

## ASX ANNOUNCEMENT

30 September 2022

### RESULTS OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given, in accordance with Listing Rule 3.13.2 and Corporations Law Section 251AA(2) the results of the Extraordinary General Meeting of the Company held today are set out below. All resolutions, as set out below, put to the EGM were decided by way of a poll.

#### **Resolution 1 – Ratification of prior issue of Placement Shares**

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 616,445,000 Placement Shares (on a pre-Consolidation basis) on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Resolution 2 – Approval to issue Placement Options**

*“That for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 308,222,500 Placement Options (on a pre-Consolidation basis), on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Resolution 3 – Approval to issue CN Options**

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 103,000,000 CN Options (on a pre-Consolidation basis), on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Resolution 4 – Ratification of prior issue of Further Placement Shares**

*“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 236,000,000 Further Placement Shares (on a pre-Consolidation basis), on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Resolution 5 – Approval to issue Further Placement Options**

*“That for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 118,000,000 Further Placement Options (on a pre-Consolidation basis), on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Resolution 6 – Approval to issue Conditional Placement Shares and Conditional Placement Options**

*“That for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 264,000,000 Conditional Placement Shares and 132,000,000 Conditional Placement Options (on a pre-Consolidation basis), on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Resolution 7 – Approval to issue Conditional Placement Shares and Conditional Placement Options to Mr Mark Baker**

*“That for the purpose of Listing Rule 10.11 and for all other purposes, approval be given to issue up to 40,000,000 Conditional Placement Shares and 20,000,000 Conditional Placement Options (on a pre-Consolidation basis) to Mr Mark Baker (or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Resolution 8 – Approval to issue Conditional Placement Shares and Conditional Placement Options to Mr Peter Wright**

*“That for the purpose of Listing Rule 10.11 and for all other purposes, approval be given to issue up to 10,000,000 Conditional Placement Shares and 5,000,000 Conditional Placement Options (on a pre-Consolidation basis) to Mr Peter Wright (or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”*

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**Resolution 9 – Approval to issue New Convertible Notes**

*“That for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,000,000,000 New Convertible Notes (on a pre-Consolidation basis), on the terms and conditions set out in the Explanatory Memorandum.”*

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**Resolution 10 – Approval to issue New Convertible Notes to Mr Stephen Bizzell**

*“That for the purpose of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 464,285,714 New Convertible Notes (on a pre-Consolidation basis) to Mr Stephen Bizzell (or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”*

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**Resolution 11 – Consolidation of capital**

*“That, for the purpose of section 254H of the Corporations Act, the Company’s Constitution and for all other purposes, the issued capital of the Company be consolidated on the basis that:*

- (a) every 40 fully paid ordinary Shares in the capital of the Company be consolidated into one fully paid ordinary Share;*
  - (b) any Options on issue be adjusted in accordance with Listing Rule 7.22.1; and*
  - (c) where the number of Shares and Options held as a result of the Consolidation includes any fraction of a Share or Options, round that fraction up to the nearest whole number of Shares and Options,*
- on the terms and conditions outlined in the Explanatory Memorandum.”*

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**Resolution 12 – Approval to issue Consideration Shares and Consideration Options**

*“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of:*

- (d) 2,500,000 Consideration Shares (on a post-Consolidation basis, or 100,000,000 Consideration Shares on a pre-Consolidation basis if Resolution 11 is not approved); and*
- (e) 2,500,000 Consideration Options (on a post-Consolidation basis, or 100,000,000 Consideration Options on a pre-Consolidation basis if Resolution 11 is not approved),*

*to BCMGT Holdings (BVI Company No. 1995160) or its nominee as consideration for the acquisition by Agate Creek Holdings Pty Ltd (ACN 114 291 799) of Masterson Minerals Pty Ltd (ACN 158 634 836), on the terms and conditions set out in the Explanatory Memorandum.*

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**Special business**

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**Resolution 13 – Change of name**

*“That, for the purposes of sections 157(1) and 136(2) of the Corporations Act, and for all other purposes, the name of the Company be changed to ‘Savannah Goldfields Limited’, and for references to the Company’s name in the Constitution to be amended accordingly, on the terms and conditions set out in the Explanatory Memorandum.”*

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**Resolution 14 – Approval of financial assistance**

*“That, for the purpose of section 260B(2) of the Corporations Act and for all other purposes, approval is given for financial assistance to be provided by Masterson Minerals Pty Ltd (ACN 158 634 836) and Kempton Minerals Pty Ltd (ACN 135 017 640) in connection with the acquisition by Agate Creek Holdings Pty Ltd (ACN 114 291 799) of Masterson Minerals Pty Ltd as described in the Explanatory Memorandum.”*

## Poll Results

Resolution Details	Number of votes cast on the poll			Resolution Result Carried/Not Carried
	For	Against	Abstain *	
1. Ratification of prior issue of Placement Shares	2,562,430,482 99.54%	11,948,795 0.46%	3,027,150	Carried
2. Approval to issue Placement Options	2,556,656,929 99.28%	18,522,348 0.72%	2,727,150	Carried
3. Approval to issue CN Options	2,574,969,797 98.06%	51,022,348 1.94%	2,727,150	Carried
4. Ratification of prior issue of Further Placement Shares	2,601,818,203 98.11%	50,202,917 1.89%	2,326,817	Carried
5. Approval to issue Further Placement Options	2,586,598,842 97.55%	65,021,945 2.45%	2,727,150	Carried
6. Approval to issue Conditional Placement Shares and Conditional Placement Options	2,692,153,207 97.68%	63,915,694 2.32%	2,727,150	Carried
7. Approval to issue Conditional Placement Shares and Conditional Placement Options to Mr Mark Baker	2,570,852,838 97.57%	63,915,694 2.43%	2,727,150	Carried
8. Approval to issue Conditional Placement Shares and Conditional Placement Options to Mr Peter Wright	2,691,653,141 97.68%	63,915,760 2.32%	2,727,150	Carried
9. Approval to issue New Convertible Notes	2,691,801,267 97.69%	63,767,634 2.31%	2,727,150	Carried
10. Approval to issue New Convertible Notes to Mr Stephen Bizzell	1,103,123,682 94.50%	64,194,960 5.50%	2,727,150	Carried
11. Consolidation of capital	2,705,655,797 98.10%	52,416,092 1.90%	724,162	Carried
12. Approval to issue Consideration Shares and Consideration Options	2,699,398,668 97.99%	55,308,321 2.01%	4,089,062	Carried
13. Change of name	2,708,111,884 98.20%	49,626,671 1.80%	1,057,496	Carried
14. Approval of financial assistance	2,744,417,590 99.63%	10,151,644 0.37%	4,326,817	Carried

\* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll

In respect of each resolution, the total number of proxy votes exercisable by all proxies validly appointed and the total number of proxy votes (as at proxy close) in respect of which the appointments specified that:

- I. The proxy was to vote for the resolution; and
- II. The proxy was to vote against the resolution; and
- III. The proxy was able to vote at the proxy's discretion; and
- IV. The proxy was to abstain on the resolution

Are set out below:

<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Discretion</b>	<b>Abstain</b>
1. Ratification of prior issue of Placement Shares	2,534,722,753	11,948,795	27,707,729	3,027,150
2. Approval to issue Placement Options	2,528,449,200	18,522,348	28,207,729	2,727,150
3. Approval to issue CN Options	2,546,155,401	51,022,348	28,814,396	2,727,150
4. Ratification of prior issue of Further Placement Shares	2,588,003,807	50,202,917	13,814,396	2,326,817
5. Approval to issue Further Placement Options	2,573,891,113	65,021,945	12,707,729	2,727,150
6. Approval to issue Conditional Placement Shares and Conditional Placement Options	2,664,445,478	63,915,694	27,707,729	2,727,150
7. Approval to issue Conditional Placement Shares and Conditional Placement Options to Mr Mark Baker	2,543,145,109	63,915,694	27,707,729	2,727,150
8. Approval to issue Conditional Placement Shares and Conditional Placement Options to Mr Peter Wright	2,663,945,412	63,915,760	27,707,729	2,727,150
9. Approval to issue New Convertible Notes	2,664,093,538	63,767,634	27,707,729	2,727,150
10. Approval to issue New Convertible Notes to Mr Stephen Bizzell	1,075,415,953	64,194,960	27,707,729	2,727,150
11. Consolidation of capital	2,674,767,512	52,416,092	30,888,285	724,162
12. Approval to issue Consideration Shares and Consideration Options	2,671,190,858	55,308,321	28,207,810	4,089,062
13. Change of name	2,679,904,130	49,626,671	28,207,754	1,057,496
14. Approval of financial assistance	2,716,209,836	10,151,644	28,207,754	4,326,817

**Authorised by**

**Paul Marshall**  
**Company Secretary**