

30 October 2023

Dear Shareholder,

2023 NOTICE OF ANNUAL GENERAL MEETING

Consolidated Africa Limited (the "**Company**") advises that the 2023 Annual General Meeting of the shareholders ("**Shareholders**") of the Company is scheduled to be held at Unit 14, level 2, 210 Bagot Road, Subiaco WA 6008 on Wednesday 29 November 2023 at 9.00pm (AWST) (the "**Meeting**").

In accordance with section 110D(1) of the Corporations Act 2001 (Cth) ("**Corporations Act**"), the Company will not be despatching physical copies of the Notice of Annual General Meeting ("**Notice of Meeting**") unless a Shareholder has requested a hard copy or made an election for the purposes of section 110E of the Corporations Act to receive documents from the Company in physical form. The Notice of Meeting can be viewed, accessed and downloaded via the following direct link to the NSX announcements platform of the Company: <https://www.nsx.com.au/marketdata/company-directory/announcements/CRA/>.

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chairperson as their proxy in relation to the Meeting before 9.00pm (AWST) on 27 November 2023, being the cut-off time for delivery of proxies. A personalised proxy form is enclosed with this letter ("**Proxy Form**"). Proxies can be lodged in accordance with the instructions provided with the Proxy Form.

In addition, the Company is happy to accept and answer questions submitted at least two business days prior to the Meeting by email to the Company Secretary: kevin@victoriangoldmines.com.au.

Because the conditions, potential restrictions and other requirements for general meetings relating can rapidly change, if it becomes necessary or appropriate to make alternative arrangements to those set out above and in the Notice of Meeting the Company will announce the alternative arrangements to the NSX. Shareholders are encouraged to check for announcements of the Company at the NSX website (<https://www.nsx.com.au/>), search code "CRA".

The Company thanks Shareholders for their ongoing support.

For and on behalf of the Board:

A handwritten signature in black ink, appearing to read "Kevin Nichol".

Kevin Nichol
Company Secretary

CONSOLIDATED AFRICA LIMITED (NSX code CRA)

ACN 605 659 970

Level 28, 1 Market St
Sydney, NSW 2000

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PROXY FORM

The Company Secretary
Consolidated Africa Ltd

By post or hand delivery: Consolidated Africa Ltd, Level 21, 459 Collins Street, Melbourne, Victoria, 3000
By email: kevin@victoriangoldmines.com.au

Name of
shareholder:

Address of
Shareholder:

Number of Shares
entitled to vote:

Please mark to indicate your directions. Further instructions are provided overleaf.

STEP 1 – APPOINT A PROXY TO VOTE ON YOUR BEHALF

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

I/We being Shareholder/s of the Company hereby appoint:

The Chair of
the Meeting
(mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

Or failing the person/body corporate named, or if no person/body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held on 29 November 2023 9.00am (AWST) at Unit 14, level 2, 210 Bagot Road, Subiaco WA 6008, and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTIONS IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intentions on any Resolution. In the event this occurs, Shareholders will be notified immediately disclosing the reasons for the change.

STEP 2 - INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Approval of Remuneration Report			
Resolution 2	Re-election of Mr Robin Armstrong as a Director of the Company			
Resolution 3	Removal of Auditor			
Resolution 4	Approval to Appoint Auditor			

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 Resolution, 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.

Authorised signature/s This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹Insert name and address of Shareholder

² Insert name and address of proxy

*Omit if not applicable

PROXY NOTES

A Shareholder entitled to attend and vote at the Annual General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Annual General Meeting. If the Shareholder is entitled to cast 2 or more votes at the Annual General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Annual General Meeting, the representative of the body corporate to attend the Annual General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

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

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be provided to the Company Secretary at an address provided above (by post, hand delivery or email) not less than 48 hours prior to the time of commencement of the Annual General Meeting AEDT.