

PAN ASIA METALS LIMITED
(Incorporated in the Republic of Singapore)
Company Registration No. 201729187E
ABN 40 639 599 554 (the “**Company**”)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the Boardroom Ground Floor 3 Spring Street Sydney on 23 June 2022 at 11.00 am (Sydney time) to transact and consider if thought fit, to pass the following purposes:

ORDINARY BUSINESS

1. Adoption of Audited Financial Statements for FY2021

Resolution 1

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

“To receive and adopt the Audited Financial Statements of the Company for financial year ended 31 December 2021 together with the Directors’ Statement and Report and the Independent Auditors Report thereon (collectively the 2021 Annual Report).”

2. Re-election of Directors

Resolution 2

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

“That Mr David Michael Docherty, a Director retires pursuant to Regulation 107 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 3

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

“That Mr Paul Lock, a Director retires pursuant to Regulation 107 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 4

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

“That Ms Supriya Sen, a Director retires pursuant to Regulation 108 of the Company’s Constitution and, being eligible, offers herself for election, be elected as a Director of the Company.”

3. Ratification of previous placement – 13 September 2021

Resolution 5

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 15,000,000 shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 5 by any person that participated in the issue 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 or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the 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.

4. Directors’ Remuneration for financial year ended 31 December 2021

Resolution 6

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

“That pursuant to and in accordance with Section 169 of the Singapore Companies Act 1967 and for all other purposes, payment of the Directors’ remuneration for the financial year ended 31 December 2021 be approved.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of any party who received any payment of Directors remuneration during the year 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 or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the 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.

5. Re-appointment of Auditors

Resolution 7

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

“That, in accordance with the Singapore Companies Act 1967, PKF be re-appointed as the Company’s auditors and that the Directors be authorized to fix the auditors’ remuneration.”

6. Issue of shares in lieu of the payment of Directors fees

Resolution 8

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

“That in accordance with Listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 83,600 shares at US\$0.3738 each to Mr David Michael Docherty a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 8 by or on behalf of Mr Docherty and any other person who will obtain a material benefit as a result of the issue of the shares 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 or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the 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.

Resolution 9

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

“That in accordance with Listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 83,600 shares at US\$0.3738 each to Mr Thansaak Chanyapoon a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 9 by or on behalf of Mr Chanyapoon and any other person who will obtain a material benefit as a result of the issue of the shares 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 or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the 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.

Resolution 10

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

“That in accordance with Listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 31,466 shares at US\$0.3774 each to Mr Ian Mitchell a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 10 by or on behalf of Mr Mitchell and any other person who will obtain a material benefit as a result of the issue of the shares 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 or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the 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.

Resolution 11

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

“That in accordance with Listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 62,932 shares at US\$0.3774 each to Mr Roger Jackson a related party in

lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 11 by or on behalf of Mr Jackson and any other person who will obtain a material benefit as a result of the issue of the shares 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 or proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the 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.

7. Authority to Allot Shares

Resolution 12

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

“That pursuant to Section 161 of the Singapore Companies Act 1967 of the Republic of Singapore the directors be hereby authorised, subject to the Constitution of the Company, to allot and issue such ordinary shares in the Company to such persons or corporations, in such proportion and for such consideration as they deem fit and proper and that this authority shall continue in force until the conclusion of the next Annual General Meeting.”

SPECIAL BUSINESS

8. Approval of additional 10% placement facility

Resolution 13

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of those persons. However, this does not apply to a vote cast in favour of the Resolution by:

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

Important note: The proposed allottees of any Equity Securities under the Additional 10% Placement facility are not yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

9. Any Other Business

To transact any other business which may be properly transacted at the Annual General Meeting.

By Order of the Board

Wayne Kernaghan
Company Secretary
25 May 2022

Notes:

1. Voting Entitlements
Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the shareholdings of each shareholder for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share Register as at 7.00 p.m. EST on 20 June 2021.
2. A member entitled to attend and vote is entitled to appoint not more than two proxies.
3. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.
4. Appointment of a proxy by a member who is a corporation must be under its common seal or the hand of its attorney or the hand of a person duly authorised by the corporation.
5. A proxy need not be a member of the Company.
6. To be effective, the proxy form must be received by the Company at its share registry Advance Share Registry by voting online, email or post, or received by facsimile on +61 8 6370 4203(not less than seventy two (72) hours before the time for holding the meeting. The Share registry details are set out on the proxy form.

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of shareholders of Pan Asia Metals Limited ("PAM") in connection with the business to be transacted at the Annual General Meeting of shareholders of PAM to be held at the Boardroom Ground Floor, 3 Spring Street, Sydney, NSW 2000 on 23 June 2022 at 11.00am, Eastern Standard Time.

The Directors recommend shareholders read the accompanying Notice of Annual General Meeting ("Notice") and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

1. 2021 Annual Report

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2021 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity to ask questions of the Annual Report and making comments and raising queries in relation to the Report.

A 2021 Annual Report is available to download or view on the Company's website at www.panasiametals.com

Resolution 1 is for shareholders to approve and adopt these financial statements, Statement of Directors and Auditors' Report thereon.

Representatives from the Company's auditors, PKF, will be present to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

Accordingly, the Board unanimously recommends that Shareholders approve Resolution 1.

2. Re-election of Directors

Resolution 2 relates to the re-election of Mr Docherty as a Director.

In accordance with the requirements of Regulation 107 of the Company's Constitution and the Corporations Act, one-third of the directors of the Company retire from office at this annual general meeting of the Company. Mr Docherty retires by rotation and, being eligible, offers himself for re-election.

A summary of the qualifications and experience of Mr Docherty is provided in the Annual Report.

Accordingly, the Board (with Mr Docherty abstaining) unanimously recommends that Shareholders approve Resolution 2.

Resolution 3 relates to the re-election of Mr Lock as a Director.

In accordance with the requirements of Regulation 107 of the Company's Constitution and the Corporations Act, one-third of the directors of the Company retire from office at this annual general meeting of the Company. Mr Lock retires by rotation and, being eligible, offers himself for re-election.

A summary of the qualifications and experience of Mr Lock is provided in the Annual Report.

Accordingly, the Board (with Mr Lock abstaining) unanimously recommends that Shareholders approve Resolution 3.

Resolution 4 relates to the election of Ms Sen as a Director.

In accordance with the requirements of Regulation 108 of the Company's Constitution and the Corporations Act, Ms Sen retires from office at this annual general meeting of the Company. Ms Sen retires and, being eligible, offers herself for election.

A summary of the qualifications and experience of Ms Sen is provided below:

Supriya is a former banker and project finance investments specialist, with over 3 decades of experience at financial and investment institutions including GE Capital, World Bank, Asian Development Bank and Citibank, she led investments into infrastructure and cleantech sectors across Asia and the Middle East.

Currently Supriya is a Senior Advisor at McKinsey & Co, a leading strategic consultancy firm, and an independent board director of several other public and private sector companies active in infrastructure, financial services and digital platforms in Asia and around the world.

Accordingly, the Board (with Ms Sen abstaining) unanimously recommends that Shareholders approve Resolution 4.

3. Resolution 5 - Ratification of Previous placement – 13 September 2021

On 13 September 2021 the Company announced it had issued 15,000,000 new Shares at an issue price of \$0.40 to sophisticated investors or professional investors under ASX Listing Rules 7.1.

This issuance of shares was made in compliance with ASX Listing Rule 7.1 at the time the issuance occurred. The purpose of the issue was to advance the various exploration projects and provide general working capital.

The directors are restricted by Listing Rule 7.1 from issuing new securities in the Company, which would dilute existing shareholders, to a maximum of 15% of the expanded issued capital in any 12 month period. There are exceptions which allow the directors to issue new securities above that limit which include pro rata rights issues and issues with shareholder approval.

ASX Listing Rule 7.4 allows the Company to seek approval of shareholders of the Company to an issue of securities after the issue has been made without shareholder approval under Listing Rule 7.1 provided the issue did not breach Listing Rule 7.1 and the holders of ordinary shares in the Company subsequently approve the issue.

As the issue was not in breach of Listing Rule 7.1 and was not previously approved by shareholders of the Company, the directors are now seeking shareholders' approval and ratification for the issue of the Shares.

If Resolution 5 is passed, the Company will be able to utilise Listing Rule 7.1 for future issues of up to 15% of the expanded issued capital in the next 12 month period without having to convene a Shareholders meeting to seek Shareholders' approval of any such issues. The directors believe it is desirable to have the flexibility afforded to the Company to issue securities up to the maximum 15% allowable under Listing Rule 7.1. The directors recommend that Shareholders vote in favour of the resolution.

If Resolution 5 is not passed, the company will not be allowed to utilise the exemption under Listing Rule 7.4 for the issue of these securities under Listing Rule 7.1.

The Shares issued pursuant to the placement rank equally in all respects with all existing Shares previously issued by the Company.

\$6,000,000(before expenses) was raised from the issue and was used to provide funds to advance the various exploration projects and provide general working capital.

Information required under Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 5:

Rule 7.5.1:

The persons to whom the 15,000,000 new Shares were issued were identified and selected as sophisticated investors or professional investors of Viriathus Capital.

Rule 7.5.2: Number of securities to be issued:

15,000,000 fully paid ordinary Shares

Rule 7.5.3: If the securities are not fully paid ordinary securities a summary of the material terms of the securities:

Not applicable

Rule 7.5.4: Date or dates on when securities will be issued:

15,000,000 fully paid Shares have been issued on 13 September 2021.

Rule 7.5.5: Price of securities:

15,000,000 fully paid Shares have been issued at \$0.40

Rule 7.5.6: Purpose of the issue:

to raise funds to advance various exploration projects and for working capital.

Rule 7.5.7: Summary of agreement:

Not applicable.

Rule 7.5.8: A voting exclusion statement:

A voting exclusion statement is included in the Notice

Recommendation

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

4. Resolution 6 - Directors Remuneration for the year ended 31 December 2021

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 Shareholders. However, such a resolution is advisory only and does not bind the Directors or 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 the financial year ended 31 December 2021.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

5. Resolution 7 – Re-Appointment of Auditor

Shareholders will be asked to re-appoint PKF as the Company's external auditors.

The Board recommends that Shareholders vote in favour of Resolution 7.

6. Resolution 8 - Issue of shares to Mr David Docherty in lieu of cash payment of Director's Fees

This resolution seeks approval under Listing Rule 10.11 for the issue of 83,600 ordinary fully paid shares in the Company at US\$0.3738 each in lieu of a cash payment of US\$31,250 for Director's fee to Mr Docherty. Mr Docherty yearly Director's Fee are US\$30,000 to 28 February 2022 and US\$45,000 pa from 1 March 2022.

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 give 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 shareholders.

Unless it obtains the approval of its shareholders.

The issue of shares 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 seeks the required Shareholder approval for the issue of the shares under and for the purposes of Listing Rule 10.11.

Technical Information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the shares to Mr Docherty 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). As approval pursuant to Listing Rule 7.1 is not required for the issue of the shares (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 is not passed, the Company will not be able to proceed with the issue of the shares. Mr Docherty will instead receive a cash payment of US\$31,250.

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 Resolution 8:

Rule 10.13.1: Name of person:

Mr David Docherty

Rule 10.13.2: Nature of relationship:

Mr David Docherty is a Director of the Company and is therefore a related party under Listing Rule 10.11.1

Rule 10.13.3: Number of securities to be issued:

224,177 fully paid ordinary shares.

Rule 10.13.4: Number of securities to be issued if the securities are not fully paid ordinary securities, a summary of the material terms of the securities:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

If Shareholders approve Resolution 8, the issue and allotment of the Shares to Mr Docherty, will occur on a date which is no later than one month after the date of this AGM.

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The deemed issue price of the shares to be issued to the director will be US\$0.3738 per share being in lieu of the cash payment of director fees in the amount of US\$30,000.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the shares in lieu of the payment of Director fees is to conserve the cash of the Company.

Rule 10.13.8: Intended to remunerate Directors:

The shares issued to the Director is in lieu of the cash payment of Director fees are not intended to incentivise the Director. Mr Docherty yearly Director's Fees are US\$30,000 pa to 28 February 2022 and US\$45,000 from 1 March 2022.

Rule 10.13.9: Summary of material terms:

Not applicable

Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice of Meeting.

Accordingly, the Board (with Mr Docherty abstaining) unanimously recommends that Shareholders approve Resolution 8.

7. Resolution 9 - Issue of shares to Mr Thanasak Chanyapoon in lieu of the cash payment of Directors Fees

This resolution seeks approval under Listing Rule 10.11 for the issue of 83,600 ordinary fully paid shares in the Company at US\$0.3738 each in lieu of a cash payment of US\$31,250 for Director's fee to Mr Chanyapoon. Mr Chanyapoon yearly Director's fee is US\$30,000 to 28 February 2022 and US\$45,000 pa from 1 March 2022.

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 give 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 shareholders.

Unless it obtains the approval of its shareholders.

The issue of shares 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 9 seeks the required Shareholder approval for the issue of the shares under and for the purposes of Listing Rule 10.11.

Technical Information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the shares to Mr Chanyapoon 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).As approval pursuant to Listing Rule 7.1 is not required for the issue of the shares (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 9 is not passed, the Company will not be able to proceed with the issue of the shares. Mr Chanyapoon will instead receive a cash payment of US\$31,250.

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 Resolution 9:

Rule 10.13.1: Name of person:

Mr Thanasak Chanyapoon

Rule 10.13.2: Nature of relationship:

Mr Thanasak Chanyapoon is a Director of the Company and is therefore a related party under Listing Rule 10.11.1.

Rule 10.13.3: Number of securities to be issued:

224,177 fully paid ordinary shares.

Rule 10.13.4: Number of securities to be issued if the securities are not fully paid ordinary securities, a summary of the material terms of the securities:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

If Shareholders approve Resolution 9, the issue and allotment of the Shares to Mr Chanyapoon, will occur on a date which is no later than one month after the date of this AGM.

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The deemed issue price of the shares to be issued to the director will be US\$0.3738 per share being in lieu of the cash payment of director fees in the amount of US\$31,250.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the shares in lieu of the payment of Director fees is to conserve the cash of the Company.

Rule 10.13.8: Intended to remunerate Directors:

The shares issued to the Director is in lieu of the cash payment of Director fees are not intended to incentivise the Director. Mr Chanyapoon yearly Director's fees are US\$30,000 pa to 28 February 2022 and US\$45,000 pa from 1 March 2022.

Rule 10.13.9: Summary of material terms:

Not applicable

Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice of Meeting.

Accordingly, the Board (with Mr Chanyapoon abstaining) unanimously recommends that Shareholders approve Resolution 9.

8. Resolution 10 - Issue of shares to Mr Ian Mitchell in lieu of the cash payment of Directors Fees

This resolution seeks approval under Listing Rule 10.11 for the issue of 31,466 ordinary fully paid shares in the Company at US\$0.3774 each in lieu of a cash payment of US\$11,875 for Director's fee to Mr Mitchell. Mr Mitchell yearly Director's fee is US\$30,000 to 28 February 2022 and US\$45,000 from 1 March 2022.

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 give 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 shareholders.

Unless it obtains the approval of its shareholders.

The issue of shares 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 10 seeks the required Shareholder approval for the issue of the shares under and for the purposes of Listing Rule 10.11.

Technical Information required by Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to proceed with the issue of the shares to Mr Mitchell 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). As approval pursuant to Listing Rule 7.1 is not required for the issue of the shares (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 10 is not passed, the Company will not be able to proceed with the issue of the shares. Mr Mitchell will instead receive a cash payment of US\$11,875.

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 Resolution 10:

Rule 10.13.1: Name of person:

Mr Ian Mitchell

Rule 10.13.2: Nature of relationship:

Mr Ian Mitchell is a Director of the Company and is therefore a related party under Listing Rule 10.11.1.

Rule 10.13.3: Number of securities to be issued:

67,765 fully paid ordinary shares.

Rule 10.13.4: Number of securities to be issued if the securities are not fully paid ordinary securities, a summary of the material terms of the securities:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

If Shareholders approve Resolution 10, the issue and allotment of the Shares to Mr Mitchell, will occur on a date which is no later than one month after the date of this AGM.

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The deemed issue price of the shares to be issued to the director will be US\$0.3774 per share being in lieu of the cash payment of director fees in the amount of US\$11,875.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the shares in lieu of the payment of Director fees is to conserve the cash of the Company.

Rule 10.13.8: Intended to remunerate Directors:

The shares issued to the Director is in lieu of the cash payment of Director fees are not intended to incentivise the Director. Mr Mitchell yearly Director's fees are US\$30,000 pa to 28 February 2022 and US\$45,000 from 1 March 2022.

Rule 10.13.9: Summary of material terms:
Not applicable

Rule 10.13.10: A voting exclusion statement:
A Voting Exclusion Statement is included in the Notice of Meeting.

Accordingly, the Board (with Mr Mitchell abstaining) unanimously recommends that Shareholders approve Resolution 10.

9. Resolution 11 - Issue of shares to Mr Roger Jackson in lieu of the cash payment of Directors Fees

This resolution seeks approval under Listing Rule 10.11 for the issue of 62,932 ordinary fully paid shares in the Company at US\$0.3774 each in lieu of a cash payment of US\$23,750 for Director's fee to Mr Jackson. Mr Jackson yearly Director's fee is US\$30,000 to 28 February 2022 and US\$45,000 from 1 March 2022.

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 give 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 shareholders.

Unless it obtains the approval of its shareholders.

The issue of shares 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 11 seeks the required Shareholder approval for the issue of the shares under and for the purposes of Listing Rule 10.11.

Technical Information required by Listing Rule 14.1A

If Resolution 11 is passed, the Company will be able to proceed with the issue of the shares to Mr Jackson 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).As approval pursuant to Listing Rule 7.1 is not required for the issue of the shares (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 11 is not passed, the Company will not be able to proceed with the issue of the shares. Mr Jackson will instead receive a cash payment of US\$23,750.

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 Resolution 11:

Rule 10.13.1: Name of person:
Mr Roger Jackson

Rule 10.13.2: Nature of relationship:

Mr Roger Jackson is a Director of the Company and is a related party under Listing Rule 10.11.1.

Rule 10.13.3: Number of securities to be issued:

67,765 fully paid ordinary shares.

Rule 10.13.4: Number of securities to be issued if the securities are not fully paid ordinary securities, a summary of the material terms of the securities:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

If Shareholders approve Resolution 11, the issue and allotment of the Shares to Mr Jackson, will occur on a date which is no later than one month after the date of this AGM.

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The deemed issue price of the shares to be issued to the director will be US\$0.3774 per share being in lieu of the cash payment of director fees in the amount of US\$23,750.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the shares in lieu of the payment of Director fees is to conserve the cash of the Company.

Rule 10.13.8: Intended to remunerate Directors:

The shares issued to the Director is in lieu of the cash payment of Director fees are not intended to incentivise the Director. Mr Jackson yearly Director's fees are US\$30,000 pa to 28 February 2022 and US\$45,000 from 1 March 2022.

Rule 10.13.9: Summary of material terms:

Not applicable

Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice of Meeting.

Accordingly, the Board (with Mr Jackson abstaining) unanimously recommends that Shareholders approve Resolution 11

10. Resolution 12 - Authority to Allot Shares

Section 161 of the Companies Act requires that the issue of any new Shares or other securities in the Company be approved by Shareholders.

Resolution 12 therefore seeks approval for the Directors to be empowered to issue Shares or convertible securities in the Company from the date of the Meeting to the conclusion of the next annual general meeting of the Company or the date by which next annual general meeting for the Company is required by law to be held, whichever is the earlier.

This authority will, unless revoked or varied at a general meeting of the Company, expire at the conclusion of the next annual general meeting of the Company.

The Board recommends that Shareholders approve Resolution 12.

11. Resolution 13 - Approval of additional 10% placement facility

Background

Listing Rule 7.1A provides that in addition to the 15% placement capacity permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the period the approval is valid, a number of quoted Equity Securities which represents 10% of the number of fully paid ordinary securities on

issue at the commencement of that 12 month period as adjusted in accordance with the formula in Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis). The Company is an eligible entity.

Any Equity Securities issued under the 10% placement facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company has one class of quoted securities on issue, being ordinary shares.

Resolution 13 seeks Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the Additional 10% Placement Facility available under Listing Rule 7.1A. The maximum number of quoted Equity Securities that may be issued under the additional 10% placement facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 13 is passed, the Company will be able to issue Equity Securities up to a combined 25% limit in Listing Rules 7.1 and 7.1A without further Shareholder approval.

If Resolution 13 is not passed, the Company will not be able to access the additional 10% placement capacity to issue quoted Equity Securities without Shareholder approval available under Listing Rule 7.1A and will remain subject to the 15% limit on issuing (or agreeing to issue) Equity Securities without Shareholder approval set out in Listing Rule 7.1.

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

Regulatory Requirements

In compliance with the information requirements of Listing Rule 7.3A, Shareholders are advised of the following information:

a. Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be a cash consideration per Equity Security of not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- i. The date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- ii. If the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

b. Dilution

As at the date of this Notice of Annual General Meeting, the Company has 146,593,992 Shares on issue. If Shareholders approve Resolution 12, the Company will have the capacity to issue approximately 14,659,399 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

If Resolution 13 is approved by Shareholders and the Company issued Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below to the extent Shareholders do not receive any Shares under such issues. There is a risk that:

- i. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than the date of the Annual General Meeting; and

- ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, which may have an effect on the amount of funds raised by the issue of the Equity Securities

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice of Annual General Meeting.

The table below also shows:

- i. two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rate entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- ii. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.24 50% decrease in Issue Price	\$0.48 Issue Price	\$0.72 50% increase in Issue Price
Current Variable A 146,593,992 Shares	Shares issued	14,659,399 New Shares	14,659,399 New Shares	14,659,399 New Shares
	Funds raised	\$3,518,256	\$7,036,512	\$10,554,768
50% increase in current Variable A 219,890,988 Shares	Shares issued	21,989,099 New Shares	21,989,099 New Shares	21,989,099 New Shares
	Funds raised	\$5,277,384	\$10,554,768	\$15,832,152
100% increase in current Variable A 293,187,984 Shares	Shares issued	29,318,798 New Shares	29,318,798 New Shares	29,318,798 New Shares
	Funds raised	\$7,036,512	\$14,073,023	\$21,109,535

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
2. No Options are issued and exercised into Shares before the date of the issue of the Equity Securities.
3. 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%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issued of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The issue of Equity Securities under the 10% placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
7. The issue price is \$0.48, being the closing price of the Shares on ASX on 19 May 2022.

c. Issue Period

If Shareholders approve Resolution 13, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

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

(the Additional 10% Placement Period).

The Company will only issue and allot Equity Securities under the Additional 10% Placement Facility during the Additional 10% Placement Period.

d. Purpose of Issues

The Company can only issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A.

e. Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- i. the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issues in which existing security holders can participate;
- ii. the effect of the issue of the Equity Securities on the control of the Company;
- iii. the financial situation and solvency of the Company; and
- iv. advice from corporate, financial and broking advisers (if applicable).

f. Previous issues

The Company has previously obtained Shareholder approval under Listing Rule 7.1A and has not issued any Equity Securities pursuant to Listing Rule 7.1A in the 12 months preceding the date of the Annual General Meeting.

g. Voting exclusion statement

A voting exclusion statement for Resolution 13 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. Accordingly, the proposed allottees of any Equity Securities under the Additional

10% Placement Facility are not as yet known or identified.

In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

Board Recommendation

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the company's share capital during the next 12 months. Accordingly, the Board unanimously recommend that Shareholders approve Resolution 13.

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