

Notice of Annual General Meeting

**incorporating Explanatory
Memorandum & Proxy Form**

Date of Meeting:
22 November 2018

Time of Meeting:
1.30pm WST

Place of Meeting:
**The Celtic Club
48 Ord Street
WEST PERTH WA 6005**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary Michelle Simson on (+61 8) 9226 3666.

BREAKER RESOURCES NL
ACN: 145 011 178
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Breaker Resources NL will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Thursday, 22 November 2018 at 1.30pm WST for the purpose of transacting the business outlined below.

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

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice. Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the glossary contained in the Explanatory Memorandum.

2018 FINANCIAL REPORT

To receive and consider the Financial Report of the Company for the financial year ended 30 June 2018 consisting of the Financial Statements and Notes, the Directors' Report, the Directors' Declaration and the Independent Audit Report.

The reports referred to above are included in the 2018 Breaker Resources NL Annual Report which has been released to ASX and may be viewed on the Company's website at www.breakerresources.com.au.

Short Explanation: Section 317 of the Corporations Act requires a listed company to lay before the shareholders at each annual general meeting the financial report, the directors' report and the auditor's report for the last financial year that ended before the annual general meeting. There is no associated resolution. A reasonable opportunity will be provided to Shareholders for discussion of the 2018 Financial Report at the AGM.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following **advisory only resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company's 2018 Annual Report be and is hereby adopted."

Short Explanation: Section 250R(2) of the Corporations Act requires a listed company to put to shareholders at each annual general meeting a resolution adopting the report on the remuneration of the company's directors, executives and senior managers included in the annual report. The above Resolution is being proposed to comply with this requirement. The vote on this Resolution is advisory and binds neither the Directors nor the Company. A reasonable opportunity will be provided to Shareholders for discussion of the Remuneration Report at the AGM.

Voting Prohibition Statement: The Company will, in accordance with the Corporations Act, disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of a member of the Key Management Personnel (**KMP**) details of whose remuneration are included in the Remuneration Report) or a Closely Related Party of such a member. However, a person (**the voter**) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

RESOLUTION 2: RE-ELECTION OF MR LINTON PUTLAND AS A DIRECTOR

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

"That, for the purpose of clause 6.3 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Linton Putland, a director who was appointed a director by the Board, be re-elected as a director of the Company."

Short Explanation: ASX Listing Rule 14.4 provides that any director appointed as an addition to the board may not hold office (without re-election) past the next annual general meeting of the entity. The Company's constitution provides that such a director must retire at the next AGM and is eligible for re-election.

RESOLUTION 3: RE-ELECTION OF MR MARK EDWARDS AS A DIRECTOR

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

"That, for the purpose of clause 6.3 of the Constitution, and for all other purposes, Mr Mark Edwards, a director who retires by rotation, and being eligible, is re-elected as a director of the Company."

Short Explanation: Pursuant to the Constitution, one-third of the Directors of the Company (other than the managing director) must retire at each annual general meeting and, being eligible, may offer themselves for re-election at that annual general meeting.

RESOLUTION 4: RATIFICATION OF PRIOR ISSUE OF 15% PLACEMENT SHARES

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 21,922,739 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 5: RATIFICATION OF PRIOR ISSUE OF 10% PLACEMENT SHARES

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 14,615,159 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 6: APPROVAL FOR ISSUE OF OPTIONS TO A RELATED PARTY – MR THOMAS SANDERS

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 Options to Mr Thomas Sanders (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Thomas Sanders (or his nominee) or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the KMP; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the above prohibition does not apply if:
 - (c) the proxy is the Chair; and
 - (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the KMP.

**RESOLUTION 7: APPROVAL FOR ISSUE OF OPTIONS TO A RELATED PARTY –
MR LINTON PUTLAND**

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue 1,250,000 Options to Mr Linton Putland (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any Director of the entity who is eligible to participate in the employee incentive scheme (or their nominees) and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the KMP; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the KMP.

RESOLUTION 8: APPROVAL OF 10% PLACEMENT CAPACITY

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

"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board.



Michelle Simson

Company Secretary

Date: 19 October 2018

PROXIES

To vote by proxy, please complete and sign the enclosed Proxy Form and return no later than **1.30pm WST on Tuesday, 20 November 2018** by:

- ✘ hand delivery to: Breaker Resources NL
12 Walker Avenue
WEST PERTH WA 6005; or
- ✘ post to: Breaker Resources NL
PO Box 244
WEST PERTH WA 6872; or
- ✘ facsimile to **(+61 8) 9226 3668**; or
- ✘ email to **breaker@breakerresources.com.au**.

A Shareholder entitled to attend and vote at the AGM has the right to appoint up to two (2) proxies. Where more than one (1) proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. A proxy may, but need not be, a Shareholder of the Company and may be an individual or a body corporate.

The instrument appointing the proxy must be in writing, executed by the appointer or their attorney duly authorised in writing or, if such appointer is a corporation, either under seal or under hand of an officer/s duly authorised.

The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, facsimile or email and reach the registered office of the Company at least 48 hours prior to the meeting. For the convenience of Shareholders a Proxy Form is enclosed.

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:

- ✘ the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie. as directed); and
- ✘ if the proxy has two (2) or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- ✘ if the proxy is the chairman of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (ie. as directed); and
- ✘ if the proxy is not the chairman – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie. as directed).

Transfer of non-chairman proxy to chairman in certain circumstances

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

- ✦ 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; and
- ✦ the appointed proxy is not the chairman of the meeting; and
- ✦ at the meeting, a poll is duly demanded on the resolution; and
- ✦ either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chairman 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.

ENTITLEMENT TO VOTE

For the purposes of regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have determined that members holding Securities at **5.00pm WST on Tuesday, 20 November 2018** will be entitled to attend the AGM and vote in accordance with the number of Securities held at this time.

Each Shareholder shall be entitled to one (1) vote on a show of hands. In the case of a poll, the holders of Shares are entitled to one (1) vote for every one (1) Share held, and holders of Partly Paid Shares are entitled to a fraction of one (1) vote which is equivalent to the proportion which the amount paid bears to the total issue price (excluding any amounts paid up in advance of a call). An example is provided below:

Shareholding	Number	Calculation Basis	Attaching Votes
Number of Shares held	50,000	1:1	50,000
Number of Partly Paid Shares held	5,000	1:20 (paid up \$0.01 of \$0.20 issue price)	250
Total votes			50,250

CORPORATIONS

A corporation may elect to appoint a representative in accordance with section 250D of the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company before the meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the Shareholders of Breaker Resources NL (ACN 145 011 178) in connection with the business to be conducted at the Annual General Meeting of the Company to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia, on Thursday, 22 November 2018 commencing at 1.30pm WST.

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice. The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions. Terms used in this Explanatory Memorandum will, unless the context otherwise requires, have the same meaning given to them as in the glossary contained in this Explanatory Memorandum.

At the AGM, Shareholders will be asked to consider the following Resolutions:

- ✦ adopting the Remuneration Report;
- ✦ electing Mr Linton Putland as a Director;
- ✦ electing Mr Mark Edwards as a Director;
- ✦ ratifying a prior issue of Shares using the Company's 15% placement capacity;
- ✦ ratifying a prior issue of Shares using the Company's 10% placement capacity;
- ✦ approving the issue of Options to Mr Thomas Sanders (or nominee);
- ✦ approving the issue of Options to Mr Linton Putland (or nominee); and
- ✦ approving an additional 10% placement capacity for Equity Securities in the 12 months following the date of the Meeting.

FINANCIAL AND OTHER REPORTS

As required by section 317 of the Corporations Act, the Financial Statements and Notes for the financial year ended 30 June 2018 and the accompanying Directors' Report, Directors' Declaration and Independent Audit Report will be laid before the meeting. Neither the Corporations Act nor the Constitution requires a vote on the reports however Shareholders will have an opportunity to ask questions about them at the AGM.

The Company will not provide a hard copy of the annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.breakerresources.com.au.

RESOLUTION 1: REMUNERATION REPORT

1.1 Introduction

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for consideration and adoption by a non-binding vote. The Remuneration Report contains:

- ✦ information about the Board's policy for determining the nature and amount of remuneration of the Directors and senior executives of the Company;
- ✦ a description of the relationship between the Company's remuneration policy and the Company's performance;
- ✦ where applicable, a summary of performance conditions for each of the Directors and senior executives, including a summary of why they were chosen and how performance is measured against them; and
- ✦ remuneration details for each Director and for each of the specified executives.

The Remuneration Report, which is part of the Annual Report, has been sent to Shareholders who have made an election to receive the Annual Report. Copies of the Annual Report are available by contacting the Company's share registry or visiting the Company's website www.breakerresources.com.au.

1.2 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted be put to shareholders however such a resolution is advisory only and does not bind the company or its directors.

The remuneration report sets out the remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained within the annual financial report of the company for a financial year.

The chairman of the meeting must allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the remuneration report at the annual general meeting.

1.3 Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual report for the previous financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the Company is approved will be the directors of the Company.

1.4 Previous voting results

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for the AGM.

1.5 Voting exclusion

A voting exclusion statement is included in this Notice. In accordance with section 250R(4) of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (**the voter**) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Where appointed as an undirected proxy and authorised to do so, the Chair will cast available proxy votes in favour of Resolution 1. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 1 or to abstain from voting.

1.6 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

- ✘ ***If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:***

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

- ✘ ***If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):***

You do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you should be aware of the acknowledgement on the Proxy Form that expressly authorises the Chair to exercise his/her discretion in exercising your proxy, and that the Chair intends to cast undirected proxies in favour of the Resolution, even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

- ✘ ***If you appoint any other person as your proxy:***

You do not need to direct your proxy how to vote on this Resolution but may do so if you wish.

RESOLUTION 2: RE-ELECTION OF MR LINTON PUTLAND AS A DIRECTOR

2.1 Introduction

Clause 6.2 of the Constitution allows for the Board to appoint a person as a Director. ASX Listing Rule 14.4 provides that any director appointed as an addition to the board may not hold office (without re-election) past the next annual general meeting of the entity.

Mr Linton Putland was appointed as a Director on 16 August 2018 and in accordance with ASX Listing Rule 14.4 and the Constitution therefore retires and, under Clause 6.3 of the Constitution, is eligible for re-election.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

2.2 Director's biography

Mr Linton Putland was appointed as a non-executive director of the Company on 16 August 2018. He holds degrees in mining engineering (Bachelor of Engineering, Western Australian School of Mines) and a masters in science (Mineral Economics, Western Australian School of Mines) and has over 30 years' experience in mining operations, joint ventures and corporate management, in Australia, Africa and the Americas over a wide range of commodities. He is a Member of AusIMM and a Graduate Member of AICD.

Mr Putland is principal of LJ Putland & Associates, a private mining consultancy company which was founded in 2002, providing advisory and consultancy services in mining project and company evaluation and due diligence appraisals with a focus on corporate growth. During this period he has also been managing director of a privately owned exploration company, with joint venture interests in Africa. Prior to this he held corporate and senior management roles in IAMGOLD, AurionGold, Delta Gold and Pancontinental Mining.

Mr Putland is currently a non-executive director of ASX-listed Pacific Energy Limited and is considered an independent director, as assessed against the criteria of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

2.3 Directors' recommendation

All of the Directors, except Mr Putland, recommend that Shareholders vote in favour of Resolution 2.

Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolution 2. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 2 or to abstain from voting.

RESOLUTION 3: RE-ELECTION OF MR MARK EDWARDS AS A DIRECTOR

3.1 Introduction

Clause 6.3 of the Constitution provides that no Director (except for the managing director) of the Company may hold office (without re-election) past the third annual general meeting following the Director's appointment or three (3) years, whichever period is longer. Clause 6.3 of the Constitution requires that one third (1/3) of the Directors must retire at each annual general meeting.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. The Company currently has four (4) Directors and therefore one (1) must retire. A Director who retires by rotation under clause 6.3 of the Constitution is eligible for re-election. Accordingly, Mr Mark Edwards, last re-elected in 2016, will retire by rotation and, being eligible, offers himself for re-election.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

3.2 Director's biography

Mr Mark Edwards was appointed as a non-executive director of the Company on 2 July 2010. He is a solicitor with over 25 years of experience in resources and corporate law. He has advised a number of ASX-listed companies active in the resources sector and on a range of projects in Australia and overseas, including significant nickel, gold and iron ore projects. Mr Edwards' professional work has involved him in many facets of the resources industry ranging from ASX listings, exploration and mining joint ventures to project development agreements and project financing.

Mr Edwards does not hold any directorships in other ASX-listed companies and is considered an independent director, as assessed against the criteria of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

3.3 Directors' recommendation

All of the Directors, except Mr Edwards, recommend that Shareholders vote in favour of Resolution 3.

Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolution 3. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 3 or to abstain from voting.

RESOLUTION 4: RATIFICATION OF PRIOR ISSUE OF 15% PLACEMENT SHARES**4.1 General**

On 5 October 2018 and 10 October 2018 the Company issued, pursuant to ASX Listing Rule 7.1, a total of 21,922,739 Shares at an issue price of \$0.29 per Share (a 16.5% discount to the 10-day VWAP leading up to announcement of the issue on 1 October 2018) to sophisticated and professional investors (**15% Placement Shares**). The issue of the 15% Placement Shares raised a total of \$6,357,594, before costs. An additional 14,615,159 Shares were also issued on 5 October 2018 under ASX Listing Rule 7.1A (see Resolution 5).

As mentioned above, the 15% Placement Shares were issued out of the Company's available capacity under ASX Listing Rule 7.1. Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 15% Placement Shares (**15% Placement Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any Equity Securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the issue of the 15% Placement Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Resolution 4 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

4.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the information below is provided in relation to the 15% Placement Ratification:

- (a) Number of Shares issued
21,922,739 Shares were issued.
- (b) Date of issue & issue price
The 15% Placement Shares were issued on 5 October 2018 (19,122,739 Shares) and 10 October 2018 (2,800,000 Shares) at an issue price of \$0.29.
- (c) Allottees
The Shares were issued to sophisticated and professional investors, none of whom are related parties of the Company.
- (d) Terms of the shares
The 15% Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (e) Use of funds
The funds raised through the issue of the 15% Placement Shares will be used to continue resource definition and extensional drilling as well as pre-feasibility activities, at the Company's Lake Roe Gold Project, and working capital.
- (f) Voting exclusion statement
A voting exclusion statement is included in this Notice.

4.3 Directors' recommendation

All of the Directors recommend that Shareholders vote in favour of Resolution 4.

Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolution 4. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 4 or to abstain from voting.

RESOLUTION 5: RATIFICATION OF PRIOR ISSUE OF 10% PLACEMENT SHARES

5.1 General

As outlined above in section 4.1, the Company recently issued 14,615,159 Shares under ASX Listing Rule 7.1A (**10% Placement Shares**). The 10% Placement Shares were issued on the same terms as the 15% Placement Shares and raised a total of \$4,238,396 before costs.

ASX Listing Rule 7.1A provides a mechanism by which a company may issue Equity Securities up to 10% of its issued capital, subject to Shareholder approval being received, in advance, at its annual general meeting. The appropriate resolution was passed by Shareholders at the 2017 annual general meeting and therefore the Company was able to issue the 10% Placement Shares.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1A those securities will be deemed to have been made with shareholder approval and the Company will have the ability to utilise the full placement capacity available ASX Listing 7.1A in the forthcoming 12 months, subject to the annual general meeting approval being received (see Resolution 8).

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 10% Placement Shares (being those issued under ASX Listing Rule 7.1A) (**10% Placement Ratification**).

Resolution 5 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

5.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the information below is provided in relation to the 10% Placement Ratification:

- (a) Number of Shares issued
14,615,159 Shares were issued.
- (b) Date of issue & issue price
The 10% Placement Shares were issued on 5 October 2018 at an issue price of \$0.29.
- (c) Allottees
The Shares were issued to sophisticated and professional investors, none of whom are related parties of the Company.
- (d) Terms of the shares
The 10% Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (e) Use of funds
The funds raised through the issue of the 10% Placement Shares will be used to continue resource definition and extensional drilling as well as pre-feasibility activities, at the Company's Lake Roe Gold Project, and working capital.
- (f) Voting exclusion statement
A voting exclusion statement is included in this Notice.

5.3 Directors' recommendation

All of the Directors recommend that Shareholders vote in favour of Resolution 5.

Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolution 5. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 5 or to abstain from voting.

RESOLUTION 6: APPROVAL FOR ISSUE OF OPTIONS TO MR THOMAS SANDERS

6.1 Introduction

At the 2016 annual general meeting of the Company, shareholders approved the issue of Options to Messrs Thomas Sanders, Mark Edwards and Michael Kitney who were the Company's directors at the time (**2016 Options**). In line with the terms of the offer, Mr Thomas Sanders nominated his superannuation fund to receive the Options and the issue was made accordingly. Specialist legal advice subsequently received indicated that the issue of the 2016 Options to a personal superannuation fund is contrary to provisions of the *Superannuation Industry (Supervision) Act 1993* (Cth) and the issue to Mr Sanders was therefore void, as if it never occurred.

On this basis, the Company intends, subject to obtaining shareholder approval, to issue Options to Mr Sanders or his nominee on substantially the same terms as the void 2016 Options, which are set out in section 6.3 below (**Sanders' Options**).

The Sanders' Options are intended to form a component of the remuneration of Mr Sanders in order to keep cash payments to a minimum and to provide incentives linked to the performance of the Company. Given the speculative nature of the Company's activities and the small management team responsible for its running, it is considered that the performance of the Directors and the performance and value of the Company are closely related. As such, the Sanders' Options proposed to be granted will only generally be of benefit if the Directors perform to a level whereby the value of the Company increases sufficient to warrant exercising the Sanders' Options.

6.2 Background to Requirement for Shareholder Approval

For a public company, or an entity that a public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Sanders' Options constitutes a financial benefit and Mr Sanders is a related party by virtue of being a director of the Company. The Board has determined that the benefit being provided is reasonable in the circumstances and reflects arms' length terms and is therefore subject to one of the Corporations Act exceptions.

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, and none of the exceptions in ASX Listing Rule 10.12 apply.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to grant the Sanders' Options to Mr Sanders or his nominee as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of the Sanders' Options will not be included in the 15% calculation of the Company's 12 month capacity to issue Shares or other securities without shareholder approval pursuant to ASX Listing Rule 7.1.

6.3 Technical information required by ASX Listing Rule 10.13

In accordance with the requirements of ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of the Sanders' Options:

- (a) The Sanders' Options are proposed to be granted to Mr Thomas Sanders, or his nominee.
- (b) The maximum number of Sanders' Options to be granted to Mr Sanders or his nominee is 3,000,000.
- (c) The Sanders' Options will be granted to Mr Sanders no later than one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the Sanders' Options will be granted on one date.
- (d) Approval is being sought under ASX Listing Rule 10.11 on the basis of Mr Sanders being a Director.
- (e) The terms and conditions of the Sanders' Options are set out in Schedule 1.
- (f) The Sanders' Options will be granted for nil cash consideration. Accordingly, no funds will be raised by their grant however funds will be raised in the future to the extent the Sanders' Options are exercised. Relevantly, the exercise price of the Sanders' Options is the price that is the volume weighted average price of Shares (**VWAP**) calculated over the 10 trading days on which trades were recorded on the ASX preceding the date of grant plus a 17.5% premium. On the assumption that the Sanders' Options were issued on the date of this Notice of Meeting, the exercise price of the Sanders' Options would have been \$0.3590 (based on the 10 day VWAP of the Shares up to and including 18 October 2018 plus a 17.5% premium) and a total of up to \$1,077,000 in funds would be raised by the Company upon exercise of the Sanders' Options. Any funds raised from the exercise of the Sanders' Options will be utilised to progress exploration activities at the Company's projects in Western Australia and for general working capital.
- (g) Voting exclusion statement
A voting exclusion statement is included in this Notice.

RESOLUTION 7: APPROVAL FOR ISSUE OF OPTIONS TO MR LINTON PUTLAND

7.1 Introduction

As outlined in section 6.1 above, the 2016 Options were issued to the Company's directors at the time. Assuming that Resolution 6 (also outlined above) is passed, then all of the Directors, with the exception of Mr Linton Putland, will hold Options. To ensure consistency and alignment of interests between Shareholders and all Directors, the Company intends, subject to obtaining Shareholder approval, to issue Options to Mr Putland or his nominee in the proportions and on the terms and conditions set out below (**Putland Options**).

The Putland Options are intended to form a component of the remuneration of Mr Putland in order to keep cash payments to a minimum and to provide incentives linked to the performance of the Company. Given the speculative nature of the Company's activities and the small management team responsible for its running, it is considered that the performance of the Directors and the performance and value of the Company are closely related. As such, the Putland Options proposed to be granted will only generally be of benefit if the Directors perform to a level whereby the value of the Company increases sufficient to warrant exercising the Putland Options.

7.2 Background to Requirement for Shareholder Approval

Background to the requirement for Shareholder approval in relation to the Corporations Act is provided in section 6.2 above.

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity permits a related party to acquire Securities under an employee incentive scheme, and none of the exceptions in ASX Listing Rule 10.15B apply.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to grant the Putland Options to Mr Putland or his nominee as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the grant of the Putland Options will not be included in the 15% calculation of the Company's 12 month capacity to issue Shares or other securities without shareholder approval pursuant to ASX Listing Rule 7.1.

7.3 Technical information required by ASX Listing Rule 10.14

In accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the proposed grant of the Putland Options:

- (a) The Putland Options are proposed to be granted to Mr Linton Putland, or his nominee. Approval is being sought under ASX Listing Rule 10.14 on the basis of Mr Putland being a Director.
- (b) The maximum number of Putland Options to be granted to Mr Putland or his nominee is 1,250,000.
- (c) The terms and conditions of the Putland Options are set out in Schedule 2. The Putland Options will be issued under the Company's Incentive Option Scheme 2015 (**2015 Plan**) and will be subject to the 2015 Plan rules. If however there is any inconsistency between the terms of the Putland Options as set out in Schedule 2 and the 2015 Plan, the terms as set out in Schedule 2 will prevail to the extent of the inconsistency.
- (d) The name of all directors (or their associates) who were granted securities under the 2015 Plan since the last approval are Mark Edwards and Michael Kitney who were each granted 1,250,000 options for no consideration with an exercise price of \$0.448 each.
- (e) The names of all directors entitled to participate in the 2015 Plan are Thomas Sanders, Michael Kitney, Mark Edwards and Linton Putland (and their associates).
- (f) Voting exclusion statement
A voting exclusion statement is included in this Notice.
- (g) There is no associated loan in relation to the proposed grant of the Putland Options.
- (h) The Putland Options will be granted to Mr Putland no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the Putland Options will be granted on one date.

RESOLUTION 8: APPROVAL OF 10% PLACEMENT CAPACITY

8.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

An Equity Security is a share, a unit in a trust, a right to a share in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security. If Shareholders approve Resolution 8, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 8.2 below).

The effect of Resolution 8, if passed, will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1.

Resolution 8 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the AGM must be in favour of Resolution 8 for it to be passed.

8.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An **Eligible Entity** is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$56.63 million (based on the Company's closing price of Shares of \$0.31 on 18 October 2018).

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has two (2) classes of quoted Equity Securities on issue, being the Shares and Partly Paid Shares (ASX Codes: BRB and BRBCA respectively).

The exact number of Equity Securities that the Company may issue with an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
 - (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of Partly Paid Shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of Shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without Shareholder approval; and
 - (iv) less the number of Shares cancelled in the previous 12 months.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rules 7.1 or 7.4.*

* If Resolution 5 is passed the 14,615,159 Shares issued pursuant to ASX Listing Rule 7.1A in October 2018 will not form part of 'E'.

8.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 8:

- (a) **Minimum price**
 The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within five (5) ASX trading days of the date in Section 8.3(a)(i), the date on which the Equity Securities are issued.
- (b) **Date of issue**
 The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of:
- (i) 12 months after the date of the Meeting; and
 - (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid),
- (10% Placement Capacity Period).**
- (c) **Risk of voting dilution**
 Any issue of Shares under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue. If Resolution 8 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table overleaf.

The table shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares (rounded to a whole number of cents) and the current number of Shares on issue as at the date of this Notice. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
		\$0.16 50% decrease in issue price	\$0.31 issue price	\$0.62 100% increase in issue price
182,689,492 (Variable A*)	10% voting dilution - Shares issued	18,268,949 Shares	18,268,949 Shares	18,268,949 Shares
	Funds raised	\$2,923,032	\$5,663,374	\$11,326,748
274,034,238 (50% increase in Variable A*)	10% voting dilution - Shares issued	27,403,423 Shares	27,403,423 Shares	27,403,423 Shares
	Funds raised	\$4,384,548	\$8,495,061	\$16,990,122
365,378,984 (100% increase in Variable A*)	10% voting dilution - Shares issued	36,537,898 Shares	36,537,898 Shares	36,537,898 Shares
	Funds raised	\$5,846,064	\$11,326,748	\$22,653,497

* Variable A represents the current number of Shares on issue. Variable A could increase as a result of the issue of Shares that do not require Shareholder approval, the issue of Shares with Shareholder approval under ASX Listing Rule 7.1 or the exercise of Options or conversion of Partly Paid Shares to Shares.

The table above uses the following assumptions:

- (i) The Company currently has 182,689,492 Shares on issue.
- (ii) The issue price set out above is based on the ASX closing price of the Shares on 18 October 2018 of \$0.31, rounded to the closest whole number of cents.
- (iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.

- (iv) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 with the exception of the 15% Placement Shares the subject of Resolution 4.
- (v) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes Partly Paid Shares or quoted Options, it is assumed that those Partly Paid Shares or quoted Options are converted or exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vi) The calculations above do not show the dilution that any one particular Shareholder will be subject to as at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vii) 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%.
- (viii) The table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

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

(d) Purpose of issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure or development work on the Company's Lake Roe and Ularring Rock projects (funds would then be used for exploration activities, development work and/or project administration) and general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources assets and investments; in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

The purpose of seeking the 10% Placement Capacity is to enable the Company the flexibility to issue Equity Securities in addition to the 15% placement capacity afforded to the Company under ASX Listing Rule 7.1, should the Board identify a need and opportunity to do so. The Directors are not currently aware of any matters which would require a change to the Company's current corporate and strategic objectives.

The Company's exploration activities on its Lake Roe and Ularring Rock projects are detailed in the Annual Report as supplemented by ongoing updates to the ASX, particularly in relation to the Lake Roe project. If the Company raises funds under the 10% Placement Capacity for the purpose of applying those funds towards further exploration expenditure on its projects, it will release details of the use of funds to ASX.

(e) Allocation under the 10% Placement Capacity

The allottees of any Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be a related party of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;

- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the 10% Placement Capacity will be the vendors of the new resources, assets or investments.

(f) Previous Approvals under ASX Listing Rule 7.1A

The Company has previously obtained approval under ASX Listing Rule 7.1A at its annual general meeting on 23 November 2017 (**Previous Approval**). The Company has issued 14,615,159 Shares pursuant to the Previous Approval.

Details of Equity Securities issued during the 12 months preceding the date of the Meeting are provided overleaf.

A total of 36,787,898 new securities was issued during the 12 months preceding the date of the Meeting. The issue of these securities represents 23.6% of the total number of Equity Securities on issue at the commencement of the 12 month period (being 22 November 2017), which was 156,166,967 on a fully diluted basis.

(g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

If the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (ii) the information required by ASX Listing Rule 3.10.5A for release to the market.

Date of Issue	12 December 2017	20 February 2018	20 June 2018	21 June 2018	29 August 2018	5 October 2018	10 October 2018
Number Issued	250,000	6,250	500,000	500,000	50,000	33,737,898	2,800,000
Class of Equity Securities issued and terms	Unlisted options exercisable at \$0.73 on or before 31 December 2020	Fully paid ordinary shares	Fully paid ordinary shares				
Names of allottees or basis for allotment	Issued to employee/s and contractor/s under the Incentive Option Scheme	Conversion of partly paid ordinary shares to fully paid ordinary shares	Conversion of partly paid ordinary shares to fully paid ordinary shares	Conversion of partly paid ordinary shares to fully paid ordinary shares	Conversion of partly paid ordinary shares to fully paid ordinary shares	Placement to sophisticated and professional investors	Placement to sophisticated and professional investors
Equity Securities' price of issue and discount to market	n/a	n/a	n/a	n/a	n/a	\$0.29; 16.5% discount to 10-day VWAP at capital raising announcement	\$0.29; 16.5% discount to 10-day VWAP at capital raising announcement
Total cash consideration and use of funds	n/a	\$1,187.50; used for general working capital purposes	\$95,000; used for general working capital purposes	\$95,000; used for general working capital purposes	\$9,500; used for general working capital purposes	\$9,783,990; used for drilling and pre-feasibility activities at Lake Roe and general working capital	\$812,000; used for drilling and pre-feasibility activities at Lake Roe and general working capital
Total non-cash consideration and value	\$64,738 (based on a Black Scholes valuation on 12 December 2017)	n/a	n/a	n/a	n/a	n/a	n/a

8.4 Directors' recommendation

All of the Directors recommend that Shareholders vote in favour of Resolution 8.

Where appointed as an undirected proxy, the Chair will cast available proxy votes in favour of Resolution 8. Shareholders may choose to direct the Chair (as proxy) to vote for or against Resolution 8 or to abstain from voting.

8.5 Voting exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 8.

GLOSSARY

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

\$	means Australian dollars.
10% Placement Capacity	is defined in Section 8.1.
10% Placement Capacity Period	is defined in Section 8.3(b).
10% Placement Ratification	is defined in Section 5.1.
10% Placement Shares	is defined in Section 5.1.
15% Placement Ratification	is defined in Section 4.1.
15% Placement Shares	is defined in Section 4.1.
2016 Options	is defined in Section 6.1.
Annual General Meeting or AGM	means the Company's annual general meeting for the financial year ended 30 June 2018.
Annual Report	means the directors' report, the annual financial report and auditors' report in respect of the financial year ended 30 June 2018.
Associate	has the same meaning as defined in section 11 and sections 13 to 17 of the Corporations Act.
ASX	means ASX Ltd (ACN 008 624 691) and, where context requires, the Australian Securities Exchange operated by ASX Ltd.
Board	means the board of Directors of the Company.
Chair	means the chairman of the Meeting.
Closely Related Party	has the same meaning as defined in section 9 of the Corporations Act.
Company	means Breaker Resources NL (ACN 145 011 178).
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Eligible Entity	is defined in Section 8.2.
Equity Securities	bears the meaning given to that term in the Listing Rules and includes a share, a right to a share or option, an option, a convertible security and any security that ASX decides to classify as an Equity Security.
Explanatory Memorandum	means this information attached to the Notice, which provides information to Shareholders about the Resolutions contained within the Notice.
Key Management Personnel or KMP	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the company, or if the company is part of a consolidated

	entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the company, or if the company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Meeting	means the Annual General Meeting.
Notice or Notice of Meeting	means the Notice of Annual General Meeting accompanying this Explanatory Memorandum.
Option	means an option to acquire a Share.
Optionholder	means the holder of an Option.
Partly Paid Share	means a partly paid ordinary share in the capital of the Company.
Previous Approval	is defined in Section 8.3(f).
Proxy Form	means the proxy form attached to this Notice.
Putland Options	is defined in Section 7.1.
Remuneration Report	means the remuneration report of the Company outlined in the Annual Report.
Resolution	means a resolution contained in the Notice.
Sanders' Options	is defined in Section 6.1.
Securities	means a fully paid ordinary share or partly paid share in the capital of the Company.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share or Partly Paid Share.
Spill Meeting	is defined in Section 1.3.
Spill Resolution	is defined in Section 1.3.
the voter	is defined in Section 1.5.
Variable A	means "A" as set out in the calculation in Section 8.3(c) of this Notice.
VWAP	means the volume weighted average price of Shares as traded on the ASX.
WST	means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1

The Sanders' Options entitle the holder to subscribe for fully paid ordinary shares in the capital of Breaker Resources NL (**Company**) on the following terms and conditions:

- (a) Each Sanders' Option gives the holder of the Sanders' Options (**Optionholder**) the right to subscribe for one (1) Share.
- (b) Each Sanders' Option will expire at 5.00pm (WST) on 31 December 2021 (**Expiry Date**). A Sanders' Option not exercised before the Expiry Date will automatically lapse on the Expiry Date. Sanders' Options will lapse immediately and all rights in respect of the Sanders' Options will be lost if Mr Sanders ceases to be a Director of the Company and the Sanders' Options are not exercised within a period of three (3) months after Mr Sanders ceasing to be Director of the Company (or a further date as determined by the Board) (**Ceasing Date**).
- (c) Subject to these terms and conditions, the amount payable upon exercise of each Sanders' Option will be 117.5% of the VWAP (volume weighted average price of trading on ASX in fully paid ordinary shares in the capital of the Company) calculated over the 10 trading days on which trades were recorded on ASX preceding the date of the grant of the Sanders' Option (**Exercise Price**).
- (d) The Sanders' Options are not transferrable or assignable.
- (e) The Sanders' Options held by the Optionholder may be exercised in whole or in part.
- (f) The Optionholder may exercise their Sanders' Options by lodging with the Company, any time after issue and before 5.00pm (WST) on the Expiry Date or Ceasing Date (whichever is the earlier):
 - (i) an "Option Certificate" or "Holding Statement" or similar in relation to the Sanders' Options;
 - (ii) a written notice of exercise of Sanders' Options specifying the number of Sanders' Options being exercised; and
 - (iii) subject to paragraph (o) a cheque or electronic funds transfer for the Exercise Price multiplied by the number of Sanders' Options being exercised;**(Exercise Notice)**.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will, subject to the Listing Rules (if relevant), issue to the Optionholder the number of Shares required under these terms and conditions in respect of the number of Sanders' Options specified in the Exercise Notice.
- (h) All Shares issued upon the exercise of Sanders' Options will upon issue rank pari passu in all respects with other Shares.
- (i) The Company will not apply for quotation of the Sanders' Options on ASX however the Company will apply for quotation of all Shares issued pursuant to the exercise of Sanders' Options on ASX within 10 Business Days after the date of issue of those Shares.
- (j) There are no participating rights or entitlements inherent in the Sanders' Options and Optionholders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Sanders' Options without exercising the Sanders' Options.
- (k) The Optionholder has the right to exercise their Sanders' Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Sanders' Options, and will be granted a period of at least six (6) business days before books closing date to exercise the Sanders' Options.

- (l) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Sanders' Options will be re-organised as required by the Listing Rules or the Corporations Act, but in all other respects the terms of exercise will remain unchanged.
- (m) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the Sanders' Options, the exercise price of the Sanders' Options will be adjusted in accordance with the formula set out in the Listing Rules.
- (n) In the event the Company proceeds with a bonus issue of securities to the holders of Shares after the date of issue of the Sanders' Options, the number of Shares issued on exercise of each Sanders' Option will include the number of bonus Shares that would have been issued if the Sanders' Option had been exercised prior to the record date for the bonus issue.
- (o) Where the market price of a Share as recorded on ASX exceeds the Exercise Price of a Sanders' Option at the time of exercise of the Sanders' Options, the Company may decide in its absolute discretion that the Optionholder will not be required to provide payment of the Exercise Price of Sanders' Options exercised or to be exercised but only if on exercise of the Sanders' Options, the Optionholder elects that the Company instead allot and issue the number of Shares that are, on the exercise date, equal in value (with value determined in accordance with such market price on ASX on the date of exercise) to the difference between the market price, calculated on the date of exercise, of the Shares which would otherwise have been issued as a result of such exercise and the Exercise Price otherwise payable in relation to the Sanders' Options so exercised (with the number of Shares rounded down).

SCHEDULE 2

The Putland Options entitle the holder to subscribe for fully paid ordinary shares in the capital of Breaker Resources NL (**Company**) on the following terms and conditions:

- (a) Each Putland Option gives the holder of the Putland Options (**Optionholder**) the right to subscribe for one (1) Share.
- (b) The Putland Options are issued pursuant to, and will be subject to, the rules of the Company's 2015 Plan. Terms defined in the 2015 Plan will bear the same meaning where used in these terms and conditions, unless the context otherwise requires.
- (c) Each Putland Option will expire at 5.00pm (WST) on 31 December 2021 (**Expiry Date**). A Putland Option not exercised before the Expiry Date will automatically lapse on the Expiry Date. Putland Options will lapse immediately and all rights in respect of the Putland Options will be lost if the Relevant Person in relation to the Optionholder ceases to be an Eligible Participant and the Putland Options are not exercised within a period of three (3) months after the Relevant Person ceasing to an Eligible Participant (or a further date as determined by the Board) (**Ceasing Date**).
- (d) Subject to these terms and conditions and those of the 2015 Plan, the amount payable upon exercise of each Putland Option will be 117.5% of the VWAP (volume weighted average price of trading on ASX in fully paid ordinary shares in the capital of the Company) calculated over the 10 trading days on which trades were recorded on ASX preceding the date of the grant of the Putland Option (**Exercise Price**).
- (e) As provided for the in the 2015 Plan, the Putland Options are not transferrable or assignable.
- (f) Should there be any inconsistency between the terms and conditions in this Schedule 1 and the rules of the 2015 Plan then the terms and conditions in this Schedule 1 will prevail to the extent of the inconsistency.
- (g) The Putland Options held by each Optionholder may be exercised in whole or in part.
- (h) An Optionholder may exercise their Putland Options by lodging with the Company, any time after issue and before 5.00pm (WST) on the Expiry Date or Ceasing Date (whichever is the earlier):
 - (i) an "Option Certificate" or "Holding Statement" or similar in relation to the Putland Options;
 - (ii) a written notice of exercise of Putland Options specifying the number of Putland Options being exercised; and
 - (iii) subject to paragraph (o) a cheque or electronic funds transfer for the Exercise Price multiplied by the number of Putland Options being exercised;**(Exercise Notice)**.
- (i) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will, subject to the Listing Rules (if relevant), issue to the Optionholder the number of Shares required under these terms and conditions in respect of the number of Putland Options specified in the Exercise Notice.
- (j) All Shares issued upon the exercise of Options will upon issue rank pari passu in all respects with other Shares.
- (k) The Company will not apply for quotation of the Putland Options on ASX however the Company will apply for quotation of all Shares issued pursuant to the exercise of Putland Options on ASX within 10 Business Days after the date of issue of those Shares.

- (l) There are no participating rights or entitlements inherent in the Putland Options and Optionholders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Putland Options without exercising the Putland Options.
- (m) Optionholders have the right to exercise their Putland Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Putland Options, and will be granted a period of at least six (6) business days before books closing date to exercise the Putland Options.
- (n) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Putland Options will be re-organised as required by the Listing Rules or the Corporations Act, but in all other respects the terms of exercise will remain unchanged.
- (o) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to the holders of Shares after the date of issue of the Putland Options, the exercise price of the Putland Options will be adjusted in accordance with the formula set out in the Listing Rules.
- (p) In the event the Company proceeds with a bonus issue of securities to the holders of Shares after the date of issue of the Putland Options, the number of Shares issued on exercise of each Putland Option will include the number of bonus Shares that would have been issued if the Putland Option had been exercised prior to the record date for the bonus issue.
- (q) Where the market price of a Share as recorded on ASX exceeds the Exercise Price of a Putland Option at the time of exercise of the Putland Options, the Company may decide in its absolute discretion that an Optionholder will not be required to provide payment of the Exercise Price of Putland Options exercised or to be exercised but only if on exercise of the Putland Options, the Optionholder elects that the Company instead allot and issue the number of Shares that are, on the exercise date, equal in value (with value determined in accordance with such market price on ASX on the date of exercise) to the difference between the market price, calculated on the date of exercise, of the Shares which would otherwise have been issued as a result of such exercise and the Exercise Price otherwise payable in relation to the Putland Options so exercised (with the number of Shares rounded down).

Holder Number:

Vote by Proxy: BRB

Your proxy voting instruction must be received by **1.30pm (WST) on Tuesday, 20 November 2018**, being **not later than 48 hours** before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE BY PAPER

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

YOUR NAME AND ADDRESS

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

VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder. Otherwise if you leave this box blank, the Chair will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are 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 marking one of the boxes opposite each item of business. All your Securities 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 Securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

ATTENDING THE MEETING

Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as Power of Attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for Proxy Forms.



