

9 September 2022

Dear Shareholder

Extraordinary General Meeting – Notice and Proxy Form

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of Shareholders of Wia Gold Limited (ACN 141 940 230) (**Company**) will be held at 10:00 am (WST) on Tuesday, 11 October 2022 at Emerald House, 1202 Hay Street, West Perth, Western Australia.

The Board has made the decision that it will hold a physical Meeting with appropriate social gathering and physical distancing measures in place.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to Stuart McKenzie, Company Secretary at info@wiagold.com.au at least 48 hours before the Meeting.

Unless requested, the Company will not be dispatching physical copies of the Notice of Meeting (**NOM**) to shareholders. Instead, a copy of the NOM is available at <https://www.wiagold.com.au/investors/asx-announcements/>.

As you have **not** elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.

Proxies should be returned as follows:

- | | |
|----------------|--|
| Online | At https://investor.automic.com.au/#/loginsah |
| By mail | Share Registry – Automic, GPO Box 5193, Sydney NSW 2001 |
| By fax | + 61 2 8583 3040 |
| By hand | Automic, Level 5, 126 Phillip Street, Sydney NSW 2000 |

To be valid, your proxy voting instruction must be received by 10:00 am (WST) on Sunday, 9 October 2022, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the NOM, please contact the Company Secretary by telephone on +61 8 9200 4960 or by email at info@wiagold.com.au.

Stuart McKenzie
Company Secretary

**WIA GOLD LIMITED
ACN 141 940 230**

NOTICE OF EXTRAORDINARY GENERAL MEETING

An Extraordinary General Meeting of the Company will be held at Emerald House, 1202 Hay Street, West Perth on Tuesday, 11 October 2022 at 10.00am (WST).

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

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9200 3426.

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

WIA GOLD LIMITED

ACN 141 940 230

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Wia Gold Limited (**Wia** or **Company**) will be held at 10:00 am (WST) on Tuesday, 11 October 2022 at Emerald House, 1202 Hay Street, West Perth, Western Australia (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 5:00 pm (WST) on Sunday, 9 October 2022.

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined either where first used or in Schedule 1.

AGENDA

1. Resolution 1 - Approval to issue the Placement Shares

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to a maximum of 110,000,000 Shares at \$0.06 Per Share on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of 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 entity) or an associate of that persons or those persons.

However, this does not apply to a vote cast in favour of this 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 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 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.

2. Resolution 2 - Approval to Issue Options to Director - Andrew Pardey

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 3,000,000 Options, exercisable at \$0.076, expiring 26 May 2025 per Option to Andrew Pardey (or his nominee) 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 by or on behalf of Andrew Pardey (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Options to Andrew Pardey (or his nominee) (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) it is cast by 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. Resolution 3 - Approval to Issue Options to Director - Chris van Wijk

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 3,000,000 Options, exercisable at \$0.076, expiring 26 May 2025 per Option to Chris van Wijk (or his nominee) 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 by or on behalf of Chris van Wijk (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Options to Chris van Wijk (or his nominee) (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) it is cast by 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

4. Resolution 4 - Approval to Issue Options to Director - Steven Michael

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 3,000,000 Options, exercisable at \$0.076, expiring 26 May 2025 per Option to Steven Michael (or his nominee) 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 by or on behalf of Steven Michael (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Options to Steven Michael (or his nominee) (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) it is cast by 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

5. Resolution 5 - Approval of Issue of Shares to Director - Andrew Pardey

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 500,000 Shares, at \$0.06 per Share, to Andrew Pardey (or his nominee) 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 by or on behalf of Andrew Pardey (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Shares to Andrew Pardey (or his nominee) (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) it is cast by 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

6. Resolution 6 - Approval of Issue of Shares to Director - Steven Michael

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 250,000 Shares, at \$0.06 per Share, to Steven Michael (or his nominee) 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 by or on behalf of Steven Michael (and/or his nominee(s)) and any other person who will obtain a material benefit as a result of the issue of the Shares to Steven Michael (or his nominee) (except a benefit solely by reason of being a Shareholder), or any of their respective associates.

However, the Company will not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides; or
- (c) it is cast by 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

7. Resolution 7 - Section 195 Approval

In accordance with section 195(1) of the Corporations Act, a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

The Directors have a material personal interest in the outcome of each of the respective Resolutions under Resolutions 2 to 4 (inclusive). In the absence of this Resolution 7, the Directors may not be able to form a quorum at directors' meetings necessary to carry out the terms of these Resolutions.

The Directors accordingly exercise their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

BY ORDER OF THE BOARD

Stuart McKenzie
Company Secretary

Dated: 9 September 2022

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 10:00 am (WST) on Tuesday, 11 October 2022 at Emerald House, 1202 Hay Street, West Perth, Western Australia.

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

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

Section	Information item
Section 1:	Introduction
Section 2:	Action to be taken by Shareholders
Section 3:	Resolution 1 - Approval to issue of the Placement Shares
Section 4:	Resolution 2 - Approval to Issue Options to Director - Andrew Pardey
Section 5:	Resolution 3 - Approval to Issue Options to Director - Chris van Wijk
Section 6:	Resolution 4 - Approval to Issue Options to Director - Steven Michael
Section 7:	Resolution 5 - Approval to Issue Shares to Director - Andrew Pardey Resolution 6 - Approval to Issue Shares to Director - Steven Michael
Section 8	Resolution 7: Section 195 approval
Schedule 1:	Definitions
Schedule 2:	Terms and conditions of Director Options

1.1 Time and place of Meeting

Notice is given that the Meeting will be held at 10:00 am (WST) on Tuesday, 11 October 2022 at Emerald House, 1202 Hay Street, West Perth, Western Australia.

1.2 Your vote is important

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

1.3 Voting eligibility

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 5:00 pm (WST) on Sunday, 9 October 2022.

1.4 Defined terms

Capitalised terms in this Notice of Meeting and Explanatory Memorandum are defined either in Schedule 1 or where the relevant term is first used.

1.5 Responsibility

This Notice of Meeting and Explanatory Memorandum have been prepared by the Company under the direction and oversight of its Directors.

1.6 No internet site is part of this document

No internet site is part of this Notice of Meeting and Explanatory Memorandum.

1.7 Competent person's statement

The information in this explanatory memorandum that relates to exploration results at the Kokoseb Gold Project (**Kokoseb**) located on the Company's Damaran Gold Project is based on information compiled by Company geologists and reviewed by Mr Pierrick Couderc, in his capacity as Exploration Manager of WiaGold Limited. Mr. Couderc is a member of both the Australian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr. Couderc consents to the inclusion in this explanatory memorandum of the matters based upon the information in the form and context in which it appears.

2. Action to be taken by Shareholders

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

2.1 Voting in person

A shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the enclosed proxy form to the Meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the Meeting to facilitate this registration process.

2.2 Voting by corporate representative

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the Meeting. This form may be obtained from the Company's share registry.

2.3 Proxies

(a) Voting by proxy

Shareholders may appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited to attend the Meeting or, if they are unable to attend in person, they are encouraged to appoint a proxy.

In accordance with section 249L of the Corporations Act, please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

(b) Proxy vote if appointment specifies way to vote

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

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
- (iii) if the proxy is the chair of the Meeting at which the resolution is voted on - the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

(c) Transfer of non-chair proxy to chair in certain circumstances

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

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

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

2.4 Chair's voting intentions

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

2.5 Lodgement of proxy documents

To be valid, your notification of proxy (and any power of attorney under which it is signed) must be received at an address given below by 10:00 am (WST) on Sunday, 9 October 2022. Any proxy form received after that time will not be valid for the scheduled Meeting. Proxies should be returned as follows:

Email smckenzie@wiagold.com.au

By mail Wia Gold Limited - 1202 Hay Street, West Perth, WA 6005

2.6 Voting exclusions

Please refer to the Notice and to discussion of the relevant resolutions below for details of the applicable voting exclusions.

3. Resolution 1 - Approval to Issue the Placement Shares

3.1 Background

As announced on 6 September 2022, subject to the Company obtaining prior Shareholder approval, the Company intends to issue up to 110,000,000 Shares at \$0.06 per Share to raise \$6,600,000 (before costs) (**Placement**) (**Placement Shares**).

Proceeds from the Placement will be applied towards Wia's ongoing gold exploration programs in Namibia and Côte d'Ivoire and general working capital.

In Namibia, a 20,000 metre reverse circulation (**RC**) drilling program is under way at Kokoseb to follow up a recent diamond drilling program that intersected high-grade mineralisation, the results of which included:¹

- 17.4m at 2.70 g/t Au from 49m, incl. 5.2m at 5.91 g/t Au in hole KDD001;
- 4.8m at 4.38 g/t Au from 110.9m in hole KDD002;
- 11.5m at 2.50 g/t Au from 58.5m, incl. 5.3m at 4.11 g/t Au in hole KDD003;
- 27.0m at 1.67 g/t Au from 36.5m, incl. 8.5m at 2.44 g/t Au in hole KDD003;
- 13.1m at 2.56 g/t Au from 22.6m in hole KDD012; and
- 30.3m at 1.97 g/t Au from 183.3m, incl 3.3m at 6.3 g/t Au in hole KDD010.

Results from the first hole of the RC drilling program currently underway, have returned a significant intercept of 23.0m at 1.56 g/t Au². As at 31 July 2022, 11 holes for 2,162 RC metres had been completed at Kokoseb.

The diamond drilling results defined a significant new gold discovery in Namibia and demonstrated the large-scale opportunity at Kokoseb. Not only does Kokoseb have scale,

¹ ASX announcements 7 June 2022, 27 July 2022 and 17 August 2022

² ASX announcement 17 August 2022

as shown by the results of widespread soil sampling and by the in-situ mineralisation intersected in an extensive trenching program, it also hosts high-grade mineralisation, as shown from diamond and RC drilling that has returned significant intercepts.

In Côte d'Ivoire, work will be focused on the Mankono, Bouaflé and Bocanda projects. At the Mankono Project, infill drilling of the auger program conducted over the southern gold anomaly that has identified in situ gold mineralisation will be conducted, in order to determine targets for follow up drilling. At the **Bouaflé** Project, sampling has highlighted new areas for potential gold mineralization, which will be followed up by further infill sampling at surface (termite mounds and/or soils) and auger drilling to test for in-situ gold mineralisation. At the Bocanda Project, reconnaissance work completed to date has identified some areas of surface gold anomalism, which will be infilled and tested with auger drilling.

If Shareholder approval is obtained as contemplated by this Notice, the Placement Shares are intended to be issued on or about Tuesday, 18 October 2022, with normal settlement trading for the Placement Shares to commence on or around that date.

Argonaut Securities Pty Ltd is acting as lead manager (**Lead Manager**) to the Placement.

3.2 ASX Listing Rule 7.1

Resolution 1 seeks Shareholder approval for the issue of the Placement Shares under ASX Listing Rule 7.1. ASX Listing Rule 7.1 provides that a listed entity must not, subject to specified exceptions, issue or agree to issue securities that represent more than 15% of its securities in a 12-month period without Shareholder approval.

The issue of the Placement Shares does not fit within any of the stated exceptions to ASX Listing Rule 7.1. Given the issue of the Placement Shares has not yet been approved by the Company's Shareholders and owing to the Company having utilised the entirety of its 15% Equity Securities Issuance capacity under Listing Rule 7.1 pursuant to the issue of Shares on 15 November 2021, the Company is unable to issue further Shares without Shareholder approval for the 12-month period following 15 November 2021.

3.3 Effect on the capital of the Company

The securities issued, for which approval and ratification is sought under Resolution 1, comprise 21.65% of the Company's fully diluted issued capital (based on the number of Shares and Options on issue as at the date of this Notice of Extraordinary General Meeting).

3.4 Effect of Shareholder approval

If Resolution 1 is approved by Shareholders, the Company will be able to proceed with the issue of 110,000,000 Placement Shares and raise up to approximately \$6.6 million (before costs). The proceeds from the issue of the Placement Shares are expected to be applied to the completion of key activities as set out in Section 3.1.

In addition, if Resolution 1 is approved, the issue of any Shares pursuant to Resolution 1 will be excluded in calculating the Company's 15% Equity Securities issuance capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date on which the Placement Shares are issued.

If Resolution 1 is not approved by Shareholders, the Company will not be able to proceed with the issue of the Placement Shares and may need to consider alternative forms of funding and / or reassess its strategy for exploration in Namibia and Côte d'Ivoire.

3.5 Information required by Listing Rule 7.3 for Resolution 1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- (a) The Placement Shares will be issued to sophisticated and professional investors introduced by the Lead Manager and existing shareholders, none of whom is a Related Party, who have an understanding of investing in gold exploration and in African based resources projects. Under the Placement, the Company will not issue more than 1% of its current issued capital to a member of the Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any of the above;
- (b) The maximum number of Placement Shares the Company can issue pursuant to Resolution 1 is 110,000,000 Shares;
- (c) The Placement Shares will be fully-paid ordinary shares issued on the same terms and conditions as the Company's existing Shares;
- (d) The Placement Shares will be issued no later than three months after the date of Shareholder approval pursuant to Resolution 1 or such later date as approved by ASX;
- (e) The Placement Shares will be issued at a price of \$0.06 per Placement Share;
- (f) The proceeds received from the issue of the Placement Shares will be used as set out in section 3.1 above;
- (g) Other than as described in the Explanatory Memorandum, there are no other material terms to the proposed issue of the Placement Shares; and
- (h) A voting exclusion statement is included in the Notice.

3.6 Board recommendation

The Board believes that the proposed issue of the Placement Shares is beneficial for the Company and recommends that Shareholders vote in favour of Resolution 1. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 1.

4. Resolutions 2-4 - Approval to Issue Options to Directors - Andrew Pardey, Chris van Wijk and Steven Michael

4.1 Background

The Company is proposing to issue Options to Andrew Pardey, Chris van Wijk and Steven Michael, as follows:

- (a) Andrew Pardey - 3,000,000 options, exercisable at \$0.076, expiring 25 June 2025;
 - (b) Chris van Wijk - 3,000,000 options, exercisable at \$0.076, expiring 25 June 2025; and
 - (c) Steven Michael - 3,000,000 options, exercisable at \$0.076, expiring 25 June 2025.
- (together, the **Director Options**).

Each of Resolutions 2-4 is an ordinary resolution and seeks the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Director Options to the Directors named above. Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Options as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director options will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1, if Resolutions 2-4 are passed.

4.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

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

unless it obtains the approval of its shareholders.

Andrew Pardey, Chris van Wijk and Steven Michael is each a related party of the Company by virtue of being a Director, and therefore falls within Listing Rule 10.11.1. As the proposed issue of Director Options involves the issue of Equity Securities to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies.

It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

4.3 Information required by Listing Rule 10.13

In accordance with the requirement in Listing Rule 10.13, the Company provides the following information in relation to the proposed issue of the Director Options:

- (a) The Director Options are intended to be issued to Andrew Pardey, Chris van Wijk and Steven Michael.
- (b) Pursuant to Listing Rule 10.11.1, Andrew Pardey, Chris van Wijk and Steven Michael are related parties by virtue of being Directors.
- (c) The Director Options are Options and are to be issued as follows:
 - (i) 3,000,000,000 Options to Andrew Pardey or his nominee;
 - (ii) 3,000,000,000 Options to Chris van Wijk or his nominee; and
 - (iii) 3,000,000,000 Options to Steven Michael or his nominee.

- (d) A summary of the material terms of the Director Options, is set out in Schedule 2 of the Explanatory Memorandum.
- (e) The Company will issue the Director Options to as soon as reasonably practicable after the Meeting, and in any event within one month after the Meeting.
- (f) The Director Options have an exercise price of \$0.076 per Director Option.
- (g) The purpose of the issue of the Director Options is to remunerate Andrew Pardey, Chris van Wijk and Steven Michael for their role as a Director. The Company will receive nil funds on issue of the Director Options. The funds raised on exercise of the Director Options will be used for general working capital purposes.
- (h) The Directors' current remuneration package (excluding the Director Options) comprises an annual retainer, inclusive of superannuation as follows:
 - (i) Andrew Pardey: \$62,976
 - (ii) Steven Michael: \$36,300
 - (iii) Chris van Wijk: \$36,300
- (i) There are no material terms associated with the issue of the Director Options, other than as described in this section 4 of the Explanatory Memorandum and Schedule 2.

4.4 Chapter 2E of the Corporations Act

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

- (a) Obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) Give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Options because it is considered to be reasonable remuneration for the performance of services by Andrew Pardey, Chris van Wijk and Steven Michael in their capacity as a Director. The proposed issue of the Director Options will therefore fall within the reasonable remuneration exception provided by section 211(1) of the Corporations Act to the requirement to obtain shareholder approval for the giving of a financial benefit to a related party in accordance with Chapter 2E of the Corporations Act.

4.5 Effect of approval

If each of Resolutions 2-4 are passed, the Company will be able to proceed with the issue of the Director Options to Andrew Pardey, Chris van Wijk and Steven Michael. If Resolutions 2-4 are not passed, the Company will not be able to proceed with the issue of the Director Options to Andrew Pardey, Chris van Wijk and Steven Michael and the Company may need to re-negotiate the remuneration package of Andrew Pardey, Chris van Wijk and Steven Michael to ensure they are appropriately remunerated for their role as a Non-Executive Director.

4.6 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 2-4.

5. Resolutions 5-6 - Approval to issue Director Placement Shares (Andrew Pardey, Steven Michael)

5.1 Background

At the time of announcement by the Company of the Placement on 6 September 2022, the Company also announced that it intended to issue up to 750,000 Shares to certain Directors, at the same issue price as the Placement (being A\$0.06 per Share) (**Director Placement Shares**), raising up to \$45,000, subject to Shareholder approval. The Company is seeking Shareholder approval for the issue of the Director Placement Shares, comprised as follows:

- (a) 500,000 Shares to Andrew Pardey and/or his nominee; and
- (b) 250,000 Shares to Steven Michael and/or his nominee.

Each of Resolutions 5-6 is an ordinary resolution and seeks the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Director Placement Shares to the Directors named above. Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1, if Resolutions 5-6 are passed.

5.2 Listing Rule 10.11

A summary of Listing Rule 10.11 is set out in section 4.2 of the Explanatory Memorandum.

Andrew Pardey and Steven Michael is each a related party of the Company by virtue of being a Director, and therefore falls within Listing Rule 10.11.1. As the proposed issue of the Director Placement Shares involves the issue of Equity Securities to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies.

It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

5.3 Information required by Listing Rule 10.13

In accordance with the requirement in Listing Rule 10.13, the Company provides the following information in relation to the proposed issue of the Director Placement Shares:

- (a) The Director Placement Shares are intended to be issued to Andrew Pardey and Steven Michael and/or their nominee.
- (b) Pursuant to Listing Rule 10.11.1, Andrew Pardey and Steven Michael are related parties by virtue of being directors.
- (c) The Director Placement Shares are fully paid ordinary shares and are to be issued as follows:
 - (i) 500,000 Shares to Andrew Pardey and/or his nominee; and

- (ii) 250,000 Shares to Steven Michael and/or his nominee.
- (d) There are no material terms of the Director Placement Shares, other than as described in this section 10 of the Explanatory Memorandum.
- (e) The Director Placement Shares are to be issued no later than one month after the date of the Meeting, in accordance with Listing Rule 10.13.5.
- (f) The Director Placement Shares are to be issued at \$0.06 per Director Placement Share, being the same issue price as the shares offered in connection with the Placement.
- (g) The funds raised from the issue of the Director Placement Shares will be applied as set out in section 3.1 of the Explanatory Memorandum.
- (h) The Director Placement Shares are not intended to remunerate or incentivise the Director.
- (i) There are no material terms associated with the issue of the Director Placement Shares, other than as described in this section 10 of the Explanatory Memorandum.

5.4 Chapter 2E of the Corporations Act

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

- (a) Obtain Shareholder approval in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) Give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because the Director Placement Shares will be issued to the relevant Director (and/or their nominee) on the same terms as the Shares issued to non-related party participants in the Placement, and as such the giving of the financial benefit is on arm's length terms.

5.5 Effect of approval

If each of Resolutions 5-6 are passed, the Company will be able to proceed with the issue of the Director Placement Shares in the proportions set out above in section 10.1, raising a further \$45,000.

If each of Resolutions 5-6 are not passed, the Company will not be able to proceed with the issue of the Director Placement Shares. This means that the Company will not receive the additional funds which would be raised by the issue of the Director Placement Shares.

5.6 Board recommendation

The Directors, other than Andrew Pardey (in relation to Resolution 5 in which he has a material personal interest and Steven Michael in relation to Resolution 6 in which he has a material personal interest), recommend that Shareholders vote in favour of Resolutions 5-6.

6. Resolution 7 - Section 195 Approval

In accordance with section 195(1) of the Corporations Act, a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

The Directors have a material personal interest in the outcome of each of their respective Resolutions under Resolutions 2 to 4 (inclusive). In the absence of this Resolution 7, the Directors may not be able to form a quorum at directors meetings necessary to carry out the terms of these Resolutions.

The Directors accordingly exercise their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

7. Enquiries

Shareholders are requested to contact Wia's company secretary, Mr Stuart McKenzie on +61 8 9200 3426 if they have any queries in respect of the matters set out in this Notice.

Schedule 1 - Definitions

\$ means Australian dollars.

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

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

Closely Related Party means a party related to Key Management Personnel as:

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

Company or **Wia** means Wia Gold Limited (ACN 141 940 230).

Constitution means the constitution of the Company.

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

Director Options has the meaning set out in section 4.1.

Director Placement Shares has the meaning set out in section 5.1.

Directors means the current directors of the Company.

Equity Security has the meaning given in the ASX Listing Rules.

Explanatory Memorandum 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.

Kokoseb has the meaning set out in section 3.1.

Lead Manager has the meaning set out in section 3.1.

Listing Rules means the rules of the ASX that apply with respect to the Company's Equity Securities and the Company's conduct.

Meeting means the meeting convened by the Notice

Notice or **Notice of Meeting** means this notice of Meeting including the Explanatory Memorandum, the Proxy Form and the Consent to Short Notice.

Option means an option to acquire a Share.

Placement has the meaning set out in section 3.1.

Placement Shares has the meaning set out in section 3.1.

Proxy Form means the proxy form accompanying the Notice.

Record Date means the record date set by Directors in accordance with section 1.3 of the Explanatory Memorandum.

Resolutions means the resolutions set out in the Notice.

Securities mean all Equity Securities of the Company.

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

Shareholder means a registered holder of a Share.

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

Schedule 2 - Terms and Conditions of the Director Options

(a) **Entitlement**

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

(b) **Exercise Price**

The amount payable upon exercise of each Director Option will be \$0.076 per Director Option (**Exercise Price**).

(c) **Expiry Date**

The Director Options have an expiry date of 25 June 2025.

(d) **Vesting**

The Director Options are not subject to vesting conditions.

(e) **Notice of exercise**

The Director Options may be exercised in whole or in part in parcels. The Director Options are exercisable on delivery to the registered office of the Company of a notice in writing specifying the number of Director Options being exercised and accompanied by the option certificate for those Director Options for cancellation by the Company (**Notice of Exercise**).

A Notice of Exercise may specify that at the time of exercise of the Director Options, the holder may elect to not be required to provide payment of the Exercise Price for the number of Director Options specified in the Notice of Exercise (**Cashless Exercise Facility**). If the holder elects to use the Cashless Exercise Facility, the Company will transfer or allot to the holder that number of Shares equal in value to the positive difference between the then market value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Director Options (with the number of Shares rounded down to the nearest whole Share). The holder will not be entitled to use the Cashless Exercise Facility if the difference is zero or negative.

(f) **Exercise Date**

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

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

Within 15 Business Days after the Exercise Date, the Company will allot and issue the resultant Shares and deliver the holding statements.

(h) **Shares issued on exercise**

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

(i) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Director Options.

(j) Reconstruction of capital

If at any time the issued capital of the Company is reorganised, all rights of a Director Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

(k) Bonus issues

If there is a bonus Share issue, the number of Shares over which a Director Option is exercisable will be increased by the number of Shares which the Director Option holder would have received if the Director Option had been exercised prior to the record date for the bonus issue.

(l) Participation in new issues

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

(m) Change in exercise price

A Director Option does not confer the right to a change in Exercise Price or, subject to any bonus issue, a change in the number of underlying securities over which the Director Option can be exercised.

(n) Unquoted

The Company will not apply for quotation of the Director Options on ASX.

(o) Transferability

The Director Options are transferable with Board approval and may be exercised into Shares to be held in the name of a nominee of the Director Option holder.

(p) Lapse of Options

The Director Options will lapse on the Expiry Date.

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

Holder Number:

Your proxy voting instruction must be received by **10.00am (AWST) on Sunday, 9 October 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

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

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

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



SUBMIT YOUR PROXY VOTE BY PAPER

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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



Return your completed form**BY MAIL**

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL

meetings@automicgroup.com.au

BY FACSIMILE

+61 2 8583 3040

All enquiries to Automic**WEBSITE**

https://automic.com.au/

PHONE

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the General Meeting of Wia Gold Limited, to be held at **10.00am (AWST) on Tuesday, 11 October 2022 at Emerald House, 1202 Hay Street, West Perth 6005** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution(s) 2 to 6 (except where I/we have indicated a different voting intention below) even though Resolution(s) 2 to 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Resolutions**For****Against****Abstain**

Resolutions	For	Against	Abstain
1. Approval to issue the Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval to Issue Options to Director – Andrew Pardey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval to Issue Options to Director – Chris van Wijk	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval to Issue Options to Director – Steven Michael	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Issue of Shares to Director – Andrew Pardey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of Issue of Shares to Director – Steven Michael	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Section 195 Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

 / /

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