



ANNUAL GENERAL MEETING – NOTICE AND PROXY FORM

28 April 2022

Dear Shareholders

Megado Gold Limited's (ACN 632 150 817) (**Company**) annual general meeting (**Meeting**) is scheduled to be held virtually on Tuesday, 31 May 2022 at 9:00 am (AWST).

The Company and the Board are acutely aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. Accordingly, the Board has made the decision that it will not hold a physical Meeting, in accordance with the relief provided under the ASIC Corporations (Virtual only Meetings) Instrument 2022/129.

In accordance with new provisions under the Corporations Act, the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be viewed and downloaded from www.megadogold.com. Please also refer to the Virtual Meeting Guide available for download from the Company's website in the week prior to the Meeting for details on how to participate in the Meeting.

The Company strongly encourages Shareholders to lodge a directed proxy form prior to the meeting. Questions should also be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders' questions. However, votes and questions may also be submitted during the Meeting. Further details of how to participate in the Meeting are set out in the Virtual Meeting Guide.

Your proxy voting instruction must be received by 9:00 am (AWST) on 29 May 2022, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

Please see the link to the Notice of Meeting and Explanatory Memorandum: <https://megadogold.com/investor-centre/asx-announcements/>.

Alternatively, a complete copy of the Notice of Meeting and Explanatory Statement has been posted on the Company's ASX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting and Explanatory Statement.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at www.computershare.com/au and log in with your unique shareholder identification number and postcode (or country for overseas residents), where you can find on your enclosed personalised proxy form. Once logged in you can also lodge your proxy vote online by clicking on the "Vote" tab.

If you are unable to access the Notice of Meeting and Explanatory Memorandum online please contact the Company Secretary, Aaron Bertolatti via email at meetings@megadogold.com.

Level 12, 197 St Georges Terrace,
Perth, WA, 6000, Australia
T: +61 8 6141 3260
www.megadogold.com



The Company will notify Shareholders via the Company's website at www.megadogold.com and the Company's ASX Announcement Platform at asx.com.au (ASX: MEG) if changing circumstances impact the planning or arrangements for the Meeting.

This announcement is authorised for market release by the Board of Megado Gold Limited.

Yours faithfully

A handwritten signature in black ink, appearing to read "A. Bertolatti", written over a light grey rectangular background.

Aaron Bertolatti
Finance Director and Company Secretary
Megado Gold Limited



MEGADO GOLD LIMITED
ACN 632 150 817
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9:00AM (WST)

DATE: 31 May 2022

PLACE: A virtual meeting will be held from the Company's registered office via a live webcast. The Company will publish a Virtual Meeting Guide on the ASX and the Company's website in the week prior to the Annual General Meeting, outlining how Shareholders will be able to participate in the Meeting via the internet.

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 9:00AM (WST) on 29 May 2022.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2021 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2021.”

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

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – AARON BERTOLATTI

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

“That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Aaron Bertolatti, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

5. RESOLUTION 4 – CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to Megado Minerals Limited”

6. RESOLUTION 5 – APPROVAL TO ISSUE CONSIDERATION SECURITIES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to:

(a) 32,000,000 Shares; and

(b) 5,000,000 Options,

on the terms and conditions set out in the Explanatory Statement.”

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

7. RESOLUTION 6 – APPROVAL TO ISSUE CORPORATE ADVISORY SHARES AND OPTIONS

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 4,000,000 Shares and 5,000,000 Options, on the terms and conditions set out in the Explanatory Statement.”

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

8. RESOLUTION 7 – APPROVAL TO ISSUE CAPITAL RAISING SHARES

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 30,000,000 Shares, on the terms and conditions set out in the Explanatory Statement.”

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

9. RESOLUTION 8 – ISSUE OF SHARES TO AARON BERTOLATTI – PARTICIPATION IN CAPITAL RAISING

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

“That, subject to the passing of Resolution 6, for the purposes of Listing Rule 10.11, section 195(4) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue up to 312,500 Shares to Aaron Bertolatti (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

10. RESOLUTION 9 – ISSUE OF SHARES TO MICHAEL GUMBLEY – PARTICIPATION IN CAPITAL RAISING

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

“That, subject to the passing of Resolution 6, for the purposes of Listing Rule 10.11, section 195(4) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue up to 312,500 Shares to Michael Gumbley (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

11. RESOLUTION 10 – ISSUE OF SHARES TO BRADLEY DRABSCH – PARTICIPATION IN CAPITAL RAISING

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

“That, subject to the passing of Resolution 6, for the purposes of Listing Rule 10.11, section 195(4) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue up to 312,500 Shares to Bradley Drabsch (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

12. RESOLUTION 11 – ISSUE OF SHARES TO CHRISTOPHER BOWDEN – PARTICIPATION IN CAPITAL RAISING

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

“That, subject to the passing of Resolution 6, for the purposes of Listing Rule 10.11, section 195(4) and section 208 of the Corporations Act, and for all other purposes, approval is given for the Company to issue up to 250,000 Shares to Christopher Bowden (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

13. RESOLUTION 12 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

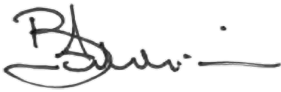
To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

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

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

Dated: 28 April 2022

By order of the Board

A handwritten signature in black ink, appearing to read 'A. Bertolatti', with a horizontal line extending to the right.

**Aaron Bertolatti
Company Secretary**

Voting Prohibition Statements

<p>Resolution 1 – Adoption of Remuneration Report</p>	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or (b) a Closely Related Party of such a member. <p>However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Resolution; and (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
<p>Resolution 8 – Issue of Shares to Aaron Bertolatti – Participation in Capital Raising</p>	<p>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 (Resolution 8 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 8 Excluded Party.</p> <p>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:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 9– Issue of Shares to Michael Gumbley – Participation in Capital Raising</p>	<p>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 (Resolution 9 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party.</p> <p>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:</p>

	<p>(a) the proxy is either:</p> <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and <p>(b) the appointment does not specify the way the proxy is to vote on this Resolution.</p> <p>Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 10 – Issue of Shares to Bradley Drabsch – Participation in Capital Raising</p>	<p>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 (Resolution 10 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 Excluded Party.</p> <p>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:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. <p>Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
<p>Resolution 11 – Issue of Shares to Christopher Bowden – Participation in Capital Raising</p>	<p>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 (Resolution 11 Excluded Party). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 11 Excluded Party.</p> <p>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:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such a member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution.

	<p>Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if:</p> <p>(a) the proxy is the Chair; and</p> <p>(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.</p>
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Voting Exclusion Statements

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

Resolution 5 – Approval to issue Consideration Securities	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Vendors) or an associate of that person (or those persons).
Resolution 6 – Approval to issue Corporate Advisory Shares and Options	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Corporate Advisory Pty Ltd) or an associate of that person (or those persons).
Resolution 7 – Approval to issue Capital Raising Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 8 – Issue of Shares to Aaron Bertolatti – Participation in Capital Raising	Aaron Bertolatti (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Issue of Shares to Michael Gumbley – Participation in Capital Raising	Michael Gumbley (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 10 – Issue of Shares to Bradley Drabsch – Participation in Capital Raising	Bradley Drabsch (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 11 – Issue of Shares to Christopher Bowden – Participation in Capital Raising	Christopher Bowden (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 12 – Approval to issue Lead Manager Options	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely CPS Capital Group Pty Ltd) or an associate of that person (or those persons).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

Voting in person and online

- The Company is pleased to provide Shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Zoom.
- The Company will publish a Virtual Meeting Guide on the ASX and the Company's website in the week prior to the Annual General Meeting, outlining how Shareholders will be able to participate in the Meeting via the internet. Any shareholders who wish to attend the AGM online should therefore monitor the Company's website and its ASX announcements for any updates about the AGM.
- Shareholders attending the AGM virtually will be able to ask questions and the Company has made provisions for Shareholders who register their attendance before the start of the Meeting to also cast their votes on the proposed resolutions.
- After registering, you will receive a confirmation email containing information about joining the Meeting. The Directors strongly encourage all Shareholders to either lodge a directed proxy **form prior to the Meeting even if they are planning to attend the Meeting online.**

Corporate representatives

- Shareholders who are body corporates may appoint a person to act as their corporate representative at the Meeting by providing that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as the body corporate's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.
- An appointment of corporate representative form is available from the website of the Company's share registry (www.computershare.com.au).

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6141 3260.

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2021 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.megadogold.com.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

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

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

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

2.3 Previous voting results

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – AARON BERTOLATTI

3.1 General

Listing Rule 14.4 and clause 14.2 of the Constitution provide that, other than a managing director, a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer. However, where there is more than one managing director, only one is entitled to be exempt from this rotation requirement.

Aaron Bertolatti, who has served as a Director since 8 March 2019, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Mr Bertolatti is a qualified Chartered Accountant and Company Secretary with over 15 years' experience in the mining industry and accounting profession. He has significant experience in the administration of ASX listed companies, corporate governance and corporate finance. He was previously Australian Chief Financial Officer of American Pacific Borates Limited and acts as Company Secretary for the ASX listed companies Fin Resources Limited, Odin Metals Limited and Many Peaks Gold.

3.3 Independence

If re-elected the Board does not consider Aaron Bertolatti will be an independent Director.

3.4 Board recommendation

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

4. RESOLUTION 3 – APPROVAL OF 7.1A MANDATE

4.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$11,797,500 (based on the number of Shares on issue and the closing price of Shares on the ASX on 26 April 2022).

Resolution 3 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

4.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 3:

(a) **Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 4.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for the expenses associated with the Acquisition, as defined below, North Folk Project and general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 26 April 2022.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Dilution		
			Issue Price		
			\$0.083	\$0.165	\$0.25
			50% decrease	Issue Price	50% increase
Funds Raised					
Current	138,687,503 Shares	13,868,750 Shares	\$1,151,106	\$2,288,343	\$3,439,450
50% increase	208,031,255 Shares	20,803,125 Shares	\$1,726,659	\$3,432,515	\$5,159,175
100% increase	277,375,006 Shares	27,737,500 Shares	\$2,302,212	\$4,576,687	\$6,878,900

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 138,687,503 Shares on issue comprising:
 - (a) 71,500,003 existing Shares as at the date of this Notice of Meeting; and
 - (b) 67,187,500 Shares which will be issued if Resolutions 5 to 11 are passed at this Meeting.
2. The issue price set out above is the closing market price of the Shares on the ASX on 26 April 2022 (being \$0.165).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.

4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 28 May 2021 (**Previous Approval**).

During the 12 month period preceding the date of the Meeting, being on and from 31 May 2020, the Company has not issued any Equity Securities pursuant to the Previous Approval.

4.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

5. RESOLUTION 4 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 4 seeks the approval of Shareholders for the Company to change its name to “Megado Minerals Limited”.

The Board proposes this change of name on the basis that it believes the proposed name more accurately reflects the future operations of the Company.

The proposed name has been reserved by the Company with ASIC and if Resolution 4 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

If Resolution 4 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

6. RESOLUTION 5 – APPROVAL TO ISSUE CONSIDERATION SECURITIES

6.1 Background to the Acquisition

As announced on 14 April 2022, the Company has entered into a binding terms sheet with Felix Strategic Minerals Pty Ltd (ACN 655 366 046) (**FSM**) and the shareholders of FSM (the **Vendors**) under which the Company has agreed to acquire 100% of the issued share capital in FSM from the Vendors (**Binding Terms Sheet**) (the **Acquisition**). The Vendors are:

- (a) The Olsen Family Trust;
- (b) DC & PC Holdings Pty Ltd;
- (c) Brown Bricks Pty Ltd;
- (d) Principal Global Investments Pty Ltd;
- (e) ING Investment Fund Pty Ltd;
- (f) Global Consortium Holdings Pty Ltd;
- (g) Okawari Consortium Pty Ltd;

- (h) J Stimpson Pty Ltd; and
- (i) James Baughman.

FSM holds the contractual rights to acquire 100% of the rights to the North Fork Rare Earth Elements Project (**North Fork Project** or **the Project**). The Project comprises of a combination of eighteen (18) granted mining claims and up to four hundred and ninety-nine (499) new mining claims, with a minimum of two hundred and fifty (250) mining claims. The material terms of the Binding Terms Sheet are summarised in Schedule 1.

As set out in Schedule 1, the Company has agreed, subject to obtaining Shareholder approval to:

- (a) issue 32,000,000 fully paid ordinary shares (**Consideration Shares**) and 5,000,000 options to acquire fully paid ordinary shares in Megado, exercisable at \$0.15 on or before 31 December 2024 (**Consideration Options**), of which:
 - (i) USD\$400,000 will be payable in Shares in FSM calculated by converting the US dollar amount to Australian dollars using the exchange rate and the price per Share which is equal to the VWAP of Shares calculated over the 10 trading days prior to completion of the claim sale agreement between Strategic Critical Metals Corporation, Gregory Schiffrin and Felix Strategic Minerals LLC, with a floor price per share of \$0.08; and
 - (ii) the balance of the Consideration Shares will be issued to the Vendors pro rata to each Vendors' percentage shareholding in FSM and 5,000,000 Consideration Options will be issued to the Vendors; and
- (b) pay a reimbursement of expenses incurred by FSM in relation to the Project (being a total of \$400,211) and the amount of US\$100,000 to Greg Schiffrin.

6.2 Corporate Advisor

The Company engaged Corporate Advisory Pty Ltd (ACN 635 395 336) (**Corporate Advisory**) to provide corporate advisory services associated with facilitating the Acquisition.

A summary of the material terms of the mandate between the Company and Corporate Advisory (**Corporate Advisory Mandate**) is set out below:

Fees	The Company has agreed to issue Corporate Advisory: (a) 4,000,000 Shares; and (b) 5,000,000 Options exercisable at \$0.15 on or before 31 December 2024.
Termination	Either Corporate Advisory or the Company may terminate the Corporate Advisory Mandate at any time and for any reason: (a) by giving 30 days' notice; or (b) immediately if the other party is in material breach of any provision of the Corporate Advisory Mandate.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Consideration Shares and Consideration Options (together, the **Consideration Securities**).

6.3 Listing Rule 7.1

As summarised in Section 4.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

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

6.4 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Consideration Securities. In addition, the issue of the Consideration Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Consideration Securities and may consequently be in breach of the Binding Terms Sheet.

6.5 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the Consideration Securities will be issued to the Vendors;
- (a) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that:
 - (i) none of the recipients are related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) the Vendors will be issued more than 1% of the issued capital of the Company pursuant to the Binding Terms Sheet;

- (b) the maximum number of Consideration Securities to be issued is;
 - (i) 32,000,000 Consideration Shares; and
 - (ii) 5,000,000 Consideration Options; and
- (c) the Consideration Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Consideration Options will be issued with the terms and conditions set out in Schedule 2;
- (e) the Consideration Shares and Consideration Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Consideration Shares will occur on one date.
- (f) the Consideration Securities will be issued at a nil issue price, in consideration for the Acquisition;
- (g) the purpose of the issue of the Consideration Securities is to satisfy the Company's obligations under the Binding Terms Sheet for the Acquisition;
- (h) the Consideration Securities are being issued to the Vendors under the Binding Terms Sheet, a summary of the material terms of which is set out in Schedule 1; and
- (i) the Consideration Securities are not being issued under, or to fund, a reverse takeover.

6.6 Dilution

Assuming no Options are exercised, no convertible securities are converted and the maximum number of 32,000,000 Consideration Shares and 30,000,000 Shares under the capital raising the subject of Resolution 6 are issued, the number of Shares on issue would increase from 71,500,003 (being the number of Shares on issue as at the date of this Notice) to 133,500,003. With Shareholders (after completion of the capital raising) holding 101,500,003 Shares and the Vendors holding a total of 32,000,000 Shares (consisting of the Consideration Shares), the shareholding of existing Shareholders would be diluted by 46.4%.

7. RESOLUTION 6 – APPROVAL TO ISSUE CORPORATE ADVISORY SHARES AND OPTIONS

7.1 General

The Company has agreed to issue 4,000,000 Shares and 5,000,000 Options in consideration for corporate advisory services provided by Corporate Advisory (**Corporate Advisory Securities**).

As summarised in Section 4.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Corporate Advisory Securities does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15%

limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

7.2 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Corporate Advisory Securities. In addition, the issue of the Corporate Advisory Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Corporate Advisory Securities.

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Corporate Advisory Securities.

7.3 Technical information required by Listing Rule 7.1

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

- (a) the Corporate Advisory Securities will be issued to Corporate Advisory;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Shares to be issued is 4,000,000 Shares and the maximum number of Options to be issued is 5,000,000 Options;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Options will be issued on the terms and conditions set out in Schedule 2;
- (f) the Corporate Advisory Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Corporate Advisory Securities will occur on the same date;
- (g) the Corporate Advisory Securities will be issued at a nil issue price, in consideration for corporate advisory services provided by Corporate Advisory;

- (h) the Corporate Advisory Securities are being issued to Corporate Advisory under the Corporate Advisory Mandate. A summary of the material terms of the Corporate Advisory Mandate is set out in Section 6.2; and
- (i) the Corporate Advisory Securities are not being issued under, or to fund, a reverse takeover.

8. RESOLUTION 7 – APPROVAL TO ISSUE CAPITAL RAISING SHARES

8.1 General

As one of the conditions precedent to settlement of the Acquisition, the Company is proposing to issue up to 30,000,000 Shares at an issue price of \$0.08 per Share, to raise up to \$2,400,000 (**Capital Raising**) (**Capital Raising Shares**).

As summarised in Section 4.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

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

8.2 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Capital Raising Shares. In addition, the issue of the Capital Raising Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Capital Raising Shares. Settlement of the Acquisition is conditional upon the Company completing the capital raising that consists of the issue of the Capital Raising Shares. If Resolution 7 is not passed, the Company would need to seek to renegotiate the terms of the Binding Terms Sheet, which may not result in the Acquisition proceeding.

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Capital Raising Shares.

8.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 7:

- (a) the Capital Raising Securities will be issued to professional and sophisticated investors who are clients of CPS Capital Group Pty Ltd. The recipients will be identified through a bookbuild process, which will involve CPS Capital Group Pty Ltd seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
 - (i) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients under Resolution 7 will be:

- (A) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (B) issued more than 1% of the issued capital of the Company,
- (b) the Company notes that the Directors propose to participate in the Capital Raising subject to the passing of Resolutions 8 to 12;
 - (c) the maximum number of Shares to be issued is 30,000,000 Shares;
 - (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
 - (e) the Capital Raising Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Capital Raising Shares will occur on the same date;
 - (f) the issue price will be \$0.08 per Share. The Company will not receive any other consideration for the issue of the Shares;
 - (g) the purpose of the issue of the Capital Raising Shares is to raise \$2,400,000. The Company intends to apply the funds raised from the issue towards costs associated with the Acquisition, North Folk Project and general working capital;
 - (h) the Capital Raising Shares are not being issued under an agreement; and
 - (i) the Capital Raising Shares are not being issued under, or to fund, a reverse takeover.

9. RESOLUTION 8 TO RESOLUTION 11 – APPROVAL FOR DIRECTORS TO PARTICIPATE IN THE CAPITAL RAISING

9.1 General

Each of Aaron Bertolatti, Michael Gumbley, Bradley Drabsch and Christopher Bowden (**Related Parties**) wish to participate in the Capital Raising on the same terms as unrelated participants in the Capital Raising (**Participation**).

Accordingly, Resolution 8 to Resolution 11 seek Shareholder approval for the issue of up to:

- (a) 312,500 Shares to Aaron Bertolatti (or his nominee) pursuant to Resolution 8;
- (b) 312,500 Shares to Michael Gumbley (or his nominee) pursuant to Resolution 9;
- (c) 312,500 Shares to Bradley Drabsch (or his nominee) pursuant to Resolution 10; and
- (d) 250,000 Shares to Christopher Bowden (or his nominee) pursuant to Resolution 11;

as a result of the Participation on the terms set out below.

Each of Resolution 8 to Resolution 11 are subject to the passing of Resolution 6.

9.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that 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:

- (a) obtain the approval of the public company's members in the manner set out in sections 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 Participation will result in the issue of Shares which constitutes giving a financial benefit and Directors Bertolatti, Gumbley, Drabsch and Bowden are related parties of the Company by virtue of being Directors.

As the Shares are proposed to be issued to all of the Directors other than Marta Ortega who is not receiving shares, the "non-interested director", the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Shares. Accordingly, Shareholder approval for the issue of Shares to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

9.3 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:

- 10.11.1 a related party;
- 10.11.2 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;
- 10.11.3 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;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in 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,

unless it obtains the approval of its shareholders.

The Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 8 to Resolution 11 seek Shareholder approval for the Participation of each of the Directors Bertolatti, Gumbley, Drabsch and Bowden under and for the purposes of Listing Rule 10.11.

9.4 Technical information required by Listing Rule 14.1A

If Resolution 8 to Resolution 11 are passed, the Company will be able to proceed with the issue of the Shares under the Participation within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 8.3(g) above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares in respect of the Participation (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolution 8 to Resolution 11 are not passed, the Company will not be able to proceed with the issue of the Shares under the Participation and no further funds will be raised in respect of the Capital Raising.

9.5 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolution 8 to Resolution 11:

- (a) the Shares will be issued to Aaron Bertolatti, Michael Gumbley, Bradley Drabsch and Christopher Bowden (or their nominees), who fall within the category set out in Listing Rule 10.11.1, as each is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Shares to be issued to each of the Directors Bertolatti, Gumbley, Drabsch and Bowden (or their nominees) is as follows:
 - (i) 312,500 Shares to Aaron Bertolatti (or his nominee) for total consideration of \$25,000 pursuant to Resolution 8;
 - (ii) 312,500 Shares to Michael Gumbley (or his nominee) for total consideration of \$25,000 pursuant to Resolution 9;
 - (iii) 312,500 Shares to Bradley Drabsch (or his nominee) for total consideration of \$25,000 pursuant to Resolution 10; and
 - (iv) 250,000 Shares to Christopher Bowden (or his nominee) for total consideration of \$20,000 pursuant to Resolution 11;
- (c) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Company proposes to issue the Shares to the Related Parties because the issue provides the Related Parties with the ability to support the Company via their Participation and it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares on the terms proposed (particularly as they will be issued on the same terms and conditions as the Capital Raising);

- (e) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Previous Financial Year	Current Financial Year
Aaron Bertolatti	\$150,000	\$150,000 ¹
Michael Gumbley	\$250,000	\$250,000 ²
Bradley Drabsch	\$60,000	\$60,000 ³
Christopher Bowden	\$132,000	\$132,000 ⁴

Notes:

1. Comprising of Directors fees/salaries of \$150,000.
2. Comprising of Directors fees/salaries of \$250,000.
3. Comprising of Directors fees/salaries of \$60,000.
4. Comprising of Directors fees/salaries of \$132,000.

- (f) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares ¹	Options ²
Aaron Bertolatti	2,283,334	400,000
Michael Gumbley	2,305,001	1,400,000
Bradley Drabsch	600,000	750,000
Christopher Bowden ³	585,000	2,500,000

Notes:

1. Fully paid ordinary shares in the capital of the Company (ASX:MEG).
2. Exercisable at \$0.20 each on or before 27 October 2024.
3. Held indirectly by Keystone Resources Pty Ltd ATF Keystone Resources Trust A/C, (a company which Mr Bowden is a Director and a trust in which Mr Bowden has a beneficial interest).

- (g) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Shares will be issued on the same date;
- (h) the issue price will be \$0.08 per Share, being the same issue price as Shares issued to other participants in the Capital Raising. The Company will not receive any other consideration for the issue of the Shares;
- (i) the purpose of the issue of Shares under the Participation is to raise capital, which the Company intends to use in the manner set out in Section 8.3(g) above;
- (j) the Shares to be issued under the Participation are not intended to remunerate or incentivise each Director;
- (k) the Shares are not being issued under an agreement;

- (l) a voting exclusion statement is included in Resolution 8 to Resolution 11 of the Notice;
- (m) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.2	6/5/2021
Lowest	\$0.071	22/2/2022
Last	\$0.165	26/4/2022

- (n) if the Shares are issued to the Related Parties, a total of 1,187,500 Shares would be issued. This will increase the number of Shares on issue from 71,500,003 (being the total number of Shares on issue as at the date of this Notice) to 72,687,503 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of approximately 1.63%, comprising 0.43% by Aaron Bertolatti, 0.43% by Michael Gumbley, 0.43% by Bradley Drabsch and 0.34% by Christopher Bowden.
- (o) each Director (other than Marta Ortega) has a material personal interest in the outcome of Resolution 8 to Resolution 11 on the basis that all of the Directors (or their nominees) are to be issued Shares should Resolution 8 to Resolution 11 be passed. For this reason, the Directors (other than Marta Ortega) do not believe that it is appropriate to make a recommendation on Resolution 8 to Resolution 11 of this Notice; and
- (p) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolution 8 to Resolution 11.

10. RESOLUTION 12 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

10.1 General

The Company engaged the services of CPS Capital Group Pty Ltd (ACN 088 055 636) (**CPS Capital**) to manage the Capital Raising. The Company has agreed to issue 500,000 Options in consideration for lead manager services provided by CPS Capital (**Lead Manager Options**).

A summary of the material terms of the mandate between the Company and CPS Capital (**Lead Manager Mandate**) is set out below:

Fees	The Company has agreed to pay / issue CPS Capital: <ul style="list-style-type: none"> (a) a 2% capital raising fee (plus GST) payable on the gross proceeds raised under the Capital Raising; (b) a 4% capital raising fee (plus GST) payable on the gross proceeds raised under the Capital Raising; and (c) 500,000 Options, exercisable at \$0.15 on or before 31 December 2024.
Reimbursement	All reasonable expenses incurred by CPS Capital in the performance of the services under the Lead Manager Mandate, including business class fares for overseas travel and economy class fares for Australian domestic travel, accommodation, meals and telephone are to be reimbursed by the Company, with prior consent required from the Company for any single expense item in excess of \$1,000.
Termination by Lead Manager	CPS may terminate the Lead Manager Mandate: <ul style="list-style-type: none"> (a) by 14 days' notice in writing if the Company commits or allows to be committed a material breach of any of the terms or conditions of the Lead Manager Mandate or if any warranty or representation given or made by the Company is not complied with or proves to be untrue; or (b) Immediately by notice in writing if the Company becomes insolvent, has a receiver, administrative receiver or manager or administrator appointed, enters into any composition with creditors or has an order made or resolution passed for it to be wound up or if a court makes an administration order with respect to the Company.
Termination by the Company	The Company may terminate the Lead Manager by seven (7) days' written notice.

As summarised in Section 4.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Lead Manager Options does not fit within any of the exceptions set out in Listing Rule 7.2. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

10.2 Technical information required by Listing Rule 14.1A

If Resolution 12 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options.

Resolution 12 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options.

10.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 12:

- (a) the Lead Manager Options will be issued to CPS Capital;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Lead Manager Options to be issued is 500,000. The terms and conditions of the Lead Manager Options are set out in Schedule 2;
- (d) the Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Lead Manager Options will occur on the same date;
- (e) the Lead Manager Options will be issued at a nil issue price, in consideration for lead manager services provided by CPS Capital;
- (f) the purpose of the issue of the Lead Manager Options is to satisfy the Company's obligations under the Lead Manager Mandate;
- (g) the Lead Manager Options are being issued to CPS Capital under the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is set out in Section 10.1; and
- (h) the Lead Manager Options are not being issued under, or to fund, a reverse takeover.

GLOSSARY

\$ means Australian dollars.

7.1A Mandate has the meaning given in Section 4.1.

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

ASIC means the Australian Securities & Investments Commission.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means Megado Gold Limited (ACN 632 150 817).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2021.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

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

SCHEDULE 1 – SUMMARY OF THE BINDING TERMS SHEET

The key terms and conditions of the Acquisition Agreement are as follows:

TRANSACTION	<p>The Company has agreed to acquire 100% of the issued share capital in FSM from the Vendors (the Acquisition).</p> <p>FSM holds the contractual rights to acquire 100% of the rights to the North Fork Rare Earth Elements Project (North Fork Project or the Project). The Project comprises of a combination of eighteen (18) granted mining claims and up to four hundred and ninety-nine (499) new mining claims, with a minimum of two hundred and fifty (250) mining claims.</p>
CONSIDERATION	<p>Subject to the terms and conditions of the Binding Terms Sheet, at settlement of the Acquisition (Settlement) Megado agrees to:</p> <p>(b) issue 32,000,000 Shares and 5,000,000 Options, exercisable at \$0.15 on or before 31 December 2024, of which:</p> <p>(i) USD\$400,000 will be payable in Shares in FSM calculated by converting the US dollar amount to Australian dollars using the exchange rate and the price per Share which is equal to the VWAP of Shares calculated over the 10 trading days prior to completion of the claim sale agreement between Strategic Critical Metals Corporation, Gregory Schiffrin and Felix Strategic Minerals LLC, with a floor price per share of \$0.08; and</p> <p>(ii) the balance of the Consideration Shares will be issued to the Vendors pro rata to each Vendors' percentage shareholding in FSM and 5,000,000 Consideration Options will be issued to the Vendors; and</p> <p>(c) pay a reimbursement of expenses incurred by FSM in relation to the Project (being a total of \$400,211) and the amount of US\$100,000 to Greg Schiffrin.</p> <p>Voluntary escrow arrangement</p> <p>Each of the Vendors acknowledge and agree to enter into a voluntary escrow agreement in respect of the Consideration Shares and Consideration Options to be issued to the Vendors.</p> <p>50% of the Consideration Shares and Consideration Options will be subject to a period of 3 months voluntary escrow from the date on which the Company announces the transaction to the public, and 50% of the Consideration Shares and Consideration Options will be subject to a period of 6 months voluntary escrow from the date on which the Company announces the transaction to the public.</p>
CONDITIONS PRECEDENT	<p>Conditions</p> <p>Settlement of the Acquisition is conditional upon the satisfaction or waiver of the following conditions precedent:</p> <p>(a) the Company obtaining approval from its shareholders in a general meeting for:</p> <p>(i) the issue of the Consideration Shares;</p> <p>(ii) the issue of the Consideration Options;</p>

- (iii) the issue of 30,000,000 fully paid ordinary shares at an issue price of \$0.08 per share to raise \$2,400,000 (**Capital Raising Shares**);
 - (b) FSM (and its subsidiaries) having net liabilities of less than \$20,000 excluding the reimbursement;
 - (c) no material adverse changes to the Company's or FSM's financial position except as contemplated by the Binding Terms Sheet or approved in writing by the parties, with such approval not to be unreasonably withheld;
 - (d) FSM owning 100% of the rights to the North Fork Project, including the 18 granted mining claims, not less than 250 and up to 499 addition mining claim applications, or otherwise as accepted by the Company.
 - (e) the parties obtaining all other shareholder, statutory and regulatory approvals and/or waivers required to undertake the Acquisition and matters contemplated by the Binding Terms Sheet; and
 - (f) the parties obtaining, in a form reasonably satisfactory to the Company, all third-party consents or waivers which are, in the opinion of the Company, necessary or desirable to complete the Acquisition (including but not limited to confirmations or waivers of the ASX Listing Rules),
- (together, the **Conditions Precedent**).

Waiver

- (d) The Conditions Precedent in clauses (a) and (g) cannot be waived.
- (e) The Conditions Precedent in clauses (c), (f) and (h) are for the benefit of the Company, and may only be waived by the Company in writing to FSM and the Vendors.
- (f) All other Conditions Precedent are for the benefit of the parties and may only be waived by written agreement between the parties.

End Date

The parties use their best efforts to ensure that the Conditions Precedent are satisfied as soon as practicably possible and, in any event, no later than 5:00pm (WST) on 31 May 2022, or such other date as agreed in writing between the parties (**End Date**).

Termination

If the Conditions Precedent are not satisfied (or waived) on or before the End Date, then any party may terminate the Binding Terms Sheet by giving notice, in which case the agreement constituted by the Binding Terms Sheet will be at an end and the parties will be released from their obligations under the Binding Terms Sheet, other than any pre-existing liabilities for breach of the Binding Terms Sheet, which shall survive termination of the Binding Terms Sheet.

SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.15 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 31 December 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 Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the

Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

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



MEGADO

Megado Gold Limited
ABN 74 632 150 817

MEG

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



Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AWST) on Sunday, 29 May 2022.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Megado Gold Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Megado Gold Limited to be held as a virtual meeting on Tuesday, 31 May 2022 at 9:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain			For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Issue of Shares to Aaron Bertolatti – Participation in Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Aaron Bertolatti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Issue of Shares to Michael Gumbley – Participation in Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 7.1A Mandate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Issue of Shares to Bradley Drabsch – Participation in Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 11	Issue of Shares to Christopher Bowden – Participation in Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue Consideration Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 12	Approval to Issue Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue Corporate Advisory Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 7	Approval to issue Capital Raising Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

