
ASTON MINERALS LIMITED

ACN 144 079 667

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00 am

DATE: Wednesday, 8 June 2022

PLACE: Suite 23, 513 Hay Street, Subiaco, Western Australia

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 5.00pm on Monday, 6 June 2022.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES – FLOW-THROUGH PLACEMENT

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 105,485,232 Shares under the Company’s placement capacity under Listing Rule 7.1 and on the terms and conditions set out in the Explanatory Statement.”

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

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES – SECOND PLACEMENT (7.1)

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 31,644,381 Shares under the Company’s placement capacity under Listing Rule 7.1 and on the terms and conditions set out in the Explanatory Statement.”

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

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES – SECOND PLACEMENT (7.1A)

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,838,376 Shares under the Company’s placement capacity under Listing Rule 7.1A and on the terms and conditions set out in the Explanatory Statement.”

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

4. RESOLUTION 4 – ISSUE OF SHARES TO RELATED PARTY – MR TOLGA KUMOVA

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 10.11, section 195(4) of the Corporations Act, and for all other purposes, approval is given for the Company to issue 17,241,379 Shares to Mr Tolga Kumova (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

5. **RESOLUTION 5 – ISSUE OF SHARES TO RELATED PARTY – MR ROBERT JEWSON**

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 10.11, section 195(4) of the Corporations Act, and for all other purposes, approval is given for the Company to issue 1,724,137 Shares to Mr Robert Jewson (or his nominee) on the terms and conditions set out in the Explanatory Statement."

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

6. **RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS – CANACCORD GENUITY (AUSTRALIA) LIMITED**

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 1,589,325 Options to Canaccord Genuity (Australia) Limited (or its nominees) on the terms and conditions set out in the Explanatory Statement."

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

7. **RESOLUTION 7 - APPROVAL TO ISSUE OPTIONS – RED CLOUD SECURITIES INC.**

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 7,946,625 Options to Red Cloud Securities Inc. (or its nominees) on the terms and conditions set out in the Explanatory Statement."

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

8. **RESOLUTION 8 – REPLACEMENT OF CONSTITUTION**

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

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes."

Dated: 10 May 2022

By order of the Board



Oonagh Malone
Company Secretary

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 1 – Ratification of prior issue of Shares – Flow-Through Placement	A person who participated in the issue or is a counterparty to the agreement being approved (namely Peartree Securities Inc) or an associate of that person or those persons.
Resolutions 2 and 3 – Ratification of prior issue of Shares – Second Placement	A person who participated in the issue or is a counterparty to the agreement being approved (namely sophisticated and professional investors that participated in the Second Placement) or an associate of those persons.
Resolution 4 – Issue of Shares to Related Party – Mr Tolga Kumova	Mr Tolga Kumova (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Issue of Shares to Related Party – Mr Robert Jewson	Mr Robert Jewson (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 Approval to issue Options – Canaccord Genuity (Australia) Limited	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) Canaccord Genuity (Australia) Limited (or its nominees), or an associate of that person (or those persons).
Resolution 7 – Approval to issue Options – Red Cloud Securities Inc.	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) Red Cloud Securities Inc. (or its nominees), 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 Form.

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

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

- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

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

Voting in person

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

You may still attend the meeting and vote in person even if you have lodged appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but representatives from the Company will need to verify your identity. You can register from 9.45am on the day of the meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (8) 6143 6740.

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. BACKGROUND TO THE CAPITAL RAISING

1.1 The Capital Raising

On 30 March 2022, the Company announced a capital raising comprising two concurrent placements to raise \$29.25 million (before costs) via the issue of 158,932,505 fully paid ordinary shares (**Capital Raising**).

The Capital Raising comprises:

- (a) the issue of 105,484,232 Shares at a premium to market under the Canadian flow-through shares regime, which provides tax incentives to eligible Canadian investors for expenditures that qualify a flow through mining expenditures under the Income Tax Act (Canada) (**Flow Through Placement**); and
- (b) the issue of 53,448,273 Shares to sophisticated and professional investors (**Second Placement**).

1.2 Flow-Through Placement

On 6 April 2022, the Company issued 105,485,232 Shares under the Flow-Through Placement (**Flow-Through Placement Shares**) to raise approximately \$21,560,000. The Flow-through Shares were issued at \$0.2044 per Share, a premium to market pursuant to the Canadian flow-through shares regime.

1.3 Second Placement

Under the Second Placement, which ran concurrently with the Flow-Through Placement, the Company agreed to undertake a placement of 53,448,273 Shares (**Second Placement Shares**) at an issue price of \$0.145 to raise \$7.75 million (before costs).

On 11 April 2022, the Company issued 34,482,757 Second Placement Shares to Australian sophisticated and professional investors who are clients of Canaccord Genuity (Australia) Limited (ACN 075 071 466) (AFSL 234666) (**Canaccord**), raising \$5,000,000.

The balance of the Second Placement Shares will, subject to Shareholder approval, be issued pursuant to the following subscriptions by Directors:

- (a) Tolga Kumova has subscribed for 17,241,379 Shares to raise \$2,500,000; and
- (b) Robert Jewson has subscribed for 1,724,137 Shares to raise \$250,000.

It is proposed that Messrs Kumova and Jewson will participate in the Second Placement on the same terms as the unrelated subscribers.

The Company is seeking Shareholder approval to issue these Second Placement Shares under Resolutions 4 and 5 respectively.

1.4 Use of funds

The Company's Edlestone Project is located approximately 60km via road to the south of Timmins, Ontario, Canada. The towns of Timmins and Kirkland Lake are located close by and host significant former and current producers, with required services and skilled labour available to support exploration and development of the Project.

The Project is located within the Abitibi Greenstone Belt of Archean metavolcanic and metasedimentary units that have been steeply folded with axes trending in general east-west orientation.

The Boomerang Target is interpreted to be a Dunite/Peridotite unit which has undergone extensive serpentinisation. This process is responsible for the reaction of olivine to produce magnetite and brucite, resulting in a strongly reducing environment whereby nickel is released from the decomposition of olivine. The nickel which has been released is typically partitioned into low sulphur nickel sulphide minerals. Due to the magnetite association with mineralisation, a 3D inversion model of magnetics has been generated and has been utilised to assist with targeting.

As announced on 30 March 2022, funds raised under the Capital Raising will be allocated towards the following activities in connection with the Edlestone Project:

- (a) complete resource definition drilling across ~1km of strike of the Bardwell Ni-Co prospect;
- (b) conduct further reconnaissance drilling followed by resource definition drilling where justified across the ~6.5km strike of the Boomerang Ni-Co target;
- (c) drilling extensions to Edlestone Main, Sirola and other regional gold prospects; and
- (d) increase the scale of drilling program to utilise four diamond drill rigs.

1.5 Arrangements with advisors

(a) Flow-Through Placement

The Company engaged Peartree Securities Inc (**Peartree**) to facilitate the Flow-Through Placement pursuant to an engagement agreement dated 22 March 2022 (**Peartree Engagement Letter**).

Under the Peartree Engagement Letter and the Share subscription agreement (**Share Subscription Agreement**) dated 28 March 2022, Peartree agreed to purchase the Flow-Through Shares as agent for one or more Canadian "accredited investors".

Pursuant to the terms of these agreements, Peartree did not receive any fees or commission from the Company for their role with respect to the Flow-Through Placement.

(b) Second Placement

The Company engaged Canaccord to act as a lead manager to the Second Placement under the terms of a lead manager mandate dated 24 March 2022 (**Canaccord Lead Manager Mandate**).

Pursuant to the terms of the Canaccord Lead Manager Mandate, the Company agreed to pay Canaccord the following fees for its services in connection with the Second Placement:

- (i) a 5% capital raising fee;
- (ii) a 1% management fee; and
- (iii) subject to Shareholder approval, the issue of 1,589,325 unquoted options to acquire Shares, each exercisable at \$0.29 each and expiring two years from the date of issue (**Lead Manager Options**).

The Company also engaged Red Cloud Securities Inc. (**Red Cloud**) to facilitate the Flow-Through Placement pursuant to an engagement agreement dated 14 March 2022 (**Red Cloud Lead Manager Mandate**).

Pursuant to the terms of the Red Cloud Lead Manager Mandate, the Company agreed to pay Red Cloud the following fees for its services in connection with the Flow-Through Placement:

- (i) a 5% cash commission of the gross proceeds from the issue of Shares; and
- (ii) subject to Shareholder approval, the issue of 7,946,625 Lead Manager Options.

1.6 Placement capacity

The Flow-Through Placement Shares and Second Placement Shares (with the exception of the Shares to be issued to Messrs Kumova and Jewson) have been issued under the Company's existing placement capacity under ASX Listing Rules 7.1 and 7.1A as follows:

- (a) 105,485,232 Flow-Through Placement Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being the Shares the subject of Resolution 1);
- (b) 31,644,381 Second Placement Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being the Shares the subject of Resolution 2); and
- (c) 2,838,376 Second Placement Shares were issued pursuant to the Company's 7.1A mandate (being the Shares the subject of Resolution 3), which was approved by Shareholders at the Company's Annual General Meeting held on 12 November 2021.

2. RESOLUTIONS 1 TO 3 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULES 7.1 AND 7.1A – CAPITAL RAISING

2.1 General

On 6 April 2022 and 11 April 2022, the Company issued an aggregate of 139,967,989 Shares pursuant to two placements which ran concurrently, comprising:

- (a) 105,485,232 Flow-Through Shares at an issue price of \$0.2044 to raise \$21,560,000 (before costs); and
- (b) 34,482,757 Second Placement Shares at an issue price of \$0.145 to raise \$5,000,000 (before costs),

(together, the **Capital Raising Shares**).

The Company is seeking Shareholder approval to ratify the issue of the Flow-Through Placement Shares (under Resolution 1) and the Second Placement Shares (under Resolutions 2 and 3).

The issue of a further 18,965,517 Second Placement Shares to Messrs Kumova and Jewson are the subject of Resolutions 4 and Resolution 5

2.2 Listing Rules 7.1 and 7.1A

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 12-month period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 12 November 2021.

The issue of the Capital Raising Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Capital Raising Shares.

2.3 Listing Rule 7.4

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Capital Raising Shares.

Resolutions 1 to 3 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Capital Raising Shares.

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 to 3 are passed, the Capital Raising Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Capital Raising Shares.

If Resolutions 1 to 3 are not passed, the Capital Raising Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Capital Raising Shares.

2.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 1 to 3:

- (a) the Flow-Through Placement Shares were issued to Peartree as agent for one of more Canadian "accredited investors";
- (b) the Second Placement Shares were issued to Australian professional and sophisticated investors who are clients of Canaccord. The recipients were identified through a bookbuild process, which involved Canaccord seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (c) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients of the Capital Raising Shares that were issued on 6 April 2022 and 11 April 2022 were:
 - (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;
- (d) 139,967,989 Capital Raising Shares were issued on the following basis:
 - (i) 105,485,232 Flow-Through Placement Shares issued pursuant to Listing Rule 7.1;
 - (ii) 31,644,381 Second Placement Shares issued pursuant to Listing Rule 7.1; and
 - (iii) 2,838,376 Second Placement Shares issued pursuant to Listing Rule 7.1A;
- (e) the Capital Raising Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the Capital Raising Shares were issued on 6 April 2022 and 11 April 2022;

- (g) the issue price for the Flow-Through Placement Shares was \$0.2044 per Flow-Through Placement Share and the issue price for the Second Placement Shares was \$0.145 per Second Placement Share. The Capital Raising Shares were issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Capital Raising Shares;
- (h) the purpose of the issue of the Capital Raising Shares was to raise funds to be applied towards the activities in relation to the Edleston Project that are set out in Section 1.4;
- (i) the Flow-Through Placement Shares were issued to Peartree as agent for one of more Canadian “accredited investors” under the terms of the Peartree Engagement Letter and the Subscription Agreement. A summary of the material terms of these agreements are set out in Section 1.5(a); and
- (j) the Second Placement Shares were not issued under an agreement.

3. RESOLUTIONS 4 AND 5 – ISSUE OF SHARES TO MR TOLGA KUMOVA AND MR ROBERT JEWSON

3.1 General

As set out in Section 1.3 above, Directors Mr Tolga Kumova and Mr Robert Jewson wish to participate in the Second Placement on the same terms as unrelated participants in the Second Placement (**Participation**).

Accordingly, Resolutions 4 and 5 seek Shareholder approval for the issue of:

- (a) 17,241,379 Shares to Tolga Kumova (or his nominee); and
- (b) 1,724,137 Shares to Robert Jewson (or his nominee),

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

3.2 Chapter 2E of the Corporations Act

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 Mr Tolga Kumova and Mr Robert Jewson, are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Kumova, who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Mr Kumova (or his nominee) on the same terms as Shares issued

to non-related party participants in the Second Placement and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Jewson, who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Mr Jewson (or his nominee) on the same terms as Shares issued to non-related party participants in the Second Placement and as such the giving of the financial benefit is on arm's length terms.

3.3 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a Director of a public company may not vote or be present during meetings of Directors when matters in which that Director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough Directors to form a quorum for a Directors meeting because of this restriction, one or more of the Directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that Messrs Kumova and Jewson each have a material personal outcome in respect of each other's Resolution with respect of the Participation. If each does have such an interest, then in accordance with Section 195(4) a quorum could not be formed to consider the matters contemplated by Resolutions 4 and 5 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for the purposes of section 195(4) of the Corporations Act that the 'arm's length terms' exception in section 210 of the Corporations Act applies to Resolutions 4 and 5.

3.4 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.

Resolutions 4 and 5 seek Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

3.5 Technical information required by Listing Rule 14.1A

If Resolutions 4 and 5 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 1.4 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 Resolutions 4 and 5 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.

3.6 Technical 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 Resolutions 4 and 5:

- (a) the Shares will be issued to Mr Tolga Kumova and Mr Robert Jewson (or their nominees), who fall within the category set out in Listing Rule 10.11.1, as Tolga Kumova and Robert Jewson are related parties of the Company by virtue of being Directors;
- (b) the maximum number of Shares to be issued pursuant to the Participant is 18,965,517, comprising:
 - (i) 17,241,379 Shares to Mr Tolga Kumova (or his nominee); and
 - (ii) 1,724,137 Shares to Mr Robert Jewson (or his nominee);
- (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 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;
- (e) the issue price will be \$0.145 per Share, being the same issue price as Shares issued to other participants in the Second Placement. The Company will not receive any other consideration for the issue of the Shares;
- (f) 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 1.4 above;
- (g) the Shares to be issued under the Participation are not intended to remunerate or incentivise the Directors;
- (h) the Shares are not being issued under an agreement; and

- (i) voting exclusion statements are included in Resolutions 4 and 5 of the Notice.

4. RESOLUTIONS 6 AND 7 – APPROVAL TO ISSUE OPTIONS – LEAD MANAGERS

4.1 General

Resolutions 6 and 7 seek Shareholder approval for the issue of Lead Manager Options in part consideration for Canaccord and Red Cloud acting as the lead managers to the Capital Raising.

Subject to Resolutions 6 and 7, the Lead Manager Options will be issued as follows:

- (a) 1,589,325 Options will be issued to Canaccord (or its nominee/s); and
- (b) 7,946,625 Options will be issued to Red Cloud (or its nominee/s).

The terms of the Canaccord Lead Manager Mandate and the Red Cloud Lead Manager Mandate are summarised in Schedules 2 and 3 respectively.

4.2 Listing Rule 7.1

As summarised in Section 2.2 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.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 6 and 7 are 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 6 and 7 are not passed, the Company will not be able to proceed with the issue of the Lead Manager Options.

Resolution 6 and 7 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options.

4.4 Technical 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 Resolutions 6 and 7:

- (a) the Lead Manager Options will be issued to Canaccord and Red Cloud (or their nominees);

- (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:
 - (i) Resolution 6 – 1,589,325 Options to be issued to Canaccord (or its nominee/s); and
 - (ii) Resolution 7 – 7,946,625 Options to be issued to Red Cloud (or its nominee/s);
- (d) the terms and conditions of the Lead Manager Options are set out in Schedule 1;
- (e) 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;
- (f) the Lead Manager Options will be issued for nil consideration. The Company will not receive any other consideration for the issue of the Lead Manager Options (other than in respect of funds received on exercise of the Options);
- (g) the purpose of the issue of the Lead Manager Options is for consideration for lead manager services provided by Canaccord and Red Cloud under the lead manager agreements;
- (h) the Lead Manager Options are being issued to Canaccord and Red Cloud under the lead manager agreements. A summary of the material terms of the agreements with Canaccord and Red Cloud is set out in Schedule 2 and Schedule 3 respectively; and
- (i) the Lead Manager Options are not being issued under, or to fund, a reverse takeover.

5. RESOLUTION 8 – REPLACEMENT OF CONSTITUTION

5.1 General

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

Resolution 8 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

This will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was adopted on 30 November 2020.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to expressly providing for statutory rights by mirroring these rights in provisions of the Proposed Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website www.astonminerals.com and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 6143 6740). Shareholders are invited to contact the Company if they have any queries or concerns.

5.2 Summary of material proposed changes

(a) Use of technology (clause 14)

The Proposed Constitution includes a new provision to permit the use of technology at general meetings (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

(b) Closing date for Director nominations (clause 15.3)

On 19 December 2019, ASX amended Listing Rule 3.13.1 to provide that companies must release an announcement setting out the date of its meeting and the closing date for nominations at least 5 business days before the closing date for the receipt of such nominations. The closing date period under clause 15.3 of the Proposed Constitution has been amended to at least 30 business days to allow the Company time to issue the required notification for director nominations prior to circulating the notice of meeting.

(c) Partial (proportional) takeover provisions (new clause 37)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

Information required by section 648G of the Corporations Act

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

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

Knowledge of any acquisition proposals

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

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 8.

GLOSSARY

\$ means Australian dollars.

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.

Canaccord means Canaccord Genuity (Australia) Limited (ACN 075 071 466) (AFSL 234666).

Canaccord Lead Manager Mandate means the lead manager mandate between Canaccord and the Company dated 24 March 2022 summarised in Schedule 2.

Capital Raising means the Second Placement and the Flow-Through Placement.

Capital Raising Share means a Second Placement Share or a Flow-Through Placement Share.

Chair means the chair of the Meeting.

Company means Aston Minerals Limited (ACN 144 079 667).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Flow-Through Placement has the meaning given in Section 1.1(a).

Flow-Through Placement Share means a Share issued pursuant to the Flow-Through Placement.

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

Lead Manager Options means an option to acquire a Share with the terms and conditions set out in Schedule 1.

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.

Peartree means Peartree Securities Inc.

Peartree Engagement Letter means the engagement letter dated 22 March 2022 under which the Company engaged Peartree to facilitate the Flow-Through Placement.

Proxy Form means the proxy form accompanying the Notice.

Red Cloud Lead Manager Mandate means the lead manager mandate between Red Cloud and the Company dated 14 March 2022 summarised in Schedule 2.

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

Second Placement has the meaning given in Section 1.1(b).

Second Placement Share means a Share issued pursuant to the Second Placement.

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.

Share Subscription Agreement means the share subscription agreement dated 28 March 2022 between the Company and Peartree.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF LEAD MANAGER OPTIONS

1. Entitlement

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

2. Exercise Price

Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.29 (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5:00 pm (WST) two (2) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

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

5. 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.

6. 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**).

7. Timing of issue of Shares on exercise

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

- (a) 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;
- (d) 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
- (e) 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 7 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.

8. Shares issued on exercise

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

9. 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.

10. Participation in new issues

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

11. 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.

12. Transferability

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

SCHEDULE 2 – CANACCORD LEAD MANAGER MANDATE

The Company entered into a mandate with Canaccord pursuant to which Canaccord agreed to act as lead manager to the Capital Raising. The key terms of the Canaccord Lead Manager Mandate are as follows:

- (a) **(Term)**: 12 months commencing from 24 March 2022;
- (b) **(Fees)**: the Company has agreed to pay Canaccord:
 - (i) a 5% capital raising fee;
 - (ii) a 1% management fee; and
 - (iii) subject to Shareholder approval, the issue of 1,589,325 unquoted options to acquire Shares, each exercisable at \$0.29 each and expiring two years from the date of issue.
- (c) **(Expenses)**: Canaccord is entitled to reimbursement of all reasonable out of pocket expenses incurred in connection with the Canaccord Lead Manager Mandate. Any individual item over \$2,000 requires prior written approval by the Company;
- (d) **(Right of First Refusal)**: If, during the period of 12 months starting on the earlier of the completion of the Capital Raising and the termination of the Canaccord Lead Manager Mandate, the Company undertakes any subsequent offer, the Company agreed to offer Canaccord the opportunity to act as sole and exclusive lead manager to the subsequent offer;
- (e) **(Termination)**: the parties may terminate the Canaccord Lead Manager Mandate as follows:
 - (i) the Company may terminate the Canaccord Lead Manager Mandate by giving written notice if Canaccord commits a material breach of the Canaccord Lead Manager Mandate and if Canaccord has not remedied the breach within 14 days of being given written notice of the breach;
 - (ii) Canaccord may terminate the Canaccord Lead Manager Mandate at any time by giving 30 days written notice; or
 - (iii) in the event of expiry or termination of the Canaccord Lead Manager Mandate any outstanding expenses or fees owing to Canaccord will be payable by the Company within 14 days of termination or the date of accrual.

The Canaccord Lead Manager Mandate otherwise contains terms, conditions and restrictions which are customary for an agreement of its nature including confidentiality provisions.

SCHEDULE 3 – RED CLOUD LEAD MANAGER MANDATE

The Company entered into a mandate with Red Cloud pursuant to which Red Cloud agreed to act as lead manager to the Capital Raising. The key terms of the Red Cloud Lead Manager Mandate are as follows:

- (a) **(Term)**: the Red Cloud Lead Manager Mandate shall continue until the earlier of 6 months commencing from 14 March 2022 and the closing date of the Capital Raising;
- (b) **(Fees)**: the Company has agreed to pay Red Cloud:
 - (i) a 5% cash commission of the gross proceeds from the issue of Shares;
 - (ii) a 3% reduced cash commission of the gross proceeds from the issue of Shares to Sprott Asset Management; and
 - (iii) subject to Shareholder approval, the issue of 7,946,625 unquoted options to acquire Shares, each exercisable at \$0.29 each and expiring two years from the date of issue.
- (c) **(Subsequent Offer)**: If, during the period of 12 months following the later of the closing date of the Capital Raising and the termination of the Red Cloud Lead Manager Mandate, the Company completes any subsequent offer in which third parties sourced by Red Cloud participate, the Company agreed to pay Red Cloud:
 - (i) a 5% cash commission of the gross proceeds from the issue of securities to third parties sourced by Red Cloud under any subsequent offer; and
 - (ii) options to acquire that number of Shares which is equal to 5% of the aggregate number of securities issued to the third parties, sourced by Red Cloud, under any subsequent offer, at an exercise price equal to 100% premium of the offer price of the subsequent offer.
- (d) **(Termination)**: following the period of 6 months commencing from 14 March 2022 the parties may terminate the Red Cloud Lead Manager Mandate by giving 30 days written notice.

The Red Cloud Lead Manager Mandate otherwise contains terms, conditions and restrictions which are customary for an agreement of its nature.

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **10.00am (AWST) on Monday, 6 June 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

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

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

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



SUBMIT YOUR PROXY VOTE BY PAPER

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

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

[illegible]

Resolutions		For	Against	Abstain
1.	Ratification of Prior Issue of Shares – Flow-Through Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Ratification of Prior Issue of Shares – Second Placement (7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Ratification of Prior Issue of Shares – Second Placement (7.1A)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Issue of Shares to Related Party – Mr Tolga Kumova	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Issue of Shares to Related Party – Mr Robert Jewson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Approval to Issue Options – Canaccord Genuity (Australia) Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Approval To Issue Options – Red Cloud Securities Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

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Email Address:

Contact Daytime Telephone Date (DD/MM/YY)

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By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).