



RAFAELLA
resources

Notice of Extraordinary General Meeting
Tuesday, 26 April 2022

CHAIRMAN'S LETTER

17 March 2022

Dear Shareholders

On behalf of the board of directors (**Board**) of Rafaella Resources Ltd ACN 623 130 987 (**Rafaella**), I am pleased to invite you to Rafaella's extraordinary general meeting to be held at 3:00pm (Perth time) on Tuesday, 26 April 2022 at Level 11, London House, 216 St Georges Terrace, Perth WA 6000 (and via videoconference) (**Meeting**).

At the Meeting, the formal business to be conducted includes:

- ratifying the previous issue of 31,649,998 fully paid ordinary shares in Rafaella (**Rafaella Shares**) under the first tranche of the placement announced by Rafaella on 16 February 2022 (**Placement**) and ratifying the grant of 15,824,996 attaching options (each in respect of one Rafaella Share, granted for no consideration, with an exercise price of \$0.12, and expiring on 13 April 2024) (being one such attaching option for every two Rafaella Shares) to sophisticated and professional investors;
- approving the issue of 1,666,666 Rafaella Shares under the second tranche of the Placement and the grant of 833,333 attaching options (each in respect of one Rafaella Share, to be granted for no consideration, with an exercise price of \$0.12, and expiring on 13 April 2024) (being one such attaching option for every two Rafaella Shares) to certain directors of Rafaella (**Directors**) who elected to participate in the second tranche of the Placement - the subscription funds of the relevant Directors have been held by Rafaella on their behalf since that date; and
- approving the issue of 600,000 Rafaella Shares and the grant of 1,500,000 options (each in respect of one Rafaella Share, to be granted for \$0.00001 per option, with an exercise price of \$0.12, and expiring on 13 April 2024) to Vert Capital Pty Ltd (or its nominee) in satisfaction of broking services provided by Vert Capital Pty Ltd in connection with the Placement.

The enclosed Shareholder voting form has instructions on how you can lodge your vote, or appoint a proxy to vote on your behalf, should you be unable to attend. If you have any queries on how to cast your votes or comments or questions on the formal business of the Meeting, please call Amanda Wilton-Heald (Company Secretary) on +61 8 9481 0389 on or before 3:00pm (Perth time) on Friday, 22 April 2022.

The Board has made a decision that Shareholders will be able to physically attend the Meeting in person and accordingly, has arranged an appropriate meeting venue. If the Government restrictions and corresponding decision of the Board changes prior to the Meeting, the Board will update Shareholders via the Company's ASX platform and website.

For those Shareholders who are unable to attend the Meeting in person, or who would prefer to attend the Meeting remotely, the Meeting will also be accessible to all Shareholders via videoconference. To access the Meeting by videoconference, Shareholders are advised to contact Amanda Wilton-Heald (Company Secretary) via email at info@rafaellaresources.com.au.

Yours faithfully

Peter Hatfull
Chairman
Rafaella Resources Limited

NOTICE OF EXTRAORDINARY GENERAL MEETING

Rafaella Resources Ltd ACN 623 130 987

Notice is given that an extraordinary general meeting (**Meeting**) of Rafaella Resources Ltd ACN 623 130 987 (**Rafaella** or **Company**) will be held at:

Location	Level 11, London House, 216 St Georges Terrace, Perth WA 6000 (and via videoconference)
Date	Tuesday, 26 April 2022
Time	3:00pm (Perth time)

Special business

Resolution 1: Ratification of previous issue of First Tranche Placement Shares

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 1 'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 31,649,998 First Tranche Placement Shares to sophisticated and professional investors on the terms and conditions set out in the Explanatory Memorandum.'

The Directors unanimously recommend that you vote in favour of Resolution 1.

Resolution 2: Ratification of previous grant of First Tranche Attaching Options

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 2 'That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous grant of 15,824,996 First Tranche Attaching Options (being one First Tranche Attaching Option for every two First Tranche Placement Shares) to sophisticated and professional investors on the terms and conditions set out in the Explanatory Memorandum.' The Directors unanimously recommend that you vote in favour of Resolution 2.

Resolution 3: Approval of issue of Director Placement Shares and grant of Director Attaching Options to Steven Turner

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 3 'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,083,332 Director Placement Shares and the grant of 541,666 Director Attaching Options (being one Director Attaching Option for every two Director Placement Shares) to Steven Turner (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.'

The Directors (with Mr Turner abstaining) recommend that you vote in favour of Resolution 3.

Resolution 4: Approval of issue of Director Placement Shares and grant of Director Attaching Options to Robert Wrixon

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 4 'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 583,334 Director Placement Shares and the grant of 291,667 Director Attaching Options (being one Director Attaching Option for every two Director Placement Shares) to Robert Wrixon (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.'

The Directors (with Dr Wrixon abstaining) recommend that you vote in favour of Resolution 4.

Resolution 5: Approval of issue of Broker Shares to Vert Capital Pty Ltd

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 5 'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 600,000 Broker Shares to Vert Capital Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.'

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

Resolution 6: Approval of grant of Broker Options to Vert Capital Pty Ltd

To consider and, if in favour, to pass the following Resolution as an ordinary resolution:

- 6 'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the grant of 1,500,000 Broker Options to Vert Capital Pty Ltd (or its nominee) on the terms and conditions set out in the Explanatory Memorandum.'

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

Dated 17 March 2022

By order of the Board

Amanda Wilton-Heald
Company Secretary
Rafaella Resources Limited

Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder of the Company. A Shareholder who is 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) If the proxy form specifies the way the proxy is to vote on a particular Resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (e) If the proxy has two or more appointments that specify different ways to vote on the Resolution the proxy must not vote on a show of hands.
- (f) If the proxy is the Chairman of the Meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (g) If the proxy is not the Chairman of the Meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (h) If the proxy form specifies the way the proxy is to vote on a particular Resolution and the proxy is not the Chairman of the Meeting and a poll is demanded and either:
 - (i) the proxy is not recorded as attending; or
 - (ii) the proxy does not vote,the Chairman of the Meeting is deemed the proxy for that Resolution.
- (i) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the Meeting.
- (j) If you wish to appoint a proxy, to be effective, proxy forms must be received by the Company at its registered office, or received by the Company's share registry, no later than 3:00pm (Perth time) on Sunday, 24 April 2022.
- (k) The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the Meeting or an adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7:00pm (Perth time) on Sunday, 24 April 2022.
- (l) If you have any queries on how to cast your votes, please call Amanda Wilton-Heald (Company Secretary) on +61 8 9481 0389 during business hours.

Voting restrictions

Resolution 1 - Ratification of previous issue of First Tranche Placement Shares	<p>In accordance with ASX Listing Rule 14.11, Rafaella will disregard any votes cast in favour of Resolution 1 by or on behalf of any person who participated in the issue of the First Tranche Placement Shares the subject of Resolution 1 (being sophisticated and professional investors under the first tranche of the Placement) or any Associate of any such person.</p> <p>However, Rafaella need not disregard a vote cast in favour of Resolution 1 if it is cast by:</p> <ul style="list-style-type: none">(a) a person as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with directions given to the proxy or attorney to vote on Resolution 1 in that way; or(b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chairman to vote on Resolution 1 as the Chairman decides; or(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that:<ul style="list-style-type: none">(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 Resolution 1; and(ii) the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.
Resolution 2 – Ratification of previous grant of First Tranche Attaching Options	<p>In accordance with ASX Listing Rule 14.11, Rafaella will disregard any votes cast in favour of Resolution 2 by or on behalf of any person who participated in the grant of the First Tranche Attaching Options the subject of Resolution 2 (being sophisticated and professional investors under the first tranche of the Placement) or any Associate of any such person.</p> <p>However, Rafaella need not disregard a vote cast in favour of Resolution 2 if it is cast by:</p> <ul style="list-style-type: none">(a) a person as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with directions given to the proxy or attorney to vote on Resolution 2 in that way; or(b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 2, in accordance with a direction given to the Chairman to vote on Resolution 2 as the Chairman decides; or(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that:<ul style="list-style-type: none">(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 Resolution 2; and(ii) the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

<p>Resolution 3 - Approval of Issue of Director Placement Shares and grant of Director Attaching Options to Steven Turner</p>	<p>In accordance with ASX Listing Rule 14.11, Rafaella will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who is to receive the Director Placement Shares and Director Attaching Options the subject of Resolution 3 (being Steven Turner or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Director Placement Shares and the grant of the Director Attaching Options the subject of Resolution 3 (except a benefit solely by reason of being a holder of Rafaella Shares) or any Associate of any such person.</p> <p>However, Rafaella need not disregard a vote cast in favour of Resolution 3 if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with directions given to the proxy or attorney to vote on Resolution 3 in that way; or (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 3, in accordance with a direction given to the Chairman to vote on Resolution 3 as the Chairman decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that: <ul style="list-style-type: none"> (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 Resolution 3; and (ii) the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.
<p>Resolution 4 - Approval of Issue of Director Placement Shares and grant of Director Attaching Options to Robert Wrixon</p>	<p>In accordance with ASX Listing Rule 14.11, Rafaella will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who is to receive the Director Placement Shares and Director Attaching Options the subject of Resolution 4 (being Robert Wrixon or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Director Placement Shares and the grant of the Director Attaching Options the subject of Resolution 4 (except a benefit solely by reason of being a holder of Rafaella Shares) or any Associate of any such person.</p> <p>However, Rafaella need not disregard a vote cast in favour of Resolution 4 if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on Resolution 4 in that way; or (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with a direction given to the Chairman to vote on Resolution 4 as the Chairman decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that: <ul style="list-style-type: none"> (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 Resolution 4; and (ii) the holder votes on Resolution 4 in accordance with directions given by the beneficiary to the holder to vote in that way.
<p>Resolution 5 - Approval of issue of Broker Shares to Vert Capital Pty Ltd</p>	<p>In accordance with ASX Listing Rule 14.11, Rafaella will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Broker Shares the subject of Resolution 5 (except a benefit solely by reason of being a holder of Rafaella Shares) (being Vert Capital Pty Ltd or its nominee) or any Associate of any such person.</p> <p>However, Rafaella need not disregard a vote cast in favour of Resolution 5 if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with directions given to the proxy or attorney to vote on Resolution 5 in that way; or (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with a direction given to the Chairman to vote on Resolution 5 as the Chairman decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that: <ul style="list-style-type: none"> (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 Resolution 5; and (ii) the holder votes on Resolution 5 in accordance with directions given by the beneficiary to the holder to vote in that way.
<p>Resolution 6 - Approval of grant of Broker Options to Vert Capital Pty Ltd</p>	<p>In accordance with ASX Listing Rule 14.11, Rafaella will disregard any votes cast in favour of Resolution 6 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed grant of the Broker Options the subject of Resolution 6 (except a benefit solely by reason of being a holder of Rafaella Shares) (being Vert Capital Pty Ltd or its nominee) or any Associate of any such person.</p> <p>However, Rafaella need not disregard a vote cast in favour of Resolution 6 if it is cast by:</p> <ul style="list-style-type: none"> (a) a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with directions given to the proxy or attorney to vote on Resolution 6 in that way; or (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chairman to vote on Resolution 6 as the Chairman decides; or (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided that: <ul style="list-style-type: none"> (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 Resolution 6; and (ii) the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY MEMORANDUM

Rafaella Resources Ltd ACN 623 130 987

This Explanatory Memorandum accompanies the notice of extraordinary general meeting (**Notice of Meeting**) of the Company to be held at Level 11, London House, 216 St Georges Terrace, Perth WA 6000 (and via videoconference) at 3:00pm (Perth time) on Tuesday, 26 April 2022 (**Meeting**).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the Resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Special business

Resolution 1: Ratification of previous issue of First Tranche Placement Shares

General

- 1 On 16 February 2022, the Company announced a placement to raise approximately \$2 million through the issue of 33,316,664 Rafaella Shares (**Placement Shares**) at an issue price of \$0.06 per Rafaella Share (**Placement**) and the grant of 16,658,329 Attaching Options (each in respect of one Rafaella Share, to be granted for no consideration, with an exercise price of \$0.12, and expiring on 13 April 2024) (being one Attaching Option for every two Placement Shares) to sophisticated and professional investors. As contemplated by the Company's announcement dated 16 February 2022:
 - 31,649,998 Placement Shares have been issued by the Company under its existing placement capacities available under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A (**First Tranche Placement Shares**), and 15,824,996 Attaching Options have been granted by the Company under its existing placement capacities available under ASX Listing Rule 7.1 (**First Tranche Attaching Options**), by the Company;
 - 1,666,666 Placement Shares will be issued (**Second Tranche Placement Shares**), and 833,333 Attaching Options will be granted (**Second Tranche Attaching Options**), by the Company subject to Shareholder approval pursuant to Resolutions 3 and 4

ASX Listing Rule 7.4

- 2 ASX Listing Rule 7.1 permits a listed company to issue up to 15% of its issued share capital during any 12 month period without obtaining shareholder approval, and ASX Listing Rule 7.1A permits certain listed companies to issue up to an additional 10% of their issued share capital during any 12 month period, in both cases subject to certain exceptions (together, the **Placement Capacity**). Rafaella is an eligible entity to which ASX Listing Rule 7.1A applies (as it is not included in the S&P/ASX 300 Index and it has a market capitalisation of less than \$300 million), and it obtained the required approval of its Shareholders at its 2021 annual general meeting held on 23 November 2021.
- 3 The issue of the First Tranche Placement Shares the subject of Resolution 1 did not exceed Rafaella's Placement Capacity. Following issue of the First Tranche Placement Shares and grant of the First Tranche Attaching Options, Rafaella's remaining available Placement Capacity is 210,610. However, ASX Listing Rule 7.4 provides that where an issue of equity securities is ratified by Shareholders in general meeting, the issue is treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A (as the case may be), thereby replenishing Rafaella's Placement Capacity and giving it the flexibility to issue further equity securities up to that limit during the applicable 12 month period
- 4 Resolution 1 therefore seeks approval from Shareholders under ASX Listing Rule 7.4 to ratify the previous issue of 31,649,998 First Tranche Placement Shares.

Information required by ASX Listing Rule 14.1A

- 5 If Resolution 1 is passed, Rafaella's Placement Capacity will be replenished, which will not limit its ability to issue further equity securities during the 12 month period following issue of the First

Tranche Placement Shares. If Resolution 1 is not passed, Rafaella's Placement Capacity will not be replenished, which will limit its ability to issue further equity securities during the 12 month period following issue of the First Tranche Placement Shares without first obtaining Shareholder approval.

Information required by ASX Listing Rule 7.5

6 Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- the First Tranche Placement Shares were issued to sophisticated and professional investors, who were selected based on factors including bidder type, bid timing and volume, existing holdings of each bidder, prior investment behaviours of each bidder, and aggregate demand for Placement Shares);
- the number of First Tranche Placement Shares issued was 31,649,998;
- the First Tranche Placement Shares are fully paid ordinary shares in the capital of the Company which were issued on the same terms and conditions as existing Rafaella Shares;
- the First Tranche Placement Shares were issued on 22 February 2022;
- the issue price for the First Tranche Placement Shares was \$0.06 per First Tranche Placement Share;
- the purpose of the issue of the First Tranche Placement Shares was to raise capital, which the Company intends to apply for the advancement of the Santa Comba and San Finx project development work; ongoing due diligence and completion work for the Portuguese acquisitions; advancing funding options for the Midrim and Laforce exploration projects and ongoing working capital requirements as announced by it on 16 February 2022;
- the First Tranche Placement Shares were not issued under an agreement; and
- this Notice of Meeting includes a voting exclusion statement for Resolution 1.

Directors' recommendation

7 The Directors unanimously recommend that you vote in favour of Resolution 1.

Resolution 2: Ratification of previous grant of First Tranche Attaching Options

ASX Listing Rule 7.4

8 Refer to paragraph 2 for a summary of the operation of ASX Listing Rules 7.1 and 7.1A.

9 The grant of the First Tranche Attaching Options the subject of Resolution 2 did not exceed Rafaella's Placement Capacity. Following issue of the First Tranche Placement Shares and grant of the First Tranche Attaching Options, Rafaella's remaining available Placement Capacity is 210,610. However, ASX Listing Rule 7.4 provides that where an issue of equity securities is ratified by Shareholders in general meeting, the issue is treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A (as the case may be), thereby replenishing Rafaella's Placement Capacity and giving it the flexibility to issue further equity securities up to that limit during the applicable 12 month period.

Resolution 2 therefore seeks approval from Shareholders under ASX Listing Rule 7.4 to ratify the previous grant of 15,824,996 First Tranche Attaching Options.

Information required by ASX Listing Rule 14.1A

10 If Resolution 2 is passed, Rafaella's Placement Capacity will be replenished, which will not limit its ability to issue further equity securities during the 12 month period following grant of the First Tranche Attaching Options. If Resolution 2 is not passed, Rafaella's Placement Capacity will not be

replenished, which will limit its ability to issue further equity securities during the 12 month period following grant of the First Tranche Attaching Options without first obtaining Shareholder approval.

Information required by ASX Listing Rule 7.5

11 Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- the First Tranche Attaching Options were issued to sophisticated and professional investors, who were selected based on factors including bidder type, bid timing and volume, existing holdings of each bidder, prior investment behaviours of each bidder, and aggregate demand for Placement Shares);
- the number of First Tranche Attaching Options granted was 15,824,996;
- the First Tranche Attaching Options are options to acquire Rafaella Shares and were granted on the basis of one First Tranche Attaching Option for every two First Tranche Placement Shares, each with an exercise price of \$0.12 and expiring on 13 April 2024, being the same terms and conditions as for the other Attaching Options (refer to Annexure 1 for a summary of applicable terms and conditions);
- the First Tranche Attaching Options were granted on 22 February 2022;
- the First Tranche Attaching Options were granted for no consideration;
- the purpose of the grant of the First Tranche Attaching Options was to offer a market return to subscribers under the First Tranche Placement Shares;
- the First Tranche Attaching Options were not granted under an agreement; and
- this Notice of Meeting includes a voting exclusion statement for Resolution 2.

Directors' recommendation

12 The Directors unanimously recommend that you vote in favour of Resolution 2.

Resolutions 3 and 4: Approval of issue of Director Placement Shares and grant of Director Attaching Options to Steven Turner and Robert Wrixon

General

13 The following Directors have elected to participate in the second tranche of the Placement (on the same terms as those which applied to other Placement participants), and as such deposited their subscription funds with the Company at the time of the Placement, subject to Shareholder approval:

- Steven Turner (or his nominee) will be issued 1,083,332 Director Placement Shares under the Placement to raise \$64,999.92 and will be granted 541,666 Director Attaching Options (subject to Shareholder approval sought pursuant to Resolution 3); and
- Robert Wrixon (or his nominee) will be issued 583,334 Director Placement Shares under the Placement to raise \$35,000.04 and will be granted 291,667 Director Attaching Options (subject to Shareholder approval sought pursuant to Resolution 4).

Chapter 2E of the Corporations Act

14 For a public company, or an entity that the public company controls, to give a financial benefit to a Related Party of the public company, the public company or entity must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

- give the benefit within 15 months following such approval,

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

15 If passed, Resolutions 3 and 4 will result in the issue of securities which constitutes the giving of a financial benefit, and Steven Turner and Robert Wrixon are Related Parties of the Company by virtue of being Directors.

16 In respect of Resolutions 3 and 4, the Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the Director Placement Shares and the Director Attaching Options will be issued or granted (as the case may be) to Steven Turner and Robert Wrixon (or their respective nominees) on the same terms as other Placement Shares issued, and other Attaching Options granted, to other Placement participants, and as such the giving of the financial benefit is on arm's length terms for the purposes of the exception set out in section 210 of the Corporations Act.

ASX Listing Rule 10.11

17 ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

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

unless it obtains the approval of its shareholders.

18 The issue of the Director Placement Shares and the grant of the Director Attaching Options the subject of Resolutions 3 and 4 does not fall within any of the exceptions in ASX Listing Rule 10.12, and therefore requires the approval of Shareholders under ASX Listing Rule 10.11.

19 Resolutions 3 and 4 therefore seek Shareholder approval for the issue of the Director Placement Shares and the grant of the Director Attaching Options to Steven Turner and Robert Wrixon (or their respective nominees) under and for the purposes of ASX Listing Rule 10.11.

Information required by ASX Listing Rule 14.1A

20 If Resolutions 3 and 4 are passed, the Company will be able to proceed with the issue of the Director Placement Shares and the grant of the Director Attaching Options within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and will raise additional funds which will be used in the manner set out at paragraph 22 below. If Resolutions 3 and 4 are passed, a separate approval pursuant to ASX Listing Rule 7.1 will not be required for the issue of the Director Placement Shares and the grant of the Director Attaching Options (because approval is being obtained under ASX Listing Rule 10.11), and the issue of the Director Placement Shares and the grant of the Director Attaching Options will not use up any of the Company's Placement Capacity.

21 If Resolutions 3 and 4 are not passed, the Company will not be able to proceed with the issue of the Director Placement Shares and the grant of the Director Attaching Options and the subscription funds currently held by Rafaella on behalf of the relevant Directors will be returned to them.

Information required by ASX Listing Rule 10.13

22 Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 3 and 4:

- the Director Placement Shares will be issued, and the Director Attaching Options will be granted, to Steven Turner and Robert Wrixon (or their respective nominees);
- the proposed issues or grants (as the case may be) fall within the category set out in ASX Listing Rule 10.11.1, as Steven Turner and Robert Wrixon are both Related Parties of the Company by virtue of being Directors;
- the number of Director Placement Shares to be issued, and Director Attaching Options to be granted, to Steven Turner and Robert Wrixon (or their respective nominees) are as follows:
 - (i) 1,083,332 Director Placement Shares and 541,666 Director Attaching Options – Steven Turner (or his nominee); and
 - (ii) 583,334 Director Placement Shares and 291,667 Director Attaching Options – Robert Wrixon (or his nominee);
- the Director Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the other Placement Shares and existing Rafaella Shares;
- the Director Attaching Options will be granted on the basis of one Director Attaching Option for every two Director Placement Shares, each with an exercise price of \$0.12 and expiring on 13 April 2024, being the same terms and conditions as for the other Attaching Options (refer to Annexure 1 for a summary of applicable terms and conditions);
- the Director Placement Shares will all be issued, and the Director Attaching Options will all be granted, no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- the issue price for the Director Placement Shares will be \$0.06 per Director Placement Share, being the same issue price as for the other Placement Shares issued to other Placement participants;
- the Director Attaching Options will be granted for no consideration;
- the purpose of the issue of the Director Placement Shares is detailed in paragraph 6;
- the purpose of the grant of the Director Attaching Options is to mirror the private placement terms offered;
- the Director Placement Shares and the Director Attaching Options are not intended to remunerate or incentivise Steven Turner or Robert Wrixon;
- the Director Placement Shares are not being issued, and the Director Attaching Options are not being granted, under an agreement; and
- this Notice of Meeting includes voting exclusion statements for Resolutions 3 and 4.

Directors' recommendations

23 The Directors (with Mr Turner abstaining) recommend that you vote in favour of Resolution 3.

24 The Directors (with Dr Wrixon abstaining) recommend that you vote in favour of Resolution 4.

Resolution 5: Approval of issue of Broker Shares to Vert Capital Pty Ltd

General

- 25 Vert Capital Pty Ltd (ACN 635 566 424) (**Vert Capital**) was the lead manager to the Placement. The Broker Shares the subject of Resolution 5 and the Broker Options the subject of Resolution 6 are proposed to be issued or granted (as the case may be) in full satisfaction of the broking fee payable to Vert Capital (other than the applicable GST which is to be paid in cash).

ASX Listing Rule 7.1

- 26 ASX Listing Rule 7.1 permits a listed company to issue up to 15% of its issued share capital during any 12 month period without obtaining shareholder approval, and ASX Listing Rule 7.1A permits certain listed companies to issue up to an additional 10% of their issued share capital during any 12 month period, in both cases subject to certain exceptions. The issue of the Broker Shares does not fall within any of these exceptions and would exceed Rafaella's available Placement Capacity (as the issue of the First Tranche Placement Shares and the grant of the First Tranche Attaching Options almost exhausted Rafaella's available Placement Capacity), and therefore requires Shareholder approval under ASX Listing Rule 7.1. As such, the purpose of Resolution 5 is to seek Shareholder approval for the issue of the Broker Shares for the purposes of ASX Listing Rule 7.1.

Information required by ASX Listing Rule 14.1A

- 27 If Resolution 5 is passed, Rafaella will be able to proceed with the issue of the Broker Shares the subject of Resolution 5. In addition, the issue of the Broker Shares will be excluded from the calculation of the number of equity securities that Rafaella can issue without Shareholder approval under ASX Listing Rule 7.1. If Resolution 5 is not passed, Rafaella will not be able to proceed with the issue of the Broker Shares the subject of Resolution 5, and a cash payment of \$36,000 will instead be made by Rafaella to Vert Capital.

Information required by ASX Listing Rule 7.3

- 28 Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 5:
- the Broker Shares will be issued to Vert Capital (or its nominee);
 - the number of Broker Shares to be issued is 600,000;
 - the Broker Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as existing Rafaella Shares;
 - the Broker Shares will all be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
 - the Broker Shares are being issued for no consideration in full satisfaction (other than in respect of applicable GST, as set out at paragraph 25) of broking services provided by Vert Capital in connection with the Placement;
 - the purpose of the issue of the Broker Shares is to remunerate Vert Capital for broking services provided by Vert Capital in connection with the Placement;
 - a summary of the terms of the agreement between Rafaella and Vert Capital is as follows:
 - (i) Vert Capital was engaged by the Company to act as lead manager in respect of the Placement;
 - (ii) the Company will grant Vert Capital (or its nominee) 1,500,000 options in respect of Rafaella Shares (noting that these are the Broker Options the subject of Resolution 6);
 - (iii) the Company will pay to Vert Capital:

- (A) a management fee of 2% of the total amount raised under the Placement, plus GST; and
- (B) a lead manager fee of 4% of the total amount raised under the Placement, plus GST;

(together, the **Placement Fee**), totalling \$36,000, plus GST;

- (iv) Vert Capital may elect to receive some or all of the Placement Fee in Rafaella Shares issued to it (or its nominee) at a price equal to the issue price of the Placement Shares, which it has elected to do in this case, excluding \$3,600 (being the GST which is to be paid in cash), noting that these are the Broker Shares the subject of Resolution 5; and
- (v) the agreement between Rafaella and Vert Capital otherwise contains customary terms and conditions for an agreement of its nature (including but not limited to an indemnity in favour of Vert Capital, and provisions imposing confidentiality on Vert Capital);

- the Broker Shares are not being issued under, or to fund, a reverse takeover; and
- this Notice of Meeting includes a voting exclusion statement for Resolution 5.

Directors' recommendation

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

Resolution 6: Approval of grant of Broker Options to Vert Capital Pty Ltd

General

30 Vert Capital was the lead manager to the Placement. As set out at paragraph 25 above, the Broker Shares the subject of Resolution 5 and the Broker Options the subject of Resolution 6 are proposed to be issued or granted (as the case may be) in full satisfaction of the broking fee payable to Vert Capital (other than the applicable GST which is to be paid in cash).

ASX Listing Rule 7.1

31 ASX Listing Rule 7.1 permits a listed company to issue up to 15% of its issued share capital during any 12 month period without obtaining shareholder approval, and ASX Listing Rule 7.1A permits certain listed companies to issue up to an additional 10% of their issued share capital during any 12 month period, in both cases subject to certain exceptions. The grant of the Broker Options does not fall within any of these exceptions and would exceed Rafaella's available Placement Capacity (as the issue of the First Tranche Placement Shares and the grant of the First Tranche Attaching Options almost exhausted Rafaella's available Placement Capacity), and therefore requires Shareholder approval under ASX Listing Rule 7.1. As such, the purpose of Resolution 6 is to seek Shareholder approval for the grant of the Broker Options for the purposes of ASX Listing Rule 7.1.

Information required by ASX Listing Rule 14.1A

32 If Resolution 6 is passed, Rafaella will be able to proceed with the grant of the Broker Options the subject of Resolution 6. In addition, the grant of the Broker Options will be excluded from the calculation of the number of equity securities that Rafaella can issue without Shareholder approval under ASX Listing Rule 7.1. If Resolution 6 is not passed, Rafaella will not be able to proceed with the grant of the Broker Options the subject of Resolution 6.

Information required by ASX Listing Rule 7.3

33 Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- the Broker Options will be granted to Vert Capital (or its nominee);

- the number of Broker Options to be granted is 1,500,000;
- the Broker Options will be options to acquire Rafaella Shares, each with an exercise price of \$0.12 and expiring on 13 April 2024 (refer to Annexure 1 for a summary of applicable terms and conditions);
- the Broker Options will all be granted no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- the Broker Options will be granted for \$0.00001 per Broker Option;
- the purpose of the grant of the Broker Options is to remunerate Vert Capital for broking services provided by Vert Capital in connection with the Placement;
- a summary of the terms of the agreement between Rafaella and Vert Capital is provided at paragraph 28 above;
- the Broker Shares are not being issued under, or to fund, a reverse takeover; and
- this Notice of Meeting includes a voting exclusion statement for Resolution 6.

Directors' recommendation

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

DEFINITIONS

Capitalised terms in this Notice of Meeting and Explanatory Memorandum have the meaning set out below:

Associate	has the meaning given to that term in Chapter 19 of the ASX Listing Rules.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it, as the case requires.
ASX Listing Rules	means the listing rules of ASX.
Attaching Option	means an option in respect of a Rafaella Share, one of which will be granted (for no consideration) in respect of every two Placement Shares, each with an exercise price of \$0.12 and expiring on 13 April 2024.
Board	means the board of directors of the Company.
Broker Shares	means the 600,000 Rafaella Shares the subject of Resolution 5.
Broker Options	means the 1,500,000 options to acquire Rafaella Shares the subject of Resolution 6.
Company or Rafaella	means Rafaella Resources Ltd ACN 623 130 987.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director Attaching Options	means the 833,333 Second Tranche Attaching Options the subject of Resolutions 3 and 4.
Director Placement Shares	means the 1,666,666 Second Tranche Placement Shares the subject of Resolutions 3 and 4.
Directors	means the directors of the Company.
Explanatory Memorandum	means the explanatory statement accompanying the Resolutions contained in this Notice of Meeting.
First Tranche Attaching Options	has the meaning given to that term at paragraph 1 of the Explanatory Memorandum.
First Tranche Placement Shares	has the meaning given to that term at paragraph 1 of the Explanatory Memorandum.
Meeting	means the Company's extraordinary general meeting the subject of this Notice of Meeting.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Options	means the Placement Attaching Options, the Director Attaching Options, and the Broker Options.
Placement	has the meaning given to that term at paragraph 1 of the Explanatory Memorandum.
Placement Attaching Options	means the First Tranche Attaching Options and the Second Tranche Attaching Options.
Placement Capacity	has the meaning given to that term at paragraph 2 of the Explanatory Memorandum.
Placement Fee	has the meaning given to that term at paragraph 28 of the Explanatory Memorandum.
Placement Shares	has the meaning given to that term at paragraph 1 of the Explanatory Memorandum.
Rafaella Shares	means fully paid ordinary shares in the capital of Rafaella.
Related Party	has the meaning given to that term in Chapter 19 of the ASX Listing Rules or section 228 of the Corporations Act (as the context requires).

Resolution	means a resolution set out in this Notice of Meeting.
Second Tranche Attaching Options	has the meaning given to that term at paragraph 1 of the Explanatory Memorandum.
Second Tranche Placement Shares	has the meaning given to that term at paragraph 1 of the Explanatory Memorandum.
Shareholder	means a person who is a registered holder of Rafaella Shares.
Vert Capital	has the meaning given to that term at paragraph 25 of the Explanatory Memorandum.

ANNEXURE 1

Terms and conditions of Placement Attaching Options, Director Attaching Options, and Broker Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the exercise price for each Option is \$0.12 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 13 April 2024 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

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

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

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

(h) **Rafaella Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) Participation in new issues

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

(k) No change In Exercise Price

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

(l) Transferability

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

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **3.00pm (AWST) on Sunday, 24 April 2022** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

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

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.



Contact	Return your completed form			All enquiries to Automic		
	BY MAIL Automic GPO Box 5193 Sydney NSW 2001	IN PERSON Automic Level 5, 126 Phillip Street Sydney NSW 2000	BY EMAIL meetings@automicgroup.com.au BY FACSIMILE +61 2 8583 3040	PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)		

STEP 1: Appoint Your Proxy	Complete and return this form as instructed only if you do not vote online
	<p>I/We being a Shareholder entitled to attend and vote at the General Meeting of Rafaella Resources Limited, to be held at 3.00pm (AWST) on Tuesday 26 April 2022 at Level 11 London House, 216 St Georges Terrace, Perth WA 6000 hereby:</p> <p>Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.</p> <div style="border: 1px solid black; height: 20px; width: 100%;"></div> <p>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.</p>

STEP 2: Your Voting Direction	Resolutions	For	Against	Abstain
	1. Ratification of previous issue of First Tranche Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	2. Ratification of previous grant of First Tranche Attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3. Approval of issue of Director Placement Shares and grant of Director Attaching Options to Steven Turner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	4. Approval of issue of Director Placement Shares and grant of Director Attaching Options to Robert Wrixon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5. Approval of issue of Broker Shares to Vert Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	6. Approval of grant of Broker Options to Vert Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p><i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i></p>				

STEP 3: Sign Here + Contact Details	SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3
	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
	Contact Name:		
	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		
Email Address:			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
Contact Daytime Telephone			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
Date (DD/MM/YY)			
<div style="border: 1px solid black; display: inline-block; padding: 0 5px;"> </div> / <div style="border: 1px solid black; display: inline-block; padding: 0 5px;"> </div> / <div style="border: 1px solid black; display: inline-block; padding: 0 5px;"> </div>			
<p>By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).</p>			

