



## ANGLO AUSTRALIAN RESOURCES NL

ACN 009 159 077

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**19 November 2019**

Dear Shareholder

Attached is a Notice of Meeting for a special General Meeting of shareholders, taking place on 20 December 2019.

This is a meeting requisitioned by a shareholder under s249D of the Corporations Act and is quite different from Anglo's Annual General Meeting to be held in Perth later this month, on 28 November. You will have recently received documents from the Company about that meeting as well.

The 20 December meeting will consider resolutions that propose wholesale changes to your Board.

The majority of Directors of Anglo are strenuously opposed to the move – an attempted Board coup – and urge shareholders to **VOTE AGAINST ALL RESOLUTIONS**.

The Notice of Meeting includes:

- The resolutions to be considered at the meeting
- An Explanatory Memorandum setting out the background to the resolutions and recommendations on how to vote
- Statements from Anglo Directors John Jones, Graeme Smith and Peter Stern containing their views on the meeting and their voting recommendations
- A proxy form to complete if you are unable to attend the meeting.

We appreciate this is a busy time of year and we apologise that Anglo shareholders must deal with two separate meetings. Unfortunately, this is beyond the Company's control as this second meeting was requisitioned by a dissident shareholder.

However, we do urge you to participate in both the AGM and this important meeting on 20 December, at which the future of Anglo is at stake.

Please read through the attached documents and don't hesitate to contact me, your Chairman, with any questions. You can reach me on (08) 9322 4569.

Yours sincerely

John LC Jones AM  
Executive Chairman

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**ANGLO AUSTRALIAN RESOURCES NL**  
**ACN 009 159 077**

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**NOTICE OF MEETING,  
EXPLANATORY MEMORANDUM AND PROXY FORMS**

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Meeting to be held at

**BGC Centre Conference Room  
28 The Esplanade  
Perth, Western Australia, 6000**

on

**Friday, 20 December 2019**

**at 10:00 am (WST)**

**The majority of the Directors, being Messrs John Jones & Graeme Smith  
recommend that Shareholders**

**VOTE AGAINST**

**all Resolutions set out in this Notice of Meeting as they do not consider the  
Resolutions to be in the best interests of the Company or its Shareholders.**

**Mr Peter Stern recommends that Shareholders vote in favour of the Resolutions**

***This is an important document that requires your immediate attention.***

*You should read this document in its entirety before deciding whether or not to vote for or against any resolution at the Meeting. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.*

*If you have questions about the Meeting or the resolutions to be voted on, please call the Company Secretary on +61 8 9382 8822.*

## PURPOSE OF MEETING

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On 10 October 2019, the Company received a notice to call a general meeting to consider resolutions relating to the removal of director Graeme Smith of the Company and the election of a new director of the Company (**First Requisition Notice**).

The Requisition Notice was issued under section 249D of the Corporations Act 2001 (Cth) (**Corporations Act**) by shareholder Braham Investments Pty Ltd <Braham Staff Super Fund A/C> (**Requisitionist**). As at the date of the First Requisition Notice, the Requisitionist held greater than 5% of the voting rights in the Company.

On 28 October 2019, the Requisitionist withdrew the First Requisition Notice and on 29 October 2019 issued a second notice to call a general meeting to consider resolutions relating to the removal of directors Graeme Smith and John Jones and the election of a new director (**Second Requisition Notice**). As at the date of the Second Requisition Notice, the Requisitionist held greater than 5% of the voting rights in the Company.

On 22 October 2019, the Requisitionist lodged a notice of change of interests of substantial holder with the ASX disclosing a previously undisclosed association with another shareholder, Braham Investments Pty Ltd.

The Notice of Meeting and Explanatory Statement are important documents and should be read in their entirety. The resolutions to be considered at the Meeting are important and have significant implications for the future of your Company and investment.

If you are unable to attend the Meeting, you are encouraged to complete and lodge a Proxy Form by 10:00am (WST) on Wednesday, 18 December 2019.

### **Biographies of Directors proposed to be removed**

Biographies of the Directors whose removal is sought are set out in the Explanatory Memorandum.

### **Statement of Directors proposed to be removed**

Section 203D(4) of the Corporations Act permits the director to put their case to shareholders by submitting a statement for circulation to shareholders. A statement prepared by Graeme Smith and John Jones accompanies this Notice of Meeting.

### **Statement of Minority Director**

A statement prepared by Mr Peter Stern also accompanies this Notice of Meeting.

### **Biography of Proposed Director**

A biography of Mr David Willis is set out in the Explanatory Memorandum.

### **Statement of Requisitionist**

Section 249P of the Corporations Act permits the shareholder who requisitioned the meeting to submit a statement for circulation to shareholders regarding the Resolutions.

As at the date of this Notice, the Requisitionist has not provided a statement from him addressing the Resolutions under section 249P of the Corporations Act.

## BUSINESS OF THE MEETING

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Notice is hereby given that a general meeting of Anglo Australian Resources NL (**Company**) will be held at BGC Centre Conference Room, 28 The Esplanade, Perth, Western Australia on Friday, 20 December 2019 at 10:00am (WST) (**Meeting**).

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete the Proxy Form are set out on the form.

Proxy Forms must be received by no later than 10:00am (WST) on Wednesday, 18 December 2019.

Shareholders should read this Notice of Meeting, including the Explanatory Memorandum, and the accompanying Statements in full before deciding how to vote.

### AGENDA

#### **Resolution 1: Removal of Director Mr. Graeme Ian Smith**

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



*“That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr. Graeme Ian Smith be removed as a director of Anglo Australian Resources NL with effect from the end of the general meeting of Anglo Australian Resources NL at which this resolution is passed.”*

**Messrs Jones and Smith recommend you vote AGAINST this resolution.**

**The Chairman intends to vote all undirected proxies against Resolution 1.**

**Mr Stern recommends you vote in favour of this Resolution.**

#### **Resolution 2: Removal of Director Mr. John Load Cecil Jones**

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



*“That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr. John Load Cecil Jones be removed as a director of Anglo Australian Resources NL with effect from the end of the general meeting of Anglo Australian Resources NL at which this resolution is passed.”*

**Messrs Jones and Smith recommend you vote AGAINST this resolution.**

**The Chairman intends to vote all undirected proxies against Resolution 2.**

**Mr Stern recommends you vote in favour of this Resolution.**

#### **Resolution 3: Election of Director – Mr. David John Willis**

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



*“That, Mr. David John Willis having consented to act, be elected as a director of Anglo Australian Resources NL with effect from the end of the general meeting of Anglo Australian Resources NL at which this resolution is passed.”*

**Messrs Jones and Smith recommend you vote AGAINST this resolution.**

**The Chairman intends to vote all undirected proxies against Resolution 3.**

**Mr Stern recommends you vote in favour of this Resolution.**

Dated: 19 November 2019

**Graeme Smith**  
Company Secretary

### **Proxies, attorneys and corporate representatives**

A member entitled to attend and vote at the general meeting may appoint a proxy, attorney or representative to give its vote and, if entitled to cast two or more votes, is entitled to appoint no more than two proxies. If two proxies are appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If such proportion is not specified, each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded. A proxy may, but need not be, a member of the Company and a member may appoint an individual or a body corporate to act as its proxy.

### **For the convenience of Shareholders, two proxy forms have been included with this Notice of Meeting, a green proxy form and a white proxy form.**

The green proxy form has been completed in line with the recommendation of Messrs Jones & Smith and has been paid for by them out of their personal funds. If you wish to vote in accordance with the recommendations of Messrs Jones and Smith, **you should execute the green proxy form and return it in accordance with the instructions on the form.** If you execute and return the green proxy form, you do not need to complete the white proxy form.

If you want to appoint a proxy and do not wish to vote in accordance with the recommendations of Messrs Jones and, you should follow the instructions on the white proxy form to indicate your voting directions and return it following the instructions on the form.

### **Voting on a poll**

The Chairman intends to put each Resolution that is moved at the General Meeting to a poll.

### **Entitlement to attend and vote**

All Shareholders may attend the General Meeting.

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 at 10:00am (WST) on Wednesday, 18 December 2019.

## EXPLANATORY MEMORANDUM

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### Introduction

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

### Background

On 28 October 2019, the Company received a notice to call a general meeting to consider resolutions relating to the removal of two directors of the Company and the election of a new director of the Company (**Requisition Notice**).

The Requisition Notice was issued under section 249D of the Corporations Act 2001 (Cth) (Corporations Act) by shareholder Braham Investments Pty Ltd <Braham Staff Super Fund A/C> (**Requisitionist**).

Resolution 1 is for the removal of Mr Graeme Smith as a director of the Company, Resolution 2 is for the removal of Mr John Jones as a director of the Company and Resolutions 3 is for the appointment of Mr David Willis as a Director of the Company.

### Voting intentions of Directors

Messrs Jones and Smith intend to vote **AGAINST** all Resolutions.

Peter Stern intends to vote in favour of all Resolutions.

Accordingly, the majority of Directors recommend you vote **AGAINST** all Resolutions.

### Possible outcomes

Voting by the majority of Shareholders in accordance with the recommendation of the majority of Directors, being Messrs Jones and Smith will result in a Board comprising **Mr John Jones, Mr Peter Stern and Mr Graeme Smith** (i.e. retention of the current Board).

Voting by the majority of Shareholders contrary to the recommendation of the majority of Directors, being Messrs Jones and Stern (and in accordance with the voting intention of Mr Stern), will result in a Board comprising **Mr Peter Stern and Mr David Willis**. Unless any additional Directors are appointed before the General Meeting, the Company will then be in breach of the Corporations Act requirement that requires a public company to have no less than three Directors at all times. In these circumstances, Mr Stern and Mr Willis will be required to appoint a further Director.

### Frequently asked questions

<b>On what basis has the Meeting been called and the resolutions been requested?</b>	Any shareholder (or group of shareholders) holding more than 5% of the Company's issued capital is entitled to request a general meeting to have resolutions considered. All Resolutions are being put before the Meeting as a result of a request from the Requisitionist who holds more than 5% of the Company's Shares.
<b>Why does the Requisitionist wish to replace on the Board Mr Smith with Mr Willis?</b>	The Requisitionist is a company the sole director of which is Mr Simon Braham, a Melbourne-based surgeon. Mr Braham is also the sole director of another Shareholder in the Company as recently disclosed in a change of substantial shareholder notice. Mr Braham's companies have invested in the Company both through placements organised by Mr David Willis (of whom Mr Braham is a client) and through market acquisitions. Since becoming a Shareholder, however, Mr Braham has never contacted the Company prior to issuing the recent Requisition Notices. Mr Braham has also not advised the Company of any reason as to why he wishes to seek changes to the Company's Board, nor has he provided any information as

	to where he sees the future direction of the Company. The Requisitionist has not provided a statement under section 249P of the Corporations Act ( <b>Requisitioning Shareholder's Statement</b> ) to this Notice of Meeting which sets out their reasons for seeking to removing Graeme Smith, John Jones and appointing Mr Willis. Mr Braham has instead sent the Company a statement written and signed by Mr Willis. As Mr Willis does not have the right to submit a statement to be distributed by the Company and as Mr Willis' statement is both misleading and defamatory, the Company will not be sending it to Shareholders.
<b>What are the voting intentions of the current Directors of the Company?</b>	Messrs John Jones & Graeme Smith intend to vote <b>AGAINST</b> all Resolutions.  Peter Stern intends to vote in favour of all Resolutions.

### **Important dates and times**

<b>Record time/date to determine Shareholders eligible to vote</b>	10:00am (WST) on Wednesday, 18 December 2019
<b>Last time/date for receipt of valid proxies</b>	10:00am (WST) on Wednesday, 18 December 2019
<b>Meeting</b>	10:00am (WST) on Friday, 20 December 2019

### **Nature of resolutions**

All of the Resolutions are ordinary resolutions, meaning they can be passed by a simple majority of votes cast by Shareholders entitled to vote.

### **Further information**

If you have questions about the Meeting or the resolutions to be voted on, please call the Company Secretary, Mr Graeme Smith, on +61 8 9382 8822.

#### **Resolution 1 - Removal of Mr Graeme Ian Smith as a Director**

Under section 203D of the Corporations Act, a company may by resolution remove a director from office.

The Company Constitution also provides that the Company may remove any director from office by resolution passed in a general meeting.

The Requisitionist has given notice of intention to move a resolution for the removal of Mr Graeme Smith as a Director of the Company. Accordingly, if Resolution 1 is passed, Mr Graeme Smith will be removed from office as a Director of the Company.

#### **Mr Graeme Smith Biography**

Mr Graeme Smith is a finance professional with over 25 years' experience in accounting and company administration. He is the principal of Wembley Corporate Services and has held CFO and Company Secretary positions with numerous Australian mining and mining service companies. He is a Fellow of the Australian Society of Certified Practising Accountants, the Governance Institute of Australia and the Chartered Institute of Secretaries and Administrators.

Graeme Smith has been a director of Anglo for over 5 years and has held senior executive and Public Company Directorships with numerous ASX listed mining, mineral exploration and development companies include 12 years as CFO and company secretary for a Top 10 Australian gold producer. Mr Smith has been involved in the exploration, development and production phase of mining projects in Australia, South America, Indonesia and Africa.

#### **Recommendation in relation to Resolution 1**

The majority of Directors recommend that shareholders vote **AGAINST** Resolution 1. The Chairman intends to vote all undirected proxies against Resolution 1.

Information as to why the majority of Directors recommend that Shareholders vote against Resolution 1 is set out in detail in the Statements of Graeme Smith and John Jones which accompanies this Notice of Meeting.

#### **Resolution 2 - Removal of Mr John Load Cecil Jones as a Director**

Under section 203D of the Corporations Act, a company may by resolution remove a director from office.

The Company Constitution also provides that the Company may remove any director from office by resolution passed in a general meeting.

The Requisitionist has given notice of intention to move a resolution for the removal of Mr John Load Cecil Jones as a Director of the Company. Accordingly, if Resolution 2 is passed, Mr John Load Cecil Jones will be removed from office as a Director of the Company.

#### **Mr John Jones Biography**

Mr Jones is a well-known and respected mining identity who has been associated with a number of successful mining corporations in his 44 years of business. Mr Jones has been a director of the Company since February 1990. He is a Kalgoorlie pastoralist and businessman formerly associated with North Kalgurli Mines NL and was a founding director of Jones Mining Limited. Mr Jones is a Non-Executive Director of Troy Resources Limited, Image Resources NL and Tanga Resources Limited.

#### **Recommendation in relation to Resolution 2**

The majority of Directors recommend that shareholders vote **AGAINST** Resolution 2. The Chairman intends to vote all undirected proxies against Resolution 2.

Information as to why the majority of Directors recommend that Shareholders vote against Resolution 2 is set out in detail in the Statements of Graeme Smith and John Jones which accompanies this Notice of Meeting.

#### **Resolution 3 - Appointment of Mr David Willis as a Director**

The Company Constitution provides that the Company may appoint a director from office by resolution passed in a general meeting. If Resolution 3 is passed, Mr Willis' appointment will take effect from the close of the meeting.

#### **Mr David Willis Biography**

Mr Willis, according to his CV provided to the Company, is a career investment adviser for 18 years, ASX focus, entrepreneurial, trusted.

Founder of Bloom Financial Advice Pty Ltd, a boutique investment advisory firm established to undertake a broad range of investment management advice. Knowledgeable in Finance & accounting capital raising & Investor relations.

#### **Recommendation in relation to Resolution 3**

The majority of Directors recommend that shareholders vote **AGAINST** Resolution 3. The Chairman intends to vote all undirected proxies against Resolution 3.



The reasons the majority of Directors recommend that Shareholders vote against Resolution 3 are as follows:

- Mr David Willis has no experience as a director of an ASX listed company.
- Mr David Willis has no experience in the resource industry.
- Mr David Willis lives in Melbourne (in fact, Mr Willis is the next door neighbour of existing director Mr Peter Stern). The Company has no assets in Victoria, with all of its assets based in Western Australia where the majority of the current Directors, Messrs Smith and Jones, are based. The Company already has one Melbourne-based Director who is well qualified to represent the interests of the Company's Melbourne-based Shareholders.
- Mr David Willis' skills as disclosed in his CV essentially duplicate the skills that Mr Peter Stern already brings to the Company's Board. A Board should have directors with a broad range of skills, not two directors who live next door to each other who have the same skill base, particularly given that skill base is not related to the Company's core activity of mining exploration.
- Mr David Willis was introduced to the Company by Director Mr Peter Stern to assist the Company in raising capital. In the period from August 2017 to September 2019, Mr Willis received placement fees from the Company in the amount of \$122,579 (in cash) and professional services fees in the amount of \$160,250 (in a combination of cash and shares) and in that period introduced a significant number of his financial planning clients as Shareholders. His financial planning clients figure prominently in the Company's Top 20 Shareholders. Having been paid more by the Company over that period than any of the Directors, Mr Willis is now not only standing for a position on the Board but is supporting the removal of the majority of the Directors of the Board who engaged him as their agent. Mr Willis' conduct gives rise to very significant conflicts of interest and if he were to be elected to the Board this would be in direct conflict to ASX's updated and revised Guidance Note in relation to ASX Listings concerning suitability of candidates for Directors.
- In addition to being issued shares by the Company as part payment for his professional services fees, Mr David Willis has conducted significant share trading in the Company in the period from 2017 to 2019, including the sale of the majority of the shares that he has received by way of fees. These share trading activities, including share trading within days of placements being announced by the Company that Mr Willis helped facilitate, disclose further conflicts of interest that mean Mr Willis would not be a suitable Board candidate.

Further information in relation to Mr Willis and his prior activities involving the Company are set out in the Statement of Graeme Smith which accompanies this Notice of Meeting.

## GLOSSARY

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In this Notice and Explanatory Memorandum:

<b>ASX</b>	means ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.
<b>Board</b>	means the board of Directors.
<b>Chairman</b>	means the Chairman of the Meeting.
<b>Company or Anglo</b>	means Anglo Resources NL (ACN 009 159 077).
<b>Constitution</b>	means the constitution of the Company as amended.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth) as amended.
<b>Director</b>	means a director of the Company.
<b>Explanatory Memorandum</b>	means this explanatory memorandum.
<b>General Meeting</b>	means the general meeting of shareholders of the Company to be held at BGC Centre Conference Room, 28 The Esplanade, Perth, Western Australia on Friday, 20 December 2019 commencing at 10:00 am Western Standard Time ("WST").
<b>Notice of Meeting</b>	means this Notice of Meeting.
<b>Ordinary Resolution</b>	means a resolution requiring to be passed by a majority of such shareholders, as being entitled to do so, vote in person or by proxy on such resolution.
<b>Proxy Form</b>	means either of the proxy forms accompanying this Notice of Meeting
<b>Resolution</b>	means a resolution set out in the Notice of Meeting.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of a Share.
<b>WST</b>	means Western Standard Time.

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**ANGLO AUSTRALIAN RESOURCES NL**  
**ACN 009 159 077**

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**19 November 2019**

**REJECT THIS OPPORTUNISTIC GRAB FOR CONTROL  
OF ANGLO AUSTRALIAN RESOURCES**

**Statement from Chairman John Jones and Non-Executive Director Graeme Smith**

Dear fellow shareholder

We write to bring to your attention an outrageous bid to seize control of your Company by a group of self-interested Melbourne business identities.

We also seek your support to stop these people from removing us as Directors of your Company by participating in the upcoming special General Meeting and **VOTING AGAINST ALL RESOLUTIONS**.

This includes **VOTING AGAINST** a resolution to appoint financial planner David Willis as a Director.

At stake is the future of your Company, whose fortunes are now under threat just as we have achieved major exploration success and are now moving to bring our outstanding gold assets into production.

The majority of the Board members of your Company and our senior technical people and staff have worked carefully and assiduously on your behalf – and the drilling results of recent months have confirmed our confidence Anglo has a portfolio of assets of the highest potential.

To hand control of a West Australian gold company to a group of Melbourne-based financial engineers would be damaging for the business and erode shareholder value. Share trading and organising board fights are hardly the skills needed to bring into production a portfolio of exciting gold exploration assets located in Western Australia.

It may suit the career and financial aspirations of the group behind the move, but it's certainly not in the best interests of our shareholders.

This is a highly opportunistic grab for control and it must be resisted. **PLEASE REJECT IT.**



## Relationship breakdown, Mr Stern goes solo

This move to snatch Board control has a troubling background.

Sadly, it also involves two people, Peter Stern and David Willis, who have generated significant income from Anglo.

Their relationship with Anglo has broken down – and they appear intent on revenge by grabbing Board control, which they openly concede.

Peter Stern is a serving director of your Company and is openly right behind the move to change the Board in this fashion. Mr Willis, who is nominated to join the Board, has been engaged by Anglo to manage a series of capital raisings, the most recent being in August this year. Mr Willis was first engaged by your Company in 2017 through an introduction from and on the advice of Mr Stern. Mr Willis is also Mr Stern's next door neighbour.

It is important to note that the shareholder requisitioning the meeting (surgeon Mr Simon Braham) has accumulated a significant portion of his 11.22% disclosed shareholding through various capital raisings that were actually organised by Mr Willis as an agent of Anglo.

Since the relationship broke down between Mr Stern and his fellow directors, Mr Stern has effectively been working as a solo operator (though still drawing fees as a director).

It has not been possible to repair the relationship and to make it workable again. Understandably, matters deteriorated when a 249D requisition notice was lodged seeking to seize board control, with the backing of Mr Stern. We offered to meet Mr Willis but only if the 249D requisition was withdrawn. That has not happened.

This is sad and unfortunate, but it's raised some very serious governance issues, many of which have emerged after Mr Stern requested some time ago that **he** should be the Managing Director of Anglo.

Mr Stern is now agitating for board changes that would see allies of his in Melbourne take control, something he is openly admitting. He's also admitting he and Mr Willis have **no hands-on mining experience** – unlike Mr Jones and Mr Smith

Yet they want to take control – **Mr Stern's words** – of a West Australian gold company. It's silly and contemptuous.

It's also clear Mr Stern is acting outside the confines of the company and in defiance of the majority of Anglo's directors.

In his statement to shareholders with this Notice of Meeting, Mr Stern says he and Mr Willis have identified two potential managing directors for Anglo, neither of whom Mr Stern is prepared to advise the Company of. On what authority do these people purport to do such a thing? It runs contrary to good corporate governance practice and shows an arrogance that is breathtaking. **It should be rejected.**

## Why Mandilla is under threat

We are especially worried a Board coup would damage the potential to fully exploit our recent significant discovery at Mandilla, 75km south of Kalgoorlie – which we believe is a company-making opportunity for shareholders.

No doubt, it was the strategic direction set by the current Board that allowed the potential of Mandilla to shine through, resulting in the major new gold discovery we have today.



These results include an unusual number of significant **+100 gram metre intercepts**. This is a significant discovery by any standards.

Following this recent exploration success, we are positioning Anglo to rapidly advance Mandilla through further exploration, scoping studies, project development and ultimately production.

We will bring in additional relevant, complementary skills to ensure we accelerate development and maximise value.

### **Gearing up for production**

We are advanced in our search for a non-Executive Director with significant, relevant and contemporary project development experience to assist with development of the Mandilla project.

**The current Board of Anglo has always had a clear vision and strategy for the exploration and development of Mandilla and is now moving ahead with this clear plan.**

As an advanced exploration company rapidly moving towards project studies and assessing potential development options for a gold project, the skills and experience required for Anglo to have the best chance of success are undoubtedly:

- Exploration experience and a record of previous discovery;
- Experience in gold project development and operation in Australia; and
- Governance and public company board experience.

**Public company experience in exploration, project development and mine commissioning are the skills needed by Anglo at this juncture. By their own admission, neither Mr Willis nor Mr Stern have these skills.**

### **Don't lose experience and expertise**

Mr Stern and Mr Willis are open about the fact they want control – and have **no mining experience**.

In contrast, John Jones brings to Anglo 45 years experience in the gold industry, including a number of successful, highly profitable mining corporations.

He has served as Chairman of North Kalgurli Mines, Jones Mining and Troy Resources Limited. He remains a Director of Troy and also sits on the board of Tanga Resources Limited, although he will be stepping down from this role at the end of November 2019.

Graeme Smith has served as a Director of Anglo for more than five years and has held senior executive and public company directorships with a number of ASX listed mineral exploration and development companies including 12 years as CFO and Co Sec for Croesus Mining, a top 10 Australian gold mining company producing over 240,000 oz per annum.

He has also worked for mining and exploration companies in South America, Africa, Indonesia and Australia.

He is a Fellow of the Australian Society of CPA's (FCPA), Fellow of the Institute of Chartered Secretaries and Administrators (FCIS), Fellow of the Governance Institute of Australia (FGIA) and Member of the Governance Institute WA State Council.





Our removal as directors would result in the loss of a depth of experience at both Board and executive level focused on exploration, project development and mining.

We have a strong conviction that critical to success – and longevity – in the gold industry is a prospecting instinct, clear strategic vision and a desire for exploration, mining and corporate success.

These are qualities we believe we can continue to bring to Anglo in this crucial but potentially exciting time ahead. This is not the time to replace mining experience and expertise with financial traders.

### **No experience – but they want control**

The admission that Mr Willis has no hands-on mining experience underlines the danger Anglo faces from this attempted coup.

Mr Willis is a financial planner with none of the experience and expertise needed by Anglo. He has:

- No prior mineral exploration experience,
- No mineral project development, mining or operational experience; and
- No listed company board experience.

The Table below compares the requisite Board skills of Messrs Jones and Smith and Mr Willis.

<b>Requisite Board Skills</b>	<b>Smith &amp; Jones</b>	<b>Willis</b>
Listed Company Board Experience	✓	✗
Experience with public companies in mineral exploration, project development and mining and operations at a Board or Executive level	✓	✗
Experience with Studies, Project Development, Operations, and Contract negotiations	✓	✗
Experienced listed public company Director, CFO, Company Secretary	✓	✗
Public company governance experience	✓	✗

**With such a clear lack of the requisite Board skills or resources experience for a company in Anglo's position, why would the Melbourne cabal consider it appropriate to put forward Mr Willis?**



## The Melbourne Cabal

Our deepest concern is that this Melbourne group is acting to take control of Anglo by grabbing Board control and then running the company in their chosen manner, instead of making a full and takeover offer to all shareholders.

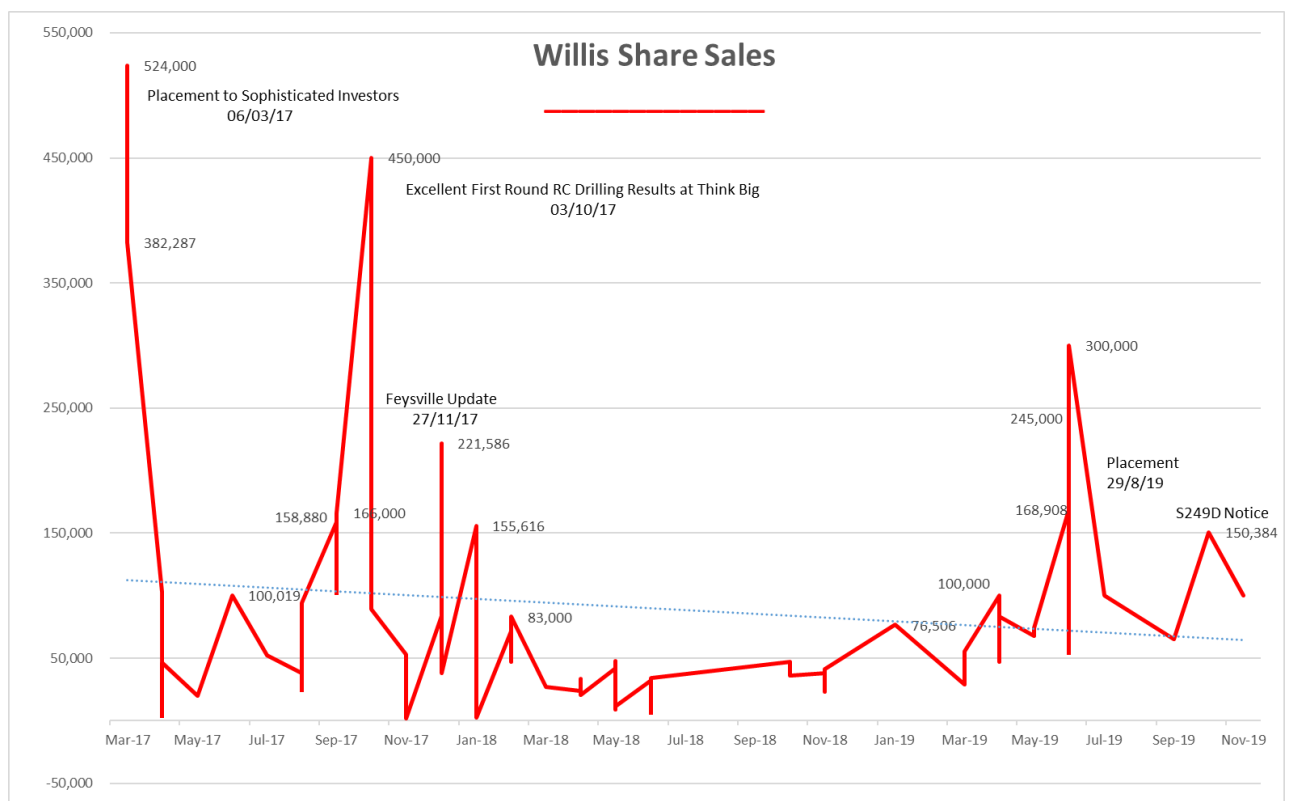
This group includes Mr Willis and Mr Stern, who we remind you is a current serving Director of Anglo and who is now pursuing an agenda with people other than his Board colleagues.

If Mr Stern is joined on the Board by Mr Willis, and we are removed, they will hold control over the Board of Anglo.

We are aware that:

- The Requisitionist is a client of Mr Willis
- Mr Willis and Mr Stern have known each other for some time (they are next door neighbours) and have had prior dealings
- Mr Stern introduced Mr Willis, on behalf of Anglo, to assist in raising capital on several occasions
- Mr Stern represented to the Anglo board that Mr Willis was an individual whose work would benefit the Company.

We have recently identified that Mr Willis has also personally been a heavy trader in Anglo shares over the past two years, buying and selling on a regular basis. The graph below shows his trading activity through his personal company Bloom Financial Advice – and the proximity to capital raisings in which he was involved as an agent of Anglo as well as other major company announcements.





This includes sales shortly after his clients – including elderly superannuants –invested in Anglo through share placements.

Over the past two years, Mr Willis has been paid by Anglo \$132,000 in cash and 2.6 million Anglo shares (\$150,000 worth at the time of issue) for his services. The most recent payments were in September this year - \$60,000 in shares.

Within three weeks of that last payment, Mr Willis launched his bid to seize control of the Board.

In the instances where Mr Willis received shares as part payment for his services, he has consistently sold those shares on-market, including 250,000 shares he has sold since the S249D notice was sent to the Company.

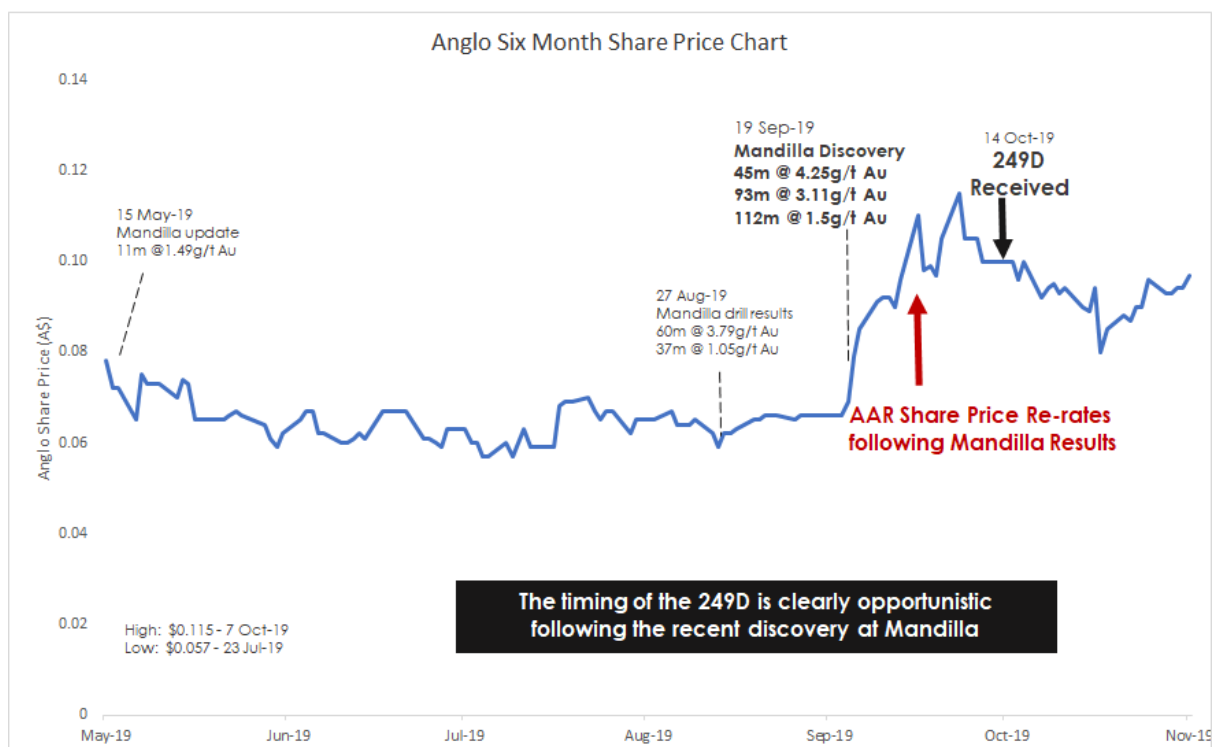
Mr Willis' current holding in Anglo is just 700,000 shares, around a quarter of the shares your Company has issued to him in fees.

This Melbourne group has worked together previously on other matters involving listed companies.

Mr Stern's day job has a major focus on stirring up trouble in listed companies, as his website bears out ([www.metropoliscorporate.com.au](http://www.metropoliscorporate.com.au)).

"Proxy Fights – take the stress out!" says a banner advertisement on the home page of Mr Stern's website. He manages board spills and fights as his day job. Anglo is the latest in a long list.

The timing of the 249D is clearly an opportunistic move by the Requisitionist, Mr Willis and Mr Stern following the recent discovery at Mandilla and subsequent re-rating of the Anglo share price.





The Requisitionist, Mr Willis and Mr Stern are determined to take control of Anglo, irrespective of the impact it may have on the Company or the majority of shareholders.

At this crucial juncture for Anglo, following the recent discovery at Mandilla, this has the potential to have a significant and detrimental impact on the Company.

We are concerned about who is going to represent the interests of rank-and-file shareholders.

Ordinarily, to acquire control of a Company in a transparent manner would see all shareholders receive a fair and reasonable offer for their shares, including an appropriate control premium.

**This action is an attempt to obtain control of Anglo on the basis that Mr Willis and Mr Stern are working together, for the benefit of the Requisitionist and themselves, to the detriment of the Company and Anglo shareholders.**

There is no reasonable basis for running a Perth-based exploration company with assets in the WA goldfields from Melbourne, where Mr Stern and Mr Willis reside. It's patently ridiculous.

In summary, we ask you to take a great interest in what's being proposed for your Company and to flatly reject the control moves by **VOTING AGAINST ALL RESOLUTIONS** at the special General Meeting.

We believe Anglo has an exciting future, now underpinned by the success at Mandilla.

Don't throw away that opportunity. Back the current majority Board to deliver for you.

Please feel free to call us to discuss these matters further.

Yours sincerely

John L C Jones AM  
Chairman  
08 9 322 4569

Graeme Smith  
Director  
08 9 382 8822

## DIRECTOR'S RECOMMENDATION – PETER STERN

Dear fellow Anglo Australian Shareholders

This letter sets out my recommendation as to how Shareholders should vote at the General Meeting to be held late December 2019. At that meeting, Shareholders will consider:

- Resolution 1 - The removal of Mr Graeme Smith as a Director
- Resolution 2 - The removal of Mr John Jones as a Director
- Resolution 3 - The election of Mr David Willis as a Director

Before I state the reasons for my recommendation, let me provide some brief background into the relationship between myself and Mr Jones.

I first met Mr Jones (John) in October 1987. However, it was not until 2008 that I got to know him well.

In that year, he appointed me as his corporate adviser (which is my core business pursuit as well as company directorships) to advise on a matter concerning another of his investments.

Achieving an outstanding outcome in respect of that matter in difficult circumstances, John and I subsequently became and until just recently have been the closest of friends, as have been our respective families.

Since then, John has been wonderful to me in business as well, putting me forward for and supporting me in both company directorships (Anglo Australian Resources NL (**Anglo Australian**), for example) and corporate advisory roles.

I consider I have been wonderful for John, too, assisting him with various of his business pursuits, both family and otherwise. In addition, I proposed John for an award in the Order of Australia, which he duly received and of which I was extremely proud.

Turning to the circumstances at hand, some two years ago, with Anglo Australian having emerged from the post Global Financial Crisis doldrums and beginning to show some promise, I put to John that it was time to do something about both corporate governance and personnel matters, starting with the structure of the Board. Unfortunately, John was not willing to discuss these matters with me.

On the various occasions I have raised such matters since, John has been equally unwilling to discuss them.

My concerns are shared by Mr David Willis, a career investment adviser who has been integral to Anglo Australian's last six capital raisings and, more generally, a key promoter of the Company within the investment community, as well as a Shareholder in his own right.

Indeed, on 15 May 2019, Mr Willis flew to Perth for the express purpose of meeting with John and I (I was already there on separate business) in which we shared with John our view that the Board of Anglo Australian needed to change, including by the appointment of a Managing Director.

John undertook to consider the matters raised and revert. He never reverted.

John has recently appointed himself as Acting Managing Director, an appointment that would usually be made by the Board, in addition to his role as Executive Chairman. He did not consult with me in relation to this appointment, nor was it supported or ratified by a resolution of the Board.

So today, with Anglo Australian potentially poised to commence mining at two operations, the matter has now become extremely important.

And yet my continued calls for change – including the introduction of a new CEO or Managing Director with mining and operational expertise as well as improved corporate governance – are still totally ignored.

In such circumstances, I found myself with two options.

The first was for me to resign from the Board.

The issue here is that, not only do I have a material shareholding in Anglo Australian but a significant number of Shareholders – I believe to be more than 40% of the share register – have invested because they trusted me (or, in Mr Willis, someone who trusted me).

My second option – bearing in mind John’s refusal to engage – was to seek to take control of the Board away from John.

As Shareholders will appreciate, it was very difficult to make this decision, knowing it would irreparably damage my relationship with both John and his family.

The fact is, as a Non-Executive Director of Anglo Australian, my responsibilities as a Director and the duty of care I owe Shareholders must and does come before anything else.

Before concluding, I take the opportunity to address two claims which I am advised John is making to Shareholders in support of his position.

First, he is saying that Mr Willis and I have no hands-on mining experience. To this, I respond by saying that I totally agree. And which is why it is imperative that control of Anglo Australian is taken away from John so that we can complement our skill sets and collaborative approach by appointing new persons to the Anglo Board who have mining expertise.

Secondly, John is claiming that, if control passes to Mr Willis and I, the Anglo Australian corporate office will be relocated to Melbourne.

As that is not and has never been our intention, Mr Willis and I hereby undertake to Shareholders that, so long as we have any say in the matter, Anglo Australian will remain headquartered in Perth.

I note that we are currently in discussions with two outstanding candidates in respect of the role as Managing Director, both of whom are Perth based.

I strongly urge all Shareholders to read the statement in the Notice of Meeting provided by Mr Willis. I agree with everything he has written.

Together with other new members of the Anglo Australian Board, when appointed, Mr Willis and I cannot wait to impart excellence to every aspect of the business of Anglo Australian and create the maximum possible value for all Shareholders.

I reiterate that, if you too share the vision that Mr Willis and I have of Anglo Australian becoming a great Company, please **VOTE FOR** the three resolutions at the General Meeting. Remember, every single vote counts, no matter how big or small your shareholding.

I greatly appreciate your support.

Yours sincerely

A handwritten signature in black ink, appearing to be 'P. Stern', written in a cursive style.

**Peter Stern**  
**Non-Executive Director - 13 November 2019**

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# ANGLO AUSTRALIAN RESOURCES NL

ACN: 009 159 077

**REGISTERED OFFICE:**

GROUND FLOOR  
63 HAY STREET  
SUBIACO WA 6008

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«EFT\_REFERENCE\_NUMBER»

«Company\_code» «Sequence\_number»

«Holder\_name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»

**SHARE REGISTRY:**

Security Transfer Australia Pty Ltd  
**All Correspondence to:**  
PO BOX 52  
Collins Street West VIC 8007  
Suite 913, Exchange Tower  
530 Little Collins Street  
Melbourne VIC 3000  
T: 1300 992 916  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

Code:

AAR

Holder Number:

«HOLDER\_NUM

## PROXY FORM

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ONLINE**

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«ONLINE

### SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, 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 the Company to be held at 10:00am WST on Friday 20 December 2019 at BGC Centre Conference Room, 28 The Esplanade, Perth, Western Australia, 6000 and at any adjournment of that meeting.

### SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. **The Chairperson of the Meeting intends to vote undirected proxies AGAINST all the resolutions.** In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

**Recommendation**

The majority of the Board being Messrs Jones and Smith, recommends that you vote **AGAINST** all three resolutions.

Against

**RESOLUTION**

1. Removal of Director Mr. Graeme Ian Smith
2. Removal of Director Mr. John Load Cecil Jones
3. Election of Director Mr. David John Willis

Against

Abstain\*

For

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.

### SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

**Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:00am WST on Wednesday 18 December 2019.**

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My/Our contact details in case of enquiries are:

Name:

Number:

**1. NAME AND ADDRESS**

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**2. APPOINTMENT OF A PROXY**

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

**3. DIRECTING YOUR PROXY HOW TO VOTE**

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

**4. APPOINTMENT OF A SECOND PROXY**

You are entitled to appoint up to two (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, 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 of your votes; and
- b) Return both forms in the same envelope.

**5. SIGNING INSTRUCTIONS**

**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 must sign.

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

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

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

**6. LODGEMENT OF PROXY**

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**Security Transfer Australia Pty Ltd**

<b>Online</b>	www.securitytransfer.com.au
<b>Postal Address</b>	PO BOX 52 Collins Street West VIC 8007
<b>Street Address</b>	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
<b>Telephone</b>	1300 992 916
<b>Facsimile</b>	+61 8 9315 2233
<b>Email</b>	registrar@securitytransfer.com.au

**PRIVACY STATEMENT**

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.





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<b>Recommendation</b>			
The majority of the Board being Messrs Jones and Smith, recommends that you vote <b>AGAINST</b> all three resolutions.	<b>Against</b>		
	<input checked="" type="checkbox"/>		
<b>RESOLUTION</b>	<b>Against</b>	<b>Abstain*</b>	<b>For</b>
1. Removal of Director Mr. Graeme Ian Smith	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Removal of Director Mr. John Load Cecil Jones	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director Mr. David John Willis	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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My/Our contact details in case of enquiries are:

Name:

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Number:

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