
MOHO RESOURCES LIMITED
ACN 156 217 971
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00AM WST
DATE: 19 August 2022
PLACE: Level 11, London House
216 St Georges Terrace
Perth WA 6000

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 (WST) on 17 August 2022.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 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 16,519,300 Shares 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 PLACEMENT SHARES – LISTING RULE 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 13,012,869 Shares 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 – APPROVAL TO ISSUE FREE-ATTACHING OPTIONS

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1 free-attaching Placement Option, for every one (1) Share subscribed for and issued, 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 – APPROVAL TO ISSUE SHARES AND OPTIONS – BT GLOBAL HOLDINGS PTY LTD

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 2,529,507 Shares and 2,529,507 free attaching Placement Options 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 – APPROVAL TO ISSUE SHARES – PROACTIVE INVESTORS

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 1,666,667 Shares 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 SHARES – CHAPTER ONE ADVISORS

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 1,363,636 Shares 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 SHARES – WHISTLEPIPE

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 909,091 Shares on the terms and conditions set out in the Explanatory Statement.”

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

Dated: 14 July 2022

By order of the Board

Ralph Winter
Director/Company Secretary

Voting Exclusion Statement:

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:

Resolutions 1 and 2 – Ratification of prior issue of Placement Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely those who participated in the Placement) or an associate of that person or those persons.
Resolution 3 – Approval to issue free-attaching Options	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely those who participated in the Placement) or an associate of that person (or those persons).
Resolution 4 – Approval to issue Shares and Options – BT Global Holdings Pty Ltd	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, BT Global Holdings Pty Ltd) or an associate of that person (or those persons).
Resolution 5 – Approval to issue Shares – Proactive Investors	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Proactive Investors, or their nominee/s) or an associate of that person (or those persons).
Resolution 6 – Approval to issue Shares – Chapter One Advisors	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Chapter One Advisors, or their nominee/s) or an associate of that person (or those persons).
Resolution 7 – Approval to issue Shares – Whistlepipe	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Whistlepipe, or their nominee/s) 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 in person

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

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 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 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 changes to the Corporations Act made in 2011 mean 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9481 0389.

EXPLANATORY STATEMENT

1. BACKGROUND TO RESOLUTIONS

1.1 Overview

On 7 June 2022, the Company completed a placement of 29,532,169 Shares (**Placement Shares**) to professional and sophisticated investors (**Placement Participants**), at an issue price of \$0.033 per Share to raise \$974,562 (before costs), together with one free attaching Option (on the terms and conditions set out in Schedule A) for every one new Share issued (**Placement Option**).

The Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (16,519,300 Shares) and Listing Rule 7.1A (13,012,869 Shares).

The Placement Options will be issued following receipt of Shareholder approval (the subject of Resolution 3).

1.2 Lead Manager

RM Corporate Finance Pty Ltd (**RM Corporate**) (ACN: 108 084 386) (AFSL: 315 235) acted as the Lead Manager of the Placement. In consideration for the provision of these services, the Company agreed to:

- (a) pay RM Corporate (or its nominee/s) a capital raising and management fee of 6% of the funds raised under the Placement (being an amount equal to \$58,473.72), which may be converted (in whole or in part) to Shares on the same terms as the Placement (including the one for one free attaching Placement Option) at the sole election of RM Corporate and subject to Shareholder approval; and
- (b) subject to Shareholder approval, issue RM Corporate (or its nominee/s) \$25,000 in Shares on the same terms as the Placement (including the one for one free attaching Placement Options), being 757,576 Shares and 757,576 Placement Options.

RM Corporate have elected to convert the entire 6% capital raising and management fee (being an amount equal to \$58,473.72) into Shares (being 1,771,931 Shares and 1,771,931 Placement Options).

As such, pursuant to Resolution 4, the Company is seeking Shareholder approval to issue a total of 2,529,507 Shares and 2,529,507 Placement Options to BT Global Holdings Pty Ltd (as nominee of RM Corporate) in consideration for acting as lead manager to the Placement.

1.3 Summary

Resolutions 1 to 4 seek:

- (a) Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares (Resolutions 1 and 2); and

- (b) Shareholder approval pursuant to Listing Rule 7.1 for the issue of free-attaching Placement Options, on a one for one basis to participants in the Placement (Resolution 3); and
- (c) Shareholder approval pursuant to Listing Rule 7.1 for the issue of Shares and Placement Options to BT Global Holdings Pty Ltd, as nominee of RM Corporate (Resolution 4).

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES - LISTING RULES 7.1 AND 7.1A

2.1 General

On 7 June 2022, the Company issued 29,532,169 Shares under the Placement at an issue price of \$0.033 per Share to raise \$974,562.

16,519,300 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1 (being the subject of Resolution 1) and 13,012,869 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 2).

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 (or agree to 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.

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 19 January 2022.

The issue of the Placement 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 Placement 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 Placement Shares.

Resolutions 1 and 2 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Placement 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 Placement Shares.

If Resolutions 1 and 2 are not passed, the Placement 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 Placement 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 and 2:

- (a) the Placement Shares were issued to professional and sophisticated investors who are clients of RM Corporate. The recipients were identified through a bookbuild process, which involved RM Corporate seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients 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, aside from Salvatore Di Vincenzo, who (together with his associates) currently has a relevant interest in 10,780,285 Shares (~6.7% of the Company's issued Share capital). Mr Vincenzo was issued 1,878,787 Shares (~1.4% of the issued Share capital pre-Placement) under the Placement;
- (c) The Placement Shares were issued on the following basis:
 - (i) 16,519,300 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
 - (ii) 13,012,869 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (d) the Placement 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;
- (e) the Placement Shares were issued on 7 June 2022;

- (f) the issue price was \$0.033 per Placement Share under both the issue of Shares 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 Placement Share;
- (g) the purpose of the issue of the Placement Shares was to raise \$974,562, which will be applied towards general working capital and for advancing exploration at Moho's projects, including Black Swan South and Manjimup; and
- (h) the Placement Shares were not issued under an agreement.

3. RESOLUTION 3 – APPROVAL TO ISSUE FREE-ATTACHING OPTIONS

3.1 General

The Company is proposing to issue up to one free attaching Placement Option for every Share subscribed for and issued, up to a total of 29,532,169 Placement Options.

As summarised in Section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue or agree to 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.

The proposed issue of the Placement Options is subject to receipt of Shareholder approval and therefore falls within exception 17 of Listing Rule 7.2. The purpose of this Resolution is to seek Shareholder approval for the proposed issue under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement 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 3 is not passed, the Company will not be able to proceed with the issue of the Placement Options, until such time as it has sufficient placement capacity to do so.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options.

3.3 Technical information required by Listing Rule 7.1

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

- (a) the Placement Options will be issued to professional and sophisticated investors who participated in the Placement and are clients of RM Corporate. The recipients were identified through a bookbuild process, which will involved RM Corporate seeking expressions of interest to participate in the Placement from non-related parties of the Company.

- (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, aside from Salvatore Di Vincenzo, who (together with his associates) currently has a relevant interest in 10,780,285 Shares (~6.7% of the Company's issued Share capital). Mr Vincenzo was issued 1,878,787 Shares under the Placement (~1.4% of the issued Share capital pre-Placement) and will be issued 1,878,787 free attaching Options if this Resolution is passed;
- (c) the maximum number of Placement Options to be issued is 29,532,169;
- (d) the Placement Options will be issued on the terms and conditions set out in Schedule A;
- (e) the Placement 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 Placement Options will occur on the same date;
- (f) the Placement Options will be issued free attaching to the Placement Shares on a one for one basis. The Company will not receive any other consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Options);
- (g) the purpose of the issue of the Placement Options is to incentivise participation in the Placement;
- (h) the Placement Options are not being issued under an agreement; and
- (i) the Placement Options are not being issued under, or to fund, a reverse takeover.

4. RESOLUTION 4 – APPROVAL TO ISSUE SHARES – BT GLOBAL HOLDINGS PTY LTD

4.1 General

The Company has agreed to issue BT Global Holdings Pty Ltd (as nominee of RM Corporate) 2,529,507 Shares and 2,529,507 free attaching Placement Options, in consideration for acting as lead manager to the Placement (refer to Section 1.2 above for further details).

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The agreement to issue the Shares and Placement Options is subject to receipt of Shareholder approval and therefore falls within exception 17 of Listing Rule 7.2.

The purpose of this Resolution is to seek Shareholder approval for the proposed issue under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Shares and Placement Options. In addition, the issue of the Shares and Placement 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 4 is not passed, the Company will not be permitted to issue the Shares and Placement Options on the basis that it has relied on exception 17 of Listing Rule 7.2. In such circumstances, the Company will seek to renegotiate the consideration payable to RM Corporate.

4.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Shares and Placement Options will be issued to BT Global Holdings Pty Ltd.
- (b) the maximum number of Shares to be issued is 2,529,507. 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;
- (c) the maximum number of Placement Options to be issued is 2,529,507. The Placement Options will be issued on the terms and conditions set out in Schedule A;
- (d) the Shares and Placement 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 Shares and Placement Options will occur on the same date;
- (e) the Shares and Placement Options will be issued at a nil issue price, in consideration for lead manager services provided by RM Corporate;
- (f) the Shares are being issued to BT Global Holdings Pty Ltd (as nominee of RM Corporate) under the lead manager mandate. A summary of the material terms of the lead manager mandate is set out in Section 1.2; and
- (g) the Shares and Placement Options are not being issued under, or to fund, a reverse takeover.

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES – PROACTIVE INVESTORS

5.1 General

The Company is proposing to issue Proactive Investors (or its nominee/s) 1,666,667 Shares in lieu of accrued fees payable by the Company to Proactive Investors for online marketing services provided to the Company between May 2021 and May 2023.

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

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

5.2 Technical information required by Listing Rule 14.1A

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

If Resolution 5 is not passed, the Company may either, (1) elect to issue the Shares under its refreshed placement capacity under Listing Rule 7.1 (subject to the passing of Resolution 1), (2) pay the accrued fees in cash, or (3) seek to negotiate an alternative means of satisfying the Company's obligation to pay the accrued fees.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Shares.

5.3 Technical information required by Listing Rule 7.1

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

- (a) the Shares will be issued to Proactive Investors or its nominee/s.
- (b) the maximum number of Shares to be issued is 1,666,667. 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;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (d) the Shares will be issued at a nil issue price, in lieu of accrued fees payable by the Company to Proactive Investors for online marketing services provided to the Company between May 2021 and May 2023;
- (e) the Shares are not being issued under an agreement; and
- (f) the Shares are not being issued under, or to fund, a reverse takeover.

6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES – CHAPTER ONE ADVISORS

6.1 General

The Company is proposing to issue Chapter One Advisors (or its nominee/s) 1,363,636 Shares in lieu of accrued fees payable by the Company to Chapter One

Advisors for investor relations services provided to the Company between September 2021 and February 2022.

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

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

6.2 Technical information required by Listing Rule 14.1A

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

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Shares and may either, (1) elect to issue the Shares under its refreshed placement capacity under Listing Rule 7.1 (subject to the passing of Resolution 1), (2) pay the accrued fees in cash, or (3) seek to negotiate an alternative means of satisfying the Company's obligation to pay the accrued fees.

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Shares.

6.3 Technical information required by Listing Rule 7.1

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

- (a) the Shares will be issued to Chapter One Advisors or its nominee/s.
- (b) the maximum number of Shares to be issued is 1,363,636. 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;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (d) the Shares will be issued at a nil issue price, in lieu of accrued fees payable by the Company to Chapter One Advisors for investor relations services provided to the Company between September 2021 and February 2022;
- (e) the Shares are not being issued under an agreement; and
- (f) the Shares are not being issued under, or to fund, a reverse takeover.

7. RESOLUTION 7 – APPROVAL TO ISSUE SHARES – WHISTLEPIPE

7.1 General

As announced on 25 October 2021, the Company previously entered into an agreement with Whistlepipe (**Acquisition Agreement**) to acquire a granted exploration licence and certain technical information relating to six project areas in Western Australia (**Project Areas**) which Moho intends to evaluate with a view to securing tenure. The exploration licence and Project Areas are located in sparsely and under-explored ground within the prospective western and southwestern margins of the Yilgarn craton and the Albany-Fraser orogen of Western Australia.

Under the Acquisition Agreement, the Company agreed to pay Whistlepipe \$10,000 cash within 10 business days of the grant of any tenement pertaining to the land comprising each Project Area (or where a Project Area comprises multiple tenements, within 10 business days of the grant of the last of those tenements).

The following tenements have been granted with respect to four separate project areas:

- (a) Project Area: Chorkerup Farm, Tenement number/s: E70/5947;
- (b) Project Area: Stirling Range North, Tenement number/s: E70/5945; and
- (c) Project Area: Tambellup, Tenement number/s: E70/5946, E70/6008.

As such, pursuant to the terms of the Acquisition Agreement, the consideration payable by Moho to Whistlepipe is \$30,000 cash.

The parties have agreed that, subject to shareholder approval, Moho may satisfy its obligation to pay this cash amount via the issue of \$30,000 worth of Shares, at a deemed issue price of \$0.033 per Share (being 909,091 Shares).

As summarised in Section 2.1 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The agreement to issue the Shares is subject to receipt of Shareholder approval and therefore falls within exception 17 of Listing Rule 7.2. The purpose of this Resolution is to seek Shareholder approval for the proposed issue under Listing Rule 7.1.

7.2 Technical information required by Listing Rule 14.1A

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

If Resolution 7 is not passed, the Company will not be permitted to issue the Shares on the basis that it has relied on exception 17 of Listing Rule 7.2. In such circumstances, the Company will need to make the consideration payment in

cash or otherwise seek to renegotiate the terms of the consideration with Whistlepipe.

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

7.3 Technical information required by Listing Rule 7.1

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

- (a) the Shares will be issued to Whistlepipe or its nominee/s.
- (b) the maximum number of Shares to be issued is 909,091. 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;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (d) the Shares will be issued at a nil issue price, as part of the consideration payable under the Acquisition Agreement, as further described in Section 8.1 above;
- (e) the Shares are being issued pursuant to the Acquisition Agreement (as varied), a summary of which is set out in Schedule B; and
- (f) the Shares are not being issued under, or to fund, a reverse takeover.

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.

Chair means the chair of the Meeting.

Chapter One Advisors means Assert Corporate & Investor Relations Pty Ltd t/a Chapter One Advisors.

Company means Moho Resources Limited (ACN 156 217 971).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proactive Investors means Proactive Investors Australia Pty. Ltd.

Proxy Form means the proxy form accompanying the Notice.

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

RM Corporate means RM Corporate Finance Pty Ltd.

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.

Whistlepipe means Whistlepipe Exploration Pty Ltd.

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

SCHEDULE A – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.05 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 31 January 2024 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

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

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

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

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

SCHEDULE B – SUMMARY OF ACQUISITION AGREEMENT

Proposal term	Description and clause reference
Brief overview	<p>On 22 October 2021, the Company entered into a Binding Term Sheet with Whistlepipe, pursuant to which the Company agreed to acquire, and Whistlepipe agrees to sell:</p> <ol style="list-style-type: none"> all of its rights, title and interest in exploration licence E70/5762 (Tenement); and certain technical information with respect to areas of land in Western Australia over which the Company intends to apply for one or more mining tenements (each, a Project), <p>(together, the Sale Assets).</p>
Consideration	<p>In consideration for the Sale Assets, the Company:</p> <ol style="list-style-type: none"> issued Whistlepipe 1,311,625 Shares on 29/04/2022, being \$10,000 worth of Shares at a deemed issue price based on the volume weighted average price for the Shares on the 10 trading days on which sales in Shares were recorded before the date the agreement was signed agreed to pay Whistlepipe \$10,000 within 10 business days of the grant of any tenement pertaining to the land comprising each Project (or where a Project comprises multiple tenements, within 10 business days of the grant of the last of those tenements. With respect to four tenements granted over three of the Projects, the Company and Whistlepipe have subsequently agreed that the Company may, subject to shareholder approval, issue shares in lieu of the cash consideration payable (refer to Resolution 7 for further information); agreed to, within 10 business days after the announcement of a maiden JORC compliant Mineral Resource (as defined in the JORC Code 2012 Edition), pay \$1.50 cash per ounce of gold (or metal equivalent) comprising that resource announced in respect of the respective Project or Tenement; agreed to, within 10 business days of an announcement, in respect of a Project or Tenement, of a final investment decision (FID) to commence commercial mining, pay \$1.50 cash per ounce of contained gold (or metal equivalent) within the JORC compliant Mineral Reserve of the feasibility study which was the basis to make that FID); and to grant Whistlepipe (or its nominee) a royalty fee of 1% of the net smelter return on all minerals, mineral products and concentrates, produced, recovered and sold from the Tenement or Projects, by the Company, which shall otherwise be granted on terms detailed in a formal royalty deed to be later entered into by the parties. <p>Any consideration payable is exclusive of GST.</p>
Conditions precedent	All conditions precedent to the transaction have been satisfied.
Area of interest	Whistlepipe and the Company agree that for the period two years following the execution of the agreement that they will not, without the prior written consent of the other party, acquire any interest on its own behalf in any mining tenement within the area of land comprised within the boundaries of the Tenement and the Projects; and comprised within the boundaries of such Tenement and the Projects.
Right of first refusal	Each party has the right of first refusal to purchase all or any part of the other party's interest in any part or parts of the Tenement or a Project, including a party's royalty interest, in the event that a party wishes to sell any part of its interest under the Agreement.



LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Moho Resources Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the Meeting

OR



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held at **Level 11, London House, 216 St Georges Terrace, Perth WA 6000 on 19 August 2022 at 10:00am (WST)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

VOTING DIRECTIONS

Resolutions	For	Against	Abstain*
1 Ratification of prior issue of Placement Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue of Placement Shares – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to Issue Free-attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to Issue Shares and Options – BT Global Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to Issue Shares – Proactive Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue shares – Chapter One Advisors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to Issue Shares – Whistlepipe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf 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 SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

☐

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

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

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:00am (WST) on 17 August 2022, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033