

**NORWEST MINERALS LIMITED**  
**ABN 72 622 979 275**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of the members of Norwest Minerals Limited (**Norwest or Company**) will be held at **The Celtic Club, 48 Ord Street West Perth WA**, at 10.00 am WST on 22 November 2019.

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**BUSINESS**

**FINANCIAL REPORT**

To receive and consider the Annual Financial Statements, the Directors' Report and Audit Report of the Company and its Controlled Entities for the financial period ended 30 June 2019.

The above documents are contained in the Annual Report. Shareholders who have elected to receive an electronic copy of the Annual Report can download a copy at [www.norwestminerals.com.au/annual-reports](http://www.norwestminerals.com.au/annual-reports). Shareholders who have elected to receive a hard copy of the Annual Report will receive one with this Notice of Meeting.

**RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT**

To consider and, if thought fit, to pass the following non-binding resolution:

*That the Remuneration Report contained in the Directors' Report for the financial period ended 30 June 2019 be adopted.*

**Short Explanation**

The Corporations Act requires listed companies to put to Shareholders at the Annual General Meeting a non-binding resolution concerning the Remuneration Report which is contained in the Directors' Report section of the Annual Report.

Shareholders will be given an opportunity to ask questions concerning the Remuneration Report at the Annual General Meeting.

As stated, Resolution 1 is non-binding.

**Voting Exclusion Statement**

The Company will disregard any votes cast on the proposed resolution for adoption of the remuneration report by or on behalf of:

- (a) a Key Management Personnel (**KMP**) named in the Remuneration Report; or
- (b) a Closely Related Party of a KMP,

whether the votes are cast as a Shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast by a KMP or Closely Related Party of a KMP if it is cast as a proxy and it is not cast on behalf of a KMP or a Closely Related Party of a KMP. If the proxy is the

Chairman, and the proxy does not specify the way in which the proxy should vote, the Chairman intends to vote in favour of the resolution

**Important for Resolution 1**

**If you are KMP or a Closely Related Party of KMP (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.**

**RESOLUTION 2 - RETIREMENT OF DIRECTORS BY ROTATION AND BY OPERATION OF THE CONSTITUTION**

To consider, and if thought fit, to pass the following resolutions as ordinary resolutions:

- 2.1 *That, having been elected during the year and retired pursuant to the Constitution of the Company, Mr Michael D Tilley be re-elected as a director.*
- 2.2 *That, having been elected during the year and retired pursuant to the Constitution of the Company, Mr Yew Fei Chee be re-elected as a director.*
- 2.3 *That, having been elected during the year and retired pursuant to the Constitution of the Company, Mr Kok Hou Leong be re-elected as a director.*
- 2.4 *That, having been elected during the year and retired pursuant to the Constitution of the Company, Mr Ching Hong Loong be re-elected as a director.*
- 2.5 *That, having been elected during the year and retired pursuant to the Constitution of the Company, Mr Benjamin Bell be re-elected as a director.*

**Short Explanation**

The Company's Constitution requires one third of the directors (other than the Managing Director) to retire at each Annual General Meeting, being the directors longest in office since being re-elected by Shareholders at the date of the Annual General Meeting. It also requires any director appointed during the year to retire at the first AGM held after their election. As this is the first AGM of the Company, All directors must therefore retire and have offered themselves for re-election.

Details of the Directors are contained in the Directors' Report section of the Annual Report.

**RESOLUTION 3 – APPOINTMENT OF AUDITOR**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*For the purposes of section 327(3) of the Corporations Act 2001 (Cth) and for all other purposes, BDO Audit (WA) Pty Ltd, having consented in writing to act as auditors of the Company, be re-appointed as auditors of the Company*

**Short Explanation**

The Company has appointed BDO Audit (WA) Pty Ltd as auditor. Shareholders are required to confirm that appointment at the first AGM of the Company under s327(3) of the Corporations Act. A nomination of auditor signed by a member of the Company is attached to this Notice of Meeting.

**RESOLUTION 4 – SET AGGREGATE DIRECTOR REMUNERATION TO \$400,000**

To consider and, if thought fit, to pass, the following resolution as an ordinary resolution:

*“That for the purposes of ASX Listing Rule 10.17, ASX Listing Rule 10.17A, clause 12.8 of the Company’s constitution and for all other purposes, the remuneration payable to Directors of the Company to \$400,000 as referred to in the Explanatory Statement, is approved.”*

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this resolution by a director, or any associates of them (**Resolution 4 Excluded Party**). 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, provided the Chair is not a Resolution 4 Excluded Party, 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.

Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) 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 5 - APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

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

*That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Shares equal 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 otherwise on the terms and conditions set out in the Explanatory Statement.*

**Short Explanation**

ASX Listing Rule 7.1A provides that a listed entity such as the Company may seek shareholder approval at its annual general meeting to allow it to issue equity securities up to 10% of its issued capital over a period up to 12 months after its Annual General Meeting. This is in addition to the 15% permitted by ASX Listing Rule 7.1. That approval is the purpose of Resolution 5.

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of Resolution 5 by any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed 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.

By order of the Board:



Oliver Carton  
Company secretary  
Dated: 9 October 2019

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## NOTES

**IMPORTANT:** Shareholders are urged to direct their proxy how to vote by clearly marking the relevant box for each item on the proxy form.

1. A Member entitled to attend and vote at the Annual General Meeting has the right to appoint a person (who does not need to be a Member) as the Member's proxy to attend and vote at the meeting.
2. A Member who is 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. If the Member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise one half of the Member's votes.
3. The proxy form must be signed by the Member or the Member's attorney. Proxies given by corporations must be executed under seal or signed under the hand of a duly authorised officer or attorney.
4. To be valid, the enclosed proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged:
  - a) In Person at the offices of the Share Registry – Automic Level 5, 126 Phillip Street Sydney NSW 2000
  - b) By Email : [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)
  - c) By Mail: Automic GPO Box 5193 Sydney NSW 2001
  - d) online at <https://investor.automic.com.au/#/loginsah>

not later than 48 hours before the time for commencement of the meeting being **10.00 am WST on 20 November 2019.**

5. A proxy may decide whether to vote on any motion, except where the proxy is required by law, the ASX Listing Rules or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as they think fit.
6. Amendments to the Corporations Act have been made recently which apply to proxy voting. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this meeting. Broadly, the changes mean that:
  - (a) if proxy holders vote, they must cast all directed proxies as directed; and
  - (b) any directed proxies which are not voted will automatically default to the Chairman of the meeting, who must vote as the proxies as directed.
7. A proxy form accompanies this Notice of Meeting.
8. The proxy form accompanying this Notice of Meeting contains detailed instructions regarding how to complete the proxy form if a Shareholder wishes to appoint the Chairman as his or her proxy. You should read those instructions carefully.

9. By appointing the Chairman of the meeting as your proxy in relation to Resolution 1 you expressly authorise the Chairman to vote in favour of Resolution 1 unless:
  - (a) you direct the Chairman to vote against or to abstain from voting on the resolution; or
  - (b) you are a Member of the key management personnel of the Company and its subsidiaries, details of whose remuneration are included in the remuneration report for the financial period (**KMP**).
10. The Chairman of the meeting intends to exercise all available proxies by voting in favour of all resolutions.
11. A person may attend the meeting under an appointment of corporate representative pursuant to section 250D of the Corporations Act or Power of Attorney only if a copy of that duly executed appointment or Power of Attorney is lodged with the Share Registry or produced prior to the commencement of the meeting.
12. The Company has determined that a person's entitlement to vote at the Annual General Meeting will, in accordance with the Corporations Act, be the entitlement of that person set out in the register of Shareholders as at 7:00 pm 20 November 2019. This means that any Shareholder registered at 7:00 pm on 20 November 2019 is entitled to attend and vote at the Annual General Meeting.
13. Shareholders or their attorneys wishing to vote in person should attend the Annual General Meeting.
14. Attorneys should bring with them the original or a certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting, unless it had already been provided to the Share Registry.

## **EXPLANATORY STATEMENT**

### **INTRODUCTION**

The purpose of this Explanatory Statement is to provide Shareholders with an explanation of the business of the meeting and the Resolution proposed to be considered at the Annual General Meeting.

### **1 FINANCIAL STATEMENTS AND REPORT**

At the Annual General Meeting, Shareholders will be given an opportunity to ask questions and comment on the Directors' Report, Financial Statements and Independent Auditor's Report for the financial period ended 30 June 2019.

Shareholders who have elected not to receive a hard copy of the Company's 2019 Annual Report can view or download a copy from the Company's website at [www.norwestminerals.com.au/annual-reports](http://www.norwestminerals.com.au/annual-reports)

The Company's auditors will be present at the meeting and be available to answer questions as to the conduct of the audit and the auditor's report.

### **2 RESOLUTION 1 – REMUNERATION REPORT**

In accordance with section 250R(2) of the Corporations Act, listed companies are required to put to Shareholders at the Annual General Meeting a non-binding resolution concerning the Remuneration Report which is contained in the Directors' Report section of the Annual Report.

As stated the resolution is non binding however if at least 25% of the votes cast on the resolution at the Annual General Meeting are against adoption of the report, then there are the following consequences. The Corporations Act was amended in June 2011 to introduce the “two-strikes” rule. The two strikes rule provides that if at least 25% of the votes cast (excluding KMP and their Closely Related Parties) on the adoption of the remuneration report at two consecutive AGMs are against adopting the remuneration report, members will have the opportunity to vote on a Spill Resolution.

A Spill Resolution is a resolution that a separate meeting be called where all Directors other than the Managing Director retire and can be re-elected.

The Directors recommend that all Shareholders vote in favour of the Remuneration Report.

As stated the Company will disregard any votes cast on the proposed resolution for adoption of the remuneration report by or on behalf of:

- (a) a KMP; or
- (a) a Closely Related Party of a KMP.

### **3 RESOLUTION 2 - RETIREMENT OF DIRECTORS BY ROTATION AND BY OPERATION OF THE CONSTITUTION**

The Norwest Constitution requires directors appointed during the year to retire and offer themselves for election at the first AGM following their appointment. The Constitution also requires one third of Directors, other than the Managing Director, to retire at each Annual General Meeting. Those directors are eligible to be elected by Shareholders. As this is the first Annual General Meeting of the Company, all directors are impacted by this rule and will retire and offer themselves for re-election.

The details and experience of are set out in the Directors' Report section of the Annual Report.

The Directors recommend that all Shareholders vote in favour of these resolutions. The Chairman intends to vote open proxies in favour of it.

### **4. RESOLUTION 3 – APPOINTMENT OF AUDITOR**

The Company appointed BDO Audit (WA) Pty Ltd (BDO) as auditor shortly after incorporation.

Shareholders are required to confirm that appointment at the first AGM of the Company under s327(3) of the Corporations Act. As this is the first AGM, this resolution seeks that confirmation. BDO has consented in writing to the appointment.

The Directors recommend that shareholders approve the appointment. A nomination of auditor signed by a member of the Company is attached to this Notice of Meeting as Annexure A.

### **5. RESOLUTION 4 – SET AGGREGATE DIRECTOR REMUNERATION TO \$400,000**

#### **5.1 Summary of proposal**

Shareholders are being asked to approve the increase in total remuneration for the Directors of the Company for the first time.

Resolution 4 seeks Shareholder approval for the total Director remuneration to \$400,000 for the purposes of ASX Listing Rule 10.17, ASX Listing Rule 10.17A, clause 12.8 of the Company's constitution and all other purposes.

#### **5.2 ASX Listing Rule 10.17 & 10.17A**

ASX Listing Rule 10.17 states that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

For the purposes of ASX Listing Rule 10.17, "directors' fees" means all fees payable by the Company or any of its subsidiaries to a non-executive director for acting as a Director of the Company or any subsidiary (including attending and participating in any Board meetings) and includes superannuation contributions for the benefit of a non-executive Director and any fees which a non-executive Director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees paid in

accordance with the Company's constitution, or securities issued to a non-executive Director under Listing Rule 10.11 or 10.14 with the approval of the Shareholders.

ASX listing rule 10.17A states that the total amount of directors' fees paid to the Directors by the Company or any of its subsidiaries must not exceed the total amount of directors' fees approved by the Shareholders. This is the first approval sought by the Company.

The following information is provided in accordance with ASX Listing Rule 10.17:

**(a) The amount of the increase**

As this is the first time the aggregate remuneration has been set, the increase in total remuneration will be \$400,000.

**(b) The maximum aggregate amount of Directors' fees that may be paid to all of the Company's non-executive Directors**

\$400,000.

**(c) Details of any securities issued to a non-executive Director under ASX Listing Rule 10.11 or 10.14 with the approval of the Shareholders at any time within the last 3 years**

No securities have been issued to non-executive Directors under ASX Listing Rule 10.11 or 10.14.

**(d) Voting exclusion statement**

A voting exclusion statement is included in the Notice of Meeting.

**6. RESOLUTION 5 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

**6.1 Summary of proposal**

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined and explained below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (defined below) equal to 10% of its issued capital (10%) Placement Capacity without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

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.
- (c) As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation less than \$300,000,000.
- (d) An Equity Security is a share, a unit in a trust, a right to a share or unit 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.
- (e) Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities.
- (f) As at the date of this Notice, the Company has only 1 class of quoted Equity Securities being the Shares (ASX: NWM) and the number of Shares that 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 (detailed below) should the Shareholders approve Resolution 5.
- (g) The effect of Resolution 5 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue on the date of 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 Listing Rule 7.1.
- (h) Note that Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the meeting must be in favour of the resolution for it to be passed.

## **6.2 The number of Shares to be issued**

The Number of Shares that the Company may issue under the 10% Placement Capacity will be calculated according to the following formula:

**(A X D) – E**

A: is the number of Shares on issue 12 months before the date of the issue or agreement,

- Plus the number of fully paid Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- Plus the number of partly paid Shares that become fully paid in the previous 12 months;
- Plus the number of fully paid Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rule 7.1 and 7.4; and
- Less the number of fully paid Shares cancelled in the 12 months.

D: is 10%

E: is the number of Shares issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of holders of Shares under ASX Listing Rule 7.1 or 7.4.

By applying the above formula the number of Shares that may be issued under the 10% Placement Capacity is 8,384,017 Shares.

## **6.3 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 5:

### **(a) Minimum Price**

The minimum price at which the Equity Securities will issued will be 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:

- the date on which the price at which the Equity Securities are to be issued is agreed; or
- if the Equity Securities are not issued within 5 ASX trading days of the date in section 0□, the date on which the Equity Securities are issued.

### **(b) Risk of economic and voting dilution**

Any issue of Shares under the 10% Placement Capacity will dilute the interest of the Shareholders who do not receive any Shares under the issue.

If Resolution 5 is approved by the Shareholders and the Company issues the maximum number of Shares available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be shown in the table below.

The table below shows the dilution of existing Shares calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Shares on issue as at 6 October 2019.

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 (Variable A in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price / Share	\$0.10 (50% decrease Issue Price)	\$0.20 Issue Price	\$0.30 (50% increase Issue Price)
83,840,179 (Current Variable A*)	Shares issued – 10% voting dilution	8,384,017 Shares	8,384,017 Shares	8,384,017 Shares
	Funds raised	\$838,401	\$1,676,803	\$2,515,205
125,760,268 (50% increase in Variable A)	Shares issued – 10% voting dilution	12,576,026 Shares	12,576,026 Shares	12,576,026 Shares
	Funds raised	\$1,257,602	\$2,515,205	\$3,772,808
167,680,358 (100% increase in Variable A)	Shares issued – 10% voting dilution	16,768,035 Shares	16,768,035 Shares	16,768,035 Shares
	Funds raised	\$1,676,803	\$3,353,607	\$5,030,410

\* The number of Shares on issue (Variable A) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

**The above table assumes:**

1. There are currently 83,840,179 Shares on issue. This number excludes any Shares that may be issued pursuant to resolutions being put to members in accordance with this Notice of Meeting.
2. The Company issues the maximum possible number of Shares under the 10% Placement Capacity.
3. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
4. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
5. 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%.
6. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the General Meeting.

Shareholders should also note that there are risks that:

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

**(c) Date of Issue**

The Shares may be issued under the 10% Placement Capacity commencing on the date of the General Meeting and expiring in the first to occur of the following:

- 12 months after the date of this General Meeting; and
- the date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the company's activities) or 11.2 (disposal of the company's major undertaking).

**(10% Placement Capacity Period)**

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature and scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

**(d) Purpose of Issue under the 10% Placement Capacity**

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

- as cash consideration for the Acquisition or other acquisitions of new assets and investments (including expenses associated with such acquisitions), and general working capital of the Company'
- as non-cash consideration for the acquisitions of new assets and investments.

The Company will comply with its disclosure obligations under ASX Listing Rule 7.1A(4) and 3.10.5A under issue of any Equity Securities.

**(e) Application policy under the 10% Placement Capacity**

The recipients of the Shares to be issued under the 10% Placement Capacity have not been fully determined. However, the recipients of Shares could consist of current Shareholders, or new investors (or all of them). None of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, by having regard to:

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

**(f) Previous approval under ASX Listing Rule 7.1A**

The Company has not previously sought approval from Shareholders under ASX Listing Rule 7.1A.

**(g) Voting exclusion statement**

As stated in the Notice of Meeting, the Company will disregard any votes cast on Resolution 5 by any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed 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.

As at the date of this Notice of Meeting, the Company has not invited any existing Shareholder to participate in an issue of Shares under ASX Listing Rule 7.1A. No existing Shareholders will therefore be excluded from voting on Resolution 5.

**8. GLOSSARY**

In this booklet:

**ASX** means ASX Limited ACN 008 624 691 or the securities exchange operated by it as the context requires.

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

**Board** means the board of directors of the Company.

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Notice of Meeting** means this notice of meeting and explanatory statement.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** or Member means a holder of at least one Share.

6 October 2019

Oliver Carton  
Company secretary  
Norwest Minerals Limited  
7 Ventnor Ave  
West Perth WA 6005

Dear Oliver

**Nomination of auditor**

We, Jend Pty Ltd, being a member of Norwest Minerals Limited (**Company**), hereby nominate BDO Audit (WA) as auditor of the Company.

Yours sincerely,

Michael D Tilley  
Director



Norwest Minerals Limited | ABN 72 622 679 275

# AGM Registration Card

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

Holder Number:

## Vote by Proxy: NWM

Your proxy voting instruction must be received by **10.00am (WST) on Wednesday 20 November 2019**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

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

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

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



### SUBMIT YOUR PROXY VOTE BY PAPER

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

#### YOUR NAME AND ADDRESS

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

#### 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 of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting 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 Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting 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 shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

#### APPOINTMENT OF SECOND PROXY

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

#### SIGNING INSTRUCTIONS

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 Voting Form when you return it.

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

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

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

#### CORPORATE REPRESENTATIVES

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

#### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting 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.

