

## Notice received under sections 203D(2) and 249F of the Corporations Act

Breaker Resources NL (ASX: BRB; the **Company** or **Breaker**) advises in accordance with ASX Listing Rule 3.17A that it has received the attached notice ("Notice") pursuant to sections 203D(2) and 249F of the Corporations Act 2001 (Cth) ("Corporations Act") from Thomas Stephen Sanders & Helen Sanders <Sanders Family Superannuation A/C>, Thomas Stephen Sanders & Helen Sanders & Dr Super (WA) Pty Ltd <Ramachandran SF A/C> (ACN 650 982 004) (together, the "Requisitioners") of their intention to call and arrange to hold a general meeting of the Company under section 249F of the Corporations Act for the purpose of moving resolutions for:

1. The removal of 3 Non Executive Directors: Mr Peter Cook (Chairman), Mr Linton Putland (Director), Michael Kitney (Director) ;
2. The removal of Executive Director and CEO, Mr Samuel Smith; and
3. The removal of any other person who is appointed as a director of the Company between the 16 March 2023 and the date of the general meeting, as a director of the Company.

The Notice states the Requisitioners intend to move resolutions for the appointment of Mr Thomas Sanders and Mr Devanathan Ramachandran as directors of the Company. Mr Sanders was a previous Director and Managing Director of the Company who resigned from the Board on 19<sup>th</sup> October 2022. The Notice does not specify the date on which the Requisitioners intend to arrange to hold the requisitioned meeting.

The Board awaits details of the basis on which the Requisitioners seek to remove four directors of the Company and is considering the validity of the Notice.

In relation to the Ramelius bid announced earlier today, it is reiterated that the Board are unanimously in favour of the bid in the absence of a superior offer. The bid is supported by major shareholders as evidenced by their execution of pre-bid acceptance agreements. Given the attitude of major shareholders, the proposed convening of a meeting under section 249F of the Corporations Act is not expected to have any impact on the outcome of the Ramelius bid.

The Board recommends that shareholders **TAKE NO ACTION** in relation to any proposed meeting and will keep shareholders updated on any material developments. When appropriate the Board will provide a response and voting recommendations in relation to any meeting materials which are circulated to shareholders.

*This announcement has been authorised for release by the Board of Breaker Resources NL.*

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Enquiries:

Sam Smith  
**Executive Director & CEO**  
ssmith@breakerresources.com.au

16 March 2023

To: The Directors and Company Secretary,  
Breaker Resources NL (the "Company")  
12 Walker Avenue  
West Perth WA 6005

Email: [breaker@breakerresources.com.au](mailto:breaker@breakerresources.com.au)

Telephone: +61 8 9226 3666

By Post and Email: [lwynne@breakerresources.com.au](mailto:lwynne@breakerresources.com.au); [breaker@breakerresources.com.au](mailto:breaker@breakerresources.com.au)

Dear Sirs/Madam,

We, Thomas Stephen Sanders & Helen Sanders <Sanders Family Superannuation A/C>, Thomas Stephen Sanders & Helen Sanders, Thomas Stephen Sanders, Helen Sanders & Dr Super (WA) Pty Ltd <Ramachandran SF A/C> (ACN 650 982 004) are, together, members of Breaker Resources NL (ABN 87 145 011 178) with greater than 5% of the votes that may be cast at a general meeting of the Company.

Enclosed, by way of service, are notices of intention to move resolutions for the removal of directors of the Company pursuant to section 203D(2) of the Corporations Act 2001 (Cth) 2021.

We note 203D(2) notices need only be given in relation to the removal of directors of the Company.

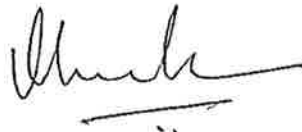
We also give notice that we intend to call, and arrange to hold, a general meeting of the Company under section 249F of the Corporations Act 2001 (Cth) (249F Meeting) with respect to the resolutions set out in the 203D(2) Notices and other resolutions to be provided in the upcoming section 249F notification, including the intention to move resolutions for the appointment of Mr Thomas Sanders and Mr Devanathan Ramachandran as directors of the Company.

Yours sincerely

**Tom Sanders**



**Devanathan Ramachandran**



## NOTICE OF INTENTION TO MOVE RESOLUTIONS FOR THE REMOVAL OF DIRECTORS

To: The Directors and Company Secretary,  
Breaker Resources NL  
12 Walker Avenue  
West Perth WA 6005

This notice is given pursuant to section 203D(2) of the Corporations Act 2001(Cth) (Corporations Act).

We, the undersigned are a member of Breaker Resources NL (ABN 87 145 011 178) (the **Company**) and hereby provide notice pursuant to section 203D(2) of the Corporations Act of our intention to move at a general meeting of the Company to be called, and arranged to be held pursuant to section 249F of the Corporations Act (and any adjournment or postponement of that meeting) (**Meeting**):

**(a) The following resolution for the removal of Peter Cook as a director of the Company:**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Peter Cook be removed as a director of the Company with effect from the end of the Meeting."*

**(b) The following resolution for the removal of Linton Putland as a director of the Company:**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Linton Putland be removed as a director of the Company with effect from the end of the Meeting."*

**(c) The following resolution for the removal of Michael Kitney as a director of the Company:**


*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Michael Kitney be removed as a director of the Company with effect from the end of the Meeting."*

**(d) The following resolution for the removal of Samuel Smith as a director of the Company:**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Samuel Smith be removed as a director of the Company with effect from the end of the Meeting."*

**(e) The following resolution for the removal of any new directors of the Company appointed under the Company's Constitution between 16 March 2023 and the commencement of the Meeting (other than Mr Thomas Sanders and Mr Devanathan Ramachandran:**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, any person appointed as a director of the Company between 16 March 2023 and the commencement of the Meeting (other than Mr Thomas Sanders and Mr Devanathan Ramachandran) be removed as a director of the Company with effect from the end of the Meeting."*

<b>Name of shareholder:</b>	Thomas Stephen Sanders
<b>Address of shareholder:</b>	19a Salter Point Parade, Salter Point, WA, 6152
<b>Number of Company shares entitled to vote at a general meeting of the Company:</b>	137,000
<b>Date:</b>	Thursday, 16 March 2023
<b>Signature of Authorised Signatory</b> 	<b>Name of Authorised Signatory in full</b> Mr Thomas Stephen Sanders

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**(a) The following resolution for the removal of Peter Cook as a director of the Company:**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Peter Cook be removed as a director of the Company with effect from the end of the Meeting."*

**(b) The following resolution for the removal of Linton Putland as a director of the Company:**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Linton Putland be removed as a director of the Company with effect from the end of the Meeting."*

**(c) The following resolution for the removal of Michael Kitney as a director of the Company:**


*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Michael Kitney be removed as a director of the Company with effect from the end of the Meeting."*

**(d) The following resolution for the removal of Samuel Smith as a director of the Company:**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Samuel Smith be removed as a director of the Company with effect from the end of the Meeting."*

**(e) The following resolution for the removal of any new directors of the Company appointed under the Company's Constitution between 16 March 2023 and the commencement of the Meeting (other than Mr Thomas Sanders and Mr Devanathan Ramachandran):**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, any person appointed as a director of the Company between 16 March 2023 and the commencement of the Meeting (other than Mr Thomas Sanders and Mr Devanathan Ramachandran) be removed as a director of the Company with effect from the end of the Meeting."*

<b>Name of shareholder:</b>	Helen Sanders
<b>Address of shareholder:</b>	19a Salter Point Parade, Salter Point, WA, 6152
<b>Number of Company shares entitled to vote at a general meeting of the Company:</b>	137,000
<b>Date:</b>	Thursday, 16 March 2023
<b>Signature of Authorised Signatory</b> 	<b>Name of Authorised Signatory in full</b> Helen Sanders

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**(a) The following resolution for the removal of Peter Cook as a director of the Company:**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Peter Cook be removed as a director of the Company with effect from the end of the Meeting."*

**(b) The following resolution for the removal of Linton Putland as a director of the Company:**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Linton Putland be removed as a director of the Company with effect from the end of the Meeting."*

**(c) The following resolution for the removal of Michael Kitney as a director of the Company:**


*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Michael Kitney be removed as a director of the Company with effect from the end of the Meeting."*

**(d) The following resolution for the removal of Samuel Smith as a director of the Company:**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Samuel Smith be removed as a director of the Company with effect from the end of the Meeting."*

**(e) The following resolution for the removal of any new directors of the Company appointed under the Company's Constitution between 16 March 2023 and the commencement of the Meeting (other than Mr Thomas Sanders and Mr Devanathan Ramachandran:**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, any person appointed as a director of the Company between 16 March 2023 and the commencement of the Meeting (other than Mr Thomas Sanders and Mr Devanathan Ramachandran) be removed as a director of the Company with effect from the end of the Meeting."*

<b>Name of shareholder:</b>	Thomas Stephen Sanders & Helen Sanders
<b>Address of shareholder:</b>	19a Salter Point Parade, Salter Point, WA, 6152
<b>Number of Company shares entitled to vote at a general meeting of the Company:</b>	8,952,172
<b>Date:</b>	Thursday, 16 March 2023
<b>Signature of Authorised Signatories</b> 	<b>Name of Authorised Signatory in full</b> Mr Thomas Stephen Sanders & Mrs Helen Sanders

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**(a) The following resolution for the removal of Peter Cook as a director of the Company:**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Peter Cook be removed as a director of the Company with effect from the end of the Meeting."*

**(b) The following resolution for the removal of Linton Putland as a director of the Company:**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Linton Putland be removed as a director of the Company with effect from the end of the Meeting."*

**(c) The following resolution for the removal of Michael Kitney as a director of the Company:**


*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Michael Kitney be removed as a director of the Company with effect from the end of the Meeting."*

**(d) The following resolution for the removal of Samuel Smith as a director of the Company:**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Samuel Smith be removed as a director of the Company with effect from the end of the Meeting."*

**(e) The following resolution for the removal of any new directors of the Company appointed under the Company's Constitution between 16 March 2023 and the commencement of the Meeting (other than Mr Thomas Sanders and Mr Devanathan Ramachandran:**

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, any person appointed as a director of the Company between 16 March 2023 and the commencement of the Meeting (other than Mr Thomas Sanders and Mr Devanathan Ramachandran) be removed as a director of the Company with effect from the end of the Meeting."*

<b>Name of shareholder:</b>	Mr Thomas Stephen Sanders & Mrs Helen Sanders <Sanders Family S/F A/C>
<b>Address of shareholder:</b>	19a Salter Point Parade, Salter Point, WA, 6152
<b>Number of Company shares entitled to vote at a general meeting of the Company:</b>	16,428,424
<b>Date:</b>	Thursday, 16 March 2023
<b>Signature of Authorised Signatories</b> 	<b>Name of Authorised Signatory in full</b> Mr Thomas Stephen Sanders & Mrs Helen Sanders <Sanders Family S/F A/C>

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(b) The following resolution for the removal of Linton Putland as a director of the Company:

*"That, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's Constitution, Mr Linton Putland be removed as a director of the Company with effect from the end of the Meeting."*

(c) The following resolution for the removal of Michael Kitney as a director of the Company:

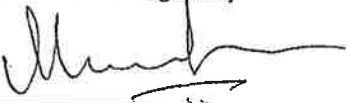
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Name of shareholder:	Dr Super (WA) Pty Ltd <Ramachandran SF A/C>
Address of shareholder:	Office 12, 420 Bagot Road Subiaco WA 6008
Number of Company shares entitled to vote at a general meeting of the Company:	2,350,078
Date:	Thursday, 16 March 2023
Signature of Authorised Signatory 	Name of Authorised Signatory in full Dr Super (WA) Pty Ltd <Ramachandran SF A/C> (ACN 650 982 004)