

ASX ANNOUNCEMENT

19 September 2022

ASX: GSN



2022 AGM Notice of Meeting and Proxy Form

Great Southern Mining Limited (ASX: GSN) ('GSN' or 'the Company') attaches the following documents in relation to the FY2022 Annual General Meeting (AGM):

- Copy of Letter to Shareholders regarding Notice of Meeting and meeting arrangements;
- AGM Notice of Meeting; and
- Proxy Form.

A copy of the Notice may also be viewed and downloaded from the ASX website (www.asx.com.au) under ASX code "GSN" or the Company's website (www.gsml.com.au).

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This announcement was authorised for release to the ASX by the Company Secretary on behalf of the Board of the Company.

NOTICE OF MEETING AND MEETING ARRANGEMENTS

19 September 2022

Dear Shareholders

Notice of Annual General Meeting - Great Southern Mining Limited (Company)

Notice is hereby given that the Annual General Meeting (**Meeting**) of the Company will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia, on 21 October 2022 at 9:00am (WST).

In accordance with the *Corporations Amendment (Meetings and Documents) Act 2022 (Cth)*, the Company will not be sending hard copies of the Notice of Meeting to Shareholders, except to those Shareholders who have made a valid election to receive a hard copy by mail. Instead:

- (a) Shareholders who have registered their email with the share registry will receive emails containing a link to the Link Market Services portal where they can download a copy of the Notice and submit their proxy vote online.
- (b) all other Shareholders (i.e. those who have not provided an email address or elected to receive a hard copy by mail) will receive only a personalised Proxy Form by mail, which will contain details to:
 - (i) access the Link Market Services portal where they can download a copy of the Notice (and vote online); or
 - (ii) lodge their Proxy Form via mail, facsimile or hand delivery; and
- (c) a copy of the Notice will also be released on ASX at this time and may be viewed and downloaded from the ASX website (www.asx.com.au) under ASX code "GSN" or the Company's website (www.gsml.com.au).

The Company strongly encourages all Shareholders to lodge Proxy Forms at least 48 hours prior to the Meeting.

If you are in doubt as to how to vote, the Company encourages Shareholders to seek advice from their accountant, solicitor or other professional advisor prior to voting.

If you have any difficulties in obtaining a copy of the Notice of Meeting, please contact Mark Petricevic by email at admin@gsml.com.au or by telephone on (08) 9240 4111.

Authorised for release by the Company Secretary.

Sincerely

A handwritten signature in black ink, appearing to read 'MARK'.

Mark Petricevic
Company Secretary



**Great Southern Mining Limited
ACN 148 168 825**

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 21 October 2022 at 9:00 am (WST).

In accordance with the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth), the Company will not be sending hard copies of the Notice of Meeting to Shareholders. Instead, Shareholders can access a copy of the Notice at the following link:

www.gsml.com.au

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 9240 4111.

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

Great Southern Mining Limited
ACN 148 168 825
(Company)

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of Great Southern Mining Limited will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 21 October 2022 at 9.00am (WST) (**Meeting**).

The Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of the 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 on 19 October 2022 at 5:00pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Financial Statements and Reports - Period July 2021 – June 2022

To receive and consider the Annual Financial Statements, the Directors' Report and the audit report of the Company for the financial year ended 30 June 2022.

Note: there is no requirement for Shareholders to approve these reports.

Resolution 1 - Adoption of Remuneration Report (non-binding Resolution)

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

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the annual remuneration report as set out in the Directors' Report for the financial year ended 30 June 2022.”

Resolution 2 – Re-election of Andrew Caruso as Director

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

“That, Andrew Caruso being a Director of the Company, who retires by rotation in accordance with Listing Rule 14.4 and clause 6.1(i) of the Company's Constitution, and being eligible, offers herself for re-election, be re-elected as a Director of the Company.”

Resolution 3 – Approval of Additional 10% Placement Facility

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

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

Resolution 4 – Ratification of prior issue of Shares under the December Placement under Listing Rule 7.1A

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

“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 26,666,666 Shares to sophisticated and professional investors on the terms and conditions in the Explanatory Statement.”

Resolution 5 – Ratification of prior issue of December Placement Options under the December Placement under Listing Rule 7.1

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

“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 13,333,345 December Placement Options to sophisticated and professional investors on the terms and conditions in the Explanatory Statement.”

Resolution 6 – Ratification of prior issue of Consultant Options to Aceca Pty Ltd

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

“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 8,000,000 Consultant Options that were issued to Aceca Pty Ltd on the terms and conditions in the Explanatory Statement.”

Resolution 7 – Ratification of prior issue of Broker Options to Zenix Nominees Pty Ltd

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

“That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 25,000,000 Broker Options that were issued to Zenix Nominees Pty Ltd on the terms and conditions in the Explanatory Statement.”

Resolution 8 – Amendment to the Constitution

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

“That the Constitution of Great Southern Mining Limited be amended to permit the Company to hold meetings using virtual meeting technology and associated matters by making the amendments marked-up in the copy of the Constitution which is tabled at the Meeting and signed by the Chair for the purposes of identification.”

Voting exclusion

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1, by any member of the Key Management Personnel of the Company whose remuneration is included in the Remuneration Report, or a Closely Related Party of such member;
- (b) Resolution 4, by or on behalf of any person who participated in the issue;
- (c) Resolution 5, by or on behalf of any person who participated in the issue;
- (d) Resolution 6, by or on behalf of Aceca Pty Ltd, who participated in the issue;
- (e) Resolution 7, by or on behalf of Zenix Nominees Pty Ltd, who participated in the issue;

or an Associate of that person or persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant 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;
- (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.

Further, pursuant to the Corporations Act, the Company will disregard any votes cast in favour of Resolution 1 by any member of the Key Management Personnel of the Company, or a Closely Related Party of such member, acting as proxy if their appointment does not specify the way the proxy is to vote on the Resolution. However, the Company will not disregard any votes cast on Resolution 1 by such person if:

- (a) the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on the Resolution as described above; or

- (b) the person is the Chair voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a Closely Related Party of such person (or are acting on behalf of any such person) and purport to cast a vote on Resolution 1 (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

BY ORDER OF THE BOARD



Mark Petricevic
Company Secretary
Great Southern Mining Limited
Dated: 19 September 2022

Great Southern Mining Limited
ACN 148 168 825
(Company)

Explanatory Statement

1. Introduction

The Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 21 October 2022 at 9.00am (WST) (**Meeting**).

The Explanatory Statement forms part of the Notice which should be read in its entirety. The Explanatory Statement contains the terms and conditions on which the Resolutions will be voted and a Proxy Form is located at the end of the Explanatory Statement.

The Explanatory Statement includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 - Adoption of Remuneration Report (non-binding resolution)
Section 4	Resolution 2 - Re-election of Andrew Caruso as Director
Section 5	Resolution 3 – Approval of additional 10% placement facility
Section 6	Resolution 4 – Ratification of prior issue of Shares under the December Placement under Listing Rule 7.1A and Resolution 5 - Ratification of prior issue of Options under the December Placement under Listing Rule 7.1
Section 7	Resolution 6 - Ratification of prior issue of Consultant Options to Aceca Pty Ltd
Section 8	Resolution 7 - Ratification of prior issue of Broker Options to Zenix Nominees Pty Ltd
Section 9	Resolution 8 - Amendment to the Constitution
Schedule 1	Definitions
Schedule 2	Equity Securities Issued by the Company under ASX Listing Rule 7.1A2
Schedule 3	Terms and Conditions of December Placement Options
Schedule 4	Terms and Conditions of Consultant Options
Schedule 5	Terms and Conditions of Broker Options

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Statement carefully before deciding how to vote on the Resolutions.

2.1 Proxies

All Resolutions will be decided by poll (rather than a show of hands). The poll will be conducted on votes submitted by proxy and at the Meeting by Shareholders who attend in accordance with the instructions below.

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to 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, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

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.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(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 two 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.

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online: www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" – Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

By mail: Great Southern Mining Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By fax: Via Link Market Services
+61 2 9287 0309 (outside Australia)
1300 554 474 (within Australia)

By hand: delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*During business hours (Monday to Friday, 9:00am-5:00pm)

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

2.2 Voting via poll form

Shareholders who do not wish to vote using a Proxy Form and who intend to vote on a poll at the Meeting must contact the Company at mark@gsml.com.au by 5:00pm on 19 October 2022 to notify the Company of their intentions and to request a personalised poll form.

The Company will send personalised poll forms following the cut-off time for the return of Proxy Forms (i.e. after 9:00am, 19 October 2022) to Shareholders who request them prior to this time.

Personalised poll forms must be completed and returned to the Company after the poll has been called and prior to the close of polling. During the Meeting, the Chair will notify you how and when you are able to complete and return the personalised poll form.

2.3 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.

2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at mark@gsml.com.au by no later than 5.00pm on 19 October 2022.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. Shareholders are limited to a maximum of two questions each (including any submitted in advance of the Meeting). The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Resolution 1 - Adoption of Remuneration Report (Non-binding resolution)

3.1 Background

Pursuant to section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the financial year ended 30 June 2022 (the **Remuneration Report**). The Remuneration Report is a distinct section of the annual directors' report (the **Directors' Report**) which deals with the remuneration of Directors, executives and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's 2022 Annual Report. The Annual Report is available on the Company's website at www.gsml.com.au.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2022.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and key management personnel.

The Chair of the Annual General Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

3.2 Regulatory requirements

The Corporations Act provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

In addition, sections 250U and 250V of the Corporations Act sets out a "two strikes" re-election process, pursuant to which:

- (a) if, at a subsequent annual general meeting (**Later Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted are against the adoption of that remuneration report;
- (b) at the immediately preceding annual general meeting (**Earlier Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted were against the adoption of that remuneration report; and
- (c) a resolution was not put to the vote at the Earlier Annual General Meeting under an earlier application of section 250V of the Corporations Act,

then the Company must put to vote at the Later Annual General Meeting a resolution, requiring Shareholders to vote on whether the Company must hold another general meeting (**Spill Meeting**) to consider the appointment of all of the Directors at the time the Directors Report was approved by the Board who must stand for re-appointment (other than the Managing Director) (**Spill Resolution**). The Spill Resolution may be passed as an ordinary resolution.

If the Spill Resolution is passed, the Spill Meeting must be held within 90 days after the Spill Resolution is passed. All of the Company's Directors who were Directors at the time when the resolution to make the Directors' Report was passed (excluding the Managing Director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office) cease to hold office immediately before the end the Spill Meeting and may stand for re-election at the Spill Meeting.

At the Company's 2021 annual general meeting, less than 25% of the eligible votes cast in respect of the 2021 Remuneration Report were cast against the adoption of 2020 Remuneration Report. Accordingly, a Spill Resolution will not be put to the Meeting even if 25% or more of the votes cast in respect of the 2022 Remuneration Report are against the adoption of the 2022 Remuneration Report.

3.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

A voting exclusion statement for Resolution 1 has been included in the Notice of Meeting preceding this Explanatory Statement.

4. Resolution 2 - Re-election of Andrew Caruso as Director

4.1 Background

In accordance with Listing Rule 14.5 and clause 6.1(f) of the Constitution, at every annual general meeting an election of Directors must take place.

Listing Rule 14.4 prevents a Director from holding office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

For these reasons, Andrew Caruso retires by way of rotation and, being eligible, offers herself for re-election as a Director, in accordance with clause 6.1(i) of the Constitution.

Mr Caruso is a mining executive with over 25 years' experience in the Australian and international mining industries, including significant corporate leadership and business development experience as well as operations and strategic planning, capital projects, and mine management.

His most recent roles include the leadership of iron ore and coal operations and development companies focused on greenfield development and brownfield expansion of existing operations.

Further details about Andrew Caruso are set out in the Company's 2022 Annual Report which is available at www.gsml.com.au.

4.2 Board Recommendation

The Directors (other than Andrew Caruso) unanimously recommend that Shareholders vote in favour of Resolution 2.

5. Resolution 3 – Approval of Additional 10% Placement Facility

5.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12-month period following the entity's annual general meeting (**Additional 10% Placement Facility**). The Additional 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less, as at the time of the entity's annual general meeting. The Company is an eligible entity as at the time of this Notice of Annual General Meeting and is expected to be an eligible entity as at the time of the annual general meeting.

Resolution 3 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility.

If Resolution 3 is passed the exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 1.1(d) below). The Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

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

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the annual general meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Company is seeking a mandate to issue securities under the Additional 10% Placement Facility to enable the Company to pursue its growth strategy with the flexibility to act quickly as potential business opportunities arise.

5.2 Regulatory Requirements

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

(a) **Issue Period**

If Shareholders approve Resolution 3, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Meeting until the earlier of the following to occur:

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

(the **Additional 10% Placement Period**).

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

(b) **Minimum Issue Price**

Equity Securities issued under the Additional 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities of the Company. As at the date of this Notice of Annual General Meeting, the Company has on issue two classes of quoted Equity Securities, Shares and listed Options.

The issue price of Equity Securities issued under the Additional 10% Placement Facility must not be lower than 75% of the volume weighted average price for securities in the same class calculated over the 15 trading days on which trades in that class were conducted immediately before:

- (i) the date on which the Equity Securities are issued; or
- (ii) the date on which the price of Equity Securities is agreed, provided that the issue is thereafter completed within 10 trading days.

(c) **Purpose of Issues**

The Company may seek to issue the Equity Securities to raise funds in connection with continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.3.

(d) **Dilution**

As at the date of this Notice of Annual General Meeting, the Company has 556,529,247 Shares on issue. Accordingly, if Shareholders approve Resolution 3, the Company will have the capacity to issue approximately 55,652,924 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

The precise number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the following formula:

(A x D) – E

A = the number of fully paid ordinary securities on issue at the commencement of the relevant period:

- (i) plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17,
- (ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (A) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (B) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4,
- (iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (A) the agreement was entered into before the commencement of the relevant period; or
 - (B) the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 7.4,
- (iv) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or 7.4,
- (v) plus the number of partly paid ordinary securities that became fully paid in the relevant period,
- (vi) less the number of fully paid ordinary securities cancelled in the relevant period;

D = 10%

E = the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4; and

“relevant period” is the 12 months immediately preceding the date of the issue or agreement.

If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below (in the case of listed Options, only if those listed Options are exercised). There is a risk that:

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

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

The table also shows:

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

Variable Number of Shares on Issue	"A" of on	Dilution		
		Issue Price (per Share)	\$0.017 50% decrease in Issue Price	\$0.033 Issue Price
556,529,247 (Current number of Shares on Issue)	10% Voting Dilution	55,652,924 Shares	55,652,924 Shares	55,652,924 Shares
	Funds Raised	\$918,273.25	\$1,836,546.49	\$2,754,819.74
834,793,871 (50% increase in Shares on Issue)	10% Voting Dilution	83,479,387 Shares	83,479,387 Shares	83,479,387 Shares
	Funds Raised	\$1,377,409.89	\$2,754,819.77	\$4,132,229.66
1,113,058,494 (100% increase in Shares on Issue)	10% Voting Dilution	111,305,849 Shares	111,305,849 Shares	111,305,849 Shares
	Funds Raised	\$1,836,546.51	\$3,673,093.02	\$5,509,639.53

The table has been prepared on the following assumptions:

- (i) Variable A is 556,529,247 being the number of ordinary securities on issue at the date of this Notice of Annual General Meeting.
- (ii) The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
- (iii) No Options (including any listed Options issued under the Additional 10% Placement Facility) or Performance Rights are exercised into Shares before the date of issue of the Equity Securities.
- (iv) The Company has not issued any other Equity Securities using its placement capacity under Listing Rule 7.1 or 7.1A in the 12 months preceding this Notice of Annual General Meeting.
- (v) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (vi) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vii) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (viii) The issue of Equity Securities under the Additional 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes listed Options, it

is assumed that those listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

- (ix) The issue price is \$0.033, being the closing price of the Shares on ASX on 13 September 2022, being the last trading day before the date of this Notice of Annual General Meeting was prepared.

(e) **Allocation Policy**

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

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

The persons to whom the Company will issue Equity Securities under the Additional 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or Associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the persons to whom the Company will issue Equity Securities under the 10% Placement Facility will be the vendors of the new resources assets or investments.

(f) **Previous issued of Equity Securities under Listing Rule 7.1A**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2021 Annual General Meeting held on 25 November 2021.

Listing Rule 7.3A.6 requires the Notice of Meeting to include details of the total number of Equity Securities issued under Listing Rule 7.1A.2 by the Company in the 12 months preceding the date of the Meeting and the percentage they represent of the total number of Equity Securities on issue at the commencement of that 12-month period. During that 12-month period, the Company has issued 26,666,667 Equity Securities under Listing Rule 7.1A which represents 5.8% of the total number of Equity Securities on issue at the commencement of that 12-month period.

Details of the Equity Securities issued in the 12-month period are outlined in Schedule 2 to this Notice of Annual General Meeting.

(g) **Voting exclusion statement**

No voting exclusion statement applies to Resolution 3.

At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

5.3 Board Recommendation

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommend that Shareholders approve Resolution 3.

6. Resolutions 4 and 5 - Ratification of prior issue of Shares under the December Placement under Listing Rule 7.1A and December Placement Options under the December Placement under Listing Rule 7.1

6.1 General

The purpose of Resolutions 4 and 5 is for Shareholders to ratify:

- (a) the issue of 26,666,666 Shares issued in accordance with Listing Rule 7.1A under Resolution 4 (**December Placement Shares**); and
- (b) the issue of 13,333,345 Options issued in accordance with Listing Rule 7.1 under Resolution 5 (**December Placement Options**),

which were undertaken as part of a capital raising to a number of institutional and sophisticated investors without Shareholder approval (**December Placement**), as announced to the ASX on 13 December 2021.

The sole Lead Manager to the December Placement, Shaw and Partners Limited, received 6% of gross proceeds raised.

The December Placement Shares the subject of Resolution 4 were issued without Shareholder approval using the entity's additional 10% placement capacity under Listing Rule 7.1A.

The December Placement Options the subject of Resolution 5 were issued without Shareholder approval using the entity's 15% placement capacity under Listing Rule 7.1.

Resolutions 4 and 5 seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the December Placement Shares and December Placement Options.

6.2 Regulatory requirements

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

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the general meeting at which the Shareholders approve the 10% placement facility. The 10% placement facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The December Placement does not fit within any of the exceptions under Listing Rule 7.1 or 7.1A, and as the December Placement has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1 and the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under the Listing Rules for the 12-month period following the date of the December Placement.

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 or Listing Rule 7.1A and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to maintain as much flexibility as possible to issue additional Equity Securities in the future without having to obtain Shareholder approval under Listing Rule 7.1 and 7.1A.

To this end, Resolution 4 seeks Shareholder approval of the issue of the December Placement Shares issued in accordance with Listing Rule 7.1A under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue of the December Placement Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the December Placement.

If Resolution 4 is not passed, the issue of December Placement Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the December Placement.

Resolution 5 seeks Shareholder approval of the issue of the December Placement Options issued in accordance with Listing Rule 7.1 under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the issue of the December Placement Options will be excluded in calculating Company's 15% limit 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 of the December Placement.

If Resolution 5 is not passed, the issue of the December Placement Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of the December Placement.

6.3 Resolution 4 - Information required by Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information in relation to Resolution 4:

(a) **The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified and selected**

The December Placement Shares were issued to institutional and sophisticated investors using the Company's additional 10% placement capacity under Listing Rule 7.1A, as announced to the ASX on 13 December 2021.

The subscribers were sophisticated investors, some of whom were identified and known to the Company and some of whom were introduced to the Company by the Lead Manager. None of the investors were material investors in the Company.¹

¹ ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity's key management personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

- (b) **Number of securities and class of securities issued**
Under Resolution 4, the Company seeks Shareholder approval for, and ratification of, the issue of 26,666,666 Shares - the December Placement Shares.
- (c) **Terms of the securities**
The Shares are fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and rank equally in all respects with the existing Shares.
The Company has applied to ASX for official quotation of these Shares.
- (d) **Date of issue**
The December Placement Shares were issued on 22 December 2021.
- (e) **Issue price or other consideration**
The issue price for the December Placement Shares was \$0.06 per Share.
- (f) **Purpose of the issue, including the intended use of the funds raised**
The issue of the December Placement Shares was to raise capital for the purpose of expanding the drilling programs underway at Southern Star, further exploration work at the East Laverton Nickel Project, continuing target generation work at Edinburgh Park in north Queensland and for general working capital.
- (g) **Relevant agreement**
The December Placement Shares were not issued pursuant to any agreement.
- (h) **Voting exclusion statement**
A voting exclusion statement for Resolution 4 is included in the Notice of Meeting preceding this Explanatory Statement.

6.4 Resolution 5 - Information required by Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information in relation to Resolution 5:

- (a) **The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified and selected**
13,333,345 December Placement Options were issued to sophisticated investors as free attaching options to the December Placement Shares that were subscribed for as announced to the ASX on 13 December 2021. None of the investors were material investors in the Company.²
- (b) **Number of securities and class of securities issued**
Under Resolution 5, the Company seeks Shareholder approval for, and ratification of, the issue of 13,333,345 Options - December Placement Options.
- (c) **Terms of the securities**
The December Placement Options were issued on the terms and conditions set out in Schedule 3.

where such person or entity is being issued more than 1% of the entity's current issued capital.

² ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity's key management personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity's current issued capital.

The Company has applied to ASX for official quotation of the December Placement Options.

(d) **Date of issue**

The December Placement Options were issued on 22 December 2021.

(e) **Issue price or other consideration**

The December Placement Options were issued for nil consideration but the exercise price for Shares issued on exercise of the December Placement Options is \$0.05 expiring 4 September 2022.

(f) **Purpose of the issue, including the intended use of the funds raised**

The December Placement Options were issued as free-attaching options to the December Placement Shares with the same intended use of funds.

(g) **Relevant agreement**

The 13,333,345 December Placement Options were not issued pursuant to any agreement.

(h) **Voting exclusion statement**

A voting exclusion statement for Resolution 5 is included in this Notice preceding this Explanatory Statement.

6.5 Board recommendation

Resolution 4 and Resolution 5 are ordinary resolutions.

The Board believes that the ratification of these issues under the December Placement is beneficial for the Company as it allows the Company to ratify the above issues of securities and retain the flexibility to issue further securities representing up to 25% of the Company's share capital during the next 12 months without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolutions 4 and 5.

7. Resolution 6 - Ratification of prior issue of Consultant Options to Aceca Pty Ltd

7.1 General

As consideration for the provision of technical geological consulting services provided by Aceca in May 2022, the Company agreed to settle the amount owed by the issue of Consultant Options to Aceca, subject to the approval of Shareholders (**Consultant Options**).

The Consultant Options were issued on 24 June 2022.

The Company wishes Shareholders to ratify the issue of the Consultant Options.

7.2 Information required by Listing Rule 7.4

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the Equity Securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

The issue of the Consultant Options to Aceca does not fit within any of the exceptions. While the issue of the Consultant Options did not exceed the 15% limit in Listing Rule 7.1 and could therefore be made without breaching that rule, the issue effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Consultant Options.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and so it 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 into the future without having to obtain Shareholder approval under Listing Rule 7.1.

To this end, the Company is asking Shareholders to ratify the issue of Consultant Options to Aceca under Listing Rule 7.4.

If Resolution 6 is passed, the issue of the Consultant Options to Aceca will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 Consultant Options.

If Resolution 6 is not passed, the issue of the Consultant Options to Aceca will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue of the Consultant Options.

7.3 Information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the Company provides the following information in relation to the issue of the Consultant Options under Resolution 6:

(a) **The names of the persons to whom the entity issued the Consultant Options**

The Consultant Options were issued to Aceca.

Aceca is not a material investor³ of the Company.

(b) **Maximum number and class of securities issued**

The Company issued 8,000,000 Consultant Options.

(c) **Material terms of the securities**

The Consultant Options were issued on the terms and conditions set out in Schedule 4.

(d) **Date of issue**

The Consultant Options were issued on 24 June 2022.

(e) **Issue price or other consideration**

The Consultant Options were issued at a nil issue price, in consideration for the provision of technical geological consulting services. The Company has not and will not receive any other consideration for the issue of the Consultant Options.

(f) **Purpose of the issue, including the intended use of the funds raised**

³ ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity's key management personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity's current issued capital.

The purpose of the issue of the Consultant Options was to satisfy amounts owing under a consulting invoice for the provision of technical geological consulting services.

(g) **Relevant agreement**

The Consultant Options were not issued under an agreement.

(h) **Voting exclusion statement**

A voting exclusion statement for Resolution 6 is included in the Notice of Meeting preceding this Explanatory Statement.

7.4 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6 to approve the ratification of the issue of the Consultant Options.

8. Resolution 7 - Ratification of prior issue of Broker Options to Zenix Nominees Pty Ltd

8.1 General

As consideration for the provision of stockbroking and advice services provided by Euroz Hartleys Limited, the Company agreed to issue the options to Zenix Nominees Pty Ltd (**Zenix**) (Euroz Hartleys' nominee) (**Broker Options**).

The Broker Options were issued on 22 August 2022.

The Company wishes Shareholders to ratify the issue of the Broker Options.

8.2 Information required by Listing Rule 7.4

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the Equity Securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12-month period.

The issue of the Broker Options to Zenix does not fit within any of the exceptions. While the issue of the Broker Options did not exceed the 15% limit in Listing Rule 7.1 and could therefore be made without breaching that rule, the issue effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Broker Options.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and so it 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 into the future without having to obtain Shareholder approval under Listing Rule 7.1.

To this end, the Company is asking Shareholders to ratify the issue of Broker Options to Zenix under Listing Rule 7.4.

If Resolution 7 is passed, the issue of the Broker Options to Zenix will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 Broker Options.

If Resolution 7 is not passed, the issue of the Broker Options to Zenix will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue of the Broker Options.

8.3 Information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the Company provides the following information in relation to the issue of the Broker Options under Resolution 7:

(a) **The names of the persons to whom the entity issued the Broker Options**

The Broker Options were issued to Zenix.

Zenix is not a material investor⁴ of the Company.

(b) **Maximum number and class of securities issued**

The Company issued 25,000,000 Broker Options.

(c) **Material terms of the securities**

The Broker Options were issued on the terms and conditions set out in Schedule 5.

(d) **Date of issue**

The Broker Options were issued on 22 August 2022.

(e) **Issue price or other consideration**

The Broker Options were issued at a nil issue price, in consideration for the provision of stockbroking and advice services.

The Company may receive brokerage fees in the event that a capital raising is undertaken.

(f) **Purpose of the issue, including the intended use of the funds raised**

The purpose of the issue of the Broker Options was to satisfy the amounts owing for the stockbroking and advice services provided by Euroz Hartleys Limited.

(g) **Relevant agreement**

The Broker Options were not issued under an agreement.

(h) **Voting exclusion statement**

A voting exclusion statement for Resolution 7 is included in the Notice of Meeting preceding this Explanatory Statement.

⁴ ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity's key management personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity's current issued capital.

8.4 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7 to approve the issue of the Broker Options.

9. Resolution 8 – Amendment to the Constitution

9.1 General

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders. Resolution 8 is proposed as a special resolution. A special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

9.2 Use of virtual meeting technology and electronic communication

As a result of the impact of the COVID-19 pandemic, temporary measures were introduced in 2020 permitting companies to hold virtual-only meetings of its Shareholders. Following the expiry of this temporary measure in March 2021, the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth) which commenced in August 2021 extended the use of virtual meeting technology to facilitate holding general meetings to 31 March 2022.

The *Corporations Amendment (Meetings and Documents) Bill 2021 (Bill)* has now passed in both houses of parliament.

The Bill makes permanent various temporary measures on which Australian companies have relied to conduct business and carry-on good governance during the COVID-19 pandemic, including the temporary virtual meeting provisions in the Corporations Act on which the Company is currently relying to conduct this Meeting virtually. In particular, the Bill allows meetings of members to be held either physically, as a hybrid (physically and virtually) or, if expressly permitted by the entity's constitution, virtually-only (provided that members, as a whole, are given a reasonable opportunity to participate, including to speak, in the meeting).

The proposed amendments to the Company's Constitution will give the Company the flexibility to use virtual meeting technology and electronic communications to facilitate general meetings by allowing the Company to confirm the procedural rules as they relate to notices, voting, quorums and other meeting related issues at meetings that use virtual meeting technology and electronic communications. A copy of the Proposed Constitution is available at <https://gsml.com.au/>.

A summary of the key changes to the Company Constitution proposed by the resolution is set out in the table below:

Subject matter	Constitution reference (clause)	Comments
Holding virtual general meetings	5.2	<p>This amendment will allow the Company to hold a meeting of Shareholders using any virtual meeting technology approved by the Directors that gives Shareholders as a whole a reasonable opportunity to participate. Any such meeting may be held at one or more physical venues and using virtual meeting technology, or using virtual meeting technologies only.</p> <p>A person who attends such a meeting (whether at a physical venue or by using virtual meeting technology) is taken for all purposes to be present in person at the meeting while so attending (which would include for the purposes of determining a quorum).</p>

Giving notice to Shareholders	13.1	This amendment will permit the Company to give Shareholders notices of meeting and other documents by any means permitted by the Corporations Act (including by electronic communications if changes are made to the Corporations Act to permit giving notices by electronic communication).
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9.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 8.

If this Resolution is approved, the Proposed Constitution will be adopted with effect from the close of the Meeting.

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
Aceca	means Aceca Pty Ltd (ACN 649 856 717).
Additional 10% Placement Facility	has the meaning given to that term in Section 5.1 of this Notice.
Additional 10% Placement Period	has the meaning given to that term in Section 5.2 of this Notice.
Associate	has the meaning given to that term in section 9 of the Corporations Act.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors.
Broker Options	means the Options to be issued to Zenix under Resolution 7 on the terms set out in Schedule 5.
Chair	means the person appointed to Chair the Meeting of the Company convened by the Notice.
Closely Related Party	has same meaning given to that term in section 9 of the Corporations Act, being, in relation to a member of the Key Management Personnel: <ul style="list-style-type: none">(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 <i>Corporations Regulations 2001</i> (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.
Company	means Great Southern Mining Limited (ACN 148 168 825).
Consultant Options	means the Options to be issued to Aceca under Resolution 6 on the terms set out in Schedule 4.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
December Placement	has the meaning given to that term in Section 6.1 of this Notice.

December Placement Options	has the meaning given to that term in Section 6.1 of this Notice.
December Placement Shares	has the meaning given to that term in Section 6.1 of this Notice.
Directors' Report	has the meaning given to that term in section 3.1 of the Explanatory Statement.
Earlier Annual General Meeting	has the meaning given to that term in section 3.2 of the Explanatory Statement.
Equity Securities	has the meaning given to that term in the Listing Rules.
Explanatory Statement	means the explanatory statement which forms part of the Notice.
Key Management Personnel	has the same meaning given to that term in section 9 of the Corporations Act, being 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.
Later Annual General Meeting	has the meaning given to that term in section 3.2 of the Explanatory Statement.
Lead Manager	means Shaw and Partners Limited.
Listing Rules	means the listing rules of ASX.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice or Notice of Annual General Meeting	means this Notice of Annual General Meeting.
Option	means an option to acquire Shares.
Proxy Form	means the proxy form attached to the Notice.
Remuneration Report	has the meaning given to that term in section 3.1 of the Explanatory Statement.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Statement.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Spill Meeting	has the meaning given to that term in section 3.2 of the Explanatory Statement.

Spill Resolution	has the meaning given to that term in section 3.2 of the Explanatory Statement.
WST	means Western Standard Time, being the time in Perth, Western Australia.
Zenix	means Zenix Nominees Pty Ltd (ACN 107 391 908).

Schedule 2 - Equity Securities Issued or Agreed to be Issued by the Company under ASX Listing Rule 7.1A.2 during the 12 months preceding the Annual General Meeting

Issue Date	Number	Class of Equity Securities	Summary of Terms	The persons to whom the Equity Securities were issued or the Company has agreed to issue ² or the basis on which those persons were identified or selected	Issue Price and discount to market price on date of issue	Total cash consideration received, amount spent and how consideration was spent or is to be spent
22/12/21	26,666,667	Fully paid Ordinary Shares ¹	<p>On 13 December 2021, the Company announced a placement of 26,666,667 Shares (December Placement Shares) to existing sophisticated and professional investors at an issue price of \$0.06 per Share.</p> <p>The Shares were issued under Listing Rule 7.1A.</p>	<p>Issued to professional and sophisticated investors (within the meaning of section 708(8) - (11) of the Corporations Act), none of whom were material investors of the Company.</p> <p>Investors were identified by the Company and its advisors.</p>	<p>Issued for \$0.06 each, raising a total of \$1.60m million (before costs) (for all of the December Placement Shares).</p> <p>The shares were issued at a discount of 1.6% to the last closing price of \$0.061 and a 6.3% discount to the 15-day volume-weighted average price.</p>	<p>\$1.60 million (before costs) (for all of the December Placement Shares).</p> <p>The consideration was used for the purpose of funding the drilling programs to be conducted at Southern Star and expand the programs at the Duketon Greenstone Belt targets, continued work at Edinburgh Park in Queensland and general working capital. As at the date of this Notice, the consideration has been fully expended.</p>

Notes:

¹ Shares to rank equally with existing listed ordinary shares

Schedule 3 - Terms and Conditions of December Placement Options

The terms of the Options are as follows:

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. **(Exercise Price)**: Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.05 (**Exercise Price**).
3. **(Expiry Date)**: Each Option will expire at 5:00 pm (WST) on 4 September 2022 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4. **(Exercise Period)**: The Options are exercisable at any time and from time to time on or prior to the Expiry Date (**Exercise Period**).
5. **(Notice of Exercise)**: The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6. **(Exercise Date)**: A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
7. **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date, the Company will:
 - (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) 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
 - (c) 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 paragraph 7(a) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

8. **(Shares issued on exercise)**: Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
9. **(Reconstruction of capital)**: If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

10. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11. **(Change in exercise price):** An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12. **(Transferability):** The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
13. **(Quotation):** The Company will apply for quotation of the Options on ASX.

Schedule 4 - Terms and Conditions of Consultant Options

The terms of the Options are as follows:

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. **(Exercise Price)**: Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.05 (**Exercise Price**).
3. **(Expiry Date)**: Each Option will expire at 5:00 pm (WST) on 4 September 2022 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4. **(Exercise Period)**: The Options are exercisable at any time and from time to time on or prior to the Expiry Date (**Exercise Period**).
5. **(Notice of Exercise)**: The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6. **(Exercise Date)**: A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).
7. **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date, the Company will:
 - (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) 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
 - (c) 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 paragraph 7(a) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

8. **(Shares issued on exercise)**: Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
9. **(Reconstruction of capital)**: If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

10. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11. **(Change in exercise price):** An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12. **(Transferability):** The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.
13. **(Quotation):** The Company will apply for quotation of the Options on ASX.

Schedule 5 - Terms and Conditions of Broker Options

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2. The **(Exercise Price)**: Subject to paragraph 9, the amount payable upon exercise of each Option will be \$0.07 **(Exercise Price)**.
3. **(Expiry Date)**: Each Option will expire at 5:00 pm (WST) on the Business Day being three years from the date of issue **(Expiry Date)**. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4. **(Exercise Period)**: The Options are exercisable at any time and from time to time on or prior to the Expiry Date **(Exercise Period)**.
5. **(Notice of Exercise)**: The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate **(Notice of Exercise)** and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
6. **(Exercise Date)**: A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds **(Exercise Date)**.
7. **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date, the Company will:
 - (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) 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
 - (c) 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 paragraph 7(a) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 business days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
8. **(Shares issued on exercise)**: Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
9. **(Reconstruction of capital)**: If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

10. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
11. **(Change in exercise price):** An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
12. **(Transferability):** The Options will be transferable with the Board's consent and subject to compliance with the Corporations Act and Listing Rules.
13. **(Quotation):** The Company will not apply for quotation of the Options on ASX.

LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
 Great Southern Mining Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 Link Market Services Limited
 Parramatta Square, Level 22, Tower 6,
 10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
 Telephone: 1300 554 474 Overseas: +61 1300 554 474



X999999999999

PROXY FORM

I/We being a member(s) of Great Southern Mining Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act 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 the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:00 am (WST) on Friday, 21 October 2022 at The Celtic Club, 48 Ord Street, West Perth, Western Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 1

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report (non-binding Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Ratification of prior issue of December Placement Options under the December Placement under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Andrew Caruso as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Ratification of prior issue of Consultant Options to Aceca Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Additional 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Ratification of prior issue of Broker Options to Zenix Nominees Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of Shares under the December Placement under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Amendment to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, 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, either shareholder may 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).

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the 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. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 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 the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second 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.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00 am (WST) on Wednesday, 19 October 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Great Southern Mining Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

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