

## NOTICE OF ANNUAL GENERAL MEETING



Notice is given that the Annual General Meeting of shareholders of White Rock Minerals Limited (the "Company") will be held at the offices of Hall Chadwick, Level 40, 2 Park Street, Sydney at **2.00 pm time on Wednesday, 30 November 2022**.

### **Financial statements and reports**

To receive and consider the financial statements of the Company and the reports of the directors of the Company ("Directors") and the auditor for the year ended 30 June 2022.

#### **Resolution 1: Re-election of Mr Paul McNally**

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

*"That for the purposes of ASX Listing Rule 14.4 and clauses 20.4 and 20.8 of the Company's constitution, Mr Paul McNally, who retires as a Director by rotation under the Company's constitution, and being eligible for re-election, be re-elected as a Director."*

#### **Resolution 2: Re-election of Mr Peter Mangano**

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

*"That for the purposes of ASX Listing Rule 14.4 and clause 19.5 of the Company's constitution, Mr Peter Mangano, who was first appointed on 20 June 2022, retires and being eligible for re-election, be re-elected as a Director."*

#### **Resolution 3: Re-election of Mr Jason Beckton**

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

*"That for the purposes of ASX Listing Rule 14.4 and clause 19.5 of the Company's constitution, Mr Jason Beckton, who was first appointed on 19 October 2022, retires and being eligible for re-election, be re-elected as a Director."*

#### **Resolution 4: Adoption of Remuneration Report**

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

*"That the Remuneration Report for the Company (included in the Director's Report) for the year ended 30 June 2022 be adopted."*

#### **Resolution 5: Approval of Previous Share and Option Issue to Mr Hamish Brown – August 2022 Placement**

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

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company approve and ratify the previous issue of:*

- 10,000,000 fully paid ordinary shares in the capital of the Company under ASX Listing Rule 7.1; and*
- 5,000,000 unlisted options to subscribe for fully paid ordinary shares in the capital of the Company under ASX Listing Rule 7.1,*

*to Mr Hamish Brown, on the basis set out in the Explanatory Notes."*

**Resolution 6: Approval of Previous Share Issue – September 2022 Placement**

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

*"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the shareholders of the Company approve and ratify the previous issue of 200,000 fully paid ordinary shares in the capital of the Company under ASX Listing Rule 7.1, on the basis set out in the Explanatory Notes."*

**Resolution 7: Approval of Proposed Share Issue to Paul McNally (or his nominee) - Placement**

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

*"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, the shareholders of the Company approve the proposed issue of up to 5,437,500 fully paid ordinary shares in the capital of the Company, which is for repayment in full of a loan, in the amount of \$435,000, made to the Company on the basis set out in the Explanatory Notes."*

**Resolution 8: Approval of issue of Convertible Notes under the Convertible Note Facility**

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

*"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the shareholders of the Company approve the proposed issue of up to A\$1,000,000 worth of Convertible Notes on the basis set out in the Explanatory Notes."*

**Resolution 9: Approval of 10% Placement Capacity**

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

*"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, the shareholders of the Company approve the additional capacity of the Company to issue Equity Securities up to 10% of the Company's issued share capital calculated in accordance with Listing Rule 7.1A.2, and otherwise on the terms and conditions set out in the Explanatory Notes."*

***By order of the Board***

**Shane Turner**

**Company Secretary**

Dated: 21 October 2022

## PROXY AND VOTING INSTRUCTIONS

1. Voting on all resolutions at the meeting will be conducted by poll rather than a show of hands.
2. A shareholder entitled to attend and vote at the meeting may appoint one or two proxies to attend and vote on their behalf. Each proxy will have the right to vote on a poll and also to speak at the meeting.
3. A proxy need not be a member of the Company and a proxy can be either an individual or a body corporate.
4. The appointment of a proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half the votes).
5. If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.
6. If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
7. Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
8. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.
9. The Chairman intends to vote any undirected proxy in favour of all resolutions.
10. If you wish, you can appoint the Chairman as your proxy and direct the Chairman to cast your votes contrary to the above stated voting intention or to abstain from voting on a Resolution. Simply mark your voting directions on the proxy form before you return it.
11. The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged with the Company, **White Rock Minerals Ltd, PO Box 195 Ballarat VIC 3353** or by email [info@whiterockminerals.com.au](mailto:info@whiterockminerals.com.au) not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.
12. The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

A proxy form is attached to this Notice of Annual General Meeting.

**Corporate Representatives:** Any corporation that is a shareholder of the Company may authorise (by a form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chairman) a natural person to act as its representative at any general meeting.

**Voting Entitlement:** The Company has determined that for the purposes of the meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00 pm on 28 November 2022. Accordingly, transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

## **Explanatory Notes**

These Explanatory Notes should be read in conjunction with the Notice of Annual General Meeting.

### **Financial statements and reports**

The Corporations Act requires the financial report and the reports of the Directors and the auditor to be received and considered before the Annual General Meeting. Accordingly, the reports for the year ended 30 June 2022 will be presented for consideration by shareholders. No resolution is required on these reports.

### **Resolution 1: Re-election of Mr Paul McNally**

Mr Paul McNally has been a non-executive Director since August 2021. He is retiring by rotation in accordance with ASX Listing Rule 14.4 and clause 20.3 of the Company's constitution (**Constitution**) and being eligible, offers himself for re-election.

Mr McNally has more than 30 years' experience in business strategy and management encompassing every facet of establishing private companies, business development, fiscal control, people leadership and corporate growth through to mergers and joint ventures with both private and publicly listed entities.

He has served on the board of directors of a number of industry associations and has been a business advisor and mentor to numerous small to medium-sized businesses for more than 10 years.

The board of Directors (**Board**) considers that Mr McNally is an independent Director.

#### *Recommendation*

The Directors (with Mr McNally abstaining) recommend that shareholders vote in favour of this resolution.

### **Resolution 2: Re-election of Mr Peter Mangano**

Mr Peter Mangano was appointed by the Directors as a non-executive Director in June 2022. He is retiring in accordance with ASX Listing Rule 14.4 and clause 19.5 of the Constitution and being eligible, offers himself for re-election.

Mr Mangano has over 35 years' experience, spanning both the mining industry and finance sector. He has held technical and business development roles in the mining industry with Renison Goldfields and Pasminco. Mr Mangano has worked across all aspects of the finance sector as a resource analyst, research director and corporate advisor; where he has held senior positions with HSBC, NatWest, Citigroup, CFSGAM and Contango Capital. He was previously a director of Real Energy Corporation Ltd.

Mr Mangano was appointed to the Board on 20 June 2022 and is Chairman of the Company.

The Board considers that Mr Mangano is an independent Director.

#### *Recommendation*

The Directors (with Mr Mangano abstaining) recommend that shareholders vote in favour of this resolution.

### **Resolution 3: Re-election of Mr Jason Beckton**

Mr Jason Beckton was appointed by the Directors as a non-executive Director in October 2022. He is retiring in accordance with ASX Listing Rule 14.4 and clause 19.5 of the Constitution and being eligible, offers himself for re-election.

Mr Beckton has 30 years' experience in geological exploration, project development, production and management in Australia and internationally. Mr Beckton commenced his career with Pancontinental and Goldfields Ltd throughout Australia from the early 1990s before moving to a senior role with Gympie Gold. Subsequently, he was Project Manager for the Palmarejo silver gold project in Mexico. Mr Beckton was Manager - Chile for Exeter Resource Corporation and led the team that was responsible for the commercial discovery at the Caspiche Porphyry prospect in the Maricunga Gold Copper Belt of Chile. Mr Beckton is currently Managing Director of Prospech Limited (ASX:PRS) and a Non-Executive Director of Lode Resources Ltd (ASX:LDR).

Mr Beckton was appointed to the Board on 19 October 2022.

The Board considers that Mr Beckton is an independent Director.

#### *Recommendation*

The Directors (with Mr Beckton abstaining) recommend that shareholders vote in favour of this resolution.

### **Resolution 4: Adoption of Remuneration Report**

The Remuneration Report for the financial year ended 30 June 2022 is set out in the Directors' Report on pages 36 to 43 of the Company's 2022 Annual Report and is available on the Company's website at [www.whiterockminerals.com.au](http://www.whiterockminerals.com.au). The Remuneration Report sets out the Company's policies and a range of matters relating to the remuneration of Directors and other Key Management Personnel of the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Under the Corporations Act, a listed entity is required to put to the vote a resolution that the Remuneration Report be adopted. Whilst the resolution must be put to a vote, the resolution is advisory only and does not bind the Directors or the Company.

#### *Voting Exclusion*

A vote on this resolution must not be cast (in any capacity, whether as proxy or as shareholders) by or on behalf of:

- (a) a member of the Key Management Personnel (being those persons described as such in the Remuneration Report); or
- (b) a closely related party of such a member,

unless the vote is cast:

- (c) as proxy for a person entitled to vote in accordance with a direction on the proxy form, and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- (d) by the Chairman of the meeting as proxy for a person entitled to vote, and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of Key Management Personnel, and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

#### *Recommendation*

The Directors recommend that shareholders vote in favour of this resolution.

## **Resolution 5: Approval of Previous Share and Option Issue to Mr Hamish Brown – August 2022 Placement**

On 12 August 2022, the Company announced a placement of fully paid ordinary shares in the Company (**Shares**) at \$0.11 per Share with free-attaching 1 for 2 unlisted options (**August Placement**). On 12 August 2022, the Company issued 10,000,000 Shares, which raised \$1.1 million (before costs) (**August Placement Shares**). On 6 September 2022, the Company issued 5,000,000 unlisted options to acquire Shares, each with an exercise price of \$0.11 and an expiry date of 27 January 2023 (**August Placement Options**). Full terms of the August Placement Options are included in Annexure A.

The August Placement Shares and August Placement Options were issued to Mr Hamish Brown, a new sophisticated investor identified by the Company, without shareholder approval under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 restricts the number of securities which a listed company may issue in any 12 month period without the approval of shareholders of up to 15% of the number of fully paid ordinary securities on issue at the start of the period, subject to certain permitted exceptions. The Company also obtained shareholder approval at its last AGM to issue an additional 10% of its fully paid ordinary shares on issue under ASX Listing Rule 7.1A over a 12 month period.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule. This resolution seeks shareholder approval to ratify the previous issue of the August Placement Shares and August Placement Options for the purposes of ASX Listing Rule 7.4.

If resolution 5 is passed, the August Placement Shares and August Placement Options will not be counted as reducing the number of equity securities which the Company can issue without Shareholder approval under its 15% placement limit imposed by ASX Listing Rule 7.1, effectively increasing the number of securities the Company can issue without shareholder approval over the 12 month period following the date of the Annual General Meeting.

If resolution 5 is not passed, the issue of the August Placement Shares and August Placement Options will be included in calculating the Company's placement capacity under ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

### **Technical Information Required by ASX Listing Rule 7.5**

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

- (a) The August Placement Shares and August Placement Options were issued to Mr Hamish Brown, a new sophisticated investor identified by the Company, who is not a related party or associate of a related party of the Company.
- (b) The Company issued a total of 10,000,000 Shares which ranked equally with the other Shares on issue (being the August Placement Shares) and 5,000,000 unlisted options to acquire Shares each with an exercise price of \$0.11 and an expiry date of 27 January 2023 (being the August Placement Options). The material terms of the August Placement Options are set out in Annexure A.
- (c) The August Placement Shares were issued on 12 August 2022. The August Placement Options were issued on 6 September 2022.
- (d) The August Placement Shares were issued at an issue price of \$0.11 per August Placement Share. The August Placement Options were issued as free attaching options (on a 1 for 2 basis) to the August Placement Shares and therefore were issued for nil consideration.
- (e) The purpose of the August Placement was for working capital purposes. In the event all the August Placement Options are exercised, the Company will receive up to \$550,000 which the Company intends to also apply towards working capital purposes.
- (f) A voting exclusion statement is included below.

#### *Voting Exclusion*

The Company will disregard any votes cast in favour of the resolution by Mr Hamish Brown or any of his associates. However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### *Recommendation*

The Directors unanimously recommend that shareholders vote in favour of this resolution.

### **Resolution 6: Approval of Previous Share Issue – September 2022 Placement**

On 6 September 2022, the Company announced a placement of Shares (**September Placement**) and on the same date issued 200,000 Shares to a consultant for services rendered (**September Placement Shares**).

The September Placement Shares were issued without shareholder approval under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 restricts the number of securities which a listed company may issue in any 12 month period without the approval of shareholders of 15% of the number of securities on issue at the start of the period subject to certain adjustments and permitted exceptions. The Company also sought shareholder approval at its last AGM to issue an additional 10% of its fully paid ordinary shares on issue under ASX Listing Rule 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule. This resolution seeks shareholder approval to ratify the previous issue of the September Placement Shares for the purposes of ASX Listing Rule 7.4.

If resolution 6 is passed, the September Placement Shares will not be counted as reducing the number of equity securities which the Company can issue without shareholder approval under ASX Listing Rule 7.1, effectively increasing the number of securities the Company can issue without shareholder approval over the 12 month period following the date of the Annual General Meeting.

If resolution 6 is not passed, the September Placement Shares will be included in calculating the Company's placement capacity under ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

#### **Technical Information Required by ASX Listing Rule 7.5**

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

- (a) The September Placement Shares were issued to a consultant for services rendered. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that the consultant was not:
  - (i) a related party of the Company, a member of the Company's key management personnel, a substantial holder of the Company, an adviser to the Company or an associate of any those persons; and
  - (ii) issued more than 1% of the issued capital of the Company.

- (b) The Company issued a total of 200,000 Shares, which ranked equally with the other Shares on issue.
- (c) The September Placement Shares were issued on 6 September 2022.
- (d) The September Placement Shares were issued in lieu of consulting fees for services rendered and therefore no funds were raised from their issue.
- (e) A voting exclusion statement is included below.

#### *Voting Exclusion*

The Company will disregard any votes cast in favour of the resolution by any person who participated in the September Placement or any associates of those persons. However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### *Recommendation*

The Directors unanimously recommend that shareholders vote in favour of this resolution.

### **Resolution 7: Approval of Proposed Share Issue to Paul McNally (or his nominee) - Placement**

Mr Paul McNally (a Director) previously provided a A\$435,000 loan to the Company, under an Agreement entered into on 27 March 2021 at an interest rate of 8.0%. Interest has been paid in cash each quarter in arrears. Mr McNally has agreed to have the loan principle repaid by subscribing for new Shares and offsetting the subscription monies by the outstanding amount owed by the Company under the loan, subject to shareholder approval. Approval of the issue will enable to the Company to repay the \$435,000 loan while maintaining its cash reserves.

The Shares will be issued at an issue price equal to the 5 day volume weighted average price of Shares on 18 October 2022, being \$0.08.

Shareholder approval is now sought to place up to 5,437,500 Shares to Mr McNally (or his nominee).

Resolution 7 seeks shareholder approval pursuant to ASX Listing Rule 10.11 to allow for the issue of Shares to Mr McNally (or his nominee).

#### **ASX Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, an entity must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary securities:

- (a) a Related Party (ASX Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity (ASX Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);

- (d) an Associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3 (ASX Listing Rule 10.11.4); or
- (e) a person whose relationship with the entity or a person referred to in ASX Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (ASX Listing Rule 10.11.5).

By virtue of Mr McNally being a Director, the proposed issue falls within ASX Listing Rule 10.11.1, which prohibits the issue of equity securities to related parties without shareholder approval, unless an exception under ASX Listing Rule 10.12 applies.

As the exceptions set out in ASX Listing Rule 10.12 do not apply to the proposed issue of Shares, the proposed issue therefore requires the approval of the Company's shareholders under ASX Listing Rule 10.11.

If Resolution 7 is passed, the Company will be able to proceed with the proposed issue of Shares, and repay the outstanding \$435,000 loan. This will have the effect of increasing the number of Shares held by Mr McNally (or his nominee) in the Company and diluting other shareholders' shareholdings in the Company proportionately.

If Resolution 7 is not passed, the Company will be unable to proceed with the proposed issue of Shares and will need to repay the loan, reducing the Company's cash reserve.

**ASX Listing Rule 7.1**

Exception 14 of ASX Listing Rule 7.2 provides that approval under ASX Listing Rule 7.1 will not be required if the issue of equity securities is made with the approval of shareholders under ASX Listing Rule 10.11.

As approval for the issue of Shares to Mr McNally (or his nominee) is being sought under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

**Chapter 2E of the Corporations Act**

Under Chapter 2E of the Corporations Act, for a public company to give a financial benefit to a Related Party, the public company must:

- (a) obtain the approval of the Company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Shares would constitute giving a financial benefit and Mr McNally is a Related Party of the Company by virtue of being a Director.

The Directors (other than Mr McNally) consider that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the proposed issue of Shares to Mr McNally (or his nominee) as such issue will be made at an issue price reflective of the current market value of Shares (being the 5 day volume weighted average market price of Shares) and is therefore on arm's length terms.

The issue of Shares under resolution 7 will result in the dilution to Shareholders' interest in the Company. However, the Board considers that the issue of Shares to Mr McNally (or his nominee) will recognise his previous commitments to capital raising undertaken by the Company and will help to further align his interests with Shareholders.

**Technical Information Required by ASX Listing Rule 10.13**

The following information is provided in accordance with ASX Listing Rule 10.13:

<b>Name of recipient</b>	Mr Paul McNally (or his nominee)
<b>Which category in ASX Listing Rules 10.11.1-10.11.5 the recipient falls into</b>	Mr McNally is a Director and therefore a Related Party under ASX Listing Rule 10.11.1.

<b>Number and class of Securities to be issued</b>	5,437,500 fully paid ordinary shares.
<b>Date by which entity will issue securities</b>	If resolution 7 is passed, all Shares are expected to be issued on or about 1 December 2022 and in any event, by no later than 3 months of the date of the Annual General Meeting.
<b>Issue price, exercise price and terms for Securities</b>	The Shares will be issued for an issue price of A\$0.08 per Share.  The Shares will rank pari passu with all existing securities in their class.
<b>Purpose of issue and intended use of funds raised</b>	Mr McNally has previously provided an unsecured loan to AuStar Gold Limited (a wholly-owned subsidiary of the Company), currently for a value of \$435,000 at commercial interest rates (8.0%), which is payable prior to 31 December 2022. The loan was under an Agreement entered into on 27 March 2021. The subscription price for the new Shares will be offset against full repayment of the principle loan amount, and hence no funds will be raised from this issue.
<b>Director remuneration</b>	The Shares are not being issued as Director remuneration or in order to incentivise the Director.
<b>Securities issued under an agreement</b>	The Shares are not being issued under an agreement.
<b>Voting exclusion statement</b>	A voting exclusion statement is set out below.

#### *Voting Exclusion*

The Company will disregard any votes cast in favour of the resolution by or on behalf of Mr McNally and any other person who will obtain a material benefit as a result of the proposed issue (except solely by reason of being a holder of Shares) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### *Recommendation*

The Directors (with Mr McNally abstaining) recommend that shareholders vote in favour of this resolution.

## **Resolution 8: Approval of issue of Convertible Notes under the Convertible Note Facility**

### **Background**

As announced on 7 September 2022, following shareholder approval at the Company's General Meeting held on 5 September 2022, the Company executed a A\$30 million convertible note and equity facility with Obsidian Global GP, LLC (**Obsidian**), comprising:

- a convertible note facility enabling the Company to draw down up to A\$7.5 million through the issue of debt securities, which will be convertible into Shares (**Convertible Notes**) (**Convertible Note Facility**); and
- an equity facility enabling the Company to draw down up to A\$22.5 million through the issue of new Shares (**Equity Facility**),

(together, the **Funding Facilities**).

Full details of the Funding Facilities were included in the Notice of General Meeting dated 5 August 2022 and can be found on the Company's website at <https://investorhub.whiterockminerals.com.au/4182833>

The Company sought approval at the General Meeting of the Company on 5 September 2022 to draw down up to \$3.5 million under the Convertible Note Facility and issue an equivalent value of Convertible Notes, such approval being valid for three months following the date of that meeting.

Pursuant to resolution 8, the Company is seeking approval to draw down an additional \$1 million under the Convertible Note Facility and issue an equivalent value of Convertible Notes in the three months following the Annual General Meeting.

### **Effect of Additional Draw Down**

As at the date of this Notice of Annual General Meeting, the Company has drawn down \$2,500,000 under the Convertible Note Facility and issued 1,695,250 Convertible Notes to Obsidian. The draw-down of an additional \$1 million will result in the issue of approximately a further 630,000 Convertible Notes to Obsidian, based on an AUD:USD exchange rate of A\$1.00:US\$.0.63.

Assuming a constant AUD:USD exchange rate of A\$1.00:US\$.0.63, if all Convertible Notes issued to Obsidian are converted based on a conversion price (as determined in accordance with their terms and summarised in paragraph (e) of Annexure B) of:

- \$0.16 (being 2x the current Share price), an additional 26,528,150 Shares will be issued;
- \$0.12 (being 1.5x the current Share price), an additional 35,370,866 Shares will be issued;
- \$0.08 (being the current Share price), an additional 53,056,300 Shares will be issued; or
- \$0.04 (being 0.5x the current Share price), an additional 100,112,599 Shares will be issued,

subject to Obsidian and its associates acquiring up to a maximum voting power in the Company of 19.99%.

Refer to the tables set out in the section "Proposed Funding Facilities summary" of the Notice of General Meeting dated 5 August 2022 showing the potential dilutive effect of the issue of Convertible Notes on the capital structure of the Company.

### **ASX Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period of 15% of the fully paid ordinary shares it has on issue at the start of that period. The purpose of seeking shareholder approval for the issue of Convertible Notes pursuant to resolution 8 is to ensure that the proposed issue does not reduce the Company's future placement capacity.

The proposed issue of Convertible Notes the subject of resolution 8 does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain shareholder approval for such issues. Accordingly, it seeks shareholder approval under resolution 8 for the purposes of ASX Listing Rule 7.1.

If resolution 8 is passed, the Convertible Notes to be issued will not be counted as reducing the number of equity securities which the Company can issue without shareholder approval under ASX Listing Rule 7.1. In addition, Shares issued on conversion of any Convertible Notes issued will not count towards the Company's placement capacity as such Shares will be issued under the exception set out in ASX Listing Rule 7.2, exception 9 and will consequently effectively increase the number of securities the Company can issue without shareholder approval.

If resolution 8 is not passed, any issue of Convertible Notes will be included in calculating the Company's placement capacity under ASX Listing Rule 7.1, effectively decreasing the number of

equity securities it can issue without shareholder approval over the 12 month period following the issue date, unless an exemption applies.

### Technical Information Required by ASX Listing Rule 7.3

The following information is provided in accordance with ASX Listing Rule 7.3:

- (a) The Convertible Notes will be issued to Obsidian Global GP, LLC (or its nominee(s)), who is not a related party or an associate of a related party of the Company.
- (b) The Company will issue up to A\$1 million worth of Convertible Notes, being approximately 630,000 Convertible Notes based on an AUD:USD exchange rate of A\$1.00:US\$.0.63. However, as the AUD:USD exchange rate will fluctuate over time, the number of Convertible Notes that may be issued may change depending on the prevailing AUD:USD exchange rate at the time Convertible Notes are issued under the Convertible Note Facility.  
  
A summary of the material terms of the Convertible Notes is set out in Annexure B. The Shares issued on conversion of the Convertible Notes will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as existing Shares.
- (c) The Convertible Notes will be issued after 29 November 2022 (being at least 80 days after the last issue of Convertible Notes on 9 September 2022) and in any event no later than three months after the date of the Meeting. Shares issued on conversion of any Convertible Notes will be issued progressively on conversion, with such Shares to be issued under the exception set out in ASX Listing Rule 7.2, exception 9.
- (d) The Convertible Notes will be issued with a face value of US\$1.15. The issue price of Shares issued on conversion of each Convertible Note will be equal to the lower of:
  - (i) the 10-day VWAP of Shares prior to the date the Convertible Notes were issued (**Fixed Conversion Price**); and
  - (ii) a 5% discount to the lowest daily VWAP of Shares in the 10 days prior to a conversion notice being given.
- (e) The purpose of the issue of the Convertible Notes and Shares is to raise funds which will be applied towards development and gold production at the Morning Star Gold Mine, Victoria and general corporate and working capital.
- (f) The Convertible Notes will be issued under the Convertible Note Facility, the material terms of which were set out in the Company's Notice of General Meeting dated 5 August 2022.
- (g) A voting exclusion statement is included below.

#### *Voting Exclusion*

The Company will disregard any votes cast in favour of resolution 8 by Obsidian Global GP, LLC, or who will obtain a material benefit as a result of, the proposed issue (except solely by reason of being a holder of Shares) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the resolutions by:

- a person as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with the directions given to the proxy or attorney to vote on the resolutions in that way;
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolutions, in accordance with a direction given to the chair to vote on the resolutions as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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 resolutions; and
  - the holder votes on the resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

#### *Recommendation*

The Directors unanimously recommend that shareholders vote in favour of resolution 8.

### **Resolution 9: Approval of 10% Placement Capacity**

Under resolution 9, the Company is seeking shareholder approval to permit the Company to issue up to an additional 10% of the issued share capital of the Company under ASX Listing Rule 7.1A (**10% Placement Capacity**). Resolution 9 is a special resolution and requires approval of 75% of the votes cast by shareholders present and eligible to vote. The only securities that can be issued under ASX Listing Rule 7.1A are securities in an existing quoted class of the Company's securities.

Under ASX Listing Rule 7.1A, an eligible listed entity may, subject to shareholder approval by way of special resolution, issue shares comprising up to 10% of its issued share capital in addition to the normal 15% new issue capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

If resolution 9 is passed, the effect will be that the Company will be able to issue equity securities under the 10% Placement Capacity in addition to the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

If resolution 9 is not passed, the effect will be that the Company will not be able to issue any equity securities under the 10% Placement Capacity and will have to rely upon its 15% annual placement capacity under ASX Listing Rule 7.1 for the issue of equity securities.

#### **Formula for calculating 10% Placement Capacity**

ASX 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 annual general meeting, a number of equity securities calculated in accordance with the following formula:

$$\mathbf{10\% \text{ Placement Capacity} = (A \times D) - E}$$

where:

- A** has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity;
- D** is 10%; and
- E** is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rule 7.4.

#### **Placement capacity under ASX Listing Rules 7.1 and 7.1A**

The 10% Placement Capacity is in addition to a listed entity's usual annual 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Notice of Annual General Meeting, the Company has 192,896,649 fully paid ordinary shares on issue and therefore, in addition to any other shares which it can issue under the permitted exceptions to ASX Listing Rules 7.1 and 7.1A, it has the capacity to issue:

- 28,934,497 shares under ASX Listing Rule 7.1; and
- 19,289,665 shares under ASX Listing Rule 7.1A.

The actual number of shares that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the shares in accordance with the formula in ASX Listing Rule 7.1A.2.

#### **Placement period**

Shareholder approval under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting until the earlier to occur of:

- 12 months after the date of the Annual General Meeting;
- the time and date of the Company's next Annual General Meeting; and

- the date of approval by shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

Shareholder approval under ASX Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or if it is included in the S&P/ASX 300 Index at some time during that period provided that the Company meets those criteria on the date of the Annual General Meeting.

### Minimum issue price

In accordance with ASX Listing Rule 7.1A, shares issued by the Company under the 10% Placement Capacity can only be issued at a cash price per share that is not less than 75% of the VWAP (volume weighted average price) of the Company's shares calculated over the 15 trading days on which trades in its shares were recorded immediately before:

- the date on which the issue price, at which the shares are to be issued, is agreed; or
- the issue date (if the shares are not issued within ten trading days of the date on which the issue price, at which the shares are to be issued, is agreed).

### Purpose of the 10% Placement Capacity

While there are no current intentions to issue any equity securities under the 10% Placement Capacity, the Company intends that any funds raised from the issue of any equity securities under the 10% Placement Capacity (if approved) will likely be applied for funding the exploration, development and gold production activities at the Woods Point Project and exploration activities at the Red Mountain Project and general working capital purposes.

The specific purposes for which any particular issue is made under the 10% Placement Capacity will be disclosed by way of an ASX announcement at the time of the issue. The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities under the 10% Placement Capacity.

### Dilution to existing shareholdings

If resolution 9 is approved by shareholders and the Company issues shares under the 10% Placement Capacity, there is a risk of economic and voting dilution to existing shareholders as a result. Further, as the market price of the Company's shares may be significantly lower on the issue date than on the date of Annual General Meeting approval, and because the shares may be issued at a price that is at a discount to the market price on the issue date, there is a risk that the 10% Placement Capacity may raise less funding than it would based on current market prices.

As required by ASX Listing Rule 7.3A.4, the table below shows a number of hypothetical scenarios for a 10% Placement Capacity where variable "A" in the formula in ASX Listing Rule 7.1A.2 (representing the Company's share capital) has increased by either 50% or 100%, and the share price has decreased by 50% or increased by 100% from the approximate share price as at the date of this Notice of Annual General Meeting.

### Dilution table

Share Capital (Variable 'A' in ASX Listing Rule 7.1A.2)		Dilution table		
		\$0.04 50% decrease in Issue Price	\$0.08 Issue Price	\$0.16 100% increase in Issue Price
Current 192,896,649 Shares	Number of Shares (10%)	19,289,665	19,289,665	19,289,665
	Funds raised	\$771,587	\$1,543,173	\$3,086,346
50% increase 289,344,974 Shares	Number of Shares (10%)	28,934,497	28,934,497	28,934,497
	Funds raised	\$1,157,380	\$2,314,760	\$4,629,520

<b>100% increase</b> 385,793,298 Shares	Number of Shares (10%)	38,579,330	38,579,330	38,579,330
	Funds raised	\$1,543,173	\$3,086,346	\$6,172,693

The dilution table has been prepared on the following hypothetical assumptions. The Company does not represent that they will necessarily occur:

- the Company issues the maximum number of shares available under the 10% Placement Capacity;
- no convertible securities convert into shares before the date of issue of the shares available under the 10% Placement Capacity;
- any increase in Variable A (being the issued share capital at the time of issue) is due to an issue of shares which is an exception in ASX Listing Rule 7.2, for example a pro-rata rights issue. However, a 15% placement under ASX Listing Rule 7.1 does not increase variable "A" for the purposes of calculating the placement capacity under ASX Listing Rule 7.1A;
- the table shows only the effect of issues of shares under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
- the Company has not issued any equity securities in the 12 months prior to the Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2, with approval under ASX Listing Rule 7.1 or ratified under ASX Listing Rule 7.4;
- the table does not show the dilution that may be caused to any particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Annual General Meeting. For instance, shareholders will have different outcomes depending on whether or not they participate in a pro-rata issue which has the effect of increasing variable "A"; and
- the issue price is assumed to be \$0.08.

#### **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement Capacity. The identity of the allottees under the 10% Placement Capacity will be determined on a case by case basis having regard to the factors including the following:

- the methods of raising funds that are available to the Company, including a rights issue or other issue in which existing shareholders can participate;
- the effect of the issue of the shares on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of finalisation of this Notice of Annual General Meeting and may include existing substantial shareholders and/or new shareholders, but the allottees cannot include any Directors, related parties or associates of a related party of the Company without a further specific shareholder approval.

#### **Previous approval and issues under ASX Listing Rule 7.1A.2**

The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at the Annual General Meeting held on 3 November 2021.

See below details of the 14,827,024 shares issued under ASX Listing Rule 7.1A.2 in the previous 12 months. This represents approximately 10.4% of the total number of equity securities on issue at the commencement of that period.

**Date of issue:** 10 December 2021

**Number issued:** 9,375,000

**Type of equity security:** Fully paid ordinary shares.

**Recipient of securities:** Various sophisticated and professional investors who participated in the Placement and were introduced following a bookbuild process conducted by the Company in conjunction with Viriathus Capital Pty Ltd and Sanlam Private Wealth Pty Ltd as joint lead managers

**Price:** \$0.24 per share

**Consideration received:** \$2,250,000

**Use of cash:** Funds raised were for White Rock's in-mine and regional exploration activities at Woods Point Gold Project; recapitalization of the Morning Star Gold Mine and gold processing facility and for care and maintenance of the mine; and for working capital purposes.

**Date of issue:** 11 May 2022

**Number issued:** 5,452,024

**Type of equity security:** Fully paid ordinary shares.

**Recipient of securities:** Various sophisticated and professional investors who participated in the Placement and were introduced following a bookbuild process conducted by the Company in conjunction with Viriathus Capital Pty Ltd and Sanlam Private Wealth Pty Ltd as joint lead managers

**Price:** \$0.15 per share

**Consideration received:** \$2,396,850

**Use of cash:** Funds raised were for recruitment, re-capitalisation, pre-production development and commencement of gold production at the Morning Star Gold Mine; care and maintenance at the Red Mountain high-grade Silver-Zinc-Gold-Lead VMS Prospect in Alaska; and for working capital purposes.

#### *Voting exclusion*

At the date of this Notice of Annual General Meeting, the Company is not proposing to make an issue of shares under the 10% Placement Capacity. Accordingly, a voting exclusion statement is not required by ASX Listing Rule 7.3A.7.

#### *Recommendation*

The Directors believe that resolution 9 will provide the Company with flexibility to raise capital quickly if advantageous terms are available and is in the best interests of the Company. The Directors recommend that shareholders vote in favour of this resolution.

**Annexure A**

**Material Terms and Conditions of August Placement Options**

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The terms and conditions of the options are as follows:

1. Each option entitles the optionholder to subscribe for one fully paid ordinary share in the capital of White Rock Minerals Ltd (**Company**) upon exercise of the option.
2. The amount payable on exercise of an option will be \$0.11 (11 cents).
3. Each option will expire on 27 January 2023. An option not exercised on or before the expiry date will automatically lapse on the expiry date.
4. The options will be unlisted options.
5. There are no participating rights or entitlements conferred on the options and the optionholder will not be entitled to participate with respect to the options in new issues offered to shareholders during the term of the options without exercising the options.
6. In the event of any reorganisation of capital of the Company, prior to the expiry date for exercise of the options, the number of options to which the optionholder is entitled or the exercise price of the options or both will be changed to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of reorganisation.
7. The number of options held will appear on an option holder statement which will be accompanied by a Notice of Exercise of Options that is to be completed when exercising options as follows:

Notice of Exercise of Options	
To the Directors of White Rock Minerals Ltd ACN 142 809 970 (the "Company"),	
I, .....	
of .....	
being the registered holder of options in the capital of the Company hereby exercise	
..... such options to subscribe for fully paid ordinary shares in the Company	
("Shares") and enclose application monies payable of \$0.11 (11 cents) per option exercised.	
I authorise you to register me as the holder of the Shares to be issued to me and agree to accept such Shares subject to the constitution of the Company.	
Dated the	day of 20__
Signed by	)
the holder of the options	) .....

8. The options can be exercised at any time prior to their expiry date by completing the Notice of Exercise of Options form (similar to the one in the above paragraph) and delivering it to the Company with payment of the exercise price for each option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
9. The Company shall, within 5 business days after the receipt of a Notice of Exercise of Options, issue shares in respect of the options exercised and arrange for a holding statement for the shares to be despatched to the optionholder.
10. A share issued on exercise of an option ranks equally with the then issued ordinary shares of the Company.
11. If:
  - a. a takeover bid within the meaning of the Corporations Act is made for the shares in the Company and the bidder acquires a relevant interest in at least 50.1% of the shares and

the bid is declared unconditional, any options not exercised within 7 days thereafter will automatically lapse; or

- b. a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company the effect of which may be that a person will have a relevant interest in at least 90% of the ordinary shares in the Company and that resolution is passed by the requisite majorities, any options not exercised during the period which is 2 days of the court order will automatically lapse.
12. The optionholder may exercise any number of the options without prejudice to the optionholder's ability to subsequently exercise any remaining options.
  13. The options are non-transferrable subject to any applicable securities laws.

## Annexure B

### Terms and Conditions of Convertible Notes

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The material terms and conditions of the Convertible Notes are as follows:

(a) **Face Value**

One Convertible Note will be issued for every US\$1.00 advanced by Obsidian under the Convertible Note Facility and have a face value of US\$1.15.

(b) **Maturity Date**

Each Convertible Note will mature on 9 September 2024.

(c) **Interest**

None.

(d) **Conversion**

Each Convertible Note issued under the Convertible Note Facility may be converted into such number of Shares equal to the aggregate Face Value of Convertible Notes being converted divided by the Conversion Price, either (i) at the election of Obsidian or (ii) on the Maturity Date.

In the event the Company is unable to issue Shares to Obsidian on the conversion of any Convertible Notes for any reason, Obsidian may either:

- (i) require the Company to defer the issue until such a time as the Company is capable of issuing those Shares at the same Conversion Price; or
- (ii) require the Company to repay, in lieu of the issue, the greater of:
  - (A) a 5% premium to the outstanding Face Value which would otherwise have been converted; and
  - (B) the outstanding Face Value which would otherwise have been converted multiplied by the ratio of the Variable Conversion Price as against the highest 3-day VWAP of Shares from (1) when an Event of Default occurred or payment was due to (2) the date on which such repayment is to be made.

(e) **Conversion price**

The Conversion Price will be the lower of (**Variable Conversion Price**):

- (i) the 10-day VWAP of Shares prior to the date the Convertible Notes were issued (**Fixed Conversion Price**); and
- (ii) a 5% discount to the lowest daily VWAP of Shares in the 10 days prior to the Conversion Notice being given,

provided that, if the Conversion Price is less than A\$0.12 (**Benchmark Price**), the Company may elect to satisfy some or all of the Shares to be issued by making a cash payment at a 5% premium to the Conversion Price value of those Shares.

(f) **Variation to Conversion Price**

In the event the Company undertakes a bonus issue, rights issue or capital reorganisation (including consolidation, subdivision, reduction or return), the Conversion Price (including the Benchmark Price) will be varied to the extent applicable and subject to the ASX Listing Rules to place Obsidian in substantially the same position as it would have been had no such event occurred.

Where the Company (i) issues or agrees to issue Shares at a price per Share less than the Fixed Conversion Price, (ii) issues options to acquire Shares with an exercise price less than the Fixed Conversion Price, or (iii) issues debt, equity or equity-linked securities which are convertible into, exchangeable or exercisable for, or include the right to receive Shares or other securities at a fixed price which is less than the Fixed Conversion Price, then the Fixed Conversion will be reduced accordingly.

(g) **Conversion right**

If Obsidian elects to convert all or some of its Convertible Notes into Shares at any time up to and including the Maturity Date then, it may do so by giving a written notice to the Company (**Conversion Notice**) specifying the number of Convertible Notes the investor intends to convert, the aggregate principal amount of those Convertible Notes and the applicable Conversion Price.

(h) **Redemption**

At any time prior to the Maturity Date, the Company may redeem all or some of the outstanding Convertible Notes, at a 5% premium to the Face Value, by giving not less than 10 days' written notice to Obsidian, specifying the aggregate principal amount and number of the Convertible Notes that the Company intends to redeem.

(i) **Events of Default**

- (i) (**Repayment Notice**) The Company fails to make a repayment on or before the day which is 10 business days after the date on which the Company gives a notice of it wishing to make an early redemption.
- (ii) (**Failure to make payment**) The Company fails to pay or repay any amount payable under the agreements to the Convertible Securities Agreement or Equity Placement Agreement (together, the **Transaction Documents**) when due.
- (iii) (**Material breach**) The Company materially breaches or otherwise fails to comply in full with any of its material obligations under the Transaction Documents and does not cure that breach or failure within 5 business days of notice of it by Obsidian, or an Event of Default occurs under any Transaction Document.
- (iv) (**Due diligence information**) Any of the materials disclosed by the Company during due diligence to Obsidian is inaccurate, false or misleading in any material respect, as of the date on which it is made or delivered.
- (v) (**Insolvent**) Either the Company or any of its subsidiaries is (each a **Group Company**), admits that it is, is declared by a court of competent jurisdiction to be, or is deemed under any applicable law to be, insolvent or unable to pay its debts as and when they become due.
- (vi) (**Liquidator**) A Group Company is served with a statutory demand (in accordance with Division 2 of Part 5.4 of the Corporations Act) or a foreign equivalent that is not set aside within 30 business days.
- (vii) (**Controller**) A controller within the meaning of section 9 of the Corporations Act, administrator or similar officer is appointed over all or any of the assets or undertaking of any Group Company or any formal step preliminary to such appointment is taken.
- (viii) (**Winding-up**) An application or order is made, a proceeding is commenced, a resolution is passed or proposed in a notice of meeting, or an application to a court or other steps are taken, for the winding up or dissolution of any Group Company, or for any Group Company to enter an arrangement, compromise or composition with, or assignment for the benefit of, any of its creditors.
- (ix) (**Cease of business**) A Group Company ceases, suspends, or indicates that it may cease or suspend all or a substantial part of its business; or disposes, or indicates that it may dispose, of a substantial part of its assets, other than where the relevant Group

Company is not the Company, does not trade, and the event will not have a material adverse effect.

- (x) **(Capital reduction)** A Group Company takes action to reduce its capital or pass a resolution referred to in section 254N(1) of the Corporations Act.
- (xi) **(Quotation)** Any Shares issued to Obsidian are not quoted on ASX by the third business day immediately following the date of their issue.
- (xii) **(ASX Listing Rules)** The Company fails to comply with the ASX Listing Rules in any material respect.
- (xiii) **(Suspension)** A stop order, suspension of trading, cessation of quotation, or removal of the Company or its Shares from the ASX Official List is requested by the Company or requested or imposed by any governmental authority; except for a suspension of trading not exceeding five trading days in a rolling twelve month period or as agreed to by Obsidian.
- (xiv) **(Unenforceable)** A Transaction Document has become, or is claimed (other than in a vexatious or frivolous proceeding) by any person other than Obsidian or any of its affiliates to be, wholly or partly void, voidable or unenforceable.
- (xv) **(Third party action)** Any third party commences any action, investigation or proceeding against any person or otherwise asserts any claim which seeks to restrain, challenge, limit, modify or delay the right of Obsidian or the Company to enter into any Transaction Documents or to undertake any of the transactions contemplated by the Transaction Documents (other than in a vexatious or frivolous proceeding).
- (xvi) **(Security Interest)**
  - (a) A Security Interest (as defined in the *Personal Property Securities Act 2009* (Cth)) over any assets of a Group Company is enforced in respect of an amount or amounts totaling more than A\$250,000.
  - (b) Any Group Company grants any Security Interest over any of its assets, or a Security Interest comes into existence over any assets of any Group Company, other than a permitted security interest.
- (xvii) **(Future liabilities)** Any present or future liabilities, including contingent liabilities, of any Group Company for an amount or amounts totaling more than A\$250,000 are not satisfied on time, or become prematurely payable.
- (xviii) **(Default)** A Group Company is in default under a document or agreement (including a governmental authorisation) binding on it or its assets in a material respect which relates to financial indebtedness or is otherwise material.
- (xix) **(Material adverse change)** An event occurs which has a material adverse effect on:
  - (a) the assets, liabilities, results of operations, condition (financial or otherwise), business, or prospects of the Company (taken as a whole);
  - (b) the ability of the Company to perform its obligations under the Transaction Documents; or
  - (c) the validity or enforceability against the Company of any material provision of any Transaction Document,but does not include an event, occurrence or matter:
  - (d) which is known to Obsidian prior to the date of the Transaction Documents;
  - (e) is fairly disclosed in an announcement to the ASX prior to the date of the Transaction Documents or is fairly disclosed by the Company to Obsidian in writing prior to the date of the Transaction Documents; or
  - (f) which is required to be done or procured by the Company pursuant to a Transaction Document.
- (xx) **(Change of Control)** A Change of Control in respect of the Company occurs. For this clause:

- (a) Change of Control means a situation or occurrence where the Company comes under the Control of a person who did not Control the Company at the date of the Transaction Documents; and
  - (b) Control means a person acquiring or holding, directly or indirectly: (i) the power to control the appointment or dismissal of the majority of directors of the Company; (ii) shares in the Company conferring 50% or more of the voting or economic interest in the Company; or (iii) the capacity to control the financial and operating policies or management of the Company.
- (xxi) **(Transaction Documents)** Any Event of Default (however described) occurs under the Convertible Securities Agreement or the Equity Placement Agreement.

(j) **Assignment**

Obsidian may assign, transfer, encumber or otherwise deal with the Convertible Notes without the prior written consent of the Company provided the assignee:

- (i) executes a deed of covenant in favour of the Company, agreeing to be bound by the terms of the Convertible Note Facility to the extent of the assignment; and
- (ii) is a sophisticated or professional investor under section 708(8) or 708(11) of the Corporations Act; and
- (iii) the assignment of the Convertible Note to such person would not result in assignee and its associates acquiring a Voting Power (as defined in Chapter 6 of the Corporations Act) in the Company of more than 19.99%.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (AEDT) on Monday, 28 November 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at  
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

**WEBSITE:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

