



Cannindah Resources  
Limited

## **CANNINDAH RESOURCES LIMITED**

**ACN 108 146 694**

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### **NOTICE OF ANNUAL GENERAL MEETING**

**AND**

### **EXPLANATORY MEMORANDUM**

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Date of Meeting: Friday 17 December 2021  
Time of Meeting: 11:00 am (Brisbane time)  
Place of Meeting: Offices of Grant Thornton  
Level 18, 145 Ann Street  
Brisbane QLD 4000

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of **Cannindah Resources Limited ACN 108 146 694 (Cannindah Resources or Company)** will be held at Offices Grant Thornton Level 18, 145 Ann Street Brisbane QLD 4000 on Friday 17 December 2021 commencing at 11:00 am (Brisbane time).

## AGENDA

### ORDINARY BUSINESS

#### Financial Statements and Reports

1. Resolution 1: Remuneration Report.
2. Resolution 2: Re-election of Mr Geoff Missen.
3. Resolution 3: Ratify the Issue of Shares under Previous Placement.
4. Resolution 4: Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A
5. Resolution 5: Adoption of Share Plan
6. Resolutions 6 - 8: Approval to Issue Performance Rights to Directors.
7. Resolution 9: Approval to Issue Performance Rights to the Company Secretary
8. Resolution 10: Approval to Issue Shares to an Associate of a Director in lieu of outstanding fees

## Ordinary Business

### Audited Financial Statements and Reports

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To receive and consider the Financial Report, Directors' Report and Auditor's Report in respect of the year ended 30 June 2021 (Audited Financial Statements) which were released to the ASX on 1 October 2021. The Audited Financial Statements may be viewed on the Company's website at [www.cannindah.com.au](http://www.cannindah.com.au) and by selecting the link titled "Audited Financial Statements".

Neither the Corporations Act nor the Company's Constitution requires Shareholders to vote on such reports. However, Shareholders will be given ample opportunity to raise questions about the Reports at the meeting.

#### 1. Resolution 1: Remuneration Report

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To consider and, if thought fit, to pass the following advisory resolution as an Ordinary Resolution:

*"That for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company be authorised to adopt the Remuneration Report for the year ended 30 June 2021".*

##### **Advisory Vote**

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

##### **Voting Restriction pursuant to Section 250R(4) of the Corporations Act**

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

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

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

#### 2. Resolution 2: Re-election of Mr Geoff Missen as a Director

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To consider and, if thought fit, pass the following resolution as an Ordinary Resolution of the Company:

*"That Mr Geoffrey Missen, who retires in accordance with and for the purposes of Article 40.1 of the Company's Constitution and Listing Rule 14.5, and being eligible, be re-elected as a Director of the Company from the conclusion of the meeting."*

#### 3. Resolution 3: Ratify the Issue of Shares under Previous Placement

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To consider and, if thought fit, pass the following resolution as an Ordinary Resolution of the Company:

*“That in accordance with the provisions of Listing Rule 7.4, and for all other purposes, the Shareholders ratify the previous issue of six million eight hundred thousand (6,800,000) fully paid ordinary shares in the Company (**Previous Shares**) to the Placement Participants as described in the Explanatory Memorandum”*

**Voting exclusion statement**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on this Resolution by:

- (a) a Placement Participant;
- (b) an Associate of a Placement Participant; and
- (c) a person who participated in the issue or is a counterparty to the agreement being approved.

However, the Company need not disregard a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (2) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**4. Resolution 4: Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A**

To consider and, if thought fit, pass the following resolution as a Special Resolution:

*“That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of Equity Securities in a number which is up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of this Annual General Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum (**10% Securities**).”*

**Voting exclusion statement**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Special Resolution by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an Associate of that person.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the

Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (2) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Important Note:**

The proposed allottees of any 10% Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the 10% Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and as such there is no reason to exclude their votes.

## 5. Resolutions 5: Adoption of Share Plan

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution of the Company:

*"That for the purposes of ASX Listing Rule 7.2 (exception 13(b)) and for all other purposes, the Shareholders approve the adoption of the Company's Share Plan (**Share Plan**) and any issue of Securities under that plan as an exception to Listing Rule 7.1 on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting"*

**Voting exclusion statement**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on this Resolution by:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of the proposed Share Plan (a **Share Plan Participant**);
- (b) a person who is eligible to participate in the Share Plan;
- (c) an Associate of a Share Plan Participant.

However, the Company need not disregard a vote in relation to Resolution 5 if:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (2) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting restriction pursuant to section 224 of the Corporations Act**

Further, the Company will disregard any votes cast (in any capacity) on this Resolution 5 by or on behalf of a Related Party of the Company to whom the resolution would permit a

financial benefit to be given or an Associate of such a Related Party. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution and it is not cast on behalf of a Related Party of the Company to whom the resolution would permit a financial benefit to be given or an Associate of such a Related Party.

**Proxy voting restriction pursuant to section 250BD of the Corporations Act**

The Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as a proxy for a person, unless:

the proxy appointment specifies the way the proxy is to vote on this resolution; or

the proxy is the chair of the meeting at which this resolution is voted on and the proxy appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

**6. Resolutions 6 – 8: Approval to Issue Performance Rights to Directors**

**Resolution 6: Approval to Issue Performance Rights to Mr. Thomas Pickett**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution of the Company:

*“That subject to the passing of Resolution 5, that in accordance with section 208(1) (Part 2E) of the Corporations Act and Listing Rule 10.14 and for all other purposes, the Company approve the grant of up to 5,000,000 Performance Rights to Mr. Thomas Pickett, being the Executive Chairman of the Company or his nominee (**Mr Pickett**) under the Share Plan and otherwise on terms set out in the Explanatory Memorandum”.*

**Voting exclusion statement**

In accordance with Listing Rule 14.11 and section 224 of the Corporations Act, the Company will disregard any votes cast on this Resolution by:

- (a) Mr Pickett; and
- (b) an Associate of Mr Pickett.

However, the Company need not disregard a vote in relation to Resolution 6 if:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (2) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Proxy voting restriction pursuant to section 250BD of the Corporations Act**

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 6 by Mr Pickett or his Closely Related Parties who has been **appointed as a proxy** unless:

the appointed proxy votes for a person who is permitted to vote and in accordance with a

direction on the proxy form (directed proxy); or

the appointed proxy is the Chair and the appointment of the chair as proxy:

- (1) does not specify the way the proxy is to vote on the resolution; and
- (2) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of Mr Pickett.

#### **Resolution 7: Approval to Issue Performance Rights to Dr Simon Beams**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution of the Company:

*“That subject to the passing of Resolution 5, that in accordance with section 208(1) (Part 2E) of the Corporations Act and Listing Rule 10.14 and for all other purposes, the Company approve the grant of up to 2,500,000 Performance Rights to Dr. Simon Beams, being a non-executive Director of the Company or his nominee (**Dr Beams**) under the Share Plan and otherwise on terms set out in the Explanatory Memorandum”.*

##### **Voting exclusion statement**

In accordance with Listing Rule 14.11 and section 224 of the Corporations Act, the Company will disregard any votes cast on this Resolution by:

- (a) Dr Beams; and
- (b) an Associate of Dr Beams.

However, the Company need not disregard a vote in relation to Resolution 7 if:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (2) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

##### **Proxy voting restriction pursuant to section 250BD of the Corporations Act**

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 7 by Dr Beams or his Closely Related Parties who has been appointed as a proxy unless:

the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or

the appointed proxy is the Chair and the appointment of the chair as proxy:

- (1) does not specify the way the proxy is to vote on the resolution; and
- (2) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of Dr Beams.

#### **Resolution 8: Approval to Issue Performance Rights to Mr. Geoffrey Missen**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution of the Company:

*“That subject to the passing of Resolution 2 and Resolution 5, that in accordance with section 208(1) (Part 2E) of the Corporations Act and Listing Rule 10.14 and for all other purposes, the Company approve the grant of up to 2,500,000 Performance Rights to Mr Geoffrey Missen, being a non-executive Director of the Company or his nominee (**Mr Missen**) under the Share Plan and otherwise on terms set out in the Explanatory Memorandum”.*

**Voting exclusion statement**

In accordance with Listing Rule 14.11 and section 224 of the Corporations Act, the Company will disregard any votes cast on this Resolution by:

- (a) Mr Missen; and
- (b) an Associate of Mr Missen.

However, the Company need not disregard a vote in relation to Resolution 8 if:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (2) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Proxy voting restriction pursuant to section 250BD of the Corporations Act**

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 8 by Mr Missen or his Closely Related Parties who has been appointed as a proxy unless:

the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or

the appointed proxy is the Chair and the appointment of the chair as proxy:

- (1) does not specify the way the proxy is to vote on the resolution; and
- (2) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of Mr Missen.

**6 Resolution 9: Approval to Issue Performance Rights to Mr Garry Gill**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution of the Company:

*“That in accordance with Listing Rule 7.1 and for all other purposes, the Company approve the grant of up to 2,500,000 Performance Rights to Mr Garry Gill, being the Company Secretary or his nominee (**Mr Gill**) under the Share Plan and otherwise on terms set out in the Explanatory Memorandum”.*

**Voting exclusion statement**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on this Resolution by:



- (a) Mr Gill;
- (b) an Associate of Mr Gill; and
- (c) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, the Company need not disregard a vote in relation to Resolution 9 if:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (2) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Proxy voting restriction pursuant to section 250BD of the Corporations Act**

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on Resolution 9 by Mr Gill or his Closely Related Parties who has been appointed as a proxy unless:

- (a) the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- (b) the appointed proxy is the Chair and the appointment of the chair as proxy:
  - (1) does not specify the way the proxy is to vote on the resolution; and
  - (2) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of Mr Gill.

## **7 Resolution 10: Approval to Issue Shares to a company associated with Dr Simon Beams**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution of the Company:

*“That in accordance with Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 694,460 Shares to Terra Search Pty Ltd ACN 011 073 939 (**Terra Search**), a company associated with Dr Simon Beams a non-executive Director of the Company and otherwise on terms set out in the Explanatory Memorandum”.*

#### **Voting exclusion statement**

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on this Resolution by:

- (a) Terra Search and Dr Beams;
- (b) an Associate of Terra Search or Dr Beams; and
- (c) The person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in

accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (1) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (2) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Proxy voting restriction pursuant to section 250BD of the Corporations Act**

In accordance with section 250BD of the Corporations Act, the Company will disregard any votes cast on this Resolution by Terra Search and Dr Beams or his Closely Related Parties who has been **appointed as a proxy** unless:

- (a) the appointed proxy votes for a person who is permitted to vote and in accordance with a direction on the proxy form (directed proxy); or
- (b) the appointed proxy is the Chair and the appointment of the chair as proxy:
  - (1) does not specify the way the proxy is to vote on the resolution; and
  - (2) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of Terra Search and Dr Beams.

**By order of the Board**

Garry Gill  
Company Secretary

15 November 2021

# EXPLANATORY MEMORANDUM

This Explanatory Memorandum is provided to Shareholders of Cannindah Resources Limited ACN 108 146 694 (**Cannindah Resources** or **Company**) in connection with the business to be considered at the Annual General Meeting of Shareholders to be held at Offices of Grant Thornton Level 18, 145 Ann Street Brisbane QLD 4000 on Friday 17 December 2021 commencing at 11am

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

## ORDINARY BUSINESS

### Resolution 1 - Remuneration Report

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#### *Remuneration Report*

The Remuneration Report which details the remuneration of the Company's Directors, Company Secretary and senior executives is set out in the Cannindah Resources Limited 2021 Financial Report, which may be viewed on the Company's website ([www.cannindah.com.au](http://www.cannindah.com.au)).

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory resolution. This resolution shall be determined as if it were an Ordinary Resolution, although under section 250R(3) of the Corporations Act, the vote does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

#### *Voting Exclusion Statement*

There are restrictions on members of the Key Management Personnel and their Closely Related Parties and their proxies voting on Resolution 1, details of which are set out in the Voting Restriction Statement included in Resolution 1 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1 subject to compliance with the Corporations Act.

#### *Directors' Recommendations*

The Board unanimously recommends that Shareholders vote in favour of this Ordinary Resolution. A vote on this Resolution is advisory only and does not bind the Directors of the Company.

### 1. Resolution 2 – Re-election of Mr Geoffrey Missen as a Director

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Article 40.1 of the Company's Constitution requires that at each AGM, one-third of the Directors in office for the time being (rounded down) must stand for re-election, with Directors required to retire based upon length of tenure. Where 2 or more Directors have been in office an equal length of time, the Director(s) to retire is determined by agreement between them (or failing that, by lot).

Listing Rule 14.4 however prohibits a Director from holding office past the third Annual General Meeting following their appointment.

Listing Rule 14.5 requires that where an entity has directors an election of directors must be held each year.

Mr Geoffrey Missen retires in accordance with the Company's Constitution and Listing Rule 14.5 and being eligible, offers himself for re-election as a Director.

Details of Mr Missen's qualifications and experience are set out in the Company's Annual Report a copy of which is available on the website at [www.cannindah.com.au](http://www.cannindah.com.au).

#### **Recommendation**

The Directors (with Mr Missen abstaining) recommend that Shareholders vote in favour of this Ordinary Resolution.

## 2. Resolution 3 – Ratify the Issue of Shares under Previous Placement

### Introduction

On 6 March 2021 the company successfully raised \$1,000,280 through the placement of 20,400,000 Shares to sophisticated investors (**Placement Participants**) including 6,800,000 fully paid ordinary shares which were issued pursuant to Listing Rule 7.1 (**Previous Shares**). The purpose of the issue was to raise funds to progress exploration activities at the Company's exploration tenements and for working capital purposes and to meet the costs of the issue. The Previous Shares issued ranked equally with the existing Shares on issue and represented 2.36% of the number of shares in the Company prior to their issue.

In accordance with Listing Rule 7.1 and 7.4, to restore the Company's capacity to issue Shares it is proposed that Shareholders ratify the issue of Shares as detailed below. If Shareholders do not approve to ratify the issue of Shares, the Company's capacity under Listing Rule 7.1 will not be restored.

### Listing Rule 7.1 and 7.4

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

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of Securities made pursuant to ASX Listing Rule 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rule 7.1 and 7.1A) those Securities will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1 and 7.1A

The following information is provided in accordance with Listing Rule 7.5:

		<b>Shares issued on 6 March 2021</b>	<b>Shares issued on 2 November 2021</b>
<b>7.5.1</b>	<b>Name of persons to whom the Securities were issued</b>	Sophisticated or otherwise exempt investors under the <i>Corporations Act</i> .	Sophisticated or otherwise exempt investors under the <i>Corporations Act</i>
<b>7.5.2</b>	<b>Number and class of Securities allotted</b>	6,800,000 Shares	4,838,710 Shares
<b>7.5.3</b>	<b>Terms of the Securities.</b>	Ranking equally with all other Shares on issue	Ranking equally with all other Shares on issue
<b>7.5.4</b>	<b>Date on which the securities were issued</b>	6 March 2021	2 November 2021
<b>7.5.5</b>	<b>Price at which the Securities were issued</b>	\$0.0031 per share	\$0.31 per share
<b>7.5.6</b>	<b>Use of the funds:</b>	(i) to progress exploration activities at the Company's exploration tenements; (ii) for working capital purposes; and	(i) continuing the drilling program at Mt Cannindah; (ii) exploration and drilling at the Piccadilly project; and

		Shares issued on 6 March 2021	Shares issued on 2 November 2021
		(iii) to meet the costs of the issue.	(iii) working capital.
7.5.7	If the securities were issued under an agreement, summary of the material terms	N/A	N/A
7.5.8	Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting for Resolution 3.	A voting exclusion statement is included in the Notice of Meeting for Resolution 3

## Recommendation

The Board recommends that Shareholders vote in favour of this Ordinary Resolution.

### 4. Resolution 4: Approval to issue an additional 10% of the issued capital of the Company over a 12-month period pursuant to Listing Rule 7.1A

#### Introduction

Pursuant to Resolution 4, the Company is seeking shareholder approval to issue an additional 10% of issued capital over a 12-month period pursuant to Listing Rule 7.1A. If passed, this resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**10% Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the 10% Securities are to be issued is agreed, or if the 10% Securities are not issued within 10 trading days of that date, the date on which the 10% Securities are issued) (**10% Securities Issue Price**). If this Resolution 4 is not passed by Shareholders, this may impact the Company's ability to allot and issue new Equity Securities.

This approval is sought pursuant to Listing Rule 7.1A. Under Listing Rule 7.1 A small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by Special Resolution at the AGM, are permitted to issue an additional 10% of issued capital over a 12-month period from the date of the annual general meeting (**Additional 10% Issue**). The Additional 10% Issue under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a 12-month period pursuant to Listing Rule 7.1.

The Company may issue the 10% Securities to raise funds for the Company (further details of which are set out below).

If undertaken, funds raised from the issue of 10% Securities would be applied to progress the objectives of Company including the funding of exploration activities, working capital, acquisitions and the payment of any costs of the issue of the 10% Securities.

#### Listing Rule 7.1A

##### a) General

##### i. Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its AGM it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

For illustrative purposes only, on 20 October 2021 the Company's market capitalisation was \$157.1 million based on the Closing Trading Price on 12 November 2021. The calculation of market capitalisation will be based on the Closing Market Price of the Shares, on the last Trading Day on which trades in the Shares were recorded before the date of the AGM, multiplied by the number of Shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is not included in the S&P/ASX300 Index as at the time of this AGM; however, it should be noted that the S&P/ASX300 Index is rebalanced twice a year in March and September.

The Company is therefore an Eligible Entity and able to undertake an Additional 10% Issue under Listing Rule 7.1A.

In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholders' approval pursuant to this Resolution 4, the approval obtained will not lapse and the Company will still be entitled to issue the 10% Securities.

ii. **Special Resolution**

Listing Rule 7.1A requires this Resolution 4 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the resolution. Pursuant to Listing Rule 7.1A, no 10% Securities will be issued until and unless this Special Resolution is passed at the Meeting.

iii. **Shareholder approval**

The ability of the Company to issue the 10% Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

b) **Issue Period – Listing Rule 7.1A.1**

Assuming Resolution 4 is passed, Shareholder approval of the Additional 10% Issue under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier to occur of:

- i. the date that is 12 months after the date of the AGM; or
- ii. the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX.

If approval is given for the issue of the Additional 10% Issue then the approval will expire 12 months from the date of the Meeting, (unless Shareholder approval is granted pursuant to Listing Rules 11.1.2 or 11.2 prior to that date, in which case the approval will expire at that earlier time).

c) **Calculation for Additional 10% Issue – Listing Rule 7.1A.2**

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the AGM, a number of Equity Securities calculated in accordance with the following formula:

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

**A** is the number of ordinary securities on issue 12 months before the date of issue or agreement:

- i. plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
- ii. plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- iii. plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rules 7.1 or 7.4. (Note: This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity under Listing Rule 7.1 without Shareholder approval);
- iv. less the number of fully paid ordinary securities cancelled in the 12 months.

**D** is 10 percent.

**E** is the number of Equity Securities issued or agreed to be issued under 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 shareholders under Listing Rules 7.1 or 7.4.

d) **Listing Rule 7.1A.3**

i. **Equity Securities**

Any Equity Securities issued under the Additional 10% Placement must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice of Meeting, the only class of Equity Securities in the Company quoted on the ASX are 'Ordinary Shares (ORD)'. The Company presently has 523,720,691 Shares on issue as at the date of this Notice of Meeting.

ii. **Minimum Issue Price**

The issue price for the Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- the date on which the price at which the relevant Placement Securities are to be issued is agreed; or
- if the 10% Securities are not issued within 10 Trading Days of the date in paragraph (A) above, the date on which the relevant 10% Securities are issued.

e) **Information to be given to ASX – Listing Rule 7.1A.4**

If Resolution 4 is passed and the Company issues any 10% Securities under Listing Rule 7.1A, the Company will give to ASX:

- i. a list of allottees of the 10% Securities and the number of 10% Securities allotted to each (this list will not be released to the market); and
- ii. the following information required by rule 3.10.5A, which will be released to the market on the date of issue:
  - details of the dilution to the existing holders of Equity Securities caused by the issue;
  - where the Equity Securities are issued for cash consideration, a statement of the reasons why the Company issued the Equity Securities as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing Shareholders would have been eligible to participate;
  - details of any underwriting arrangements, including any fees payable to the underwriter; and
  - any other fees or costs incurred in connection with the issue.

f) **Listing Rule 7.1 and 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 523,720,691 Shares. The Company will have the capacity to issue the following Equity Securities on the date of the Meeting:

- i. Subject to shareholder approval of Resolution 3 -78,558,103 Equity Securities under Listing Rule 7.1; and
- ii. subject to Shareholder approval being obtained under Resolutions 3 and 4 - 52,372,069 Shares under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

### **Specific Information required by Listing Rule 7.3A**

The following information is provided to Shareholder for the purposes of Listing Rule 7.3A.

#### **a) Period for which the approval will be valid - Listing Rule 7.3A.1**

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- the date which is 12 months after the date of the annual general meeting at which the approval is obtained.
- the time and date of the entity's next annual general meeting; and
- the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

#### **b) Minimum Price of securities issued under Listing Rule 7.1A – Listing Rule 7.3A.2**

Pursuant to and in accordance with Listing Rule 7.1A.3, the 10% Securities issued pursuant to approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 Trading Days immediately before:

- i. the date on which the price at which the Placement Securities are to be issued is agreed; or
- ii. if the 10% Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the 10% Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the 10% Securities.

#### **c) Purpose for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used – Listing Rule 7.3A.3**

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period. However, if Shareholders approve this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) raising funds to further the Company's business including progressing and accelerating the exploration work being conducted at the Piccadilly and Mt Cannindah projects;
- (b) general exploration and working capital; and
- (c) paying service providers or consultants of the Company.

#### **d) Risk of economic and voting dilution – Listing Rule 7.3A.4**

As provided by Listing Rule 7.3A.2, if Resolution 4 is passed and the Company issues the 10% Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 523,720,691 Shares. The Company could issue 52,372,069 Shares on the date of the Meeting (however, it is important to note that the exact number of Equity Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 details of which are set out above). Any issue of 10% Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- iii. the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any 10% Securities than it is on the date of the Meeting; and
- iv. the 10% Securities may be issued at a price that is at a discount to the Market Price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue or the value of the Placement Securities.



As required by Listing Rule 7.3A.2, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued capital has doubled and the Market Price of the Shares has halved. Table 1 also shows additional scenarios in which the number of issued Shares has increased and the Market Price of the Shares has decreased.

**Table 1 - Potential Economic and Voting Dilution Effect**

Issued Share Capital	50% decrease in Market Price \$0.15		Current Market Price \$0.30		100% increase in Market Price \$060	
	10 % Voting Dilution (Shares)	Capital Raised	10 % Voting Dilution (Shares)	Capital Raised	10 % Voting Dilution (Shares)	Capital Raised
Present Issued Share Capital = 523,720,691 Shares	52,372,069	\$7,855,810	52,372,069	\$14,664,179	\$15,711,621	\$31,423,241
50% Increase in Share Capital = 785,581,037 Shares	78,558,104	\$11,783,716	78,558,104	\$21,996,269	\$23,567,431	\$47,134,862
100% Increase in Share Capital = 1,047,441,382 Shares	104,744,138	\$15,711,621	104,744,138	\$29,328,359	\$31,423,241	\$62,846,483

**Assumptions and explanations**

- The Market Price is based on the closing price of the Shares on ASX on 12 November 2021.
- The above table only shows the dilutionary effect based on the issue of the 10% Securities (assuming only shares are issued) and not any Shares issued under the 15% under Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate dilution against the issued share capital at the time of issue.
- The Company issues the maximum number of the 10% Securities.
- The Issued Share Capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 12 November 2021 and assuming all resolutions affecting share capital presented to the Annual General Meeting are passed.
- The issue price of the 10% Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

**e) Company's Allocation Policy – Listing Rule 7.3A.5**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the 10% Securities. The identity of the allottees of 10% Securities will be determined on a case-by-case basis having regard to a number of factors including but not limited to the following:

- v. the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing Shareholders can participate;
- vi. the effect of the issue of the 10% Securities on the control of the Company;
- vii. the financial situation and solvency of the Company; and
- viii. advice from corporate, financial and broking advisers (if applicable).

The allottees of the 10% Securities have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new Shareholders who are not related parties or Associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments for which 10% Securities are issued as consideration, it is likely that the allottees of some of the 10% Securities will be the vendors of the new assets or investments.

**f) Details of all equity securities issued where previously obtained shareholder approval under listing rule 7.1A – Listing Rule 7.3A.6**

The Company obtained Shareholder approval under Listing Rule 7.1A at the previous Annual General Meeting held on 17 December 2020. During the 12-month period preceding the Meeting, the Company issued no Previous Shares pursuant to Listing Rule 7.1A.

As the Company previously obtained Shareholder approval under Listing Rule 7.1A, the following information is provided to Shareholders, in accordance with Listing Rule 7.3A.6 regarding the total number of equity securities issued in the past 12 months preceding the date of the Meeting (that is, since 17 December 2020):

	Shares issued pursuant to LR 7.1	Shares issued pursuant to LR 7.1 (Shareholder Approval)	Shares issued pursuant to LR 7.1 exception 8 (S/hldr approval)	Total Equity Securities Issued
Number of equity securities on issue at commencement of 12-month period				241,590,852
Equity securities issued in prior 12-month period	11,638,710	80,491,129	190,000,000	282,129,839
Percentage previous issues represent of total number of equity securities on issue at commencement of 12-month period	4.82%	33.32%	78.65%	116.78%

As no Previous Shares were issued pursuant to Listing Rule 7.1A, no specific details are required to be provided for issues of equity securities in the prior 12-month period.

**g) Voting Exclusion Statement – Listing Rule 7.3A.7**

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting, the proposed allottees of any 10% Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the 10% Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

**Recommendation**

The Directors of the Company unanimously recommend that Shareholders vote in favour of this Special Resolution.

## 5. Resolution 5: Adoption of Share Plan

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### Background

The main purpose of the Share Plan is to recognise and reward eligible participants for their efforts in providing value to shareholders over the past year and to incentivise those eligible participants to continue to achieve the Company's strategic objectives by providing a dedicated and ongoing commitment to maximising shareholder value.

While Directors (or their nominees) are eligible to participate in the Share Plan, further approval is required under Listing Rule 10.14 for Directors to participate and subsequently acquire securities in the Company.

The Company will allocate 10 million Performance Rights for Directors under the terms and conditions in and subject to the passing of Resolutions 6-8. Subject to the limits under the Share Plan the Company will allocate a further 10 million Performance Rights for eligible Directors (subject to further Approval), employees, contractors and advisors to the Company. In this regard the Company will allocate 2,500,000 of the 10 million Performance Rights to the Chief Financial Officer and Company Secretary.

### ASX Listing Rules

Resolution 5 seeks the approval of Shareholders for the adoption of the Share Plan in accordance with Listing Rule 7.2 (exception 13(b)).

ASX Listing Rule 7.1 limits the amount of Equity Securities that the Company can issue without the approval of its Shareholders over any 12-month period to 15% of the Shares on issue at the start of that period.

Shareholder approval of the Share Plan is sought for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), so that securities (such as the Performance Rights) issued in accordance with the Share Plan will be excluded from the calculation of the maximum number of new securities that can be issued by the Company in any 12 month period (currently 15% of shares previously on issue) for a period of three years from the date of approval.

If this Resolution is approved by Shareholders, it will have the effect of enabling the securities issued by the Company under the Share Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue within the 15% in any 12 month limit under Listing Rule 7.1 during the next three-year period.

If Resolution 5 is passed, the Company will have the ability to issue Performance Rights to the Share Plan Participants

If Resolution 5 is not passed, the Company may seek to issue the Performance Rights under the Company's Listing Rule 7.1 (15%) capacity.

### Recommendation

The Board recommends that Shareholders vote in favour of this Ordinary Resolution

## 6. Resolutions 6 - 8: Approval to Issue Performance Rights to Directors

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Under Resolutions 6 – 8, it is proposed that a total grant of 10,000,000 Performance Rights be made to existing Directors, Messrs Pickett and Missen, and Dr Beams.

The terms and conditions of the Performance Rights are set out in Annexure 1.

The Performance Rights will vest on the achievement of the Performance Criteria as set out below.

The Performance Rights in relation to Resolutions 6, 7 and 8 will vest in tranches linked to the performance criteria as determined by the Board and set out in Annexure 1 and summarised as follows:

Director	Resolution	Performance Criteria
Thomas Pickett	6	<ul style="list-style-type: none"><li>50% of the Performance Rights vest on the date when the market capitalisation of the Company exceeds \$150 million for the 20<sup>th</sup> trading day in succession; and</li><li>50% of the Performance Rights vest on the date when the market capitalisation of the Company exceeds \$175</li></ul>

		million for the 20 <sup>th</sup> trading day in succession.
Simon Beams	7	<ul style="list-style-type: none"> <li>50% of the Performance Rights vest on the date when the market capitalisation of the Company exceeds \$150 million for the 20<sup>th</sup> trading day in succession; and</li> <li>50% of the Performance Rights vest on the date when the market capitalisation of the Company exceeds \$ 175 million for the 20<sup>th</sup> trading day in succession.</li> </ul>
Geoff Missen	8	<ul style="list-style-type: none"> <li>50% of the Performance Rights vest on the date when the market capitalisation of the Company exceeds \$150 million for the 20<sup>th</sup> trading day in succession; and</li> <li>50% of the Performance Rights vest on the date when the market capitalisation of the Company exceeds \$175 million for the 20<sup>th</sup> trading day in succession.</li> </ul>

### Rationale for Milestones

- Market capitalisation of \$150 million – the market capitalisation represents an over 30-fold increase in the market capitalisation at September 2020 (immediately following the Piccadilly purchase) and a 14-fold increase in share price. To achieve the milestone required the negotiation of the debt for equity exchanges, the raising of capital and the conduct of successful drilling campaigns at Piccadilly and Mt Cannindah.
- Market capitalisation of \$175 million – this target represents a further 16.66% increase in the company value and would likely require further successful drilling at Mt Cannindah.

The performance rights to be issued to Directors in the event that both milestones area achieved represents 1.9% of the shares on issue. Directors considered that the number of shares to be issued is both reasonable and equitable based on the value provided to the shareholders.

### Corporations Act

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

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

A “*related party*” is widely defined under the Corporations Act and includes the directors of the company. As such, Messrs Pickett and Missen, and Dr Beams are related parties of the Company for the purposes of Section 208 of the Corporations Act.

Accordingly, the Directors have determined to seek Shareholder approval for the purposes of section 208 Corporations Act for the grant of the Performance Rights.

### ASX Listing Rules

#### (a) Listing Rule 10.11

Listing Rule 10.11 requires an entity to obtain the approval of shareholders to an issue of securities to a related party. The Directors are related parties of the Company. Accordingly, because the issue of 10,000,000 Performance Rights will result in the Company issuing securities to a related party, approval under Listing Rule 10.11 is required.

In accordance with Listing Rule 7.2 (exception 14), as approval is being sought under Listing Rule 10.11, approval is not required to be obtained under Listing Rule 7.

(b) **Listing Rule 10.14**

As each of the Participating Directors is a related party of the Company for the purposes of Listing Rule 10.11, the proposed issue of Plan Shares to Participating Directors under the Plan must be approved under Listing Rule 10.14.

If approval is given under Listing Rule 10.14 approval is not required under Listing Rule 7.1. Accordingly, if approved, the issue of the Plan Shares pursuant to Listing Rule 10.14 will not be counted towards the Company's 15% capacity for the purpose of Listing Rule 7.1. As a result, the Directors of the Company will be able to consider additional funding initiatives consistent with the provisions of ASX Listing Rule 7.1 without diminishing its issue capacity under Listing Rule 7.1.

Approval for the issue of the Performance Rights is sought in accordance with Listing Rule 10.14. As approval is being sought under Listing Rule 10.14, approval will not be required under Listing Rule 10.11.

**Information about Share Plan and Issue of Performance Rights under ASX Listing Rule 10.15**

In accordance with Listing Rule 10.15 and for the benefit of Shareholders in considering this Resolution, the Company advises as follows:

- (a) The Performance Rights will be issued to:
- (1) Thomas Pickett – Director (related party – Listing Rule 10.11.1) – 5,000,000 Performance Rights
  - (2) Simon Beams – Director (related party – Listing Rule 10.11.1) – 2,500,000 Performance Rights
  - (3) Geoff Missen – Director (related party – Listing Rule 10.11.1) – 2,500,000 Performance Rights
- (b) The terms of the Share Plan and Performance Rights are set out in Annexure 1.
- (c) Directors have provided support and expertise to the Company in working to raise the share price from \$0.022 in October 2020 to the present price of \$0.30 on 12 November 2021 actions which have provided real value to the shareholders. Directors will continue to provide the expertise and support to take the share price to higher levels to achieve the market capitalisation targets.
- (d) This is the first approval sought under Listing Rule 10.14 with respect to the Share Plan. As such, no securities have previously been issued to Mr Pickett, Mr Missen or Dr Beams under the Share Plan.
- (e) The Company has not agreed to grant any loan to Directors in relation to the issue of the Performance Rights.
- (f) Details of Director securities and the consideration they paid:

Director	Shares Held	Consideration
T J Pickett	23,614,573	Shares were acquired at various prices during the period in which Mr Pickett was a director (since 2012). Refer also to table below.
G Missen	2,556,249	250,000 shares were acquired by the Mr Missen prior to becoming a director. Refer also to table below
S Beams	2,500,000	Refer also to table below

At the Annual General Meeting held on 17 December 2020 shareholders voted to issue shares at \$0.02 each to Directors and executives in payment or part payment of outstanding fees as at 30 June 2020. The following shares were issued

No of Shares	\$ fees
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		<b>foregone</b>
T J Pickett (Exec Chair)	13,802,546	276,051
G J Missen (non Exec Director)	2,306,249	46,125
S. Beams	2,500,000	50,000
<b>Totals</b>	<b>18,608,795</b>	<b>372,176</b>

(g) Details of remuneration package of each director:

T J Pickett	\$280,000 plus super	Cash bonus of \$100,000 should the market capitalisation of the company at any time during the term exceed \$60 million AUD and remain above this amount for a period of 30 days Further cash bonus of \$100,000 should the market capitalisation exceed \$100 million AUD and remain there for a period of 30 days
G Missen	\$20,000 including super	n/a
S Beams	\$40,000 including super	n/a

- (h) The Performance Rights will be issued as soon as possible, and in any event within one month after the Meeting. The Performance Rights will vest upon satisfaction of each Performance Criteria. If the Performance Criteria is not met within three years from the date of the Meeting, the Performance Rights will lapse.
- (i) The Performance Rights will be issued for nil consideration.
- (j) The purpose of the issue of the Performance Rights is to reward and incentivise the Directors.
- (k) Details of any Performance Rights issued under the Share Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (l) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Performance Rights under the Share Plan after the Resolution is approved and who were not named in the Notice of Meeting will not participate until approval is made under that rule.
- (m) Voting exclusion statements are contained in each resolution.

If the performance rights the subject of Resolutions 6 to 8 are approved, the effect on the Directors' holdings in the company:

	<b>No of Shares</b>	<b>%</b>	<b>Including Performance Rights</b>	<b>%</b>
T J Pickett (Exec Chair)	23,614,573	4.51%	28,614,573	5.36%
G J Missen (non-Exec Director)	2,556,249	0.49%	5,056,249	0.95%
S. Beams (non-Exec Director)	2,500,000	0.48%	5,000,000	0.94%
<b>Totals</b>	<b>28,670,822</b>	<b>5.47%</b>	<b>38,670,822</b>	<b>7.25%</b>
<b>Number of shares on issue</b>	<b>523,720,691</b>	<b>100%</b>	<b>533,720,691</b>	<b>100%</b>

## **7. Resolution 9: Approval to Issue Performance Rights to the Company Secretary**

Under Listing Rule 7.1, a listed company is prohibited from issuing or agreeing to issue Equity Securities without shareholder approval if doing so would result in the number of Equity Securities issued in the preceding 12-month period exceeding 15% of the number of Shares on issue at the beginning of the period:

- plus the Shares issued with Shareholder approval;

- plus the Shares issued under an exception in Listing Rule 7.2;
- plus the partly paid Shares which became fully paid Shares; and
- minus cancelled Shares,

during the 12 month period.

The Company proposes to approve the grant of 2,500,000 Performance Rights to Mr Garry Gill the Chief Financial Officer and Company Secretary pursuant to the Share Plan. The Performance Rights will have an issue price of zero and will vest in tranches linked to the performance criteria set out in Schedule 1 and summarised as follows:

- 50% of the Performance Rights vest on the date when the market capitalisation of the Company exceeds \$150 million for the 20<sup>th</sup> trading day in succession
- 50% of the Performance Rights vest on the date when the market capitalisation of the Company exceeds \$175 million for the 20<sup>th</sup> trading day in succession

Shareholder approval is sought under Resolution 9 for all purposes including ASX Listing Rule 7.1 to preserve the Company's placement capacity pursuant to Listing Rule 7.1.

The purpose of the issue is to align the executive's remuneration with the interests of shareholders and to provide a mechanism to conserve the Company's cash.

For the purposes of Listing Rule 7.3, the Company advises as follows:

- the Performance Rights will be issued to Garry Gill;
- 2,500,000 Performance Rights;
- a summary is set out in Annexure 1;
- the Performance Rights will be issued as soon as possible and in any event, within three months of the Meeting;
- the Performance Rights are being issued for nil consideration;
- the purpose of the Performance Rights is to incentivise the Company Secretary;
- A voting exclusion statement is included in Resolution 9.

#### **Recommendation**

The Directors recommend that Shareholders vote in favour of this Ordinary Resolution.

### **8. Resolution 10: Approval to Issue Shares to a company associated with Dr Simon Beams**

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Shareholder approval is sought for the issue of 694,460 Shares to Terra Search Pty Ltd ACN 011 073 939, a company associated with Dr Simon Beams (**Terra Search**) for all purposes including ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act.

The Shares are to be issued to repay \$150,000 of consulting fees owing to Terra Search.

For the purposes of Listing Rule 10.13, the following information is provided to Shareholders:

- The Shares will be issued to Terra Search or its nominee.
- Dr Beams is a non-Executive Director of the Company and therefore Terra Search is a Related Party (Listing Rule 10.11.1).
- The maximum number of Shares to be issued to Terra Search or its nominee is 694,460.
- The Company proposes to issue the Shares to Terra Search immediately following approval but in any case, no later than one month after the date of the Meeting.
- The Shares will be issued at \$0.216 representing a 28% discount to the 30-day VWAP at 12 November 2021.
- The Shares issued to Terra Search will be escrowed for a period of three months.
- No funds will be raised from the issue of the Shares however a liability of the Company will be extinguished.
- Dr Beam's current total remuneration package is \$40,000 per annum inclusive of superannuation.

- A voting exclusion applies to this item of business as set out in the Notice of Meeting.

The Company advises Shareholders that for the purposes of section 211(1) of the Corporations Act, the Board of Directors (with Dr Beams abstaining) has resolved that the issue of the shares in lieu of consulting fees is reasonable remuneration for having regard to the circumstances of the Company, the roles and responsibilities of the Dr Beams and the nature of the Company's operations.

The additional information required by Part 2E.1 of the Corporations Act is included in the Appendix.

### **Recommendation**

The Directors (with Dr Beams abstaining) recommend that Shareholders vote in favour of this Ordinary Resolution.

## **9 Information for Shareholders**

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### **ASIC**

A copy of this Notice of Meeting and the accompanying Explanatory Memorandum has been lodged with the Australian Securities & Investments Commission in accordance with section 218 of the Corporations Act.

### **Voting Intention of the Chair for all Resolutions**

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### **Eligibility to vote - Record Date**

Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) permits the Company to specify a time, not more than 48 hours before the Meeting, at which time a 'snap shot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting. The Directors have determined such time will be 7:00pm Sydney time on Wednesday 15 December 2021 (**Record Date**).

### **Voting Instructions**

Registered holders of the ordinary shares of the Company on the Record Date will be entitled either to attend the Meeting in person to vote the securities held by them or, provided a completed and executed Proxy Form has been delivered to the Company as indicated below, vote their securities by proxy.

Proxy Forms for the Meeting are enclosed with this Notice of Meeting. These Proxy Forms provide further details on appointing a Proxy. Proxy Forms (and the original or a certified copy of the power of attorney if the Proxy Form is signed by an attorney) must be received by the Company, by no later than 11:00 am (AEST) on Wednesday 15 December 2021, in accordance with the lodgement instructions detailed on the applicable Proxy Form.

Any Proxy Form received after the relevant time noted above will not be valid for the Meeting.

### **Proxy Votes**

A member entitled to attend and vote at the meeting may appoint a proxy. The person appointed as a proxy may be an individual or a body corporate. If entitled to cast two or more votes, the member may appoint one or two proxies.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the proportion is not specified, each proxy may exercise half of the member's voting rights. Fractional votes will be disregarded. Please read carefully the instructions on the Proxy Form and consider how you wish to direct the proxy to vote on your behalf. You may direct the proxy to vote "for", "against" or "abstain" from voting on each resolution or you may leave the decision to the appointed proxy after discussion at the meeting.

A proxy need not be a member of the Company.

The Proxy Form must be signed by the member or the member's attorney. Proxies given by corporations must be signed in accordance with the corporation's constituent documents, or as authorised by the Corporations Act.



To be valid, the Proxy Form must be lodged at least 48 hours before the time for holding the meeting by one of the following methods:

- (a) in person or by mail to the share registry:

*Share Registry:*

Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001  
Level 12, 225 George St Sydney NSW 2000

- (b) by facsimile +61 2 9290 9655  
(c) by online <https://www.votingonline.com.au/caeagm2021>

If the Proxy Form is executed under a power of attorney that has not been noted by the Company, the power of attorney must accompany the Proxy Form

In the case of joint shareholders, the names of all joint shareholders should be shown and all joint shareholders should sign the Proxy Form.

## 10 Interpretation

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The following terms used in the Notice of Meeting and the Explanatory Memorandum are defined as follows:

**AGM** means annual general meeting;

**ASIC** means the Australian Securities & Investments Commission;

**ASX** means the ASX Limited;

**Associate:**

- a) where the reference is used in the context of the Listing Rules, has the meaning given by Chapter 19 of the Listing Rules; and
- b) otherwise, has the meaning given by section 9 of the Corporations Act.

**Chair** means the person chairing the Meeting.

**Closely Related Party** (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- a) a spouse or child of the member; or
- b) a child of the member's spouse; or
- c) a dependant of the member or the member's spouse; or
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- e) a company the member controls; or
- f) a person prescribed by the regulations for the purposes of the definition of closely related party;

**Closing Market Price** has the meaning given in the Listing Rules;

**Company** or **Cannindah Resources** means Cannindah Resources Limited ACN 108 146 694 (ASX:CAE);

**Constitution** means the constitution of the Company from time to time;

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

**Directors** mean the board of Directors of the Company as at the date of the Notice of Meeting and from time to time;

**Eligible Entity** has the meaning given to that term in the Listing Rules;

**Equity Securities** has the meaning given to that term in the Listing Rules;

**Explanatory Memorandum** means the explanatory statement accompanying this Notice;

**Key Management Personnel** or **KMP** has the definition given in the Accounting Standard AASB 124 *Related Party Disclosure* as 'those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity';

**Listing Rules** means the official listing rules of the ASX as amended from time to time;

**Market Price** has the meaning given to that term in the Listing Rules;

**Meeting** means the Annual General Meeting to be held on Friday 17 December 2021 as convened by the accompanying Notice of Meeting;

**Notice of Meeting** or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum;

**Performance Rights** means Performance Rights to acquire Shares;

**Ordinary Resolution** means a resolution passed by more than 50% of the votes at a general meeting of shareholders;

**Placement Participants** has the meaning given in the Explanatory Memorandum in respect of Resolution 4;

**Related Party** has the meaning given in section 228 of the Corporations Act.

**Remuneration Report** means the section of the Directors' Report in the 2021 Financial Report dealing with the remuneration of the Company's Directors, Company Secretary and senior executives described as 'Remuneration Report'.

**Resolutions** means the resolutions set out in the Notice of Meeting;

**Securities** has the meaning given to that term in the Listing Rules;

**Shares** means fully paid ordinary shares in the Company from time to time;

**Shareholder** means a shareholder of the Company;

**Special Resolution** means a resolution:

- a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

**Trading Day** has the meaning given to that term in the Listing Rules.

**VWAP** means the average of the daily volume weighted average price of all sales of shares recorded on ASX during the relevant pricing period, not including:

- a) any transaction classified under the ASX Settlement Rules as a "Special Crossing";
- b) crossings prior to the commencement of normal trading or during the closing phase and after hours adjust phase;
- c) any overseas trades or trades pursuant to the exercise of options over shares; or
- d) any overnight crossings

## APPENDIX 1

### Terms of Share Plan and & Performance Rights

#### Share Plan

Pursuant to the Share Plan, the Board may, in its absolute discretion, offer to grant Securities to Share Plan Participants having regard to the Share Plan Participant's contribution (or potential contribution) to the Company, period of employment and any other matter the Board considers to be relevant.

1. A **Share Plan Participant** is a director, senior executive or full or part time employee or consultant of the Company or its associated body corporate (including a nominee of those persons) who is invited by the Board to participate in the Share Plan.
2. Under the Share Plan, the Company may issue Options and Performance Rights (collectively **Awards**) and Shares to the Share Plan Participant.
3. When granting Awards or Shares, the Board may make their vesting or issue conditional on the satisfaction of a performance condition within a specified period. The Board may at any time waive or change a performance condition or performance period in accordance with the applicable Share Plan rules if the Board (acting reasonably) considers it appropriate to do so.
4. No amount is payable for the grant of an Award or Share under the Share Plan unless otherwise determined by the Board.
5. Each Award will entitle its holder to subscribe for and be issued one Share (on vesting and exercise of that Award).
6. The exercise price for each Option will be determined by the Board in its discretion, on or before the grant of the Option, and shall in any event be no less than the weighted average sale price of Shares sold on ASX during the five Business Days prior to the grant date or such other period as determined by the Board (in its discretion).
7. Upon grant of Performance Rights, the Board may determine performance conditions that must be satisfied before the Performance Rights can vest, but no "exercise price" is applicable unless the Board has determined that an amount is payable upon satisfaction of performance conditions and vesting of the Performance Right.
8. A Share Plan Participant is not entitled to a legal or beneficial interest in any Shares by virtue of holding an Award and in particular a Share Plan Participant is not entitled to participate in or receive any dividend or other shareholder benefits until its Awards have vested and been exercised and Shares have been allocated to the Share Plan Participant as a result of the exercise of those Awards.
9. There are no participating rights or entitlements inherent in the Awards and Share Plan Participants will not be entitled to participate in new issues of securities offered to shareholders of the Company during the currency of the Awards. This includes, for example, bonus issues and entitlement issues. However, the Company will ensure that adequate notice is given to participants in order for Share Plan Participants to have the opportunity to exercise vested Awards which they are entitled to exercise before the record date for determining entitlements to any such issue.
10. A Share Plan Participant is not entitled to participate in a return of capital, whether in a winding up of the Company, upon a reduction of capital or otherwise. Likewise, a Share Plan Participant is not entitled to participate in the surplus profits or assets of the Company upon a winding up of the Company.
11. Following the issue of Shares following the exercise of vested Awards, Share Plan Participants will be entitled to exercise all rights of a Shareholder attaching to the Shares, subject to any disposal restrictions advised to the participant at the time of the grant of the Awards.
12. If there is a reconstruction of the issued capital of the Company prior to the expiry of any Awards, the number of Awards to which each Share Plan Participant is entitled or the exercise price of his or her Awards or any other terms will be reconstructed in a manner determined by the Board which complies with the provisions of the ASX Listing Rules.

13. Awards will not be listed for quotation on ASX. However the Company will apply for Official Quotation of Shares issued upon the exercise of any vested Award.
14. Where the Board has granted Awards under the Share Plan, the Awards will immediately lapse on:
  - a. (in respect of an unvested Award) upon the passing of the vesting date (as determined by the Board) without the Option having vested;
  - b. its expiry date;
  - c. the performance conditions (if any) not being satisfied prior to the date specified by the Board;
  - d. the transfer or purported transfer of the Awards without the prior consent of the Board in accordance with the Share Plan rules;
  - e. the date that is three months following the date the Share Plan participant (or nominating participant if applicable), ceases to be employed or engaged by the Company or its associated body corporate;
  - f. termination of the Share Plan Participant's (or nominating participant's) employment or engagement with the Company or its associated body corporate on the basis that the Share Plan Participant acted fraudulently, dishonestly, in breach of the Share Plan Participant's obligations or otherwise for cause; and
  - g. the day which is six months after any event giving rise to vesting under the rules of the Share Plan.
15. A Share issued on the exercise of an Award will be forfeited upon the holder perpetrating fraud against, acting dishonestly, or committing a breach of its obligations to the Company or any of its associated bodies corporate.
16. Notwithstanding anything else in the Share Plan, a Security may not be offered, granted or exercised if to do so would contravene the Corporations Act, the ASX Listing Rules, or any other law, and to the extent that the Plan rules are inconsistent with the ASX Listing Rules, the ASX Listing Rules shall prevail.
17. Share Plan Participants holding Securities issued under the Share Plans are prohibited from transferring Securities without the prior written consent of the Board.

### **Performance Rights**

Unless determined otherwise by the Board when it resolves to issue the Shares, Performance Rights granted under the Share Plan will include the following general terms:

1. The Performance Right will be granted for no consideration.
2. Subject to satisfaction of the Performance Criteria, each Performance Right entitles the holder to be issued 1 Share.
3. The Performance Rights will not be transferable in whole or in part and may not be exercised by any other person.
4. The expiry date of the Performance Rights is the earliest to occur of:
  - a. 3 years or such date as nominated by the Board as the expiry date;
  - b. the Performance Right lapsing in accordance with the Share Plan;
  - c. failure to meet the Performance Criteria or other conditions applicable to the Performance Right within the prescribed period.
5. All Shares issued upon satisfaction of the Performance Criteria will rank equally in all respects with the Company's then issued Shares. The Company must apply to ASX in accordance with the Listing Rules for all Shares issued pursuant to satisfaction of Performance Rights to be admitted for quotation
6. There are no participating rights or entitlements inherent in the Performance Rights and the holders will not be entitled to participate in new issues or pro rata issues of capital to security holders during the term of the Performance rights. The Performance Right holder has no rights to a change in the number of Shares issued upon satisfaction of the Performance Criteria

7. The Performance Criteria are as follows:
  - a. 50% of the Performance Rights vest on the date when the market capitalisation of the Company exceeds \$150 million for the 20<sup>th</sup> trading day in succession; and
  - b. 50% of the Performance Rights vest on the date when the market capitalisation of the Company exceeds \$175 million for the 20<sup>th</sup> trading day in succession.
8. Performance Right holders do not have any right to participate in new issues of securities in the Company made to shareholders generally.
9. Performance Right holders do not participate in any dividends unless the Performance Rights have vested and the resultant shares of the Company are issued prior to the record date to determine entitlements to the dividend.
10. The Company shall apply for listing of the resultant shares of the Company issued upon vesting of the Performance Rights.

## APPENDIX 2

### INFORMATION RELATING TO THE PROPOSED ISSUE OF PERFORMANCE RIGHTS AND SHARES TO RELATED PARTIES

The information in this section pertains to the proposed issue of Shares to the Company's Directors only and is not applicable for the issue of Shares to other parties.

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the benefit falls within one of various exceptions to the general prohibition (including where shareholder approval is obtained).

The Company advises Shareholders that for the purposes of section 211(1) of the Corporations Act, the Board of Directors (with Messrs. Pickett and Missen and Dr Beams abstaining as appropriate) has resolved that the issue of the shares in lieu of directors and professional services fees is reasonable remuneration for having regard to the circumstances of the Company, the roles and responsibilities of the Messrs. Pickett and Missen and Dr Beams, and the nature of the Company's operations.

To assist shareholders in their deliberations regarding the proposed issue of Shares to Directors (or their nominees), the following information is provided to Shareholders.

- a) The related parties to whom the resolutions would permit the financial benefit to be given are Mr Pickett, Mr Missen and Dr Simon Beams (or their nominees), being Directors of the Company.
- b) The nature of the proposed financial benefit to be given is:
  - i. the issue of 5,000,000 Performance Rights to Mr Pickett (or nominee) in lieu of outstanding Directors fees.
  - ii. the issue of 2,500,000 Performance Rights to Mr Missen (or nominee) in lieu of outstanding Directors fees;
  - iii. the issue of 2,500,000 Performance Rights Doctor Beams and 694,460 Shares to Terra Search, a company associated with Dr Beams (or nominee) in lieu of outstanding consulting fees (**Terra Search Shares**); and
  - iv. the Performance Rights will be issued for no consideration and the Terra Search Shares will be issued at a price of \$0.216 each;
  - v. the Shares will rank pari passu with the existing shares on issue;
- c) Directors' Recommendation – The Directors who are not beneficiaries in the relevant Resolution recommend that Shareholders vote in favour of that resolution.

The Directors do not consider that from an economic and commercial viewpoint there any costs or detriments to each issue, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in issuing the Shares, that are not outweighed by the benefit to the Company being able to reduce the company's liabilities to the Directors in a manner that conserves the Company's cash.

The Directors who are a beneficiary of the proposed issue of Shares abstain from making a recommendation on the Resolution relating to them on the grounds of their material personal interest.

- d) Directors' Interest and other remuneration.

The Directors' interests and details of their remuneration are set out below:

Res'n	Director	No of Performance rights	No of Shares	Remuneration for year ended 30 June 2021		Remuneration for year ended 30 June 2020	
				Fees / Salary	Super-annuation	Fees / Salary	Super-annuation
				\$	\$	\$	\$
6	Thomas Pickett	5,000,000	-	250,000	23,750	250,000	23,750
7	Geoffrey Missen	2,500,000	-	18,300	1,739	18,300	17,839
8,10	Simon Beams	2,500,000	694,460	40,000	-	33,333	-

e) Valuation

The value of the Performance Rights has been independently assessed at an average of \$0.253 per Performance Right. The valuation was performed using a Monte Carlo simulation model and applying the variables set out below:

Market Capitalisation	\$150 million	\$175 million
Grant date	15 Dec 2021	15 Dec 2021
Share Price at grant date	\$0.265	\$0.265
Exercise (Strike) Price	n/a	n/a
Time to Maturity (in years)	3	3
Annual Risk-Free Rate	1.04%	1.04%
Annualised Volatility	120.63%	120.63%
Value	\$0.254	\$0.252

The shares to be issued to Terra Search have a proposed issue price of \$0.216 per share which represents a 5% discount to the 30 day VWAP for the shares to 29 October 2021 the date at which the proposed conversion was calculated. The issue price of \$0.216 also represents a 28% discount to the closing price on 12 November 2021 \$0.30 per share.

f) Any other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors

There is no other information known to the Company or any of its Directors save and except as follows:

*Taxation Consequences*

No stamp duty will be payable in respect of the issue of the shares. No GST will be payable by the Company in respect of the issue of the shares (or if it is then it will be recoverable as an input credit).

AASB 2 "Share Based Payments" requires that these payments shall be measured at the value of the service received. The financial statements of the Company include the Directors fees accrued but unpaid as an expense.

*Dilutionary Effect*

If all of the shares are issued to the Directors (or their nominees), then the effect on their holdings in the Company, assuming that all no further securities are issued or acquired will be as follows:

Director	Current Share Holding	% of Total Share Capital	Share Holding Upon Issue of the Shares	% of Total Share Capital
Thomas Pickett	23,614,573	4.51%	28,614,573	5.35%
Geoffrey Missen	2,556,249	0.49%	5,056,249	0.95%
Simon Beams and Terra Search	2,500,000	0.48%	5,694,460	1.07%
<b>Total</b>	<b>28,670,822</b>	<b>5.47%</b>	<b>39,365,282</b>	<b>7.37%</b>

*Trading History:*

Details of the Company's trading history of the previous 12 months are as follows:

- (a) the lowest share price during the 12 months prior to the date of issue of this notice was \$0.022 on 21 October 2020.

- (b) the highest share price during the 12 months prior to the date of issue of this notice was \$0.635 on 9 November 2021.
- (c) the closing price on the day prior to the date of issue of this notice was \$0.30; and
- (d) the 30-day VWAP prior to the date of issue of this notice was \$0.311

*Listing Rule 10.11*

Listing Rule 10.11 requires an entity to obtain the approval of shareholders to an issue of securities to a Related Party. Messrs Pickett, Missen and Dr Beams, being Directors of the Company, are related parties of the Company. Accordingly, because the issue of the Shares will result in the Company issuing securities to related parties, approval under Listing Rule 10.11 is required.

In accordance with Listing Rule 7.2, as approval is being sought under Listing Rule 10.11, approval is not required to be obtained under Listing Rule 7.1.

Save as set out in this Explanatory Statement, the Directors are not aware of any other information that will be reasonably required by Shareholders to make a decision in relation to benefits contemplated by Resolutions 6, 7 and 8.





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ADVANTAGE FLOORING  
DISTRIBUTORS PTY LTD  
59 UPLANDS COURT  
TALLAI QLD 4213

#### All Correspondence to:

**By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

**By Fax:** +61 2 9290 9655

**Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

**By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Brisbane time) on Wednesday 15 December 2021.**

### TO VOTE ONLINE

### BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/caeagm2021>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC): 50030045**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, **therefore by 11:00am (Brisbane time) on Wednesday 15 December 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

**Online** <https://www.votingonline.com.au/caeagm2021>

**By Fax** + 61 2 9290 9655

**By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

**In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# Cannindah Resources Limited

ACN 108 146 694

ADVANTAGE FLOORING  
DISTRIBUTORS PTY LTD  
59 UPLANDS COURT  
TALLAI QLD 4213



S00125128254



## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Cannindah Resources Limited** (Company) and entitled to attend and vote 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 securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held as a **physical meeting at the Offices of Grant Thornton, Level 18, 145 Ann Street, Brisbane QLD 4000 on Friday, 17 December 2021 at 11:00am (Brisbane time)** and at any adjournment of that meeting, to act 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 5-9, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 5-9). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

### STEP 2 VOTING DIRECTIONS

\* 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 vote will not be counted in calculating the required majority if a poll is called.

	FOR	AGAINST	ABSTAIN*		FOR	AGAINST	ABSTAIN*
<b>Res 1</b>				<b>Res 8</b>			
To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Approval to Issue Performance Rights to Mr Geoffrey Missen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 2</b>				<b>Res 9</b>			
Re-election of Mr Geoff Missen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Approval to Issue Performance Rights to the Company Secretary	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 3</b>				<b>Res 10</b>			
Ratify the issue of shares under Previous Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Approval to Issue Shares to a company associated with Dr Simon Beams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 4</b>							
Approval for the Company to issue an additional 10% of issued capital over a 12-month period pursuant to Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>Res 5</b>							
Adoption of Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>Res 6</b>							
Approval to Issue Performance Rights to Mr Thomas Pickett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>Res 7</b>							
Approval to Issue Performance Rights to Dr Simon Beams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021

