



ALDERAN RESOURCES LIMITED
ACN 165 079 201

NOTICE OF EXTRAORDINARY GENERAL MEETING

**The Extraordinary General Meeting of the Company will be
held at Level 4, 50 Market Street, Melbourne VIC 3000
on Friday, 19 July 2019 at 9.30am (EST)**

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

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9482 0520.

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

ALDERAN RESOURCES LIMITED

ACN 165 079 201

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Alderan Resources Limited (**Company**) will be held at Level 4, 50 Market Street, Melbourne VIC 3000, on Friday, 19 July 2019 at 9.30am (EST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on 17 July 2019 at 5pm (EST).

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

1. Resolution 1 - Ratification of Prior Issues of Placement Shares under Listing Rule 7.1

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 19,441,336 fully paid ordinary shares in the Company to the parties, for the purpose and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issues and 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 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.

2. Resolution 2 - Ratification of Prior Issues of Placement Shares under Listing Rule 7.1A

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 12,960,891 fully paid ordinary shares in the Company to the parties, for the purpose and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issues and 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 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.

3. Resolution 3 - Approval to Issue Shares for Tranche 2 of Placement

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 7.1 and for all other purposes, approval is given for the issue of up to 17,597,773 fully paid ordinary shares in the Company to the parties, for the purpose and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issues (except a benefit solely by reason of being a holder of ordinary securities in the Company) and 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 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.

4. Resolution 4 - Approval to Issue Placement Options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 25,000,000 Placement Options in the Company on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and 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 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.

5. Resolution 5 - Participation of Director Tom Eadie in the Placement

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 1,093,750 Shares and 546,875 Placement Options to Mr Tom Eadie (or nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Tom Eadie or any Associate of Mr Eadie. 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.

6. Resolution 6 - Participation of Director Peter Williams in the Placement

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 2,343,750 Shares and 1,171,875 Placement Options to Mr Peter Williams (or nominees) on the terms and conditions set out in the Explanatory Memorandum .”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Peter Williams or any Associate of Mr Williams. 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.

7. Resolution 7 - Participation of Director Marat Abzalov in the Placement

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 1,562,500 Shares and 781,250 Placement Options to Mr Marat Abzalov (or nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Marat Abzalov or any Associate of Mr Abzalov. 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.

8. Resolution 8 - Approval to Issue Options to Broker

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 7.1 and for all other purposes, approval is given for the Company to issue 10,000,000 Broker Options to BW Equities Pty Ltd (or its nominated entity/entities) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of BW Equities Pty Ltd or any Associate of BW Equities Pty Ltd. 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.

9. Resolution 9 - Approval of Long Term Incentive Plan

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

That, for the purpose of Listing Rule 7.2 Exception 9(b), sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the employee incentive scheme known as the “Long Term Incentive Plan”, a summary of which is set out in the Explanatory Statement accompanying this Notice of Meeting, and the issue of securities there under, until 19 July 2022, as an exception to Listing Rule 7.1.

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director of the Company (who is eligible to participate in the employee incentive scheme in respect of which the approval is sought), and any Associate of 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.

A vote must not be cast on this Resolution by a member of the Key Management Personnel, or a Closely Related Party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the Chair of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

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

10. Resolution 10 - Issue of Options to Director - Mr Peter Williams

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, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 5,000,000 Options under the Long Term Incentive Plan to Mr Peter Williams (or nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director of the Company (who is eligible to participate in the employee incentive scheme in respect of which the approval is sought), and any Associate of 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.

A vote must not be cast on this Resolution by a member of the Key Management Personnel, or a Closely Related Party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the Chair of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

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

Where the Chair is the related party the subject of the Resolution or is an Associate of the related party, the Chair cannot cast undirected proxies in respect of the Resolution.

11. Resolution 11 - Issue of Options to Director - Mr Marat Abzalov

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, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 5,000,000 Options under the Long Term Incentive Plan to Mr Marat Abzalov (or nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director of the Company (who is eligible to participate in the employee incentive scheme in respect of which the approval is sought), and any Associate of 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.

A vote must not be cast on this Resolution by a member of the Key Management Personnel, or a Closely Related Party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the Chair of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

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

Where the Chair is the related party the subject of the Resolution or is an Associate of the related party, the Chair cannot cast undirected proxies in respect of the Resolution.

12. Resolution 12 - Issue of Options to Director - Mr Tom Eadie

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, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 2,000,000 Options under the Long Term Incentive Plan to Mr Tom Eadie (or nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director of the Company (who is eligible to participate in the employee incentive scheme in respect of which the approval is sought), and any Associate of 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.

A vote must not be cast on this Resolution by a member of the Key Management Personnel, or a Closely Related Party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the Chair of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

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

Where the Chair is the related party the subject of the Resolution or is an Associate of the related party, the Chair cannot cast undirected proxies in respect of the Resolution.

13. Resolution 13 - Issue of Options to Director - Mr Bruno Hegner

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, sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to allot and issue 2,000,000 Options under the Long Term Incentive Plan to Mr Bruno Hegner (or nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director of the Company (who is eligible to participate in the employee incentive scheme in respect of which the approval is sought), and any Associate of 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.

A vote must not be cast on this Resolution by a member of the Key Management Personnel, or a Closely Related Party of a Key Management Personnel, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the Company will not disregard any proxy votes cast on that Resolution by a Key Management Personnel if the Key Management Personnel is the Chair of the Meeting acting as proxy and their appointment expressly authorised the proxy even though the Resolution is connected with the remuneration of the Key Management Personnel for the Company.

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

Where the Chair is the related party the subject of the Resolution or is an Associate of the related party, the Chair cannot cast undirected proxies in respect of the Resolution.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to be 'Brett Tucker', with a long horizontal stroke extending to the right.

Mr Brett Tucker
Company Secretary
Alderan Resources Limited
Dated: 17 June 2019

ALDERAN RESOURCES LIMITED

ACN 165 079 201

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 4, 50 Market Street, Melbourne VIC 3000 on Friday, 19 July 2019 at 9.30am (EST).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Resolutions 1 and 2 - Ratification of Prior Issues of Placement Shares
Section 4	Resolution 3 - Approval to Issue Shares for Tranche 2 of Placement
Section 5	Resolution 4 - Approval to Issue Placement Options
Section 6	Resolutions 5 to 7 - Participation of Directors in the Placement
Section 7	Resolution 8 - Approval to Issue Options to Broker
Section 8	Resolution 9 - Approval of Long Term Incentive Plan
Section 9	Resolutions 10 to 13 - Approval to Issue Options to Directors

A Proxy Form is located at the end of the Explanatory Memorandum.

If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice of Extraordinary General Meeting, please contact the Company Secretary, your stockbroker or other professional adviser.

2. Action to be taken by Shareholders

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

2.1 Voting in person

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

2.2 Proxies

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- In person at Ground Floor, 16 Ord Street, West Perth WA 6005;
- By post to PO Box 902, West Perth WA 6872; or
- By scan and email to brett@alderanresources.com.au.

Please note that the Proxy Form must be received by the Company not later than **9.30am (EST) on 17 July 2019**.

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

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

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

(b) Proxy vote if appointment specifies way to vote

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

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

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

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

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

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

3. Resolutions 1 to 2 - Ratification of Prior Issues

3.1 General

On 23 May 2019, the Company announced a placement of Shares and Placement Options to raise up to \$1.6 million to be undertaken in two separate tranches (**Placement**). The Company subsequently issued the first tranche Placement Shares comprising 32,402,227 Shares at an issue price of \$0.032 per Share to raise \$1,036,871 less costs.

The first tranche Placement Shares were issued pursuant to the Company's capacity as follows:

- 19,441,336 Shares under ASX Listing Rule 7.1; and
- 12,960,891 Shares under ASX Listing Rule 7.1A.

3.2 ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities 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 when a company in general meeting ratifies the previous issue made pursuant to the 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.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of Equity Securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1. ASX Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to an additional 10% under Listing Rule 7.1A if Shareholders ratify the previous issue of securities.

By ratifying this previous issue, 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 and the additional 10% capacity under ASX Listing Rule 7.1A.

Resolutions 1 and 2 seeks Shareholder ratification of the issue of 32,402,227 Shares issued under the first tranche of the Placement;

- (a) Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to **Resolution 1**:
- (i) On 29 May 2019 the Company issued 19,441,336 Shares under its ASX Listing Rule 7.1 capacity;
 - (ii) The issue price was \$0.032 per Share;
 - (iii) The Shares were issued to sophisticated or professional investors in accordance with subsections 708(8) and 708(11) of the Corporations Act, as selected by the Company. None of the subscribers were related parties of the Company.
 - (iv) The Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
 - (v) The funds raised will be used for ongoing exploration at the Frisco project.
- (b) Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to **Resolution 2**:
- (i) On 29 May 2019 the Company issued 12,960,891 Shares under its ASX Listing Rule 7.1A capacity;
 - (ii) The issue price was \$0.032 per Share;
 - (iii) The Shares were issued to sophisticated or professional investors in accordance with subsections 708(8) and 708(11) of the Corporations Act, as selected by the Company. None of the subscribers were related parties of the Company.
 - (iv) The Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
 - (v) The funds raised will be used for ongoing exploration at the Frisco project.

3.3 Board recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 1 and 2. Each Director intends to vote the Shares they control in favour of Resolutions 1 and 2.

The Chair of the General Meeting intends to vote all available undirected proxies in favour of Resolutions 1 and 2.

4. Resolution 3 - Approval to Issue Shares for Tranche 2 of Placement

4.1 General

Resolution 3 seeks Shareholder approval for the issue of up to 17,597,773 Shares at an issue price of \$0.032 per Share to raise approximately \$563,129 under Tranche 2 of the Placement.

A summary of ASX Listing Rule 7.1 is set out in Section 3.2 above.

The effect of Resolution 3 will be to allow the Company to issue the Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

4.2 Information required by the ASX Listing Rule 7.1

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

- (a) the maximum number of Shares to be issued is 17,597,773;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the issue price will be \$0.032 per Share;
- (d) the Shares will be issued to sophisticated and professional investors in accordance with subsections 708(8) and 708(11) of the Corporations Act, as selected by the Company. None of these subscribers are related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares of the Company issued on the same terms and conditions as the Company's existing Shares and the Company will apply to ASX for official quotation of the Shares; and
- (f) the funds raised from the issue, when combined with the funds to be raised under the first tranche of the Placement, will be used for ongoing exploration at the Company's Frisco project.

4.3 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

5. Resolution 4 - Approval to Issue Options to Participants in the Placement

5.1 General

Resolution 4 seeks Shareholder approval for the issue of up to 25,000,000 free attaching Options to participants in the Placement on the basis of 1 Option for every 2 Shares subscribed for and received (**Placement Options**).

A summary of ASX Listing Rule 7.1 is set out in Section 3.2 above.

The effect of Resolution 4 will be to allow the Company to issue the Placement Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

5.2 Information required by the ASX Listing Rule 7.1

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

- (a) the maximum number of Placement Options to be issued is 25,000,000;
- (b) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Placement Options will occur on the same date;
- (c) the Placement Options will be issued for nil consideration, as they are being issued to parties that participated in the Placement;

- (d) the Placement Options will be exercisable at \$0.10 each and are issued on the terms set out in Schedule 2 and the Company will not apply to ASX for official quotation of the Placement Options. Any Shares issued on exercise of the Placement Options will be fully paid ordinary Shares on the same terms and conditions as the Company's existing Shares; and
- (e) no funds will be raised from the issue of Placement Options. Any funds received from the exercise of the Placement Options will be applied to general working capital.

5.3 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

6. Resolutions 5 to 7 - Participation of Directors in Placement

6.1 General

Three of the Directors, Messer's Tom Eadie, Peter Williams and Marat Abzalov (Related Parties) have agreed to subscribe for Shares and Placement Options at the same price and on the same terms as participants in the Placement, subject to Shareholder approval. The participation of the Related Parties will raise an additional \$167,000 under the Placement.

Each of Resolutions 5 to 7 are conditional on Resolutions 3 and 4 being passed, meaning that in order for Resolutions 5 to 7 to have effect, Resolutions 3 and 4 must also be passed by Shareholders.

6.2. Technical information required for Listing Rule 10.11

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 5 to 7:

- (a) the Shares and Placement Options will be granted to Mr Tom Eadie, Mr Peter Williams and Mr Marat Abzalov (or their respective nominees) who are related parties by virtue of their directorships;
- (b) the number of Shares and Placement Options to be issued is as follows:
 - (i) 1,093,750 Shares and 546,875 Placement Options to Tom Eadie (or his nominee);
 - (ii) 2,343,750 Shares and 1,171,875 Placement Options to Peter Williams (or his nominee);
 - (iii) 1,562,500 Shares and 781,250 Placement Options to Marat Abzalov (or his nominee);
- (c) the Shares and Placement Options will be granted no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares and Placement Options will occur on the same date;
- (d) the Shares will be issued at \$0.032 per Share;

- (e) the Placement Options will be issued for nil cash consideration on the basis of 1 Placement Option for every 2 Shares subscribed for and issued, accordingly no funds will be raised;
- (f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares and the Company will apply to ASX for official quotation of the Shares;
- (g) the terms and conditions of the Placement Options are set out in Schedule 2 and the Company will not apply to ASX for official quotation of the Placement Options; and
- (h) funds raised from the issues under Resolutions 5, 6 and 7, when combined with the other funds raised under the Placement will be used to accelerate exploration programs at the Frisco project.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Placement Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Placement Options under Resolutions 5, 6 and 7 will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

6.3. Corporations Act

Chapter 2E

For a public company, or an entity that the 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 as set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

Although the Related Parties are receiving a financial benefit under the Corporations Act, the Company notes:

- the Related Parties will be paying the same price for their Shares as all unrelated participants in the Placement;
- the price and terms of the Placement has been determined in consultation with the Company's broker, BW Equities Pty Ltd; and
- the participation of the Related Parties in the Placement will raise an additional \$160,000 for the Company.

Accordingly, given the Related Parties will be participating in the Placement on the same arm's length terms as the parties who are not related parties of the Company, the Board considers the issue of Shares under Resolutions 5 to 7 to constitute the provision of a financial benefit on arms length terms and accordingly that Shareholder

approval under Chapter 2E of the Corporations Act is not required and is not being sought for the participation of the Related Parties in the Placement.

6.4. Board Recommendation

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Shares and Placement Options to the Related Parties pursuant to Resolutions 5 to 7.

Messrs Nicolaus Heinen and Bruno Hegner recommend that Shareholders vote in favour of Resolutions 5 to 7.

Messrs Eadie, Williams and Abzalov have a material personal interest in the outcome of Resolutions 5 to 7 and accordingly do not make a voting recommendation to Shareholders.

7. Resolution 8 - Approval to Issue Options to Broker

7.1 General

Resolution 8 seeks shareholder approval for the issue of up to 10,000,000 Broker Options to BW Equities Pty Ltd (**BW Equities**) and its nominees. BW Equities have been involved in securing the Placement and providing corporate advisory advice to the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 3.2 above.

The effect of Resolution 8 will be to allow the Company to issue the Broker Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

7.2 Information required by the ASX Listing Rule 7.1

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

- (a) the maximum number of Broker Options to be issued is 10,000,000;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Broker Options will occur on the same date;
- (c) the Broker Options will be issued for nil consideration;
- (d) 5,000,000 Broker Options are exercisable at \$0.10 each and 5,000,000 Broker Options are exercisable at \$0.20 each, and issued on the terms set out in Schedule 2. The Company will not apply to ASX for official quotation of the Broker Options;
- (e) Any Shares issued on exercise of the Broker Options will be fully paid ordinary Shares on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue of Broker Options. Any funds received from the exercise of the Broker Options will be applied to general working capital.

7.3 Board recommendation

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

8. Resolution 9 - Approval of Long Term Incentive Plan

8.1 General

Resolution 9 seeks shareholder approval under ASX Listing Rule 7.2 (Exception 9(b)) which provides an exemption from the Listing Rule 7.1 15% annual limit on securities issued under an employee share incentive scheme provided, within three years before the date of issue, shareholders have approved the issue of securities under the plan. In the absence of such approval, the issue can still occur but is counted as part of the Listing Rule 7.1 15% limit which would otherwise apply during a 12 month period.

A summary of ASX Listing Rule 7.1 is set out in Section 3.2 above.

8.2 Information required by the ASX Listing Rules

Pursuant to and in accordance with ASX Listing Rule 7.2(Exception 9(b)), the following information is provided in relation to Resolution 9:

- (a) This is the first approval sought under Listing Rule 7.2 Exception 9(b) with respect to the Long Term Incentive Plan. No securities have been issued in reliance of Listing Rule 7.2 Exception 9(b). However, for previous issues under the Long Term Incentive Plan please refer to the table in section 9.3(d) of this Notice; and
- (b) a summary of the Long Term Incentive Plan is set out in Schedule 3.

8.3 Regulatory Requirements - Corporations Act

The Corporations Act restricts the benefits that can be given to persons who hold a “managerial or executive office” (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate.

Under Section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exemption applies.

The term “benefit” has a wide meaning and may include benefits resulting from the Board exercising certain discretions under the rules of the Plan.

If Shareholder approval is given under this Resolution the Company will still be required to comply with Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

Details of Termination Benefit

The Board possesses the discretion to determine, where a participant ceases employment before the vesting or exercise of their securities, that some or all of the securities do not lapse.

The exercise of this discretion may constitute a “benefit” for the purposes of section 200B of the Corporations Act.

In addition, a participant may become entitled to accelerated vesting or automatic vesting of securities if there is a change of control of the Company. This accelerated or automatic vesting of securities may constitute a “benefit” for the purposes of section 200B of the Corporations Act.

The Company is therefore seeking Shareholder approval for the exercise of the Board's discretions and for the provision of such accelerated or automatic vesting rights in respect of any current or future participant in the Long Term Incentive Plan who holds:

- (a) a managerial or executive office in the Company (or any of its related body corporate) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) securities under the Plan at the time of their leaving.

The Board's current intention is to only exercise the above discretion:

- (a) where the employee leaves employment without fault on their part; and
- (b) so as only to preserve that number of unvested securities as are pro-rated to the date of leaving.

Provided Shareholder approval is given, the value of these benefits may be disregarded when applying Section 200F(2)(b) or Section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

Value of the Termination Benefits

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of securities that vest.

The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the portion of vesting periods at the time they cease employment;
- (b) the status of the performance hurdles attaching to the securities at the time the participant's employment ceases; and
- (c) the number of unvested securities that the participant holds at the time they cease employment or at the time the change of control occurs (as applicable).

8.4 Board Recommendation

Each of the Directors have an interest in the outcome of Resolution 9 and accordingly do not make a voting recommendation to Shareholders.

9. Resolutions 10 to 13 - Issue of Options to Directors

9.1 General

Shareholders are being asked to approve Resolutions 10 to 13 to allow the Company to issue Director Options to the following Directors (or their nominees) under the Long Term Incentive Plan:

- (a) 5,000,000 Director Options (being 2,500,000 Director Options exercisable at \$0.06 each and 2,500,000 Director Options exercisable at \$0.10 each) to Peter Williams (or his nominee);
- (b) 5,000,000 Director Options (being 2,500,000 Director Options exercisable at \$0.06 each and 2,500,000 Director Options exercisable at \$0.10 each) to Marat Abzalov (or his nominee);

- (c) 2,000,000 Director Options (being 1,000,000 Director Options exercisable at \$0.06 each and 1,000,000 Director Options exercisable at \$0.10 each) to Tom Eadie (or his nominee); and
- (d) 2,000,000 Director Options (being 1,000,000 Director Options exercisable at \$0.06 each and 1,000,000 Director Options exercisable at \$0.10 each) to Bruno Hegner (or his nominee).

The Board has determined that the grant of Director Options under the Long Term Incentive Plan to Messrs Tom Eadie, Peter Williams, Marat Abzalov and Bruno Hegner is an appropriate form of long term incentive for the Company's Key Management Personnel. The Board considers that Messrs Tom Eadie, Peter Williams, Marat Abzalov and Bruno Hegner are essential to the operation of Alderan's ongoing business.

Accordingly, the Company is proposing, subject to obtaining Shareholder approval, to issue the following Director Options to the Messrs Tom Eadie, Peter Williams, Marat Abzalov and Bruno Hegner (or their nominees) under the Long Term Incentive Plan, the key terms of which are set out in Schedule 3.

In determining Mr Bruno Hegner's remuneration packages, including this proposed issue of Director Options under the Long Term Incentive Plan, the Board considered the scope of the Messrs Tom Eadie, Peter Williams, Marat Abzalov and Bruno Hegner roles, the business challenges facing Alderan and market practice for the remuneration of officers in positions of similar responsibility. Accordingly, they determine this proposed grant of Director Options is appropriate.

9.2 Regulatory Requirements

Resolutions 10 to 13 seeks Shareholder approval in order to comply with the requirements of Listing Rule 10.14 and sections 195(4), 208, 200B and 200E of the Corporations Act.

9.3 Technical information required for Listing Rule 10.14

Listing Rule 10.11 provides a general restriction against issuing securities to directors without shareholder approval.

Listing Rule 10.14 provides that a company must not issue Equity Securities to a director of the company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. If approval is given by shareholders under Listing Rule 10.14, separate shareholder approval is not required under Listing Rule 10.11.

Under Resolutions 10 to 13, Alderan seeks approval from Shareholders for the issue of Director Options to Messrs Tom Eadie, Peter Williams, Marat Abzalov and Bruno Hegner, who by virtue of their positions as Directors are related parties of the Company.

In compliance with the information requirements of Listing Rule 10.15A, Shareholders are advised of the following information:

(a) Nature of relationship between person to receive securities and the Company

The Director Options are proposed to be issued to Messrs Tom Eadie, Peter Williams, Marat Abzalov and Bruno Hegner, who by virtue of their positions as Directors are related parties of the Company.

(b) Maximum number of securities that may be acquired pursuant to Resolutions 10 to 13

The maximum number of securities that may be acquired by the Directors is 14,000,000.

(c) **Issue price**

The Director Options will be issued for nil consideration.

(d) **Previous issues under the Long Term Incentive Plan**

The following persons, referred to in Listing Rule 10.14, received securities under the Company's incentive scheme since its last approval:

Name	Number of Options	Number of Performance Rights	Acquisition price of securities
Nicolaus Heinen	1,350,000	-	Nil.
Tom Eadie	800,000	-	Nil.
Bruno Hegner	2,000,000	600,000	Nil
Peter Williams	-	-	-
Marat Abzalov	-	-	-

(e) **Eligible participants under the Long Term Incentive Plan**

Under the Long Term Incentive Plan, Director Options may be issued to all Directors, or their permitted nominees, but for the purposes of Resolutions 10 to 13, at this time, the Company is only seeking to grant Director Options to Messrs Tom Eadie, Peter Williams, Marat Abzalov and Bruno Hegner (and/or their nominees). The persons referred to in Listing Rule 10.14 who are entitled to participate in the Long Term Incentive Plan are Messrs Tom Eadie, Peter Williams, Marat Abzalov, Bruno Hegner and Nicolaus Heinen. These recipients are the only people referred to in Listing Rule 10.14 currently eligible to participate in the Long Term Incentive Plan. Any additional persons who become entitled to participate in the Long Term Incentive Plan after this Resolution is approved, and who are not named in this Notice of Meeting, will not participate until approval is obtained under Listing Rule 10.14.

(f) **Issue date**

The latest date that the Company will issue Director Options under Resolutions 10 to 13 will be no later than three years after the date of the Meeting.

(g) **Loan**

No loans have or will be made by the Company in connection with the relevant Director Options.

(h) **Reporting**

Details of any securities issued under the Long Term Incentive Plan will be published in each annual report of the Company relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under Listing Rule 10.14.

(i) **Voting exclusion statement**

Voting exclusion statements for Resolutions 10 to 13 are included in the Notice of Meeting preceding this Explanatory Memorandum.

9.4 Section 208 Corporations Act

Chapter 2E of the Corporations Act regulates the provision of “financial benefits” to “related parties” by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A “related party” is widely defined under the Corporations Act, and includes the directors of the company. As such, the Directors of Alderan are related parties of the Company for the purposes of Section 208 of the Corporations Act.

A “financial benefit” is construed widely and in determining whether a financial benefit is being given, Section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

The issue of the Director Options under Resolutions 10 to 13 constitutes the provision of a financial benefit to a related party.

In compliance with the information requirements of Section 219 of the Corporations Act, Shareholders are advised of the information below. Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolutions 10 to 13.

- (a) **Identity of the related parties to whom Resolutions 10 to 13 permits financial benefits to be given.**

The Director Options are proposed to be issued to Messrs Tom Eadie, Peter Williams, Marat Abzalov and Bruno Hegner, who by virtue of their positions as Directors are related parties of the Company.

- (d) **Nature of the financial benefit**

Resolutions 10 to 13 seek approval from Shareholders to allow the Company to issue the Director Options to the related parties for nil consideration in accordance with section 8.1 above.

Schedule 2 of this Notice of Meeting sets out the key terms and conditions of the Director Options.

The Shares to be issued upon exercise of the Director Options will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company’s existing Shares and will rank equally in all respects with the Company’s existing Shares. The Company will apply for official quotation of the Shares on ASX.

The Directors consider that the issue of Director Options to its personnel is a cost effective and efficient means for the Company to provide incentive to its personnel as opposed to alternative forms of incentives such as cash bonuses or increased remuneration. The Company considers that, to enable the Company to secure and retain employees and directors who can assist the Company in achieving its objectives, it is necessary to provide remuneration and incentives to such personnel. The issue of the Director Options is designed to achieve this objective, by encouraging continued improvement in

performance over time and by encouraging personnel to acquire and retain significant Shareholdings in the Company.

(e) **Valuation of financial benefit**

The Black and Scholes option pricing model has been applied in providing valuation information in respect to the Director Options to be issued.

Assumptions	Tranche A	Tranche B
Valuation Date	31 May 2019	31 May 2019
Market Price of Shares (at Valuation Date)	\$0.045	\$0.045
Exercise Price (hypothetical exercise price)	\$0.06	\$0.10
Expiry Date	3 years from issue date	3 years from issue date
Risk Free Interest Rate	1.5%	1.5%
Volatility	100%	100%
Dividend yield	0%	0%
Indicative value per *security:	\$0.025	\$0.021

*Note: The valuation above is based on the Market Price of Shares being the volume weighted average price of the Shares on the 10 trading days prior to the Valuation Date.

	Number of Tranche A Director Options	Number of Tranche B Director Options	Value (based on Indicative Value per Director Options set out above) \$
Peter Williams	2,500,000	2,500,000	115,000
Marat Abzalov	2,500,000	2,500,000	115,000
Tom Eadie	1,000,000	1,000,000	46,000
Bruno Hegner	1,000,000	1,000,000	46,000
Total Indicative Value of Director Options			322,000

(f) **Dilution**

If the Director Options are exercised, the effect will be to dilute the holdings of Shares of other Shareholders. The issue of the Director Options will in aggregate be equal to approximately 7.24% of the Company's fully-diluted share capital (based on the number of Shares and Options and performance rights on issue as at the date of this Notice of Meeting), resulting in a total of 176,011,135 Shares on issue.

(g) **Interests of Directors in the Company**

The direct and indirect interests of the related parties in securities of the Company as at the date of this Notice of Meeting are:

Name	Security
Peter Williams	Nil
Marat Abzalov	Nil

Name	Security
Tom Eadie	2,140,833 Shares 600,000 Options
Bruno Hegner	2,000,000 Options 600,000 performance rights

(h) **Remuneration of Directors**

Details of the remuneration of each Director that is subject to Resolutions 10 to 13, including their related entities, for the year ended 30 June 2018, is set out below.

Name	Total Remuneration
Peter Williams	-
Marat Abzalov	-
Tom Eadie	\$37,350 ¹
Bruno Hegner	\$200,519 ²

1) Excludes share based payment remuneration of \$50,612

2) Excludes share based payment remuneration of \$1,332,711

The Company expects the total remuneration for each Director for the year ended 30 June 2019 to be as follows:-

Name	Total Remuneration
Peter Williams	\$30,000
Marat Abzalov	\$30,000
Tom Eadie	\$120,000
Bruno Hegner	\$180,000

9.5 Section 195(4) Corporations Act

The majority of Directors have a material personal interest in the outcome of Resolutions 10 to 13 (as applicable to each Director) in this Notice of Meeting by virtue of the fact that Resolutions 10 to 13 are concerned with the issue of Director Options to Directors.

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions.

The Directors have accordingly exercised their right under section 195(4) of the Corporations act to put the issue to Shareholders to determine.

9.6 Board Recommendation

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Shares and Placement Options to the Directors pursuant to Resolutions 10 to 13.

Mr Nicolaus Heinen recommends that Shareholders vote in favour of Resolutions 10 to 13.

Messrs Eadie, Williams, Abzalov and Hegner have a material personal interest in the outcome of Resolutions 10 to 13 and accordingly do not make a voting recommendation to Shareholders.

SCHEDULE 1 – GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to it in the ASX Listing Rules.

ASX means ASX Limited or the securities market operated by ASX Limited, as the context requires.

ASX Listing Rules means the official listing rules of the ASX.

Board means the current board of directors of the Company.

Broker Options means the Options the subject of Resolution 8 of this Notice on the terms and conditions set out in clause 7.2(d) of the Explanatory Memorandum and Schedule 2.

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

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party of a member of the Key Management Personnel means:

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

Company means Alderan Resources Limited (ACN 165 079 201).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Director Options means the Options the subject of Resolutions 10 to 13 of this Notice on the terms and conditions set out in clause 9.1 of the Explanatory Memorandum and Schedule 2.

Equity Securities 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.

EST means Australian Eastern Standard Time as observed in Melbourne, Victoria.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice of Meeting.

Extraordinary General Meeting or Meeting means the meeting convened by the Notice of Meeting.

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

Long Term Incentive Plan means the plan adopted by the Board on 3 February 2017, a summary of which is set out in Schedule 3.

Notice or Notice of Meeting or Notice of Extraordinary General Meeting means this notice of extraordinary general meeting.

Options means an unlisted option to acquire one Share, with the terms detailed in the explanatory memorandum of this Notice of Meeting where applicable.

Placement Options means the free attaching Options issued in accordance with Resolution 5 of this Notice on the terms and conditions set out in clause 5.2(d) of the Explanatory Memorandum and Schedule 2.

Proxy Form means the proxy form attached to this Notice.

Related Party has the meaning given to that term in the Corporations Act.

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

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

Shareholder means a holder of a Share.

SCHEDULE 2 - GENERAL TERMS AND CONDITIONS OF PLACEMENT BROKER AND DIRECTOR OPTIONS

The general terms and conditions of the Placement Options and Broker Options are as follows:

(a) Entitlement

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

(b) Exercise Period

The Options expire on the date three years after the grant date (**Expiry Date**).

(c) Exercise Period

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

(d) Notice of Exercise

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

(e) Exercise Date

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

(f) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

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

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

(g) Shares issued on exercise

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

(h) Reconstruction of capital

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

(i) Participation in new issues

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

(j) Change in exercise price

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

(k) Transferability

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

SCHEDULE 3 – SUMMARY OF LONG TERM INCENTIVE PLAN

1. PARTICIPATION

The board of directors (**Board**) of Alderan Resources Limited (**Company**) may from time to time in its sole and absolute discretion determine that a person who is an eligible employee under the Plan (**Eligible Employee**) may participate in the Plan.

2. OFFERS TO PARTICIPATE

Following a determination that an Eligible Employee may participate in the Plan, the Board may at any time and from time to time make an invitation to an Eligible Employee to apply for the grant of Performance Rights or Options (**Awards**) under the rules in respect of the operation of the Plan (**Rules**) to the Eligible Employee (**Offer**).

The terms and conditions of Awards offered or granted under the Rules to each Eligible Employee will be determined by the Board in its sole and absolute discretion and set out in an offer letter delivered to the Eligible Employee (**Offer Letter**). The Offer Letter will include as a minimum:

- (a) the date of the Offer;
- (b) the name of the Eligible Employee to whom the Offer is made;
- (c) the number and type of Award which are capable of becoming exercisable if the conditions (if any) are met;
- (d) the grant date;
- (e) in the case of an Option, the exercise price and the exercise period;
- (f) the expiry date (if any);
- (g) any applicable conditions associated with the Award;
- (h) any disposal or other restrictions attaching to the Award or the fully paid ordinary share (**Share**) issued upon exercise of the Award;
- (i) any rights attaching to the Awards; and
- (j) agreement with the Eligible Employee for the Company to supply details to third parties where required by law.

3. RULES OF THE PLAN

Under the Plan, Performance Rights and/or Options may be offered to Eligible Employees as determined by the Board.

The following is a summary of the key terms of the Plan:

- (a) **Nature of Awards:** Each Option or Performance Right entitles the participant holding the Option or Performance Right, to subscribe for, or be transferred, one Share. Any Share acquired pursuant to the exercise of an Award will rank equally with all existing Shares from the date of acquisition.
- (b) **No consideration:** An Eligible Employee will not pay anything for the grant of Awards.
- (c) **Conditions:** Awards may be subject to exercise conditions, performance hurdles or vesting conditions (**Conditions**). These Conditions must be specified in the Offer Letter to Eligible Employees. In the event that a takeover bid for the Company is declared unconditional, there is a change of control in the

Company, or if a merger by way of a scheme of arrangement has been approved by a court, then the Board may determine that:

- (i) all or a percentage of unvested Options will vest and become exercisable;
 - (ii) all or a percentage of Performance Rights will be automatically exercised; and
 - (iii) any Shares issued or transferred to a participant under the Plan that have restrictions (on their disposal, the granting of any security interests in or over, or otherwise on dealing with), will be free from any restrictions on disposal.
- (d) **Vesting of Awards:** Awards will vest if and when any Conditions have been satisfied, waived by the Board, or are deemed to have been satisfied under the Rules, and the Company has issued a notice (**Vesting Notification**) to the participant informing them that some or all of their Awards have vested.
- (e) **Exercise of Awards:** The period during which a vested Award may be exercised will commence when a Vesting Notification has been issued by the Company and ends on the Expiry Date (as defined below). Vested Awards must be exercised by delivering to the Company a signed notice together all other required documents and in the case of vested Options, a cheque or cash or such other form of payment determined by the Board for the amount of the Exercise Price (if any).
- (f) **Lapse:**
 - (i) Unvested Awards will generally lapse on the earlier of:
 - (A) the cessation of employment, engagement or office of a relevant person;
 - (B) the day the Board makes a determination that all unvested Awards and vested Options of the relevant person will lapse because, in the opinion of the Board a relevant person has acted fraudulently or dishonestly, or is in material breach of his or her duties or obligations to the Company;
 - (C) if any applicable Conditions are not achieved by the relevant time;
 - (D) if the Board determines that any applicable Conditions have not been met and cannot be met prior to the date that is 5 years from the grant date of an Award or any other date determined by the Board and as specified in the Offer (**Expiry Date**); or
 - (E) the Expiry Date.
 - (ii) Where a relevant person who holds Awards ceases employment with the Company and becomes a “Bad Leaver”, unvested Awards will lapse in accordance with paragraph (i) above and vested Options that have not been exercised will lapse on the date of cessation of employment, engagement or office. A Bad Leaver is a person who ceases employment or engagement with the Company in the following circumstances:
 - (A) as a result of termination of their employment or engagement due to serious and wilful misconduct, a material breach of their contract of employment, engagement or office, gross negligence or other conduct justifying

termination without notice under their contract of employment, engagement or office or at common law;

- (B) the relevant person ceases their employment, engagement or office for any reason and commences employment, engagement or office, or otherwise acts, in breach of any post-termination restrictions contained in his or her contract of employment, engagement or office; or
 - (C) the relevant person is disqualified from managing corporations for the purposes of Part 2D.6 Corporations Act.
- (g) **Good Leaver:** If a relevant person, who is classified as a “Good Leaver” ceases employment, engagement or office with the Company, unless the Board determines otherwise, the persons Awards will lapse in accordance with the terms of the Plan and vested Options that have not been exercised will continue in force and remain exercisable, subject to the satisfaction of any exercise conditions, until the Expiry Date. A Good Leaver is a person who is not a Bad Leaver, and includes where the relevant person’s employment, engagement or office ceases due to death, permanent incapacity, redundancy, resignation, retirement or any other reason the Board determines in its discretion.
- (h) **No assignment:** Awards granted under the Plan may not be assigned, transferred, novated, encumbered with a security interest (such as a mortgage, charge, pledge, lien, encumbrance or other third party interest of any nature) over them, or otherwise disposed of by a participant, other than to a nominated party (such as a spouse, child, trustee of a trust or company) in accordance with the Plan, unless:
 - (i) the prior consent of the Board is obtained; or
 - (ii) such assignment or transfer occurs by force of law upon the death of a participant to the participant’s legal personal representative.
- (i) **Issue Limitations:** The Board is not entitled to make an Offer to an Eligible Employee if offers of Awards under the Plan or under similar plans (excluding offers to persons situated at the time of receipt of the offer outside of Australia, that do not require the use of a disclosure document, or made under a disclosure document) in the previous 3 years would exceed 5% of the issued capital of the Company.
- (j) **Amendment of the Plan:**
 - (i) The Board may at any time amend the Rules without shareholder approval in respect of the following matters:
 - (A) amendments of a “housekeeping” nature;
 - (B) changing the vesting and exercise provisions of the Plan or any Award so that the scheduled expiry date for an Award is not extended, including to provide for accelerated vesting and early exercise of any Awards;
 - (C) changing the termination provisions of the Plan or any Award so that an Award’s originally scheduled expiry date is not extended;
 - (D) changing the provisions on transferability of Awards for normal estate settlement purposes;
 - (E) changing the process by which a Participant who wishes to exercise his or her Award can do so, including the required form of payment for the Shares being purchased, the form

of exercise notice and the place where such payments and notices must be delivered; and

- (F) adding a conditional exercise feature which would give Participants the ability to conditionally exercise in certain circumstances determined by the Board.
- (ii) No amendment to the Rules may be made if the amendment materially reduces the rights of any participant in respect of the Awards granted to them prior to the date of the Amendment (except in relation to amendments stipulated by the Rules).
- (iii) No amendment to the Plan that requires shareholder approval under any applicable securities laws or requirements shall become effective until such approval is obtained.
- (iv) The Board may at any time terminate the Plan or suspend the operation of the Plan.

PROXY FORM

ALDERAN RESOURCES LIMITED

ACN 165 079 201

All correspondence to:

Alderan Resources Limited

PO Box 902, West Perth WA 6872

Phone: 08 9482 0500

I/We

(insert name of holder – please print)

Of

(insert address of holder – please print)

Appointment of Proxy

I/We being member/s of Alderan Resources Limited and entitled to attend and vote hereby appoint

The Chairman
of the Meeting
(mark with an
'X')

OR

Write here the name of the person
you are appointing if this person **is
someone other than** the Chairman
of the Meeting

or failing the person named, or if no person is named, the Chairman of the Meeting or a nominee of the Chairman, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Alderan Resources Limited to be held at Level 4, 50 Market Street, Melbourne VIC 3000 on Friday, 19 July 2019 commencing at 9.30am (EST) and at any adjournment of that meeting.

AUTHORITY FOR CHAIRMAN TO VOTE UNDIRECTED PROXIES ON RESOLUTIONS

The Chairman of the Meeting intends to vote all undirected proxies in favour of all Resolutions. If the Chairman of the Meeting is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions even though some of the items (Resolutions 9 to 13) are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company. However, where the Chairman of the Meeting is the related party the subject of Resolutions 10 to 13, or is an associate of the related party, the Chairman of the Meeting cannot cast undirected proxies in respect of that Resolution.

Voting directions to your proxy - please mark

X to indicate your directions

Ordinary business

		For	Against	Abstain*
Resolution 1	Ratification of Prior Issues of Placement Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of Prior Issues of Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to Issue Shares for Tranche 2 of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to Issue Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Participation of Director Tom Eadie in the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Participation of Director Peter Williams in the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Participation of Director Marat Abzalov in the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval to Issue Options to Broker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Issue of Options to Director – Mr Peter Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Issue of Options to Director – Mr Marat Abzalov	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	Issue of Options to Director – Mr Tom Eadie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13	Issue of Options to Director – Mr Bruno Hegner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Instructions for Completing 'Appointment of Proxy' Form

1. Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please Contact the Share register on **1300 288 664**. Security holders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the Company.

3. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in 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 a given item, your proxy may, subject to the comments below, vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5. Signing Instructions

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

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the security holders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

6. Attending the Meeting

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

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the Meeting scheduled for 9.30am (EST) on Friday, 19 July 2019. Any Proxy Form received after that time (9.30am (EST) 17 July 2019) will not be valid for the scheduled Meeting.

Documents may be lodged:

By email
brett@alderanresources.com.au
By mail -
Alderan Resources Limited
PO Box 902
West Perth WA 6872
or in person -
Ground Floor, 16 Ord Street
West Perth WA 6005