive)

8.1 Overview – Company history and future plans

The Company's Shares have been suspended from trading on ASX since 27 December 2019. The Company was previously focused on developing the Popular Grove coal mine within the Buck Creek Mining Complex located in the Illinois Coal Basin in the USA. In February 2020, the Company's wholly owned subsidiary, Hartshorne Holdings, LLC (**Hartshorne**), and its U.S. affiliates, filed for voluntary Chapter 11 petitions in the United States Bankruptcy Court for the Western District of Kentucky (**Bankruptcy Court**) to facilitate a sale of its Poplar Grove coal mine, undeveloped Cypress coal project and other business assets.

In connection with a debtor-in-possession financing agreement, Hartshorne commenced a marketing process for the sale of its assets pursuant to section 363 of the Bankruptcy Code. Despite best efforts, the marketing and auction process for Hartshorne's assets was not successful. In June 2020, Hartshorne filed a notice that it did not designate a stalking horse bidder, did not receive any qualified bids for their assets by the bid deadline and, in accordance with Hartshorne's rights under the Bankruptcy Court-approved bidding procedures, Hartshorne cancelled the auction.

In September 2020, Hartshorne filed a proposed plan of liquidation, disclosure statement, and proposed plan solicitation procedures motion for the expedited wind down of their estates. In

February 2021, the Bankruptcy Court confirmed the plan of liquidation and, on 23 February 2021, the plan became effective. On the effective date, Hartshorne executed a liquidation trust agreement and transferred its remaining assets and liabilities to a liquidation trust. Hartshorne and the associated entities were dissolved on the effective date.

As announced by the Company on ASX on 30 September 2021, the Company proposes to undertake a capital raising by way of a placement and 1 for 1 pro-rata entitlement offer at an issue price of A\$0.05 per Share to raise up to A\$5.58 million before costs (**Capital Raising**) to recapitalise the Company and to facilitate its Shares being reinstated to trading on ASX (**Reinstatement**). The Company proposed to undertake the following matters to facilitate the Reinstatement.

Upon completion of the Capital Raising and Reinstatement, the Company will focus its efforts on exploring and developing the Onslow Gold Project (refer Sections 8.7 and 8.8 below). Proceeds from the Capital Raising will be used pursue the exploration of the Onslow Gold Project and for general working capital.

8.2 Consolidation

Subject to Shareholder approval under Resolution 5, the Company intends to undertake a 20 for 1 consolidation of its Shares (**Consolidation**), thereby reducing the number of Shares on issue to approximately 31.6 million Shares.

8.3 Capital Raising

Following completion of the Consolidation, the Company will undertake the Capital Raising to raise up to a total of A\$5.58 million (before costs) by way of:

- (a) a placement to sophisticated and professional investors of up to 40 million Shares to raise A\$2,000,000 (before costs) (**Placement**); and
- (b) a 1 for 1 pro-rata entitlement offer of up to 71.6 million Shares (**Entitlement Offer**), at an issue price of A\$0.05 per Share, together with 1 free attaching Option for every 3 Shares subscribed for, to raise up to A\$3,581,956 (before costs).

The Entitlement Offer will be undertaken pursuant to a prospectus issued in accordance with section 710 of the Corporations Act (**Prospectus**) to be released after the Meeting.

The free attaching Options to be issued under the Entitlement Offer and Placement will be exercisable at A\$0.07 each, expiring 5 years from their date of issue.

8.4 Use of Funds

The following table shows the expected use of the funds raised under the Capital Raising:

Indicative use of funds	A\$
Acquisition costs	150,000
Exploration and evaluation costs	2,275,000
Corporate and administrative costs	500,000
Costs of the Consolidation, Deed of Release, and Capital Raising	175,000
Cash reserves and working capital	2,481,956
Proceeds from Placement (assuming \$2,000,000 raised) and Entitlement Offer (assuming \$3,581,956 raised)	5,581,956

If the Company does not raise a minimum of A\$2.5 million under the Capital Raising, the Reinstatement will not proceed (refer to the conditions precedent to the Deed of Release in Section 8.5 below). To the extent that the Company raises an amount in excess of A\$2.5 million but below A\$5.58 million under the Capital Raising, the above use of funds will be adjusted pro-rata accordingly. The above table is a statement of current intentions as of the date of this Notice. Due

to market conditions and/or any number of other factors, actual expenditure levels may differ significantly to the above estimates. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the way funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

8.5 Tribeca Deed of Release

Tribeca Global Natural Resources Limited (ASX: TGF) (**Tribeca**), Equity Trustees Limited as trustee for the Tribeca Global Natural Resources Credit Fund and Tribeca Global Natural Resources Credit Master Fund (together, the **Tribeca Parties**) provided a secured US\$40 million term loan facility (**Term Loan Facility**) to Hartshorne Mining Group, LLC. The Company has entered into a deed of release (**Deed of Release**) with the Tribeca Parties, whereby the Tribeca Parties will release the Company from all obligations and liabilities as parent company guarantor to the Term Loan Facility and related finance documents subject to satisfaction of certain conditions.

In consideration for entering into the Deed of Release, the Tribeca Parties will be issued 35,000,000 Shares (**Tribeca Shares**) and 20,000,000 Options consisting of:

- (a) 10,000,000 Options exercisable at A\$0.07 each (**Tranche 1 Tribeca Options**); and
- (b) 10,000,000 exercisable at A\$0.09 each (**Tranche 2 Tribeca Options**),

each expiring 5 years from their date of issue (together, the **Tribeca Options**) in the Company (together with the Tribeca Shares, the **Tribeca Securities**), subject to Shareholder approval under Resolution 10. The number of Tribeca Securities agreed under the Deed of Release has been determined on the assumption that the full amount of the Capital Raising (approximately A\$5.58 million) is raised, such that at the time of the Company's Shares being reinstated to trading on ASX the Tribeca Parties would hold a shareholding of 19.9%. If the full amount of the Capital Raising (approximately A\$5.58 million) is not raised or the Tribeca Parties otherwise increase their voting power in the Company prior to the issue of the Tribeca Securities, the Company and Tribeca may have to renegotiate the number of Tribeca Securities issued to the Tribeca Parties to a lower number to ensure that the issue of the Tribeca Securities does not result in any breach of section 606 of the Corporations Act.

The rationale for the Deed of Release is that the Company is currently unable to raise any further funds, incur any further liabilities or continue to undertake any operations. The Deed of Release provides certainty for existing Shareholders and new investors by removing the Company's obligations and liabilities as guarantor of the Term Loan Facility.

The Deed of Release remains conditional upon completion of the following material conditions precedent by 31 May 2022:

- (a) completion of the Consolidation;
- (b) the Company raising at least A\$2.5 million under the Capital Raising;
- (c) issue of the Tribeca Securities to the Tribeca Parties;
- (d) the Company having received a certificate of registration on change of name issued by ASIC reflecting the Company's change of company name from Paringa Resources Limited to GCX Metals Limited;
- (e) the share capital of the Company being substantially the same as the share capital detailed in the Deed of Release; and
- (f) the appointment of Mr Ben Cleary and Mr Haydn Smith nominated by Tribeca to the Board of the Company (see Section 8.6).

Apart from the information provided in the Notice, there is no other material information about the Deed of Release with the Tribeca Parties.

Apart from the above arrangements with the Tribeca Parties pursuant to the Deed of Release, there are no other fees payable to creditors (excluding fees owing to advisers for services provided, including accountants' and lawyers' fees etc.).

8.6 Board Changes

Mr Ben Cleary and Mr Haydn Smith from Tribeca will be appointed as Non-Executive Directors of the Company, pursuant to the Deed of Release.

Mr Ryan de Franck, Executive Director of the Valperlon Group and vendor of exploration license E08/3197, will also be appointed as Non-Executive Director of the Company following completion of the Acquisition.

Mr Todd Hannigan and Mr Gregory Swan will resign as Non-Executive Directors of the Company upon completion of the Acquisition, Share Consolidation, Capital Raising and Deed of Release.

8.7 Onslow Gold Project

In late 2020 the Company applied for exploration licence E08/3311 in the Pilbara region of Western Australia covering approximately 115km² and considered prospective for gold and copper (**Onslow Gold Project**). The licence was granted in July 2021.

The Onslow Gold Project is located in the north western extension of the Proterozoic Capricorn Orogen of Western Australia, where nearby 1990's historic exploration identified the potential for Proterozoic BIF hosted Au and Iron Oxide Cu-Au mineralisation.

A recent review by Southern Geoscience Consultants on work conducted by WMC Resources Limited (1990's, Copper-Gold), Rio Tinto (2005-06, Iron Ore), and Fortescue Metals Group (2012-15, Iron Ore) confirmed that historic airborne magnetic and electromagnetic surveys have developed several anomalies that have never been drill tested and have been assessed to be worthy of further exploration.

The historical survey was flown using a coarse 600 meters line spacing and is considered to be ineffective compared to modern technology for the detection of deeper level bedrock conductors.

The Company recently completed a new survey using a modern high powered AEM system using 200 metre line spacing which could highlight previously unknown deeper level bedrock conductors of interest as well as enhance and expand existing know anomalies.

8.8 Acquisition

The Company proposes to expand the footprint of the Onslow Gold Project by acquiring 80% of adjacent granted exploration license E08/3197, covering approximately 188 km², pursuant to a tenement sale agreement (**Tenement Sale Agreement**) with an unrelated private company, Onslow Metals Group Pty Ltd (**Vendor**) (**Acquisition**).

The consideration to be paid to the Vendor for the Acquisition will be:

- (a) A\$150,000 cash upon completion of the Acquisition;
- (b) 7,500,000 Shares upon completion of the Acquisition (**Vendor Shares**) (subject to Shareholder approval under Resolution 11); and
- (c) 7,500,000 Shares subject to, and conditional upon, delineation of a mineral resource in accordance with the JORC Code of at least 200,000 ounces of contained gold across E08/3197 at a resource grade of no less than 1.5 grams per tonne of gold (**Milestone**) within 5 years from the date of completion of the Acquisition (**Deferred Consideration Shares**). The Company will at a later date convene a general meeting for Shareholders to approve the issue of the Deferred Consideration Shares within 3 months of the Milestone being satisfied.

The Vendor Securities will be subject to any escrow conditions as imposed by ASX.

The Tenement Sale Agreement remains conditional upon completion of the following material conditions precedent by 31 May 2022:

- (a) the Company obtaining:
 - (i) all necessary approvals required by ASX or the Listing Rules to give effect to the Acquisition;

- (ii) all necessary Shareholder approvals required by the Corporations Act, the Listing Rules and its Constitution, including Shareholder approval under Listing Rule 7.1 to issue the Vendor Shares;
- (b) the Company having completed the a capital raising of at least \$1,000,000;
- (c) ASX reinstating the Company's Shares to trading on the ASX; and
- (d) the conditions precedent in the Deed of Release being satisfied or waived and the releases under the Deed of Release becoming effective.

The Company will also free-carry the 20% interest in E08/3197 retained by the Vendor until the completion of a definitive feasibility study.

The Acquisition will increase the size of the Company's Onslow Gold Project to approximately 303 km² and post-Reinstatement, the Company will focus its efforts on exploring the Onslow Gold Project.

It is not a condition of the Reinstatement that the Acquisition be completed, as the Company currently holds granted exploration licence E08/3311 in the Pilbara region of Western Australia prospective for gold and copper.

8.9 Capital structure

The effect of the Consolidation, Capital Raising, Deed of Release and Acquisition on the capital structure of the Company is as follows:

Capital Structure	Shares	Options	Deferred Consideration Shares
Existing Securities (pre-Consolidation)	632,782,393	34,444,444	-
Consolidation	(601,143,273)	(32,722,222)	-
Placement (assuming \$2,000,000 raised) ¹	40,000,000	13,333,333	-
Entitlement Offer (assuming \$3,581,956 raised) ¹	71,639,120	23,879,707	-
Deed of Release ¹	35,000,000	20,000,000	-
Acquisition ¹	7,500,000	-	7,500,000
Consultant Options ¹	-	1,000,000	-
Total (after completion of Consolidation, Placement, Entitlement Offer, Deed of Release and Acquisition)¹	185,778,240	59,935,262	7,500,000

Note:

1. Post-Consolidation.

8.10 Pro-forma statement of financial position

An unaudited pro forma statement of financial position of the Company, which details the likely effect of the Consolidation, Capital Raising, Deed of Release, Acquisition and issues of securities as contemplated in this Notice is included in Schedule 5.

8.11 Reinstatement to trading on ASX

On 9 August 2021, ASX provided the Company with a letter confirming that the Company will be reinstated to trading on ASX, subject to the Company satisfying a number of conditions, including the following:

- (a) Shareholders approving Resolution 6 required to effect the Capital Raising;

- (b) completion of the Consolidation (subject to Shareholder approval pursuant to Resolution 5);
- (c) the Company releasing the Prospectus;
- (d) completion of the Capital Raising, including confirmation that the Company has reached minimum subscription under the Entitlement Offer and Placement;
- (e) satisfaction of all conditions precedent for the Deed of Release, including the issue of the Tribeca Securities to the Tribeca Parties subject to Shareholder approval under Resolution 10;
- (f) the Company demonstrating compliance with Listing Rules 12.1 and 12.2 to the satisfaction of the ASX, including completion of a Phase 1 AEM survey on the Onslow Gold Project and announcing the commencement of a Phase 2 drilling program on the Onslow Gold Project;
- (g) satisfying the 'working capital test' of at least \$1.5 million pursuant to Listing Rule 1.3.3(c); and
- (h) lodgement of any outstanding documents required by Listing Rule 17.5 for the period since the Company's Shares were suspended from trading.

The advice provided by ASX in its letter applied for three months until 8 November 2021 and was subject to any amendments to the Listing Rules or changes in the interpretation or administration of the Listing Rules and policies of ASX. The Company has subsequently been in discussions with ASX and, to the best of the Company's knowledge, the Company has no reason to believe that ASX will not reinstate the Company's securities to trading on ASX, subject to the Company satisfying the reinstatement conditions provided by ASX. The reinstatement conditions referred to above are subject to any other information or conditions required or imposed by ASX.

Reinstatement to the official list of ASX is at the discretion of ASX and will be subject to compliance with the Listing Rules and the Corporations Act. If the Company does not satisfy the reinstatement conditions referred to above, the Company will not be reinstated and will be removed from the official list of ASX.

If Resolutions 5, 6, 10 and 13 are not passed by Shareholders then the re-capitalisation of the Company will not proceed and the Company's Shares will not be reinstated to trading on ASX.

8.12 Indicative timetable

Event	Date
Meeting date	21 April 2022
Notification to ASX of results of Meeting	21 April 2022
Consolidation Effective Date	21 April 2022
Last day for trading in Securities on a pre-Consolidation basis	22 April 2022
Trading in post-Consolidation Securities commences on a deferred settlement basis	26 April 2022
Record date for Consolidation	27 April 2022
Last day to register transfers on a pre-Consolidation basis	27 April 2022
First day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of securities they hold	28 April 2022
Issue date for Consolidation	28 April 2022
Deferred settlement trading ends / normal (T+2) trading resumes on next trading day	
Prospectus lodged with ASIC and ASX	28 April 2022
Issue Tribeca Securities and Placement Shares	3 May 2022
Ex date for Entitlement Offer	3 May 2022
Record date for Entitlement Offer	4 May 2022
Last day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of securities they hold and to notify ASX that this has occurred	4 May 2022

Dispatch of Prospectus and opening date for Entitlement Offer	5 May 2022
Last day to extend Entitlement Offer closing date	16 May 2022
Entitlement Offer closing date	19 May 2022
Issue of securities under Entitlement Offer, Vendor Shares, Consultant Options, Placement Options and Tribeca Securities	25 May 2022
Reinstatement to trading on ASX	27 May 2022

The above timetable is indicative only and remains subject to change at the Company's discretion, subject to compliance with applicable laws and the Listing Rules.

Refer to the Company's announcement dated 30 September 2021 for further details of the Reinstatement, including the Capital Raising, Deed of Release and Acquisition.

9. Resolution 5 – Consolidation of Capital

9.1 Background

Resolution 5 seeks Shareholder approval for the consolidation of Shares and Options on issue on a 1 for 20 basis.

The purpose of the Consolidation is to implement a more appropriate and effective capital structure for the Company and a share price more appealing to a broader range of investors.

Resolution 5 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 5.

9.2 Corporations Act and Listing Rule requirements

Section 254H of the Corporations Act provides that a Company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

The Listing Rules also require that the number of options on issue be consolidated in the same ratio as the ordinary shares and the exercise price of options be amended in inverse proportion to that ratio. Similarly, the number or the conversion price (or both) of convertible securities (other than options) must be reorganised so that the holders of the convertible securities do not receive a benefit that holders of ordinary securities do not receive.

9.3 Effect of Resolution 5 on Shareholders

The Company has 632,782,393 Shares (pre-Consolidation) on issue at the date of this Notice.

The Consolidation proposed by Resolution 5 will have the effect of reducing the number of shares on issue to approximately 31,639,119 Shares. Individual holdings will be reduced in accordance with the Consolidation ratio.

The Consolidation applies equally to all members (subject only to the rounding of fractions), therefore, it will have no material effect on the percentage interest of each member in the Company. Further, the aggregate value of each member's proportional interest in the Company will not materially change solely as a result of the Consolidation as the only anticipated changes, which will be a result of rounding, will be immaterial.

Theoretically, the market price of each Share following the Consolidation should increase by 20 times its current value. Practically, the actual effect on the market price of each Share will be dependent upon on a number of factors which will not be within the control of the Company. Therefore, this may result in the market price of each Share following Consolidation being higher or lower than the theoretical post Consolidation price.

9.4 Effect of Resolution 5 on Optionholders

The Company has 34,444,444 Options (pre-Consolidation) on issue at the date of this Notice.

In accordance with Listing Rule 7.22, and the terms of issue of the Options currently on issue, the Consolidation will involve a corresponding adjustment to Options, having the effect that the number of Options will reduce in proportion to the ordinary share capital and the exercise price will increase

in inverse proportion to the Consolidation ratio. The effect the Consolidation will have on the terms of Options is set out below:

Series	No. of Options (pre-Consolidation)	Exercise Price (pre-Consolidation)	No. of Options (post-Consolidation)	Exercise Price (post-Consolidation)	Expiry
1.	4,444,444	\$0.34	222,222	\$6.80	10-Sep-22
2.	30,000,000	\$0.06	1,500,000	\$1.20	21-Feb-24
Total	34,444,444		1,722,222		

9.5 Fractional entitlements and taxation

Not all Shareholders or Optionholders will hold a number of Shares or Options which can be evenly divided by 20. Where a fractional entitlement occurs, the fractional holding will be rounded up to the nearest whole Share or Option.

It is not considered that any taxation consequences will exist for Shareholders or Optionholders arising from the Consolidation. However, Shareholders and Optionholders are advised to seek their own taxation advice on the effect of the Consolidation and neither the Company nor the Directors (or the Company's advisers) accept any responsibility for the individual taxation consequences arising from the Consolidation.

9.6 Holding Statements

From the date of the Consolidation, all holdings statements for Shares and Options will cease to have any effect, except as evidence of entitlement to a certain number of Shares and Options on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares and Options to be issued to holders of those Securities.

It is the responsibility of each Shareholder or Optionholder to check the number of Shares or Options held prior to disposal.

9.7 Timetable for the Consolidation

Refer to Section 8.12 for an indicative timetable with key dates for the Consolidation.

9.8 Director recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

10. Resolution 6 – Authorise Issue of Placement Shares and Placement Options

10.1 General

Resolution 6 seeks Shareholder approval for the issue of up to 40,000,000 Shares at an issue price of A\$0.05 each per Share (**Placement Shares**), together with 13,333,333 Options (**Placement Options**) pursuant to the Placement.

Refer to Section 8.3 for further details of the Placement.

Resolution 6 is an ordinary resolution. Resolution 6 is subject to the approval of Resolution 5.

The Chairperson intends to exercise all available proxies in favour of Resolution 6.

10.2 Listing Rule 7.1

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Given the Placement Shares and Placement Options to be issued under Resolution 7 will exceed the balance of the 15% placement capacity and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required in accordance with Listing Rule 7.1.

The effect of passing Resolution 6 will be to allow the Directors to issue the Placement Shares and Placement Options during the three-month period after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Placement Shares and Placement Options to raise A\$2,000,000. If Resolution 6 is not passed, Resolutions 10 and 11 will not proceed.

10.3 Specific Information Required by Listing Rule 7.3

For the purposes of Shareholder approval of the issue of the Placement Shares and Placement Options and the requirements of Listing Rule 7.3 the following information is provided:

- (a) the Placement Shares and Placement Options will be issued to:
 - (i) existing shareholders of the Company and/or sophisticated and professional investors; and
 - (ii) to Mr Gregory Swan, Director of the Company, and Mr Mark Pearce (a proposed alternate for Ian Middlemas) and Mr Ryan de Franck, proposed Directors, who will apply for Placement Shares and Placement Options, subject to Resolutions 7 to 9 (inclusive) being passed;
- (b) none of the subscribers for Placement Shares and Placement Options will be related parties of the Company (other than as approved pursuant to Resolutions 7 to 9 (inclusive));
- (c) the maximum number of Securities the Company intends to issue under Resolution 6 is 53,333,333, comprising:
 - (i) 40,000,000 Shares; and
 - (ii) 13,333,333 Options;
- (d) the Placement Shares to be issued pursuant to Resolution 6 will be fully paid ordinary shares and will rank equally in all respects with the Company's existing Shares on issue;
- (e) the terms of the Placement Options to be issued pursuant to Resolution 6 will be issued on the terms and conditions included in Schedule 2. In accordance with the terms and conditions in Schedule 2, the Company will apply for the quotation of the Placement Options on ASX, subject to meeting the requirements of the Listing Rules;
- (f) the Company will issue the Placement Shares and Placement Options no later than 3 months after the date of the Meeting;
- (g) the Placement Shares will be issued at A\$0.05 per Share;
- (h) the Placement Options will be exercisable at A\$0.07 per Share on or before 5 years from their issue date;
- (i) proceeds from the Placement will be used to fund the Acquisition, exploration and development of the Onslow Gold Project, transaction costs and for working capital; and
- (j) a voting exclusion statement is included in the Notice for Resolution 6.

10.4 Director recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

11. Resolutions 7 to 9 (inclusive) – Authorise Issue of Placement Shares and Placement Options to Director and proposed Directors – Mr Mark Pearce, Mr Gregory Swan and Mr Ryan de Franck

11.1 General

Resolutions 7 to 9 (inclusive) seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of an aggregate 3,000,000 of Placement Shares and 999,999 Placement Options to the Directors and proposed Director (and or their nominee(s)) to raise gross proceeds of A\$150,000.

Director	No. of Placement Shares	No. of Placement Options

Mark Pearce (proposed alternate for Ian Middlemas)	1,000,000	333,333
Gregory Swan	1,000,000	333,333
Ryan de Franck	1,000,000	333,333
Total	3,000,000	999,999

The terms and conditions upon which Mr Mark Pearce, Mr Gregory Swan and Mr Ryan de Franck will subscribe for the Placement Shares and Placement Options will be on the same terms as other investors in the Placement.

Refer to Section 8.3 for further details of the Placement.

Resolutions 7 to 9 (inclusive) are ordinary resolutions. Resolutions 7 to 9 (inclusive) are subject to Resolution 6 being passed.

The Chairperson intends to exercise all available proxies in favour of Resolutions 7 to 9 (inclusive).

11.2 Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval, unless the giving of the financial benefit falls within an exception to sections 210 to 216 of the Corporations Act.

Mr Gregory Swan, as Director, and Mr Mark Pearce (proposed alternate for Mr Ian Middlemas) and Mr Ryan de Franck as a proposed Directors, are related parties of the Company for the purposes of section 208 of the Corporations Act. The issue of Placement Shares and Placement Options to each of Mr Mark Pearce, Mr Gregory Swan and Mr Ryan de Franck (and/or their respective nominees) constitutes the giving of a financial benefit for the purposes of section 208 of the Corporations Act.

It is the view of the Directors that the issue of Placement Shares and Placement Options to each of Mr Mark Pearce, Mr Gregory Swan and Mr Ryan de Franck (and/or their respective nominees) under the Placement, in accordance with Resolutions 7 to 9 (inclusive), falls under the arm's length exception in section 210 of the Corporations Act, as any participation in the Placement will be on the same terms as those offered to other investors, who are not related parties of the Company. Accordingly, Shareholder approval is not being sought for the purposes of Section 208 of the Corporations Act.

11.3 Listing Rule 10.11

In accordance with Listing Rule 10.11, the Company must not issue securities to a related party of the Company unless it obtains Shareholder approval.

Mr Gregory Swan is a related party of the Company as he is a Director. Mr Mark Pearce (proposed alternate for Mr Ian Middlemas) and Mr Ryan de Franck are also a related parties of the Company as they are proposed Directors.

If Shareholder approval is obtained under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. Pursuant to Listing Rule 7.2, exception 14, the effect of passing Resolutions 7 to 9 (inclusive) will be to allow the Company to issue up to 1,000,000 Placement Shares and 333,333 Placement Options to Mr Mark Pearce (and/or his nominee(s)), 1,000,000 Placement Shares and 333,333 Placement Options to Mr Gregory Swan (and/or his nominee(s)) and 1,000,000 Placement Shares and 333,333 Placement Options to Mr Ryan de Franck (and/or his nominee(s)), without using up the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not issue the Placement Shares and Placement Options to Mr Mark Pearce (and/or his nominees).

If Resolution 8 is not passed, the Company will not issue the Placement Shares and Placement Options to Mr Gregory Swan (and/or his nominees).

If Resolution 9 is not passed, the Company will not issue the Placement Shares and Placement Options to Mr Ryan de Franck (and/or his nominees).

11.4 Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires that the following information be provided to Shareholders:

- (a) up to 1,000,000 Placement Shares and 333,333 Placement Options will be issued to Mr Mark Pearce (and/or his nominees) under Resolution 7, up to 1,000,000 Placement Shares and 333,333 Placement Options will be issued to Mr Gregory Swan (and/or his nominees) under Resolution 8 and up to 1,000,000 Placement Shares and 333,333 Placement Options will be issued to Mr Ryan de Franck (and/or his nominees) under Resolution 9;
- (b) Mr Gregory Swan is a Director and therefore is a related party of the Company under Listing Rule 10.11.1. Mr Mark Pearce (as a proposed alternate Director for Mr Ian Middlemas) and Mr Ryan de Franck are proposed Directors and are therefore also related parties of the Company under Listing Rule 10.11.1;
- (c) the maximum number of Placement Shares and Placement Options the Company will issue to the Directors and proposed Director is:

Director	No. of Placement Shares	No. of Placement Options
Mark Pearce (proposed alternate for Ian Middlemas)	1,000,000	333,333
Gregory Swan	1,000,000	333,333
Ryan de Franck	1,000,000	333,333
Total	3,000,000	999,999

- (d) the Placement Shares to be issued to Mr Mark Pearce, Mr Gregory Swan and Mr Ryan de Franck, and/or their respective nominee(s), are fully paid ordinary shares and rank equally in all respects with the Company's existing Shares on issue;
- (e) the Placement Options to be issued to Mr Mark Pearce, Mr Gregory Swan and Mr Ryan de Franck, and/or their respective nominee(s), will be issued on the terms and conditions included in Schedule 2. In accordance with the terms and conditions in Schedule 2, the Company will apply for the quotation of the Placement Options on ASX, subject to meeting the requirements of the Listing Rules;
- (f) the Company will issue the Placement Shares and Placement Options to Mr Mark Pearce, Mr Gregory Swan and Mr Ryan de Franck, and/or their respective nominee(s), at the same time as the issue of the Placement Shares and Placement Options the subject to Resolution 6 (no later than 3 months after the date of the Meeting). The Company has been granted a waiver from ASX from Listing Rule 10.13.5 to the extent necessary to permit the Company to issue the Placement Shares and Placement Options to be issued to Mr Mark Pearce, Mr Gregory Swan and Mr Ryan de Franck later than 1 month after the date of the Meeting;
- (g) the Placement Shares to be issued to Mr Mark Pearce, Mr Gregory Swan and Mr Ryan de Franck (and/or their respective nominee(s)) will each be allotted at an issue price of A\$0.05 per Placement Share;
- (h) the Placement Options to be issued to Mr Mark Pearce, Mr Gregory Swan and Mr Ryan de Franck (and/or their respective nominee(s)) will be exercisable at A\$0.07 per Option on or before 5 years from their issue date;
- (i) proceeds from the issue of the Placement Shares to Mr Mark Pearce, Mr Gregory Swan and Mr Ryan de Franck will be used to fund the Acquisition, exploration and development of the Onslow Gold Project, transaction costs and for working capital; and
- (j) voting exclusion statements are included in the Notice for Resolutions 7 to 9 (inclusive).

11.5 Director recommendation

The Directors have an interest in Resolutions 7 to 9 (inclusive) and therefore believe it inappropriate to make a recommendation.

12. Resolution 10 – Approval to Issue Shares and Options to Tribeca

12.1 General

Resolution 10 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Tribeca Securities to the Tribeca Parties.

Refer to Section 8.5 for further details of the Tribeca Securities.

Resolution 10 is an ordinary resolution. Resolution 10 is subject to Resolutions 5, 6 and 13 being passed.

The Chairperson intends to exercise all available proxies in favour of Resolution 10.

12.2 Listing Rule 7.1

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The effect of passing Resolution 10 will be to allow the Directors to issue up to 35,000,000 Tribeca Shares, up to 10,000,000 Tranche 1 Tribeca Options and up to 10,000,000 Tranche 2 Tribeca Options during the three-month period after the Meeting, without using the Company's 15% annual placement capacity.

If Resolution 10 is not passed, the Company will not issue the relevant Tribeca Shares and Tribeca Options and the Deed of Release will not be effective.

12.3 Specific Information Required by Listing Rule 7.3

For the purposes of Shareholder approval of the issue of the Tribeca Securities and the requirements of Listing Rule 7.3 the following information is provided:

- (a) the Tribeca Securities will be issued to Tribeca Global Resources Credit Pty Limited as agent for the Tribeca Parties. Should Resolution 10 be passed, Tribeca will hold a relevant interest of 19.9% in the Company (post-Consolidation and assuming completion of the Capital Raising and no additional Shares being acquired by Tribeca);
- (b) the maximum number of securities the Company intends to issue under Resolution 10 is 35,000,000 Tribeca Shares, 10,000,000 Tranche 1 Tribeca Options and 10,000,000 Tranche 2 Tribeca Options;
- (c) the terms of the Tribeca Shares to be issued pursuant to Resolution 10 are fully paid ordinary shares and will rank equally in all respects with the Company's existing Shares on issue;
- (d) the terms of the Tribeca Options to be issued pursuant to Resolution 10 are in accordance with the terms and conditions included in Schedule 3. The Company will not seek official quotation of the Tribeca Options;
- (e) the Company will issue the Tribeca Securities no later than 3 months after the date of the Meeting;
- (f) the Tribeca Shares will be issued at an issue price of A\$0.05 per Share;
- (g) 10,000,000 Tranche 1 Tribeca Options will be exercisable at A\$0.07 each and 10,000,000 Tranche 2 Tribeca Options will be exercisable at A\$0.09 each, each expiring 5 years from the issue date;
- (h) the Tribeca Securities will be issued in relation to the Deed of Release whereby the group's secured lenders will release the Company from all obligations and liabilities as parent company guarantor to the Term Loan Facility and accordingly no funds will be raised from their issue. Refer to Section 8.5 for further details of the Deed of Release; and
- (i) a voting exclusion statement is included in the Notice for Resolution 10.

12.4 Director recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 10.

13. Resolution 11 – Authorise Issue of Vendor Shares

13.1 General

Resolution 11 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Vendor Shares to the Vendor.

Resolution 11 is an ordinary resolution.

Resolution 11 is subject to Resolutions 6 and 10 being passed.

The Chairperson intends to exercise all available proxies in favour of Resolution 11.

13.2 Listing Rule 7.1

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Given the Vendor Shares to be issued under Resolution 11 will exceed the balance of the Company's 15% placement capacity and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required in accordance with Listing Rule 7.1.

The effect of passing Resolution 11 will be to allow the Directors to issue the Vendor Shares during the three-month period after the Meeting, without using the Company's 15% annual placement capacity.

If Resolution 11 is not passed, the Company will not issue the Vendor Shares to the Vendor and the Acquisition will not be completed.

13.3 Specific Information Required by Listing Rule 7.3

For the purposes of Shareholder approval of the issue of the Vendor Shares and the requirements of Listing Rule 7.3 the following information is provided:

- (a) the Vendor Shares will be issued to the Vendor, Onslow Metals Group Pty Ltd (and/or its nominees), who is not a related party of the Company;
- (b) the maximum number of Securities the Company intends to issue under Resolution 11 is 7,500,000 Shares;
- (c) the Vendor Shares will be fully paid ordinary shares and will rank equally in all respects with the Company's existing Shares on issue;
- (d) the Company will issue the Vendor Securities no later than 3 months after the date of the Meeting;
- (e) the Vendor Shares will be issued to the Vendor as consideration for the Acquisition pursuant to the Tenement Sale Agreement (the material terms of which are detailed in Section 8.8) and as such, no funds will be raised from the issue of the Vendor Shares'; and
- (f) a voting exclusion statement is included in the Notice for Resolution 11.

13.4 Director recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 11.

14. Resolution 12 – Authorise Issue of Consultant Options

14.1 General

Resolution 12 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue 1,000,000 Options, consisting of 500,000 Options with an exercise price of A\$0.07 (**Tranche 1 Consultant Options**) and 500,000 Options with an exercise price of A\$0.09 (**Tranche 2 Consultant Options**), each with an expiry date 5 years from the date of issue on the terms and conditions in Schedule 3 (together, the Tranche 1 Consultant Options and Tranche 2 Consultant Options, the **Consultant Options**) to the Consultant (and/or his nominees).

Resolution 12 is an ordinary resolution. Resolution 12 is subject to Resolution 6 being passed.

The Chairperson intends to exercise all available proxies in favour of Resolution 12.

14.2 Listing Rule 7.1

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The effect of passing Resolution 12 will be to allow the Directors to issue the Consultant Options during the three-month period after the Meeting, without using the Company's 15% annual placement capacity. If Resolution 12 is not passed, the Company will not issue the Consultant Options to the Consultant.

14.3 Specific Information Required by Listing Rule 7.3

For the purposes of Shareholder approval of the issue of the Consultant Options and the requirements of Listing Rule 7.3 the following information is provided:

- (a) the Consultant Options will be issued to Mr Peter Woodman (and/or his nominees) (**Consultant**), a geological consultant to the Company;
- (b) the maximum number of securities the Company intends to issue under Resolution 12 is 1,000,000 Consultant Options;
- (c) the terms of the Consultant Options to be issued pursuant to Resolution 12 are:
 - (i) the Tranche 1 Consultant Options on the terms and conditions in Schedule 2. In accordance with the terms and conditions in Schedule 2, the Company will apply for the quotation of the Tranche 1 Consultant Options on ASX, subject to meeting the requirements of the Listing Rules; and
 - (ii) the Tranche 2 Consultant Options on the terms and conditions in Schedule 3. The Company will not seek official quotation of the Tranche 2 Consultant Options;
- (d) the Company will issue the Consultant Options no later than 3 months after the date of the Meeting;
- (e) of the 1,000,000 Consultant Options, 500,000 Options will be exercisable at A\$0.07 and 500,000 Options will be exercisable at A\$0.09, with each expiring 5 years from their issue date;
- (f) the Consultant Options will be issued to the Consultant for nil consideration in exchange for consulting services provided by the Consultant to the Company;
- (g) the Consultant Options are not being issued under an agreement; and
- (h) a voting exclusion statement is included in the Notice for Resolution 12.

14.4 Director recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 12.

15. Resolution 13 – Change of Company Name

15.1 General

Resolution 13 seeks Shareholder approval for the change of name of the Company to "GCX Metals Limited."

In accordance with section 157 of the Corporations Act, if a company wants to change its name, it must pass a special resolution of its shareholders adopting a new name.

Resolution 13 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairperson intends to exercise all available proxies in favour of Resolution 13.

The change of name will take effect on the date that ASIC alters the details of the Company's registration.

15.2 Director recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 13.

16. Resolution 14 – Adoption of New Constitution

16.1 Background

Since the Company adopted its current Constitution, there have been changes to the Corporations Act, the Listing Rules and other regulatory requirements. There have also been developments in corporate governance practices and policies. The Directors believe it is desirable to update the Constitution to reflect current corporate practice and to ensure it is in line with the present legislation and regulatory requirements in Australia. Rather than make numerous piecemeal amendments to the current Constitution, the Directors believe that it is preferable to repeal the current Constitution and replace it with a new constitution (**New Constitution**).

A copy of the New Constitution is available on request from the Company.

16.2 General

Resolution 14 seeks Shareholder approval for the repeal of the Constitution and adoption of the New Constitution in accordance with section 136 of the Corporations Act.

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 14 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairperson will cast all undirected proxies in favour of Resolution 14.

16.3 Summary of New Constitution

The key provisions of the New Constitution are summarised in Schedule 4.

16.4 Director recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 14.

17. Resolution 15 – Approval of 10% Placement Facility

17.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is seeking Shareholder approval to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 17.2(c)).

If Resolution 15 is passed, the Company will be able to issue Equity Securities under Listing Rule 7.1A up to 10% of its issued share capital over a 12 month period after the annual general meeting, in addition to the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 15 is not passed, the Company will not be able to access the 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will

remain subject to the 15% limit on issuing Equity Securities without Shareholder approval under Listing Rule 7.1.

Resolution 15 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairperson intends to exercise all available proxies in favour of Resolution 15.

17.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue one quoted classes of Equity Securities, Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of Shares on issue at the commencement of the relevant period:

- (A) plus the number of Shares issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (B) plus the number of Shares issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (I) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (II) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
- (C) plus the number of Shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (I) the agreement was entered into before the commencement of the relevant period; or
 - (II) the agreement was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or 7.4
- (D) plus the number of any other Shares issued in the relevant period with approval under Listing Rule 7.1 or 7.4;
- (E) plus the number of partly paid ordinary shares that became fully paid in the relevant period;
- (F) less the number of Shares cancelled in the relevant period.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 632,782,393 Shares (pre-Consolidation) and has the capacity to issue:

- (i) 94,917,359 Equity Securities (pre-Consolidation) under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 15, 63,278,239 Equity Securities (pre-Consolidation) under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 17.2(c)).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the entity's next annual general meeting; or
- (iii) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **10% Placement Period**).

17.3 Effect of Resolution

The effect of Resolution 15 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

17.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 15 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,
- which may have an effect on the amount of funds raised by the issue of the Equity Securities.
- (c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of the Notice.
- (d) The table also shows:
- (i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
 - (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.02 50% decrease in Issue Price	\$0.04 Issue Price	\$0.08 100% increase in Issue Price
Current Variable A 632,782,393 Shares	10% Voting Dilution	63,278,239 Shares	63,278,239 Shares	63,278,239 Shares
	Funds raised	\$1,265,565	\$2,531,130	\$5,062,259

50% increase in current Variable A 949,173,590 Shares	10% Voting Dilution	94,917,359 Shares	94,917,359 Shares	94,917,359 Shares
	Funds raised	\$1,898,347	\$3,796,694	\$7,593,389
100% increase in current Variable A 1,265,564,786 Shares	10% Voting Dilution	126,556,479 Shares	126,556,479 Shares	126,556,479 Shares
	Funds raised	\$2,531,130	\$5,062,259	\$10,124,518

The table has been prepared on the following assumptions:

- (i) The numbers of Shares included in the table are on a pre-Consolidation basis.
- (ii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (iii) No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
- (iv) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (vi) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vii) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (viii) The issue price is \$0.04, being the closing price of the Shares on ASX on the last practicable date on which the Company's Shares traded prior to this Notice of 20 December 2019.
- (e) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 15 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (f) The Company may seek to issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such an acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.
- (g) The Company will comply with the disclosure obligations under Listing Rules 3.10.3 and 7.1A(4) upon issue of any Equity Securities.
- (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the subscribers of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (i) The subscribers under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.
 - (j) In the 12 months preceding the date of the Meeting the Company has not issued any Equity Securities under Listing Rule 7.1A.2.
 - (k) A voting exclusion statement is included in the Notice for Resolution 15.
 - (l) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

17.5 Director recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 15.

18. Resolution 16 – Spill Resolution

In accordance with section 250V of the Corporations Act, if the Remuneration Report receives Strike at two consecutive AGMs, the Company must put to vote at the second AGM a resolution (**Spill Resolution**) on whether all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

If the Company's Remuneration Report receives a first Strike at the 2020 Annual General Meeting and if Resolution 1 receives a 'no' vote of 25% or more at the Meeting, this will constitute a second Strike and Resolution 16 will be voted on.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene another general meeting within 90 days of the Meeting (**Spill Meeting**). All of the Company's Directors who were in office when the first Strike was received other than the managing director of the Company (**Spilled Directors**) will cease to hold office immediately before the end of the Spill Meeting, but may stand for reappointment. Shareholders will vote on the reappointment of Spilled Directors and/or election of new Directors at the Spill Meeting.

In accordance with section 250X of the Corporations Act, if there would be fewer than 3 Directors after the Spill Meeting, two positions will be filled by Directors or Spilled Directors who have the highest percentage of votes favouring appointment.

The Directors unanimously recommend that Shareholders vote 'Against' this Resolution 16.

Resolution 16 is an ordinary resolution.

The Chairperson intends to exercise all available proxies against Resolution 16.

A voting exclusion statement is included in the Notice for Resolution 16.

Schedule 1 – Definitions

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

\$ or A\$ means Australian dollar.

10% Placement Facility has the meaning given in Section 17.1.

10% Placement Period has the meaning given in Section 17.2.

2020 Annual General Meeting means the Company's 2020 annual general meeting to be held on 21 April 2022.

Acquisition has the meaning given in Section 8.8.

AGM means an annual general meeting of the Shareholders.

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

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

Auditor means the Company's auditor from time to time (being William Buck Audit (WA) Pty Ltd as at the date of the Notice).

Auditor's Report means the Auditor's report on the Financial Report.

Bankruptcy Court has the meaning given in Section 8.1.

Board means the board of Directors of the Company.

Capital Raising has the meaning given in Section 8.1.

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

Closely Related Party means in relation to a member of a Key Management Personnel:

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

Company means Paringa Resources Limited ACN 155 933 910.

Consolidation has the meaning given in Section 8.2.

Consolidation Effective Date has the meaning given in the indicative timetable in Section 8.12 or as amended and notified to ASX.

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

Consultant has the meaning given in Section 14.3.

Consultant Options has the meaning given in Section 14.1.

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

Deed of Release has the meaning given in Section 8.5.

Deloitte means Deloitte Touche Tohmatsu.

Deferred Consideration Shares has the meaning given in Section 8.8.

Director means a director of the Company, including any alternate director.

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

Entitlement Offer has the meaning given in Section 8.3.

Equity Securities has the meaning given in the Listing Rules.

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

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

Hartshorne has the meaning given in Section 8.1.

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

Listing Rules means the listing rules of ASX.

Managing Director means the managing Director.

Meeting has the meaning given to that term in the introductory paragraph of the Notice.

Milestone has the meaning given in Section 8.8.

New Constitution has the meaning given in Section 16.1.

Notice means the notice of the Meeting and includes the agenda, Explanatory Memorandum and the Proxy Form.

Onslow Gold Project has the meaning given in Section 8.7.

Placement has the meaning given in Section 8.3.

Placement Options has the meaning given in Section 10.1.

Placement Shares has the meaning given in Section 10.1.

Prospectus has the meaning given in Section 8.3.

Proxy Form means the proxy form enclosed with the Notice.

Reinstatement has the meaning given in Section 8.1.

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

Resolution means a resolution proposed pursuant to the Notice.

Rule means a rule of the Constitution.

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a registered holder of a Share.

Spilled Directors has the meaning given in Section 18.

Spill Meeting has the meaning given in Section 18.

Spill Resolution has the meaning given in Section 18.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

Tenement Sale Agreement has the meaning given in Section 8.8.

Term Loan Facility has the meaning given in Section 8.5.

Tranche 1 Consultant Options has the meaning given in Section 14.1.

Tranche 2 Consultant Options has the meaning given in Section 14.1.

Tranche 1 Tribeca Options has the meaning given in Section 8.5.

Tranche 2 Tribeca Options has the meaning given in Section 8.5.

Tribeca has the meaning given in Section 8.5.

Tribeca Options has the meaning given in Section 8.5.

Tribeca Parties has the meaning given in Section 8.5.

Tribeca Securities has the meaning given in Section 8.5.

Tribeca Shares has the meaning given in Section 8.5.

US\$ means United States dollar.

Vendor has the meaning given in Section 8.8.

Vendor Shares has the meaning given in Section 8.8.

William Buck means William Buck Audit (WA) Pty Ltd.

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

Schedule 2 – Terms and Conditions of Placement Options and Tranche 1 Consultant Options

1 ENTITLEMENT

- 1.1 Each Option entitles the holder of the Option (**Holder**) to subscribe for one (1) Share upon exercise.

1 EXERCISE PRICE AND EXPIRY DATE

Class	Exercise Price per Option	Expiry Date
Placement Options and Tranche 1 Consultant Options	A\$0.07	5 years from the date of issue

2 EXERCISE PERIOD

- 2.1 The Options may be exercised at any time prior to the Expiry Date (**Exercise Period**), in whole or in part, upon payment of the exercise price per Option. Options not exercised on or before the Expiry Date will expire and cease to carry any rights or benefits.

3 NOTICE OF EXERCISE

- 3.1 The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified by the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by cheque or electronic funds transfer or other means of payment acceptable to the Company.
- 3.2 The Options may be exercised by the Optionholder in whole or in part. The Notice of Exercise must state the number of Options exercised, the consequent number of Shares to be issued and the identity of the proposed allottee.

4 EXERCISE DATE

- 4.1 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**).

5 MINIMUM EXERCISE

- 5.1 Options must be exercised in multiples of one thousand (1,000) unless fewer than one thousand (1,000) Options are held by a Holder.

6 SHARES ISSUED ON EXERCISE

- 6.1 Shares issued on exercise of the Options rank equally with the then Shares of the Company and are free of all encumbrances, liens and third party interests.

7 QUOTATION OF SHARES

- 7.1 If admitted to the official list of ASX at the time, the Company will apply to ASX for official quotation of the Shares issued upon the exercise of the Options.

8 TIMING OF ISSUE OF SHARES AND QUOTATION OF SHARES ON EXERCISE

- 8.1 Within 5 business days of a Notice of Exercise being given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised, the Company will:

- 8.1.1 issue the Shares pursuant to the exercise of the Options; and
- 8.1.2 apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

9 PARTICIPATION IN NEW ISSUES

- 9.1 A Holder who holds Options is not entitled to:
- 9.1.1 notice of, or to vote or attend at, a meeting of the shareholders;
- 9.1.2 receive any dividends declared by the Company; or
- 9.1.3 participate in any new issues of securities offered to shareholders during the term of the Options,
- unless and until the Options are exercised and the Holder holds Shares.

10 ADJUSTMENT FOR BONUS ISSUES OF SHARES

10.1 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):

10.1.1 the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder of an Option had exercised the Option before the record date for the bonus issue; and

10.1.2 no change will be made to the Exercise Price.

11 ADJUSTMENT FOR RIGHTS ISSUE

11.1 If the Company makes an issue of Shares pro rata to existing Shareholders (other than a bonus issue), there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.

12 ADJUSTMENT FOR REORGANISATION

12.1 If there is any reconstruction of the issued share capital of the Company, the rights of the Holder will be varied to comply with the Listing Rules (if applicable) that apply to the reconstruction at the time of the reconstruction.

13 QUOTATION OF OPTIONS

13.1 The Company will apply for the quotation of the Options on ASX. Subject to spread requirements being met, the Options will be quoted on ASX.

14 OPTIONS TRANSFERABLE

14.1 The Options are transferrable.

15 LODGEMENT REQUIREMENTS

15.1 Cheques shall be in Australian currency made payable to the Company and crossed 'Not Negotiable' for the application for Shares on the exercise of the Options.

Schedule 3 – Terms and Conditions of Tribeca Options and Tranche 2 Consultant Options

16 ENTITLEMENT

- 16.1 Each Option entitles the holder of the Option (**Holder**) to subscribe for one (1) Share upon exercise.

17 EXERCISE PRICE AND EXPIRY DATE

Number and Class	Exercise Price per Option	Expiry Date
10,000,000 Tranche 1 Tribeca Options	A\$0.07	5 years from the date of issue
10,000,000 Tranche 2 Tribeca Options	A\$0.09	5 years from the date of issue
500,000 Tranche 2 Consultant Options	A\$0.09	5 years from the date of issue

18 EXERCISE PERIOD

- 18.1 Each Option is exercisable at any time prior to the Expiry Date. After this time, any unexercised Options will automatically lapse.

19 NOTICE OF EXERCISE

- 19.1 The Options may be exercised by notice in writing to Paringa Resources Limited (**the Company**) and payment of the applicable Exercise Price for each Option being exercised. Any Option Exercise Form for an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

20 MINIMUM EXERCISE

- 20.1 Options must be exercised in multiples of one thousand (1,000) unless fewer than one thousand (1,000) Options are held by a Holder.

21 SHARES ISSUED ON EXERCISE

- 21.1 Shares issued on exercise of the Options rank equally with the then Shares of the Company and are free of all encumbrances, liens and third party interests.

22 QUOTATION OF SHARES

- 22.1 If admitted to the official list of ASX at the time, the Company will apply to ASX for official quotation of the Shares issued upon the exercise of the Options.

23 TIMING OF ISSUE OF SHARES AND QUOTATION OF SHARES ON EXERCISE

- 23.1 Where the Company is not in possession of excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) at the time it receives a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised, the Company will, within 5 Business Days:

- 23.1.1 allot and issue the Shares pursuant to the exercise of the Options;
- 23.1.2 give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or, if the Company is unable to meet the requirements of 708A(5), lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and
- 23.1.3 apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

- 23.2 Where the Company is in possession of excluded information in respect of the Company (as defined in section 708A(7) of the Corporations Act) at the time it receives a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised, the Company will, within 20 Business Days:

- 23.2.1 allot and issue the Shares pursuant to the exercise of the Options;

23.2.2 give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and

23.2.3 apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

23.3 Notwithstanding that the Company is suspended from trading on ASX or has ceased to be admitted to the official list of ASX, the Company must allot and issue the Shares in accordance with the time limits referred to in paragraphs 8(a) or 8(b) respectively.

24 PARTICIPATION IN NEW ISSUES

24.1 The Company shall give the Option Holder at least 15 Business Days' written notice prior to the record date for any capital distributions, dividend payments, pro rata issues, bonus issues or rights issues of Shares or other securities of the Company, so as to enable each Option Holder to exercise its Options prior to this date and participate in the issue if the Option Holder so elects.

25 ADJUSTMENT FOR BONUS ISSUES OF SHARES

25.1 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):

25.1.1 the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder of an Option had exercised the Option before the record date for the bonus issue; and

25.1.2 no change will be made to the Exercise Price.

26 ADJUSTMENT FOR RIGHTS ISSUE

26.1 In respect of the Tribeca Options, if the Company makes an issue of Shares pro rata to existing shareholders there will be an adjustment of the Exercise Price of an Option in accordance with the formula set out in ASX Listing Rule 6.22.2.

26.2 In respect of the Consultant Options, if the Company makes an issue of Shares pro rata to existing shareholders (other than an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment) there will be no adjustment to the Exercise Price of an Option.

27 ADJUSTMENT FOR REORGANISATION

27.1 If there is any reconstruction of the issued share capital of the Company, the rights of the Holder will be varied to comply with the Listing Rules (if applicable) that apply to the reconstruction at the time of the reconstruction.

28 QUOTATION OF OPTIONS

28.1 The Company will not seek official quotation of any Options.

29 OPTIONS TRANSFERABLE

29.1 The Options are only transferable provided that the transfer of Options complies with section 707(3) of the Corporations Act.

30 LODGEMENT REQUIREMENTS

30.1 Cheques shall be in Australian currency made payable to the Company and crossed 'Not Negotiable' for the application for Shares on the exercise of the Options.

Schedule 4 – Summary of New Constitution

1. Shares

The issue of Shares and Options by the Company is under the control of the Directors, subject to the Corporations Act, Listing Rules and any rights attached to any special class of Shares.

2. Preference Shares

The Corporations Act requires certain rights of preference shares to be either set out in the constitution or approved in general meeting by special resolution before preference shares are issued.

The New Constitution sets out a framework of rights for preference share issues from which the Board can determine to issue preference shares, without the need to obtain further Shareholder approval every time an allotment of preference shares is proposed. Schedule 6 to the New Constitution contains the framework as well as specific rights of preference shares as to the repayment of capital, requirements for redemption (if the preference shares are redeemable), participation in surplus assets and profits, voting rights and priority of payment of capital and dividends. Other specific terms, including the dividend amount, the redemption date (if applicable) and redemption amount (if applicable), would be set by the issuing resolution of the Directors.

3. Reductions of Capital

The New Constitution is consistent with the Corporations Act requirements which must be satisfied by the Company in undertaking an alteration of capital.

4. Liens

If the Company issues partly paid Shares and a call made on those shares is unpaid, the Company will have a lien over the shares on which the call is unpaid. The lien may be enforced by a sale of those shares. The powers of the Company in relation to calls, company payments, forfeiture and liens are set out in schedule 2 to the New Constitution.

5. Transfer of Shares

The Company may participate in any clearing and settlement facility provided under the Corporations Act, the Listing Rules and the ASX Settlement & Transfer Corporation Pty Ltd (**ASTC**) Operating Rules. Transfers through ASTC are effected electronically in ASTC's Clearing House Electronic Sub register System (**CHES**). For the purposes of the Company's participation in the CHES, the Company may issue holding statements in lieu of share certificates. The Company will not charge any fee for registering a transfer of shares. The Directors may refuse to register a transfer of shares in the circumstances permitted or required under the Corporations Act and Listing Rules.

6. Proportional Takeovers

A proportional takeover bid is one in which the offer or offers only to buy a specified proportion of each Shareholders' shares.

The New Constitution provides for Shareholder approval of any proportional takeover bid for the shares. Subject to the Listing Rules and ASTC Operating Rules, the provisions require the Directors to refuse to register any transfer of shares made in acceptance of a proportional takeover offer until the requisite Shareholder approval has been obtained.

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. The proportional takeover provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

At the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

The perceived advantages of including proportional takeover provisions in a constitution are that such provisions may:

- (i) enhance the bargaining power of Directors in connection with any potential sale of the Company;
- (ii) improve corporate management by eliminating the possible threat of a hostile takeover through longer term planning;
- (iii) make it easier for Directors to discharge their fiduciary and statutory duties to the Company and its Shareholders to advise and guide in the event of a proportional bid occurring; and
- (iv) strengthen the position of Shareholders of the Company in the event of a takeover, assuming the takeover will result in a sharing of wealth between the offeror and Shareholders, as the more cohesive Shareholders are in determining their response the stronger they are. A requirement for approval can force Shareholders to act in a more cohesive manner. Where Shareholders know that a bid will only be successful if a specified majority of Shareholders accept the offer, they have less to fear by not tendering to any offer which they think is too low.

The perceived disadvantages of including proportional takeover provisions in a constitution include the following:

- (v) a vote on approval of a specific bid suffers from a bias in favour of the incumbent Board;
- (vi) the provisions are inconsistent with the principle that a share in a public company should be transferable without the consent of other Shareholders; and
- (vii) a Shareholder may lack a sufficient financial interest in any particular company to have an incentive to determine whether the proposal is appropriate.

To comply with the Corporations Act, the proportional takeover provisions must be renewed by Shareholders in general meeting at least every 3 years to remain in place.

While the proportional takeover provisions were in effect under the existing Constitution, there were no proportional takeover bids for the Company. Therefore, there has been no example against which to review the advantages or disadvantages of the provisions for the Directors and the Shareholders, respectively, during this period.

The proportional takeover provisions are contained in schedule 5 to the New Constitution.

7. Alterations of share capital

Shares may be converted or cancelled with Shareholder approval and the Company's share capital may be reduced in accordance with the requirements of the Corporations Act and the Listing Rules.

If a reduction of capital occurs by way of a distribution of shares or other securities in another body corporate, Shareholders (i) are deemed to have agreed to be members of and bound by the constitution of that body corporate, (ii) appoint the Company and its directors to execute any transfers to give effect to the distribution of shares or other securities and (iii) any binding instructions or notification given to the Company are deemed to be binding instructions or notifications to the other body corporate. The Company also has the discretion to not distribute the shares or other securities in the other body corporate and instead make a cash payment if the distribution would be illegal, give rise to unmarketable parcels or be unreasonable having regard to the number, value and/or the legal requirements of distributions to Shareholders in particular overseas jurisdictions.

8. Buy Backs

The Company may buy back shares in itself on terms and at such times determined by the Directors.

9. Disposal of less than a Marketable Parcel

For the sake of avoiding excessive administration costs, the New Constitution contains provisions enabling the Company to procure the disposal of Shares where the Shareholder holds less than a marketable parcel of shares within the meaning of the Listing Rules (being a parcel of shares with a market value of less than \$500). To invoke this procedure, the Directors must first give notice to the

relevant Shareholder holding less than a marketable parcel of shares, who may then elect not to have his or her shares sold by notifying the Directors.

The provisions relating to unmarketable parcel are contained in schedule 4 to the New Constitution.

10. Variation of class rights

Class rights attaching to a particular class of shares may be varied or cancelled with the consent in writing of holders of 75% of the shares in that class or by a special resolution of the holders of shares in that class.

11. Meetings of Shareholders

The Directors may call a meeting of Shareholders whenever they think fit. Shareholders may call a meeting as provided by the Corporations Act. The New Constitution contains provisions prescribing the content requirements of notices of meetings of Shareholders and all Shareholders are entitled to a notice of meeting. Consistent with the Corporations Act, a meeting may be held in two or more places linked together by audio-visual communication devices. A quorum for a meeting of Shareholders is 2 eligible voters.

The Company will hold annual general meetings in accordance with the Corporations Act and the Listing Rules.

12. Virtual Meetings

A meeting of Shareholders may be held virtually using any technology that gives Shareholders as a whole a reasonable opportunity to participate in the meeting.

13. Voting of Shareholders

Resolutions of Shareholders will be decided by a show of hands unless a poll is demanded. On a show of hands each eligible voter present has one vote. On a poll each eligible Shareholder has one vote for each fully paid share held and a fraction of a vote for each partly paid share determined by the amount paid up on that share.

14. Direct Voting

The Directors may determine that Shareholders may cast votes to which they are entitled on any or all of the resolutions (including any special resolution) proposed to be considered at, and specified in the notice convening, a meeting of Shareholders, by direct vote. Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, directors must elect that votes can be cast via direct vote for all or any resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the directors, the notice of meeting will include information on the application of direct voting.

15. Proxies

An eligible Shareholder may appoint a proxy to attend and vote at the meeting on the Shareholder's behalf. The New Constitution contains provisions specifying the manner of lodgement of proxy instruments. A Shareholder may appoint an individual or corporation to act as its representative.

16. Directors

Unless changed by the Company in general meeting, the minimum number of directors is 3 and no maximum number is specified. The Directors and the Company may at any time appoint any person as a Director. Any such Director must retire at the next following annual general meeting of the Company (at which meeting he or she may be eligible for re-election as director). No Director other than the Managing Director may hold office for longer than 3 years without submitting himself or herself for re-election.

17. Powers of Directors

The business of the Company is to be managed by or under the direction of the Directors.

18. Remuneration of Directors

The Company may pay non-executive Directors a maximum of the total amount as determined by the Shareholders in General Meeting and such sum must not be paid by way of commission on, or percentage of, profits or operating revenue.

The remuneration of executive Directors will be subject to the provisions of any contract between each of them and the Company and may be by way of commission on, or percentage of, profits of the Company, but will not be by way of commission on, or percentage of, operating revenue.

19. Execution of documents

In accordance with the Corporations Act, the Constitution provides for execution of documents by the Company without the use of the Company's company seal.

20. Dividends

The Directors may fix the amount, the time for payment and the method of payment of a dividend. Subject to any special rights attaching to shares (such as preference shares), dividends will be paid proportionately.

The Company is not required to pay any interest on dividends.

21. Indemnities and insurance

To the extent permitted by law, the Company indemnifies every person who is or has been a Director or Secretary of the Company against a liability incurred by that person in his or her capacity as a Director or secretary. A similar indemnity is provided in respect of legal proceedings. The Company may also pay the premiums on directors' and officers' liability insurance.

22. Restricted Securities

The Company's constitution complies with Listing Rule 15.12. Certain more significant holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) are required to execute a formal escrow agreement in the form Appendix 9A. Those with less significant holdings (such as non-related parties and non-promoters), the Company will issue restriction notices to holders of restricted securities in the form Appendix 9C advising them of the restriction rather than requiring signed restriction agreements.

Schedule 5 – Pro-Forma Consolidated Statement of Financial Position

	31 December 2021 (reviewed)	Placement	Entitlement Offer	Acquisition	Consultant Options	Deed of Release	Transaction Costs	Pro Forma 31 December 2021 (unaudited)
Current Assets								
Cash and cash equivalents	86,955	2,000,000	3,581,956	(150,000)	-	-	(175,000)	5,343,911
Trade and other receivables	23,000	-	-	-	-	-	-	23,000
Total Current Assets	109,955	2,000,000	3,581,956	(150,000)	-	-	(175,000)	5,366,911
Non-Current Assets								
Exploration and evaluation assets	6,656	-	-	525,000	-	-	-	531,656
Total Non-Current Assets	6,656	-	-	525,000	-	-	-	531,656
TOTAL ASSETS	116,611	2,000,000	3,581,956	375,000	-	-	(175,000)	5,898,567
LIABILITIES								
Current Liabilities								
Trade and other payables	371,064	-	-	-	-	-	-	371,064
Other financial liabilities	93,096,762	-	-	-	-	(93,096,762)	-	-
Borrowings	400,000	-	-	-	-	-	-	400,000
Total Current Liabilities	93,867,826	-	-	-	-	(93,096,762)	-	771,064
TOTAL LIABILITIES	93,867,826	-	-	-	-	(93,096,762)	-	771,064
NET ASSETS	(93,751,215)	2,000,000	3,581,956	375,000	-	93,096,762	(175,000)	5,127,503
EQUITY								
Contributed equity	137,606,375	2,000,000	3,581,956	375,000	-	1,750,000	(111,240)	145,202,091
Reserves	2,556,889	-	-	-	34,327	686,548	-	3,277,764
Accumulated losses	(233,914,479)	-	-	-	(34,327)	90,660,214	(63,760)	(143,352,352)
TOTAL EQUITY	(93,751,215)	2,000,000	3,581,956	375,000	-	93,096,762	(175,000)	5,127,503

PARINGA RESOURCES LIMITED

ACN 155 933 910

PROXY FORM

The Company Secretary
Paringa Resources Limited

By delivery:

Level 9, 28 The Esplanade
PERTH WA 6000

By post:

PO Box Z5083
PERTH WA 6831

By e-mail:

voting@paringaresources.com.au

By facsimile:

+61 8 9322 6558

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark ☒ to indicate your directions. Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting. Further instructions are provided overleaf.

Step 1 – APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/we being Shareholder/s of the Company hereby appoint:

The Chairperson
(mark box)

☐

OR if you are **NOT** appointing the Chairperson as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairperson, as my/our proxy to act generally on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Paringa Resources Limited to be held at the Conference Room, Ground Floor, 28 The Esplanade, Perth, Western Australia on Thursday, 21 April 2022 commencing at 10:00am (WST) and at any adjournment or postponement of such meeting. If 2 proxies are appointed, the proportion or number of votes that this proxy is authorised to exercise is []% of the Shareholder's votes / [] of the Shareholder's votes. (An additional Proxy Form will be supplied by the Company, on request).

Important – If the Chairperson is your proxy or is appointed your proxy by default

The Chairperson intends to abstain from voting all undirected proxies in relation to Resolution 1. If the Chairperson is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolution 1, you will be expressly authorising the Chairperson to vote in accordance with the Chairperson's voting intentions on Resolution 1 even if Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Step 2 – INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

Resolutions	For	Against	Abstain*
1. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director – Mr Ian Middlemas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director – Mr Todd Hannigan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Director – Mr Gregory Swan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Authorise Issue of Placement Shares and Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Authorise Issue of Placement Shares and Placement Options to Mr Mark Pearce	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Authorise Issue of Placement Shares and Placement Options to Mr Gregory Swan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Authorise Issue of Placement Shares and Placement Options to Mr Ryan de Franck	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Authorise Issue of Shares and Options to Tribeca	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Authorise Issue of Vendor Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain*
12. Authorise Issue of Consultant Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. Adoption of New Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Board Recommendation: The Board recommends shareholders vote **AGAINST** Resolution 16.

	For	Against	Abstain*
16. Spill Resolution (Conditional Resolution)	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Note – Resolution 16 will only be put to the Meeting if at least 25% of votes cast on Resolution 1 at the Meeting and resolution 1 at the 2020 Annual General Meeting are “against” those resolutions. If less than 25% of the votes cast on Resolution 1 at the Meeting or resolution 1 at the 2020 Annual General Meeting are against those resolutions, then there will be no second strike and Resolution 16 will not be put to the Meeting.

* If you mark the Abstain box for a particular Resolution, 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

The Chairperson intends to vote undirected proxies in favour of all Resolutions (other than Resolution 16 where undirected proxies will be voted against the Resolution) in which the Chairperson is entitled to vote. Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chairperson to vote in accordance with the Chairperson's voting intention. In exceptional circumstances, the Chairperson may change his/her voting intention on any resolution, in which case an ASX announcement will be made immediately disclosing the reasons for the change

Step 3 – AUTHORISED SIGNATURE/S

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
<div></div>	<div></div>	<div></div>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name	Contact Daytime Telephone	Date
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Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

- Joint Holding: where the holding is in more than one name all of the holders must sign.
- Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
- Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or an electronic copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received electronically by e-mail or by facsimile transmission at the Perth office of the Company (Level 9, 28 The Esplanade, Perth WA 6000), or by post to PO Box Z5083, Perth WA 6831, or by e-mail to voting@paringaresources.com.au or by facsimile to (08) 9322 6558 if faxed from within Australia or +61 8 9322 6558 if faxed from outside Australia) not less than 48 hours prior to the time of commencement of the Meeting (WST).