
RIVERSGOLD LTD

ACN 617 614 598

NOTICE OF EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting of the Company will be held as follows:

Time and date: 3 pm (WST) on Thursday, 19 May 2022

In-person: at the offices of the Company, at Suite 23, 513 Hay Street, Subiaco, Western Australia

THE COMPANY IS TAKING PRECAUTIONS TO FACILITATE AN IN PERSON MEETING IN ACCORDANCE WITH COVID-19 RESTRICTIONS. IF THE SITUATION IN RELATION TO COVID-19 CHANGES IN A WAY AFFECTING THE ABILITY TO FACILITATE AN IN PERSON MEETING, THE COMPANY WILL PROVIDE AN UPDATE AHEAD OF THE MEETING BY WAY OF AN ASX ANNOUNCEMENT.

This Notice of Extraordinary General Meeting (**Notice**) should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 6143 6747.

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

Riversgold Ltd
ACN 617 614 598

Notice of Extraordinary General Meeting

Notice is hereby given that a extraordinary general meeting of Shareholders of Riversgold Ltd (**Company**) will be held at the offices of the Company at Suite 23, 513 Hay Street, Subiaco, Western Australia on Thursday, 19 May 2022 at 3 pm (WST) (**Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5 pm (WST) on Tuesday, 17 May 2022.

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

Agenda

Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares

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

“That, pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 42,957,270 Tranche 1 Placement Shares on the terms and conditions set out in the Explanatory Memorandum.”

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

Resolution 2 – Approval to issue Tranche 2 Placement Shares

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

“That, pursuant to and in accordance with Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 14,098,421 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Memorandum.”

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

Resolution 3 – Approval to issue Director Placement Shares

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

“That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of:

- (a) 6,000,000 Placement Shares to Mr David Lenigas (or his nominees);*
- (b) 598,353 Placement Shares to Mr Xavier Braud (or his nominees);*

- (c) 2,941,177 Placement Shares to Mr Simon Andrew (or his nominees); and
- (d) 2,522,426 Placement Shares to Mr Simon Bolster (or his nominees),
- on the terms and conditions set out in the Explanatory Memorandum.”

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

Resolution 4 – Ratification of prior issue of Deposit Shares

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

“That, pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 17,647,059 Deposit Shares to EV Minerals (or its nominees) on the terms and conditions in the Explanatory Memorandum.”

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

Resolution 5 – Approval to issue Milestone Shares

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

“That, pursuant to and in accordance with Listing Rule 7.1, article 2.4 of the Constitution and section 246B of the Corporations Act, and for all other purposes, Shareholders approve the issue of Milestone Shares on the terms and conditions in the Explanatory Memorandum.”

Resolution 6 – Approval to issue Incentive Options to Director – Mr David Lenigas

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

“That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 20,000,000 Incentive Options to Mr David Lenigas (or his nominees) on the terms and conditions in the Explanatory Memorandum.”

A voting exclusion statement applies to each of these Resolutions. Please see below.

Voting Exclusions

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions by the following persons:

Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares	By or on behalf of any person who participated in the issue of the Tranche 1 Placement Shares, or any associate of that person or those persons.
Resolution 2 – Approval of issue of Tranche 2 Placement Shares	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 Tranche 2 Placement Shares, (except a benefit solely by reason of being a holder of ordinary securities) or any associate of that person or those persons.

Resolution 3(a) – Approval of issue of Director Placement Shares – Mr David Lenigas	By or on behalf of Mr David Lenigas (and his nominees), and any other person 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), or any associate of that person or those persons.
Resolution 3(b) – Approval of issue of Director Placement Shares – Mr Xavier Braud	By or on behalf of Mr Xavier Braud (and his nominees), and any other person 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), or any associate of that person or those persons.
Resolution 3(c) – Approval of issue of Director Placement Shares – Mr Simon Andrew	By or on behalf of Mr Simon Andrew (and his nominees), and any other person 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), or any associate of that person or those persons.
Resolution 3(d) – Approval of issue of Director Placement Shares – Mr Simon Bolster	By or on behalf of Mr Simon Bolster (and his nominees), and any other person 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), or any associate of that person or those persons.
Resolution 4 – Ratification of prior issue of Deposit Shares	By or on behalf of EV Minerals (and its nominees) or any associate of that person or those persons.
Resolution 6 – Approval of issue of Milestone Shares	By or on behalf of EV Minerals (and its nominees), and any other person 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), or an associate of that person or those persons.
Resolution 6 – Approval of issue of Incentive Options to Director – Mr David Lenigas	By or on behalf of Mr David Lenigas (and his nominees), and any other person 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), or an associate of that person or those persons.

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

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

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting prohibitions

Resolutions 3(a), (b), (c) and (d) and 6: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on the Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Further, in accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

BY ORDER OF THE BOARD



Oonagh Malone
Company Secretary
Riversgold Ltd
Dated: 19 April 2022

Riversgold Ltd
ACN 617 614 598
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company at Suite 23, 513 Hay Street, Subiaco, Western Australia on Thursday, 19 May 2022 at 3 pm (WST).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares
Section 4	Resolution 2 – Approval of issue of Tranche 2 Placement Shares
Section 5	Resolutions 3(a) to 3(d) (inclusive) – Approval of issue of Director Placement Shares
Section 6	Resolution 4 – Ratification of prior issue of Deposit Shares
Section 7	Resolution 5 – Variation of class rights – issue of new class of securities (Milestone Shares)
Section 8	Resolution 6 – Approval of issue of Incentive Options to Director – Mr David Lenigas
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Milestone Shares
Schedule 3	Terms and Conditions of Incentive Options

2. Action to be taken by Shareholders

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

2.1 Impact of COVID-19 on the Meeting

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19.

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. The Company, however, strongly encourages Shareholders to submit proxies prior to the Meeting.

If the situation in relation to COVID-19 were to change in a way that affects the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement on the ASX market announcements platform.

2.2 Voting in person

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company will implement arrangements to allow Shareholders to physically attend the Meeting in accordance with COVID-19 protocols and government advice.

The Company will strictly comply with applicable limitations on indoor gatherings in force at the time of the Meeting. If you attend the Meeting in person, you will be required to adhere to COVID-19 protocols in place at the time of the Meeting.

2.3 Voting by proxy

Shareholders are encouraged to vote by voting online or by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

A Proxy Form is attached to 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 thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms can be lodged as follows:

By email:	meetings@automicgroup.com.au
By mail:	Share Registry – Automic Group Pty Ltd, GPO Box 5193, Sydney NSW 2001
In-person:	Share Registry – Automic Group Pty Ltd, Level 5, 126 Philip Street, Sydney NSW 2000
By fax:	+61 2 8583 3040 (within Australia) +61 2 8583 3040 (outside Australia)
By mobile:	https://investor.automic.com.au/#/loginsah or scan the QR Code available on the proxy form.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions unless the Shareholder has expressly indicated a different voting intention.

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

If the Chair is a person referred to in the voting prohibition statement applicable to a Resolution (under section 224 of the Corporations Act), the Chair will only be able to cast a vote as proxy for you on the relevant Resolution if you are entitled to vote and have specified your voting intention in the Proxy Form.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@riversgold.com by 5 pm on Tuesday, 17 May 2022.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares

3.1 General

On 10 March 2022, the Company announced that it was intending to undertake a placement to raise up to \$1,175,000 (before costs) through the issue of up to 69,117,647 Shares at an issue price of \$0.017 each in the following proportions:

- (a) up to 42,957,270 Shares using the Company's Listing Rule 7.1 capacity (**Tranche 1 Placement Shares**); and
- (b) up to 26,160,377 Shares comprising:
 - (i) 14,098,421 Shares to be issued subject to Shareholder approval under Listing Rule 7.1 (**Tranche 2 Placement Shares**); and
 - (ii) 12,061,956 Shares to be issued subject to Shareholder approval under Listing Rule 10.11 (**Director Placement Shares**),

(together, the **Placement**).

On 18 March 2022, the Company issued 42,957,270 Tranche 1 Placement Shares to sophisticated and professional investors under the Company's placement capacity pursuant to Listing Rule 7.1.

3.2 Listing Rules 7.1 and 7.4

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12 month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12 month period.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, 42,957,270 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, 42,957,270 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 42,957,270 Tranche 1 Placement Shares for the 12 month period following the issue of those Tranche 1 Placement Shares.

3.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares the subject of Resolution 1:

- (a) the Tranche 1 Placement Shares were issued to sophisticated and professional investors sophisticated and professional investors selected by the Company (at its discretion) from its existing Shareholder base and network of known potential investors, none of whom were a related party of the Company or a Material Investor, with the exception of Kitara Investments Pty Ltd (being an entity associated with Mr Tolga Kumova) (**Kitara**) which is a Material Investor by virtue of being a substantial shareholder and who was issued 4,980,000 Tranche 1 Placement Shares in consideration for having paid an aggregate subscription price of \$84,660.00).
- (b) a total of 42,957,270 Tranche 1 Placement Shares were issued within the Company's 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval;
- (c) the Tranche 1 Placement Shares are fully paid ordinary shares Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Shares were issued on 18 March 2022;
- (e) the Tranche 1 Placement Shares were issued at a price of \$0.017 per Share, being the price per share applicable to all Shares pursuant to the Placement;
- (f) the Placement was undertaken for the purpose of raising funds that are intended to be used to explore the Company's existing and proposed projects and for general working capital (**Proposed Expenditure**);
- (g) There are no other material terms to the subscription of the Tranche 1 Placement Shares; and
- (h) a voting exclusion statement is included in the Notice.

3.4 Additional information

Resolution 1 is an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

The Board intends to vote any Shares they hold or control in favour of Resolution 1.

4. Resolution 2 – Approval of issue of Tranche 2 Placement Shares

4.1 General

The background to the Placement is set out in Section 3.1 above.

Resolution 2 seeks the approval of Shareholders for the proposed issue of 14,098,421 Tranche 2 Placement Shares to management and sophisticated and professional investors arising from its participation in the Placement under and for the purposes of Listing Rule 7.1.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 3.2 above.

The proposed issue of the Tranche 2 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and the issue would cause the Company to exceed the 15% limit in Listing Rule 7.1. Accordingly, the Company is asking Shareholders to approve the issue of the Tranche 2 Placement Shares under Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of 14,098,421 Tranche 2 Placement Shares and raise up to \$282,554.40 (before costs). In addition, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of 14,098,421 Tranche 2 Placement Shares, will not receive the proceeds thereof and may need to raise additional funds through alternative means, potentially including, debt financing, joint ventures, licensing arrangement or other means. Failure to obtain sufficient financing for the Company's activities and projects may result in delay and indefinite postponement. There can be no assurance that additional finance will be available when needed or, if available, that the terms of the financing will be favourable to the Company.

4.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Tranche 2 Placement Shares:

- (a) the Tranche 2 Placement Shares are to be issued to sophisticated and professional investors sophisticated and professional investors selected by the Company (at its discretion) from its existing Shareholder base and network of known potential investors, none of whom will be a related party of the Company or a Material Investor, with the exception of:
 - (i) Kitara (being an entity associated with Mr Tolga Kumova), a company which is a Material Investor by virtue of being a substantial shareholder and who will be

issued 6,000,000 Tranche 2 Placement Shares (in consideration for paying an aggregate subscription fee of \$102,000);

- (ii) Julian Ford (or his nominee), the Chief Executive Officer, who is a Material Investor by virtue of being Key Management Personnel (or an associate of Key Management Personnel in the case of his nominee) and who will be issued 2,941,177 Tranche 2 Placement Shares (in consideration for paying an aggregate subscription fee of \$50,000.01); and
 - (iii) Oonagh Malone (or her nominee), the Company Secretary, who is a Material Investor by virtue of being Key Management Personnel (or an associate of Key Management Personnel in the case of her nominee) and who will be issued 1,173,338 Tranche 2 Placement Shares (in consideration for paying an aggregate subscription fee of \$19,946.75);
- (b) the maximum number of Tranche 2 Placement Shares to be issued under Resolution 2 is 14,098,421;
 - (c) the Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
 - (d) the Tranche 2 Placement Shares will be issued no later than three months after the date of the Meeting;
 - (e) the Tranche 2 Placement Shares will be issued at a price of \$0.017 per Share, being the price per share applicable to all Shares pursuant to the Placement;
 - (f) the proceeds from the issue of the Tranche 2 Placement Shares are intended to be applied towards the Proposed Expenditure;
 - (g) there are no other material terms to the proposed issue of the Tranche 2 Placement Shares; and
 - (h) a voting exclusion statement is included in the Notice.

4.4 Additional information

Resolution 2 is an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

The Board intends to vote any Shares they hold or control in favour of Resolution 2.

5. Resolutions 3(a) to 3(d) (inclusive) – Approval to issue Director Placement Shares

5.1 General

The background to the Placement is set out in Section 3.1 above. Messrs David Lenigas, Xavier Braud, Simon Andrew and Simon Bolster (together, the **Director Participants**) each wish to participate in the Placement, subject to Shareholder approval.

Resolutions 3(a) to 3(d) (inclusive) seek the approval of Shareholders for the proposed issue of Director Placement Shares to the Director Participants (or their nominees) arising from their participation in the Placement under and for the purposes of Listing Rule 10.11.

5.2 Listing Rule 10.11

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

- (a) a related party (Listing Rule 10.1.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The Director Participants are related parties of the Company by virtue of being Directors (or, in the case of Mr Simon Bolster, a former director within the previous 6 months). Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Directors (other than Messrs Lenigas, Braud, Andrew and Bolster in respect of Resolutions 3(a), 3(b), 3(c) and 3(d), respectively) that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of Shares pursuant to Resolutions 3(a) to 3(d) (inclusive) as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares to the Director Participants (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of passing Resolutions 3(a) to 3(d) (inclusive) will be to allow the Company to issue the relevant number of Director Placement Shares to each of the Director Participants, raising \$162,172.01 (before costs) pursuant to the Placement.

If Resolutions 3(a) to 3(d) (inclusive) are not passed, the Company will not be able to proceed with the issue of the relevant Director Placement Shares, will not receive the proceeds thereof and may need to raise additional funds through alternative methods, potentially including debt financing, joint ventures, licensing arrangement or other means. Failure to obtain sufficient financing for the Company's activities and projects may result in delay and indefinite postponement. There can be no assurance that additional finance will be available when needed or, if available, that the terms of the financing will be favourable to the Company to the Director Participants, and the Company will not receive the additional funds committed by the Director Participants. Failure to obtain sufficient financing for the Company's activities and projects may result in delay and indefinite postponement. There can be no assurance that additional finance will be available when needed or, if available, that the terms of the financing will be favourable to the Company.

5.3 Specific information required by Listing Rule 10.13

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

- (a) the Director Placement Shares will be issued to Messrs Lenigas, Braud, Andrew and Bolster (or their respective nominees);
- (b) each of the Director Participants fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors (or, in the case of Mr Simon Bolster, a former director within the previous 6 months). In the event the Shares are issued to any nominees of the Director Participants, that person will fall into the category stipulated by Listing Rule 10.11.4;
- (c) the Director Placement Shares will be issued to the Director Participants (or their respective nominees) in the following proportions, for a total issue of 12,061,956 Shares:

Director Participant	Subscription Amount (\$)	Shares
David Lenigas	\$102,000.00	6,000,000
Xavier Braud	\$10,172.00	598,353
Simon Andrew	\$50,000.01	2,941,177
Simon Bolster	\$42,881.24	2,522,426

- (d) the Director Placement Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (e) the Director Placement Shares will be issued no later than one month after the date of the Meeting;
- (f) the Director Placement Shares will be issued at \$0.017 per Share, being the price per share applicable to all Shares pursuant to the Placement;
- (g) the proceeds from the issue of the Director Placement Shares are intended to be applied towards the Proposed Expenditure;
- (h) the proposed issue of the Shares is not intended to remunerate or incentivise the Director Participants;
- (i) there are no other material terms to the proposed issue of the Shares; and
- (j) a voting exclusion statement is included in the Notice.

5.4 Chapter 2E of the Corporations Act

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

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

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

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

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

5.5 Additional information

Each of Resolutions 3(a) to 3(d) (inclusive) are ordinary resolutions.

The Board (other than Messrs Lenigas, Braud, Andrews and Bolster in respect of Resolutions 3(a), 3(b), 3(c) and 3(d), respectively) recommends that Shareholders vote in favour of each of Resolutions 3(a) to 3(c) (inclusive).

The Board (other than Messrs Lenigas, Braud, Andrews and Bolster) in respect of Resolutions 3(a), 3(b), 3(c) and 3(d), respectively) intends to vote any Shares they hold or control in favour of 3(a) to 3(d) (inclusive).

6. Resolution 4 – Ratification of prior issue of Deposit Shares

6.1 EV Minerals SPA

On 10 March 2022, the Company announced that it had signed a binding agreement (**EV Minerals SPA**) to acquire 100% of the fully paid ordinary shares in the capital of EV Minerals Pty Ltd (**EV Minerals**) which holds the rights to acquire three mineral exploration licence applications (E45/5721, E45/6064 and E45/6115) and one exploration licence (E46/1411) which are prospective for lithium (currently in the name of Mining Equities Pty Ltd) covering 164km² in the Pilbara region of Western Australia (collectively, **Pilbara Lithium Projects**) and exploration licence application E28/3113 (**Kurnalpi Gold Application**) (**Acquisition**).

The vendors pursuant to the Acquisition are Mr Robert Jewson, Mr Peter Romeo Gianni, Konkera Pty Ltd (as trustee for the Konkera Family Trust), New Discovery Pty Ltd (as trustee for the RCY Investments Trust), Tristar nominees Pty Ltd and Mr James Ricki Elliott (collectively, **Vendors**).

The material terms of the EV Minerals SPA are as follows:

- (a) Completion of the Acquisition is subject to various conditions precedent, the material of which includes the Company obtaining Shareholder approval the subject of Resolution 5.
- (b) on Completion, EV Minerals will not be the holder of the Pilbara Lithium Projects and the Kurnalpi Gold Application given, once granted, the relevant exploration licences are unable to be transferred within their first year of grant (without Ministerial consent). However, pursuant to the EV Minerals SPA, EV Minerals will be able to access and conduct exploration activities on the Pilbara Lithium Projects and the Kurnalpi Gold Application and the current holder (being Mining Equities) will hold the projects on trust for EV Minerals pending the project being transferred to EV Minerals as a condition subsequent to Completion;

- (c) the consideration for the acquisition of the Sale Shares pursuant the EV Minerals SPA is:
 - (i) the issue of the following securities to the Vendors (or their nominees) on completion of the Acquisition (**Completion**):
 - (A) the 17,647,059 Shares the subject of this Resolution 4 (**Deposit Shares**), which are non-refundable in the event that the EV Minerals SPA is terminated without Completion occurring thereunder; and
 - (B) the issue 158,853,529 Shares, to be issued subject to Shareholder approval in accordance with Resolution 5 (**Milestone Shares**), which will convert into Shares subject to and conditional upon the successful grant of the E45/5721 tenement application; and
 - (ii) the assumption by the Company of an existing 1% net smelter royalty in favour of Mining Equities.

On 18 March 2022, the Company issued 17,647,059 Deposit Shares to the Vendors (or their nominees) under the Company's placement capacity pursuant to Listing Rule 7.1.

6.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is in Section 3.2 above.

The issue of Deposit Shares the subject of Resolution 4 does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Deposit Shares.

The effect of Shareholders passing Resolution 4 will be to restore the Company's 15% annual placement capacity set out in Listing Rule 7.1 to the extent of the Deposit Shares, such that the Company will be able to issue a corresponding number of Equity Securities without the requirement to obtain prior Shareholder approval.

If Resolution 4 is passed, 17,647,059 Deposit Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 4 is not passed, 17,647,059 Deposit Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 17,647,059 Deposit Shares for the 12 month period following the issue of those Deposit Shares.

6.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Deposit Shares the subject of Resolution 4:

- (a) the Deposit Shares were issued to the Vendors (or their nominees);
- (b) a total of 17,647,059 Deposit Shares were issued within the Company's 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval;

- (c) the Deposit Shares are fully paid ordinary shares Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Deposit Shares were issued on 18 March 2022;
- (e) the Deposit Shares were issued for nil cash consideration on the basis they were part consideration for the Acquisition pursuant the EV Minerals SPA. Accordingly, no funds will be raised from the issue of the Deposit Shares;
- (f) a summary of the material terms of the EV Minerals SPA is set out in Section 6.2 above; and
- (g) a voting exclusion statement is included in the Notice.

6.4 Additional information

Resolution 4 is an ordinary resolution.

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

7. Resolution 5 – Approval to issue Milestone Shares

7.1 General

The Milestone Shares form part of the consideration payable to the Vendors (or their nominees) on Completion of the Acquisition. A background to the Acquisition is set out in Section 6.1.

Resolution 5 seeks Shareholder approval for the Company to be authorised to issue the Milestone Shares for the purpose of Listing Rule 7.1, and for the Company to vary the class rights attaching to Shares to the extent necessary to issue the Milestone Shares.

For the reasons set out in Section 7.4 below, Resolution 5 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).

Schedule 2 contains a summary of the terms and conditions attaching to the Milestone Shares.

7.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 3.2 above.

The proposed issue of the Milestone Shares does not fit within any of the exceptions to Listing Rule 7.1 and the issue would cause the Company to exceed the 15% limit in Listing Rule 7.1. Accordingly, the Company is asking Shareholders to approve the issue of the Milestone Shares under Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to proceed with the issue of 158,853,529 Milestone Shares to enable Completion to occur, such that the Company will acquire an interest in the Pilbara Lithium Projects and the Kurnalpi Gold Application. In addition, the Company's 15% annual placement capacity set out in Listing Rule 7.1 will be restored to the extent of the Milestone Shares, such that the Company will be able to issue a corresponding number of Equity Securities without the requirement to obtain prior Shareholder approval.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of 158,853,529 Milestone Shares, Completion under the EV Minerals SPA will not occur and the Company will not acquire any interest in the Pilbara Lithium Projects or the Kurnalpi Gold Application.

7.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Milestone Shares:

- (a) the Milestone Shares are to be issued to the Vendors (or their nominees);
- (b) the maximum number of Milestone Shares to be issued is 158,853,529;
- (c) the Milestone Shares will be issued on the terms and conditions set out in Schedule 2;
- (d) the Milestone Shares will be issued no later than three months after the date of the Meeting;
- (e) the Milestone Shares will be issued for nil cash consideration on the basis they are part consideration for the Acquisition pursuant the EV Minerals SPA. Accordingly, no funds will be raised from the issue of the Milestone Shares;
- (f) a summary of the material terms of the EV Minerals SPA is set out in Section 6.1; and
- (g) a voting exclusion statement is included in the Notice.

7.4 Corporations Act

Section 246C(5) of the Corporations Act confirms that if a company with only one class of shares issues a new class of shares, the issue of the new class of shares is taken to vary the rights attached to shares in the existing class if:

- (a) the rights attaching to the new class of shares are not the same as the rights attached to the existing class of shares; and
- (b) the rights attaching to the new class of shares are not provided for in:
 - (i) the company's constitution (if any); or
 - (ii) a notice, document or resolution that is lodged with ASIC.

Section 246B of the Corporations Act and article 2.4 of the Constitution provides that the rights attaching to a class of shares cannot be varied without:

- (c) a special resolution passed at a meeting of the shareholders holding shares in that class; or
- (d) the written consent of the shareholders who are entitled to at least 75% of the votes that may be cast in respect of shares in that class.

The Company currently has only one class of share on issue, being Shares. The terms of the Milestone Shares will not be the same as the Shares and the rights attaching to the Milestone Shares are not provided for in the Constitution.

Accordingly, pursuant to Resolution 5, the Company seeks approval from Shareholders to vary the class rights attaching to Shares to the extent necessary for the Company to issue the Milestone Shares, as a new class of Shares, on the terms and conditions set out in Schedule 2.

The Company must give written notice of the variation to the members of the affected class within 7 days after the variation is made.

7.5 Additional information

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

The Board intends to vote any Shares they hold or control in favour of Resolution 5.

8. Resolution 6 – Approval of issue of Incentive Options to Director – Mr David Lenigas

8.1 General

The Company is proposing, subject to obtaining Shareholder approval, to issue 20,000,000 Options to Mr David Lenigas (or his nominees) on the terms and conditions set out in Schedule 3 (**Incentive Options**).

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue of the Incentive Options seeks to align the efforts of the Mr Lenigas, a Director of the Company, in seeking to achieve growth of the Share price and in the creation of Shareholder value.

Mr Lenigas is a qualified mining engineer with a Western Australian First Class Mine Managers Certificate. He has extensive corporate experience at chairman and chief executive officer level on many of the world's leading stock exchanges overseeing multiple business sectors. His specific knowledge of the lithium industry will benefit the Company as it carries out lithium exploration in the Pilbara, having been an early funder and shareholder in corporate entities of both the Cinovec Lithium Project in the Czech Republic and the Sonora Lithium Project in Mexico. He served as a director of Bacanora Minerals, owner of Sonora, in its formative years and was key in negotiating a lithium supply contract with a major US electric car manufacturer.

In addition, the Board also believes that incentivising with Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer Securities such as the Incentive Options to Directors to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Incentive Options to Mr Lenigas (or his nominees).

8.2 Listing Rule 10.11

A summary of Listing Rule 10.11 is in Section 5.2 above.

Mr Lenigas is a related party of the Company by virtue of being a Director. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Directors (other than Mr Lenigas) that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of Shares pursuant to Resolution 6 as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Incentive Options to Mr Lenigas (or his nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 6 will be to allow the Company to issue 20,000,000 Incentive Options.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the 20,000,000 Incentive Options, and the Company will have to consider alternative commercial means to incentivise Mr Lenigas.

8.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Incentive Options to Mr Lenigas (or his nominees):

- (a) the Incentive Options will be issued to Mr Lenigas (or his nominees);
- (b) Mr Lenigas falls into the category stipulated by Listing Rule 10.11.1 by virtue of being a Director;
- (c) a maximum of 20,000,000 Incentive Options will be issued to Mr Lenigas (or his nominees);
- (d) the Incentive Options will be issued on the terms and conditions in Schedule 3;
- (e) the Incentive Options will be issued no later than one month after the date of the Meeting;
- (f) the current total annual remuneration package for Mr Lenigas is \$120,000 (including superannuation), and the Incentive Options, subject to Shareholder approval;
- (g) the Incentive Options will be issued for nil cash consideration and are intended to incentivise Mr Lenigas for his services to the Company;
- (h) any funds raised upon exercise of the Incentive Options are intended to be used towards the Proposed Expenditure;
- (i) there are no other material terms to the proposed issue of the Incentive Options, other than those terms and conditions in Schedule 3; and
- (j) a voting exclusion statement is included in the Notice.

8.4 Additional information

Resolution 6 is an ordinary resolution.

The Board (other than Mr Lenigas) recommends that Shareholders vote in favour of Resolution 6.

The Board (other than Mr Lenigas) intends to vote any Shares they hold or control in favour of Resolution 6.

SCHEDULE 1 – Definitions

\$ means Australian dollars.

Acquisition has the meaning given in Section 6.1.

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

Chair means the chair of the Meeting.

Closely Related Party means:

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

Company means Riversgold Ltd (ACN 617 614 598) (ASX:RGL).

Completion has the meaning given in Section 6.1(a)(i).

Constitution means the Constitution of the Company as at the date of the Meeting.

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

Deposit Shares means the 17,647,059 Shares, the subject of Resolution 4.

Directors means the current directors of the Company.

Director Participants means Messrs David Lenigas, Xavier Braud, Simon Andrew and Simon Bolster.

Director Placement Shares means the 12,061,956 Shares, the subject of Resolutions 3(a) to (d) (inclusive).

Equity Security has the same meaning as in the Listing Rules.

EV Minerals means EV Minerals Pty Ltd (ACN 625 376 730).

EV Minerals SPA has the meaning given in Section 6.1.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Incentive Options has the meaning given in Section 8.1.

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

Kitara means Kitara Investments Pty Ltd (ACN 153 337 234) (being an entity associated with Mr Tolga Kumova).

Kurnalpi Gold Application means exploration licence application E28/3113.

Listing Rules means the Listing Rules of ASX.

Material Investors means, in relation to the Company:

- (a) a related party;

- (b) Key Management Personnel;
- (c) a substantial Shareholder;
- (d) an advisor; or
- (e) an associate of the above, who received Shares which constituted more than 1% of the Company's capital structure at the time of issue.

Meeting means the meeting convened by the Notice.

Milestone Shares has the meaning given in Section 6.1(c)(i)(B).

Notice means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Pilbara Lithium Projects has the meaning given in Section 6.1.

Placement has the meaning given in Section 3.1.

Placement Participants means the sophisticated and professional investors described in Section 3.1.

Proposed Expenditure has the meaning given in Section 3.3.

Proxy Form means the proxy form accompanying the Notice.

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

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

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

Shareholder means a registered holder of a Share.

Tranche 1 Placement Shares means the 42,957,270 Shares, the subject of Resolution 1.

Tranche 2 Placement Shares means the 14,098,421 Shares, the subject of Resolution 2.

Vendors has the meaning given in Section 6.1.

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

SCHEDULE 2 – Terms and conditions of Milestone Shares

1 Definitions and Interpretation

Definitions

1.1 The following terms have the following meanings:

Affected Milestone Share means each Milestone Share that would cause a Statutory Contravention were it to be Varied.

ASX means ASX Limited ACN 008 624 691 or if the context requires, the market it operates.

ASX Listing Rules means the listing rules of the ASX, as may be amended, varied or waived from time to time.

ASX Operating Rules means the operating rules of ASX, as may be amended, varied or waived from time to time.

Control Event means any of the following events:

- (a) the Company releases a public announcement that the Shareholders have at a court convened meeting voted in favour, by the necessary majorities, of a Scheme (which, for the avoidance of doubt, must be triggered by a person who does not control the Company at the time the Millstone Shares are issued achieving control of more than 50% of the ordinary voting securities in the Company) and the court, by order, approves the Scheme;
- (b) a Takeover Bid:
 - (i) is announced by a person (other than a Holder, the Company and their respective Related Entities);
 - (ii) has been declared or has otherwise become unconditional; and
 - (iii) the person making the Takeover Bid has a Relevant Interest in more than 50% of the Shares.

Company means Riversgold Limited ACN 617 614 598.

Completion means completion of the sale and purchase of EV Minerals Shares in accordance with the Sale Agreement.

Constitution means the constitution of the Company.

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

EV Minerals means EV Minerals Pty Ltd ACN 625 376 730.

EV Minerals Share means a fully paid ordinary share issued in the capital of EV Minerals.

Holder means a holder of one or more Milestone Shares.

Milestone Event means the grant of the tenement in respect of application ELA45/5721 during the Milestone Period.

Milestone Period means the period between Completion and the date that is two years after Completion.

Milestone Share means an ordinary share issued by the Company to the Holders on terms consistent with these Terms of Issue.

Redemption means, in respect of a Share, at the Company's election, a redemption, buy-back, cancellation pursuant to a reduction of capital or procurement of a transfer to a third party or a combination of these.

Related Entity has the meaning given in section 9 of the Corporations Act.

Relevant Interest has the meaning given in sections 608 and 609 of the Corporations Act.

Sale Agreement means the sale agreement between the Company and each Holder in respect of the sale and purchase of the total issued capital in EV Minerals.

Scheme means a scheme of arrangement under Part 5.1 of the Corporations Act between the Company and its Shareholders under which a person (other than a Holder, the Company and their respective Related Entities) will acquire a Relevant Interest in 50.1% or more of the Shares, but excludes a merger by way of scheme of arrangement for the purposes of a corporate or capital restructure of the Company and/or its Related Bodies Corporate (such as a change of domicile, consolidation, sub-division, reduction or return).

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

Shareholder means a holder of one or more Shares.

Statutory Contravention means a contravention by a person of:

- (a) section 606(1) of the Corporations Act; or
- (b) the *Foreign Acquisitions and Takeovers Act 1975* (Cth),

as a consequence of the Variation of one or more Milestone Shares.

Takeover Bid has the meaning given in section 9 of the Corporations Act.

Terms of Issue means these terms of issue of the Milestone Shares.

Trading Window has the meaning given in the Company's securities trading policy.

Variation means the variation of rights of the Milestone Shares in accordance with paragraph 4.6 and **Vary** has a corresponding meaning.

Variation Date means the day that is:

- (a) if the Variation arises in respect of the occurrence of a Milestone Event any day nominated by the Company within the 20 business day period after, as applicable:
- (b) the date of the Variation Notice; or
- (c) if the Variation arises in respect of the occurrence of a Control Event, five business days after the date of the Variation Notice,

provided that if the period in paragraph 1.1(a) or the day in paragraph 1.1(b) falls outside a Trading Window, the Variation Date will be the first business day of next Trading Window.

Variation Notice means a notice given in accordance with paragraph 4.1.

Varied Share means a Milestone Share that is Varied in accordance with paragraph 4.6(a).

Interpretation

1.2 In the interpretation of these Terms of Issue, the following provisions apply unless the context otherwise requires:

- (a) a reference to 'dollars' or '\$' means Australian dollars and all amounts payable under these Terms of Issue are payable in Australian dollars;
- (b) a reference to time is a reference to the time in Perth, Western Australia;
- (c) a reference to a day is to 24 hours and a reference to a year is to 365 days;
- (d) an expression importing a natural person includes any company, trust, partnership, joint venture, association, body corporate or governmental agency;
- (e) where a word or phrase is given a defined meaning, another part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning;
- (f) a word which indicates the singular also indicates the plural, a word which indicates the plural also indicates the singular, and a reference to any gender also indicates any other genders;
- (g) a reference to the word 'include' or 'including' is to be interpreted without limitation;
- (h) a reference to a party, paragraph, part, schedule, annexure or attachment is a reference to a party, paragraph, part, schedule, annexure or attachment of or to these Terms of Issue;
- (i) a reference to any document or agreement is to that document or agreement as amended, novated, supplemented or replaced;
- (j) the schedules, annexures and attachments form part of these Terms of Issue;
- (k) headings are inserted for convenience only and do not affect the interpretation of these Terms of Issue; and
- (l) a reference to any law, legislation or legislative provision includes any statutory modification, amendment or re-enactment, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of these Terms of Issue.

Business day; References to and calculations of time

1.3 In these Terms of Issue, unless the context otherwise requires:

- (a) a reference to a business day means a day other than a Saturday or Sunday on which banks are open for business generally in Perth, Western Australia;
- (b) a reference to a time of day means that time of day in Perth, Western Australia;
- (c) where a period of time is specified and dates from a given day or the day of an act or event it must be calculated exclusive of that day; and
- (d) a term of these Terms of Issue which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

2 Issue of Milestone Shares

Terms of issue

- 2.1 These Terms of Issue set out the rights and restrictions of the Milestone Shares.

Issue Price

- 2.2 The issue price of each Milestone Share and, if Varied, each Varied Share is \$0.017 per Share.

Separate class

- 2.3 Each of the Milestone Shares will be issued as a class of share in the capital of the Company.

Sale Agreement

- 2.4 Each of the Milestone Shares will be issued to the Holders as consideration for the acquisition of all of the EV Minerals Shares in accordance with the terms and conditions of the Sale Agreement.

Constitution

- 2.5 The provisions of the Constitution apply to the Milestone Shares, subject to paragraph 7.1.

3 Rights and Restrictions of Milestone Shares

Information rights

- 3.1 Each Milestone Share confers on the Holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to Shareholders.

General meetings

- 3.2 A Holder of Milestone Shares has the right to attend general meetings of the Company.

No voting rights

- 3.3 A Milestone Share does not entitle the Holder to vote on any resolutions proposed at a general meeting or class meeting of the Company, subject to any voting rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these Terms of Issue.

Dividends and other distributions

- 3.4 A Milestone Share does not confer a right to receive a dividend or return of capital, upon a reduction of capital or otherwise other than as set out in paragraph 3.5.
- 3.5 Each Milestone Share will rank *pari passu* with the Shares on issue at that time in relation to a return of capital on a winding up but only up to an aggregate amount of \$0.00001 per Milestone Share.

Rights to participate in surplus profits or assets on winding up

- 3.6 A Milestone Share has no right to participate in surplus assets and profits on a winding up.

No participation in entitlements and bonus issues

- 3.7 Holders will not be entitled to participate in new issues of capital offered to Shareholders, including any bonus issues and entitlement issues, subject to any rights provided under the Corporations Act or the ASX Listing Rules where such rights cannot be excluded by these Terms of Issue.

Quotation

- 3.8 The Milestone Shares will not be quoted on ASX.

Non-transferable

- 3.9 The Milestone Shares are not transferable, except in accordance with paragraph 6 or by operation of law.

No other rights

- 3.10 A Milestone Share does not give a Holder any rights other than those expressly provided by these Terms of Issue and those provided at law or under the ASX Listing Rules where such rights cannot be excluded by these Terms of Issue.

4 Variation

Variation Notice

- 4.1 The Company must provide written notice to each Holder on the occurrence of the Milestone Event or a Control Event as soon as practicable and, in any case, within five business days of the occurrence of the relevant event.

- 4.2 The Variation Notice must specify:

- (a) whether the Milestone Event or a Control Event has occurred;
- (b) the number and class of Milestone Shares that will be Varied in accordance with paragraph 4.6; and
- (c) the Variation Date for completion of the Variation of the Milestone Shares.

- 4.3 A Variation Notice once given is irrevocable.

- 4.4 If a Variation Notice has been given in respect of a class of Milestone Shares following the occurrence of the Milestone Event or a Control Event (as applicable), a further Variation Notice cannot be given in respect of that same class of Milestone Shares following the occurrence of the other to occur of the Milestone Event and/or a Control Event.

Variation Price

- 4.5 The issue price of Shares issued on Variation of the Milestone Shares will be equal to the Variation Price.

Variation procedure

- 4.6 At 5.00 pm on the Variation Date:

- (a) the rights and restrictions of each Milestone Share will be varied such that it will have the same rights and restrictions as those conferred on, and imposed by, the terms of issue of a Share and no other rights or restrictions;

- (b) all other rights conferred on, or restrictions imposed by, the Milestone Shares under these Terms of Issue will no longer have any effect; and
 - (c) each Varied Share will rank pari passu in all respects with the Shares on issue at that time.
- 4.7 The Variation of Milestone Shares in accordance with paragraph 4.6 will not, and is not intended to, constitute a Redemption or an issue, allotment or creation of a new Share.

Quotation and Cleansing Notice

- 4.8 If the Company is listed on the ASX at the time of a Variation, the Company must within three business days after the Variation of the Milestone Shares, apply for and use its best endeavours to obtain the official quotation on ASX of the Varied Shares arising from the Variation.
- 4.9 To the extent the Varied Shares arising from a Variation are subject to any on-sale restriction under section 707 of the Corporations Act, the Company must:
- (a) within five business days of the Variation Date, issue a notice to ASX pursuant to section 708A(5)(e) of the Corporations Act which complies with section 708A(6) of the Corporations Act; or
 - (b) within 30 days of the Variation Date, lodge with ASX a prospectus that complies with section 708(11) of the Corporations Act.

Holding statement

- 4.10 The Company will procure that the Holder is issued with a new holding statement in respect of the Varied Shares it holds following the Variation of its Milestone Shares.

No other right to Vary

- 4.11 A Holder has no right to seek or initiate Variation unless a Milestone Event or Control Event has occurred.

5 Statutory Contraventions

- 5.1 Notwithstanding any other provision in these Terms of Issue, if the Variation of Milestone Shares (in part or whole) would result in a Statutory Contravention, the Variation of each Affected Milestone Share will, subject to paragraph 5.2, be deferred until such time or times at which the Variation would not, in the reasonable opinion of the Company, result in the Statutory Contravention.
- 5.2 Where paragraph 5.1 applies, if requested to do so by the relevant Holder, the Company must seek to obtain the approval of its Shareholders under section 611, item 7 of the Corporations Act for the Variation of the Affected Milestone Shares at the Company's next annual general meeting.
- 5.3 A Holder must notify the Company in writing if it becomes aware of a potential or actual Statutory Contravention, failing which the Company is entitled to assume that any Variation of the Holder's Milestone Shares will not result in any Statutory Contravention (unless it is on notice to the contrary through a substantial holder notice which has been lodged in relation to the Company).
- 5.4 The Company may (but is not obliged to) by written notice request that a Holder confirm to the Company in writing within five business days if they consider that the Variation of its Milestone Shares may result in a Statutory Contravention and, if the Holder does not

confirm that no Statutory Contravention will occur on or as a consequence of the Variation, the Company is entitled to assume that any Variation of the Holder's Milestone Shares will not result in any Statutory Contravention (unless it is on notice to the contrary through a substantial holder notice which has been lodged in relation to the Company).

6 Redemption

6.1 If a Milestone Event or Control Event has not occurred in respect of the Milestone Shares on or before the expiry of the Milestone Period then:

- (a) each Milestone Share will be varied such that it has the same rights and restrictions as those conferred on, and imposed by, the terms of issue of a Share;
- (b) all other rights conferred on, or restrictions imposed by, a Milestone Share under these Terms of Issue will no longer have any effect;
- (c) the Milestone Share will rank pari passu in all respects with the Shares on issue at that time; and
- (d) following the variation in paragraph 6.1(a):
 - (i) the Company will Redeem the Milestone Share from the Holder for \$0.00001 per Milestone Share; and
 - (ii) the Holder must do all things and sign all documents to affect the Redemption under paragraph 6.1(d)(i).

6.2 Each Holder agrees to, and acknowledges the effect and operation of, any Redemption under paragraph 6.1(d).

7 General

Inconsistency with Constitution

7.1 Unless the context otherwise requires, if there is any inconsistency between these Terms of Issue and the Constitution, then, to the maximum extent permitted by law, the provisions of these Terms of Issue will prevail.

Exercise of powers

7.2 Unless otherwise specified, the directors of the Company may exercise all powers of the Company under these Terms of Issue that are not required under the Constitution, the Corporations Act or the ASX Listing Rules to be exercised by the Company in general meeting.

7.3 Calculations, elections and determinations made by the Company under these Terms of Issue are binding on Holders in the absence of manifest error.

Compliance with Corporations Act and ASX Listing Rules

7.4 Despite anything else contained in these Terms of Issue if the Corporations Act or ASX Listing Rules prohibits an act or thing from being done, that act or thing must not be done.

7.5 Nothing contained in these Terms of Issue prevents an act being done that the Corporations Act or ASX Listing Rules require to be done.

Amendments to these Terms of Issue

- 7.6 These Terms of Issue as they apply to the Milestone Shares may be amended by:
- (a) the Company, without the authority, assent or approval of Holders but subject to not less than 14 days' prior notice being given to each Holder of any proposed amendment:
 - (i) if the Company is of the opinion that the amendment is:
 - (ii) of a formal, minor or technical nature;
 - (iii) made to cure any ambiguity;
 - (iv) made to correct any manifest error; or
 - (v) necessary to comply with the provisions of any statute, the requirements of any statutory authority or the ASX, the ASX Listing Rules or the listing or quotation requirements of any stock exchange to which the Company is admitted; or
 - (vi) generally, in any case where such amendment is considered by the Company not to be materially prejudicial to the interests of Holders as a whole; or
 - (b) without limiting paragraph 7.6(a), the Company may amend these Terms of Issue if the amendment has been approved in accordance with rule 12.6 of the Constitution.

Power of attorney

- 7.7 Each Holder irrevocably appoints each of the Company, its officers and any liquidator or administrator of the Company severally to be the attorney of the Holder with power in the name and on behalf of the Holder to, in the event the Holder has breached an obligation under these Terms of Issue and failed to remedy the breach within five business days, sign all documents and do any other thing as may in the attorney's opinion be necessary or desirable to be done in order for the Holder to observe or perform the Holder's obligations under these share terms in connection with a Variation, Redemption or paragraph 7.6.
- 7.8 Each Holder agrees and acknowledges the power of attorney given in paragraph 7.7 is given for valuable consideration and to secure the performance by the Holder of its obligations under these Terms of Issue and is irrevocable.

Notices

- 7.9 Unless otherwise specified, notices may be given by the Company to Holders in the manner prescribed by the Sale Agreement.

Governing law

- 7.10 These Terms of Issue are governed by the laws of Western Australia. Each Holder submits to the non-exclusive jurisdiction of the courts of that State.

SCHEDULE 3 – Terms and Conditions of Incentive Options

The Incentive Options will be issued on the following terms and conditions:

- (a) **(Entitlement)**: Each Option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company (**Share**) upon exercise of the Option.
- (b) **(Plan)**: The Options will be issued under the Company's employee securities incentive plan (**Plan**) for nil cash consideration. In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.
- (c) **(Exercise Price and Expiry Date)**: The Options have an exercise price of \$0.05 per Option (**Exercise Price**) and will expire on the earlier to occur of:
 - (i) 5:00pm (WST) on the date that is 3 years from the date of issue; and
 - (ii) the Options lapsing and being forfeited under these terms and conditions,
- (d) **(Expiry Date)**. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) **(Exercise Period)**: Each vested Option is exercisable at any time and from time to time on or prior to the Expiry Date.
- (f) **(Quotation of the Options)**: The Options will be unquoted.
- (g) **(Transferability of the Options)**: The Options are not transferable unless they have vested and only with the prior written approval of the Company and subject to compliance with the Corporations Act.
- (h) **(Notice of Exercise)**: The Options may be exercised by notice in writing to the Company in multiples of 10,000 Options per notice in the manner specified on the Option certificate or as otherwise agreed with the Company (**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 (acting reasonably). Any Notice of Exercise of 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.
- (i) **(Lodgement instructions)**: Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Share Registry.
- (j) **(Shares issued on exercise)**: Shares issued on exercise of the Options rank equally with the then Shares of the Company.
- (k) **(Timing of issue of Shares)**: Within 5 business days after the receipt of 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:

- (i) issue the Shares pursuant to the exercise of the Options;
 - (ii) issue a substitute certificate for any remaining unexercised Options held by the holder;
 - (iii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (iv) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options within 10 Business Days of the end of the quarter in which the conversion occurred.
- (l) **(Restrictions on transfer of Shares):** If the Company is required but unable to give ASX a notice under paragraph (k)(iii), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.
- (m) **(Cashless exercise of Options):** The holder of Options may elect not to be required to provide payment of the Exercise Price for the number of Options specified in a Notice of Exercise but that on exercise of those Options the Company will transfer or allot to the holder that number of Shares equal in value to the positive difference between the then Market Value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Options (with the number of Shares rounded down to the nearest whole Share).

Where **Market Value** means, at any given date, the volume weighted average price per Share traded on the ASX over the five (5) trading days immediately preceding that given date.

- (n) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
- (o) **(Adjustment for bonus issues of Shares):** 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):
- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (p) **(Adjustment for entitlements issue):** If the Company makes an issue of Shares pro rata to existing Shareholders (other than as a bonus issue, to which paragraph 15 will apply) there will be no adjustment of the Exercise Price of an Option or the number of Shares over which the Options are exercisable.
- (q) **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the Option holders will be varied in accordance with the Listing Rules.

- (r) **(Leaver)**: You will become a "Leaver" when you cease employment, engagement or office with the Company or any of its subsidiaries. Where you become a Leaver, all unvested Options will automatically be forfeited by you, unless the Board otherwise determines in its discretion to permit some or all of the Options to vest.

- (s) **(Change in control)**: If a Change of Control Event occurs, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Options will be dealt with, including, without limitation, in a manner that allows the holder of the Options to participate in and/or benefit from any transaction arising from or in connection with the Change of Control Event.

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

Your proxy voting instruction must be received by **3.00pm (WST) on Tuesday, 17 May 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>.



