
COOLGARDIE MINERALS LIMITED

ACN 145 676 900

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00am (WST)

DATE: Thursday, 29 November 2018

PLACE: Celtic Club, 48 Ord St, West Perth WA

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 27 November 2018.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2018."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast in favour (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; or
- (b) a Closely Related Party of such a member.

However, a person (the **Voter**) described above may cast a vote on this Resolution 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 this 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 this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – NEIL WARBURTON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 14.2 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Neil Warburton, a Director, retires by rotation, and being eligible, is re-elected as a Director."

RESOLUTION 3 – RE-ELECTION OF DIRECTOR – GREGORY MARTIN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 14.2 of the Constitution, ASX Listing Rule 14.5 and for all other purposes, Gregory Martin, a Director, retires by rotation, and being eligible, is re-elected as a Director."

RESOLUTION 4 – ISSUE OF SHARES TO RELATED PARTY – NEIL Warburton

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of sections 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 125,000 Shares to Neil Warburton (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Neil Warburton (or his nominee) or any of their associates (**Resolution 4 Excluded Party**). However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 4 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:
 - (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 5 – ISSUE OF SHARES TO RELATED PARTY – PAUL JAGO

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of sections 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 75,000 Shares to Paul Jago (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Paul Jago (or his nominee) or any of their associates (**Resolution 5 Excluded Party**). However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 5 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:
 - (a) the proxy is the Chair; and

- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 6 – ISSUE OF SHARES TO RELATED PARTY – ANTONY MIDDLETON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of sections 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 75,000 Shares to Antony Middleton (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Antony Middleton (or his nominee) or any of their associates (**Resolution 6 Excluded Party**). However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 6 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
- (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 7 – ISSUE OF SHARES TO RELATED PARTY – GREGORY MARTIN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of sections 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 75,000 Shares to Gregory Martin (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Gregory Martin (or his nominee) or any of their associates (**Resolution 7 Excluded Party**). However, the Company need not disregard a vote if it is cast by a **person** as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 7 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
- (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 8 – ISSUE OF DIRECTOR PERFORMANCE RIGHTS TO BRADD GRANVILLE

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

“That, for the purposes ASX Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act and for all other purposes, approval is given for the Company to grant up to 900,000 Performance Rights under the Company's Plan and to the issue of the Shares that may result from the exercise of these Performance Rights upon satisfaction of the relevant Milestones in respect of these Performance Rights to Bradd Granville (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf any Director who is eligible to participate in the employee incentive scheme in respect of which the approval is sought, or any associates of those Directors (**Resolution 8 Excluded Party**). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, provided the Chair is not a Resolution 8 Excluded Party, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- Provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 9 – APPROVAL OF 10% PLACEMENT CAPACITY

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of 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 Company) or an associate of that person (or those persons). However, the Company will not disregard a vote if it is cast by a person as a

proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated: 15 October 2018

By order of the Board

A handwritten signature in black ink, appearing to read "S. Hunter", followed by a period.

**Susan Hunter
Company Secretary**

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 10.00am (WST) on Thursday, 29 November 2018 at:
The Celtic Club, 48 Ord Street, West Perth, Western Australia.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important. The Board reserves the right not to implement any Resolution although it may be passed by Shareholders.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 27 November 2018.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9486 9888.

EXPLANATORY STATEMENT

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

FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.cm1.com.au.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

1.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

1.3 Previous voting results

As the Company has only recently been listed, there was no previous resolution on the remuneration report included in their last notice of annual general meeting and as such, the Spill Resolution is not relevant for this Annual General Meeting.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – NEIL Warburton

2.1 General

ASX Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 year, whichever is the longer. However, where there is more than one managing director, only one is entitled not to be subject to re-election.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting. In accordance with Clause 14.2 of the Company's Constitution, Neil Warburton, who has served as a director since 20 July 2017, retires by rotation and seeks re-election.

2.2 Qualifications and other material directorships

Mr Warburton has worked within the mining industry his entire career in roles ranging from underground miner through to senior mining engineer to executive and non-executive directorships managing large mining and contracting companies.

He has over 37 years of experience in all areas of mining operations. Over the period 2000-2012, Mr Warburton held senior positions with Barminto Limited culminating in being the Chief Executive Officer from August 2007 to March 2012. Prior to joining Barminto, Mr Warburton held several senior corporate positions including serving as Managing Director of Coolgardie Gold NL from 1990 to 1995.

Mr Warburton is a graduate of the Western Australia School of Mines with an Associate Degree in Mining Engineering. He is a Fellow of the Australian Institute of Company Directors (FAICD), Member of the Australian Institute of Mining and Metallurgy (MAusIMM), Chairman of the Australian Mining and Prospectors Hall of Fame Foundation, Councillor of the Western Australian School of Mines Alumni association and serves as a director on several smaller private companies.

2.3 Independence

If elected the board does not consider Mr Warburton will be an independent director given he is a substantial shareholder of the Company.

2.4 Board recommendation

The Board supports the re-election of Mr Warburton and recommends that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – GREGORY MARTIN

3.1 General

ASX Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer. However, where

there is more than one managing director, only one is entitled not to be subject to re-election.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting. In accordance with Clause 14.2 of the Company's Constitution, Gregory Martin, who has served as a director since 25 July 2017, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Mr Martin brings energy and enthusiasm to the Board, mixed with a solid foundation in finance and corporate governance. Mr Martin is a qualified Financial Planner and holds a current Triannual certificate. He has an extensive and varied mining and business background. He has been the Company Secretary of a derivative hedge fund and has over 25 years of experience in domestic and international mining.

Early in Mr Martin's career, he worked for a short period in Wiluna to obtain his drill and blast qualifications. Mr Martin then progressed his management career working for the Roche Brothers at Mt Brockman in the Pilbara as the first iron ore mining contractors in the Pilbara. To further expand his career, Mr Martin moved to Tanami Gold to train Indigenous Australian's in all aspects of mining from drill and blast to plant operation.

Throughout Mr Martin's career, he has also had experience in the negotiation of Native Title between Indigenous Australians and mining companies.

3.3 Independence

If elected the board does not consider Mr Martin will be an independent director given the substantial shareholding his father holds in the Company whom he represents on the Board.

3.4 Board recommendation

The Board supports the re-election of Mr Martin and recommends that Shareholders vote in favour of Resolution 3.

4. RESOLUTIONS 4 TO 7 – ISSUE OF SHARES TO RELATED PARTIES

4.1 General

Pursuant to Resolutions 4, 5, 6 and 7, the Company is seeking Shareholder approval for the issue of a total of 350,000 Shares to Messrs Neil Warburton, Paul Jago, Antony Middleton and Gregory Martin (**Related Parties**) in lieu of Directors' fees owed for the financial year ended 30 June 2018.

Resolutions 4 to 7 seek Shareholder approval for the issue of the Shares to the Directors named above (or their respective nominees) on the terms and conditions set out below.

4.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (i) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (ii) 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 the Shares constitutes giving a financial benefit and Messrs Neil Warburton, Paul Jago, Antony Middleton and Gregory Martin are related parties of the Company by virtue of being Directors.

4.3 ASX Listing Rule 10.11

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of Shares to the Related Parties.

4.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Shares the subject of Resolutions 4, 5, 6 and 7:

- (a) the Shares will be issued to Messrs Neil Warburton, Paul Jago, Antony Middleton and Gregory Martin (or their nominees), who are related parties of the Company by virtue of being Directors;
- (b) the maximum number of Shares to be issued is 350,000 Shares, each at a deemed issue price of \$0.20, being:
 - (i) 125,000 Shares to be issued to Mr Neil Warburton (or his nominee);
 - (ii) 75,000 Shares to be issued to Mr Paul Jago (or his nominee);
 - (iii) 75,000 Shares to be issued to Mr Antony Middleton (or his nominee); and
 - (iv) 75,000 Shares to be issued to Mr Gregory Martin (or his nominee);
- (b) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same day;
- (c) the Shares will be issued for nil cash consideration, accordingly no funds will be raised;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) no funds will be raised from this proposed issue as the Shares will be issued in consideration for services provided to the Company by the Related Parties; and
- (f) the relevant interests of the Related Parties in securities of the Company are set out below:

Related Party	Shares	Options	Performance Rights
Neil Warburton	8,867,402 ¹	Nil	Nil
Paul Jago	1,484,558 ²	Nil	Nil
Antony Middleton	483,334 ³	Nil	Nil
Gregory Martin	Nil	Nil	Nil

Notes:

- 2,450,000 Shares are held indirectly by Michlange Pty Ltd ATF Warburton Self Admin S/F Account, an entity in which Mr Warburton is a director, shareholder and beneficiary. 6,417,402 Shares are held indirectly by Michlange Pty Ltd ATF NF Warburton Family Account, an entity in which Mr Warburton is a director, shareholder and beneficiary.
- 45,834 Shares are held indirectly by Jagmin Pty Ltd, an entity in which Mr Jago is a director and shareholder.
- 483,334 Shares are held indirectly by Jildane Pty Limited ATF Middleton Super Fund Account, an entity of which Mr Middleton is a director and shareholder.

- (g) the remuneration and emoluments from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Neil Warburton	\$95,000	\$159,584 ¹
Paul Jago	\$60,000	\$130,239 ²
Antony Middleton	\$60,000	\$55,000 ²
Gregory Martin	\$60,000	\$55,000 ²

Notes:

- Remuneration to Mr Warburton includes cash payments of \$39,584 and \$120,000 share-based payments.
- Remuneration includes cash payments and no share-based payments.

- (h) if the Shares are issued to the Related Parties, the number of Shares on issue from 103,470,756 to 103,820,756 (assuming no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.34%, comprising 0.12% by Neil Warburton and 0.072% each by Paul Jago, Antony Middleton and Gregory Martin.
- (i) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price (cents)	Date
Highest	20	30 August 2018
Lowest	8.5	1 October 2018
Last	13.5	12 October 2018

- (j) the Board acknowledges the issue of the Shares to the Related Parties is contrary to Recommendation 8.3 of The Corporate Governance Principles and Recommendations with 2014 Amendments (3rd Edition) as

published by The ASX Corporate Governance Council. However, the Board considers the issue of the Shares to the Related Parties reasonable in the circumstances for the reason set out in paragraph (l);

- (k) the issue of the Shares to the Related Parties is in lieu of Directors' fees, owed to each of the Related Parties, being:
 - (i) Neil Warburton: \$25,000;
 - (ii) Paul Jago: \$15,000;
 - (iii) Antony Middleton: \$15,000; and
 - (iv) Gregory Martin: \$15,000.
- (l) Neil Warburton declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Shares in the Company should Resolution 4 be passed. However, in respect of Resolutions 5 to 7, Mr Warburton recommends that Shareholders vote in favour of those Resolutions for the following reasons:
 - (i) the issue of the Shares to the Related Parties will align the interests of the Related Parties with those of Shareholders;
 - (ii) the issue of the Shares is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares;
- (m) Paul Jago declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Shares in the Company should Resolution 5 be passed. However, in respect of Resolutions 4, 6 and 7 recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (l);
- (n) Antony Middleton declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Shares in the Company should Resolution 6 be passed. However, in respect of Resolutions 4, 5 and 7 recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (l);
- (o) Gregory Martin declines to make a recommendation to Shareholders in relation to Resolution 7 due to his material personal interest in the outcome of the Resolution on the basis that he is to be issued Shares in the Company should Resolution 7 be passed. However, in respect of Resolutions 4 to 6 recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (l);
- (p) with the exception of Neil Warburton, no other Director has a personal interest in the outcome of Resolution 4;
- (q) with the exception of Paul Jago, no other Director has a personal interest in the outcome of Resolution 5;
- (r) with the exception of Antony Middleton, no other Director has a personal interest in the outcome of Resolution 6;

- (s) with the exception of Gregory Martin, no other Director has a personal interest in the outcome of Resolution 7;
- (t) Bradd Granville recommends that Shareholders vote in favour of Resolutions 4 to 7 for the reasons set out in paragraph (l);
- (u) in forming their recommendations, each Director considered the experience of each other Related Party, the current market price of Shares, the current market practices when determining the number of Shares to be issued as well as the deemed issue price; and
- (v) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 4 to 7.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Shares to Messrs Neil Warburton, Paul Jago, Antony Middleton and Gregory Martin (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

5. RESOLUTION 8 – ISSUE OF DIRECTOR PERFORMANCE RIGHTS TO BRADD GRANVILLE

5.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 900,000 Performance Rights (**Director Performance Rights**) to Bradd Granville (or his nominee) pursuant to the Company's Option and Performance Rights Plan (**Plan**) and on the terms and conditions set out below.

The grant of the Director Performance Rights is to appropriately incentivise the continued performance of Bradd Granville to assist the Company in retaining his services and expertise in a manner which does not unduly impact on the cash reserves of the Company.

Resolution 8 seeks Shareholder approval for the grant of the Director Performance Rights to Bradd Granville (or his nominee).

5.2 Summary of terms and conditions of Performance Rights

Each Director Performance Right will vest as one Share subject to the satisfaction of certain Milestones and vesting conditions which are set out in Schedule 1.

Subject to the terms of the Plan, in the event that the applicable Milestones and vesting conditions are not met, the Director Performance Rights will not vest and as a result, no new Shares will be issued. There is nil consideration payable upon the grant of a Performance Rights and the vesting of a Performance Right to a Share.

See Schedule 1 for a summary of the terms and conditions of the Performance Rights (including vesting conditions) the subject of Resolution 8.

5.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public 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 grant of the Director Performance Rights constitutes giving a financial benefit and Bradd Granville is a related party of the Company by virtue of being a Director.

It is the view of the Directors that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of the Director Performance Rights to Bradd Granville.

5.4 ASX Listing Rule 10.14 – Performance Rights

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

5.5 Technical information required by Chapter 2E of the Corporations Act and ASX Listing Rule 10.14

Pursuant to and in accordance with the requirements of sections 219 of the Corporations Act and ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Director Performance Rights to Bradd Granville:

- (a) the related party is Bradd Granville who is a related party by virtue of being a Director;
- (b) the maximum number of Director Performance Rights to be granted to Bradd Granville (or his nominees) is 900,000 Director Performance Rights, consisting of;
- (i) 300,000 Tranche 1 Director Performance Rights;
 - (ii) 300,000 Tranche 2 Director Performance Rights; and
 - (iii) 300,000 Tranche 3 Director Performance Rights;

Each Performance Right will vest into one (1) Share upon the satisfaction of the terms and conditions as set out in Schedule 1.

- (c) the Director Performance Rights will be granted for nil cash consideration (and there is no vesting price payable on the vesting of Performance Rights to Shares), accordingly no funds will be raised on grant of the Director Performance Rights or the vesting into Shares;
- (d) the Plan has not previously been adopted by Shareholders, however the Plan was adopted before the Company was admitted to the Official List of the ASX and a summary of the terms of the Plan were included in the Company's initial public offer prospectus dated 31 May 2018;
- (e) no Shares have previously been issued under the Plan;
- (f) participation in the Plan is open to:
- (i) a Director (whether executive or non-executive) of the Company and any associated body corporate of the Company (each a Group Company);
 - (ii) a full or part time employee of any Group Company;

- (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (Class Order); or
 - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under subparagraphs (i), (ii), or (iii) above, who is declared by the Board to be eligible to receive grants of awards under the Plan;
- (g) all Directors are entitled to participate in the Plan, however, at the current time the Company only intends to make an offer to Bradd Granville. Accordingly, approval is being sought only for the offer to Bradd Granville;
- (h) a summary of the terms and conditions of the Performance Rights including vesting conditions and Milestones are set out in Schedule 1;
- (i) no loans are being provided in connection with the grant of the Performance Rights;
- (j) the value of the Director Performance Rights and the pricing methodology is set out in Schedule 2;
- (k) the Performance Rights will be granted to Bradd Granville no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Performance Rights will be granted on one date;
- (l) the relevant interests of Bradd Granville in the securities of the Company are set out below:

Director	Shares ¹	Options	Performance Rights
Bradd Granville	2,042,130	Nil	Nil

Notes:

1. 1,050,000 Shares held by Bradd Granville are subject to escrow to 30 August 2020.
 2. This does not include securities to be issued subject to Shareholder approval under this Notice of Meeting.
- (m) the remuneration and emoluments from the Company to Bradd Granville for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Director	Current Financial Year	Financial Year ended 30 June 2018
Bradd Granville	\$300,000 ²	\$261,119 ¹

Notes:

1. Remuneration to Mr Granville included cash only.
2. Pursuant to an agreement on 1 August 2017 Mr Bradd Granville, Managing Director, receives a TFR of \$300,000 per annum (including statutory superannuation) and \$180,000 per annum in performance rights subject to certain vesting conditions and achievement of the company gateway hurdle.

- (n) if the maximum number of Director Performance Rights to be granted to Bradd Granville vest, a total of 900,000 Shares would be issued. This will increase the number of Shares on issue from 103,470,756 Shares to 104,370,756 Shares (assuming that no Options are exercised and no other Shares are issued other than those the subject of Resolutions 4 to 7) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.2%.
- (o) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price (cents)	Date
Highest	20	30 August 2018
Lowest	8.5	1 October 2018
Last	13.5	12 October 2018

- (p) the primary purpose of the grant of the Director Performance Rights Bradd Granville is to provide a performance linked incentive component in the remuneration package for Bradd Granville to motivate and reward the performance of Bradd Granville in his role as Managing Director;
- (q) Neil Warburton, Paul Jago, Antony Middleton and Gregory Martin each recommend that Shareholders vote in favour of Resolution 8 for the following reasons:
- (i) the grant of Director Performance Rights to Bradd Granville will further align the interests of Bradd Granville with those of Shareholders;
 - (ii) the grant of the Director Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Director Performance Rights upon the terms proposed;
- (r) Bradd Granville declines to make a recommendation to Shareholders in relation to Resolution 8 due to his material personal interest in the outcome of the Resolution.
- (s) in forming their recommendations, each Director considered the experience of Bradd Granville, the existing and proposed contribution of Bradd Granville to the Company and the current market practices when determining the provision of the performance rights and the terms proposed; and
- (t) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 8.

6. RESOLUTION 9 – APPROVAL OF 10% PLACEMENT CAPACITY

6.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

As at the date of this Notice, the Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$13.97 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 12 October 2018).

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

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

As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: CM1).

If Shareholders approve Resolution 9, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 9 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 9 for it to be passed.

6.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 9:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section 6.2(a)(i), the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 9 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market price of Shares and the number of Equity Securities on issue as at 12 October 2018.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.07 50% decrease in Issue Price	\$0.135 Issue Price	\$0.20 50% increase in Issue Price
103,820,756 (Current Variable A)	Shares issued - 10% voting dilution	10,382,076 Shares	10,382,076 Shares	10,382,076 Shares
	Funds raised	\$726,745	\$1,401,580	\$2,076,415
155,731,134 (50% increase in Variable A)	Shares issued - 10% voting dilution	15,573,113 Shares	15,573,113 Shares	15,573,113 Shares
	Funds raised	\$1,090,118	\$2,102,370	\$3,114,622
207,641,512 (100% increase in Variable A)	Shares issued - 10% voting dilution	20,764,151 Shares	20,764,151 Shares	20,764,151 Shares
	Funds raised	\$1,453,490	\$2,803,160	\$4,152,830

*The number of Shares on issue (Variable A in the formula) could increase as a result

of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 103,820,756 Shares on issue comprising:
 - (a) 103,470,756 existing Shares as at the date of this Notice of Meeting; and
 - (b) 350,000 Shares which will be issued if Resolutions 4 to 7 are passed at this Meeting.
2. The issue price set out above is the closing price of the Shares on the ASX on 12 October 2018.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets and the Geko Gold Project, to progress the Company's Geko Gold Project and for general working capital; or
- (ii) as non-cash consideration for the acquisition of new resources assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy under the 10% Placement Capacity**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company has not previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

6.3 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 9.

GLOSSARY

\$ means Australian dollars.

10% Placement Capacity has the meaning given in Section 6.1

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Coolgardie Minerals Limited (ACN 145 676 900).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2018.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF DIRECTOR PERFORMANCE RIGHTS

The following is a summary of the key terms and conditions of the Director Performance Rights that have been adopted by the Company:

- (a) **(Milestones):** The Performance Rights shall have the following milestones attached to them **(Milestones)**:
 - (i) **Tranche 1 Performance Rights:** The Company commences mining of the Geko Gold mine and achieves the first gold pour by 31 October 2018.
 - (ii) **Tranche 2 Performance Rights:** The Company completes mining of the Geko Gold Mine in accordance with the mine plan set out in the independent geologist's report annexed to its prospectus dated 31 May 2018 **(Geko Gold Mine)** and any borrowings or external debt funding that the Company has entered into to fund development and mining at the Geko Gold Mine is fully and finally repaid on or before 30 September 2019.
 - (iii) **Tranche 3 Performance Rights:** The Company achieving an aggregate JORC compliant inferred gold resource of not less than 4,000,000 tonnes at a grade of not less than 2.00 grams of gold per tonne containing at least 260,000 ounces of gold by 30 June 2021, which for the avoidance of doubt shall not incorporate any resources or reserves of the Company that have been defined and are subsequently extracted through the Company's ongoing mining activities.
- (b) **(Notification to holder):** The Company shall notify the holder in writing when the relevant Milestones have been satisfied.
- (c) **(Vesting):** Subject to paragraph (f), Performance Rights, that have not lapsed shall vest on the later to occur of:
 - (i) the date that the Milestone relating to that Performance Right has been satisfied; and
 - (ii) the date that the holder gives a notice to the Company confirming that the holder would like the Performance Rights to vest.
- (d) **(Change of Control):** Where a change of control occurs, being:
 - (i) a bona fide Takeover Bid (as defined in the Corporations Act) is declared unconditional and the bidder has acquired a Relevant Interest (as defined in the Corporations Act) in at least 50.1% of the Company's issued Shares; or
 - (ii) a court approves, under Section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies.

subject to paragraph (f) and notwithstanding the relevant Milestone has not been satisfied, upon the occurrence of the events in paragraphs (i), (ii) or **Error! Reference source not found.** above, that number of Performance Rights that is equal to 10% of the Company Shares on issue immediately following conversion under this paragraph automatically will convert into an equivalent number of Company Shares. The conversion will be completed on a pro rata basis across each class of Performance Rights then on issue as well as on a pro rata basis for each Holder. Performance Rights that are not converted into Shares under this

paragraph will continue to be held by the Holders on the same terms and conditions.

- (e) **(Consideration)**: The Performance Rights will be issued for nil consideration and no consideration will be payable upon the vesting of the Performance Rights.
- (f) **(Conversion)**: Upon satisfaction of the relevant Performance Rights vesting, each Performance Right will, at the election of the holder, vest and convert into one (1) Share.
- (g) **(Lapse of a Performance Right)**: The Performance Rights will automatically lapse if the Milestone attaching to a Performance Right has not been satisfied by:
 - (i) **Tranche 1 Performance Rights**: 31 October 2018.
 - (ii) **Tranche 2 Performance Rights**: 30 September 2019.
 - (iii) **Tranche 3 Performance Rights**: 30 June 2021.
- (h) **(Lapsing Otherwise)**: If the holder (or the effective holder where a nominee has been appointed) of the Performance Right's engagement with the Company (or one of its subsidiaries) is terminated for whatever reason, any unvested Performance Rights will automatically lapse.
- (i) **(Share ranking)**: All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.
- (j) **(Listing of Shares on ASX)**: The Company will not apply for quotation of the Performance Rights on ASX. However, the Company will apply for quotation of all Shares issued pursuant to the vesting of Performance Rights on ASX within the period required by ASX.
- (k) **(Transfer of Performance Rights)**: A Performance Right is only transferable:
 - (i) with the consent of the board; or
 - (ii) by force of law upon death to the holder's legal personal representative or upon bankruptcy to the holder's trustee in bankruptcy.
- (l) **(Participation in new issues)**: There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.
- (m) **(Adjustment for bonus issue)**: If securities are issued pro-rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the number of Performance Rights to which each holder is entitled, will be increased by that number of securities which the holder would have been entitled if the Performance Rights held by the holder were vested immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the bonus issue.
- (n) **(Adjustment for reconstruction)**: If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance Right (including the vesting conditions) are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

- (o) **(Dividend and Voting Rights):** A Performance Right does not confer upon the holder an entitlement to vote or receive dividends.
- (p) **(Plan):** The terms of the Performance Rights are supplemented by the terms of the Option and Performance Rights Plan, a summary of which was included in the Prospectus announced on the Company's ASX platform on 28 August 2018.

SCHEDULE 2 – VALUATION OF THE RELATED PARTY PERFORMANCE RIGHTS

Using the Black & Scholes option pricing model and based on the assumptions set out below, the Director Performance Rights were ascribed the following value range:

Assumptions:	Tranche 1 Performance Rights	Tranche 2 Performance Rights	Tranche 3 Performance Rights
Valuation date	2 October 2018		
Market price of Shares	11.5 cents		
Exercise price	Nil		
Expiry date	31 October 2018	30 September 2019	30 June 2021
Risk free interest rate	2.07%		
Expiration period (years)	0.08	0.99	2.75
Indicative value per Performance Right	11.5 cents	11.5 cents	11.5 cents
Total Value of Performance Rights	\$34,500	\$34,500	\$34,500
Total Combined Value	\$103,500		

Note: The valuation ranges noted above are not necessarily the market prices that the Director Performance Rights could be traded at and they are not automatically the market prices for taxation purposes.



COOLGARDIE

MINERALS LIMITED
ABN 53 145 676 900

CM1

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 10:00am (WST) Tuesday, 27 November 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Coolgardie Minerals Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Coolgardie Minerals Limited to be held at the Celtic Club, 48 Ord St, West Perth, Western Australia on Thursday, 29 November 2018 at 10:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 4-8 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 4-8 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 4-8 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Neil Warburton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Gregory Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Shares to Related Party – Neil Warburton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Shares to Related Party – Paul Jago	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Shares to Related Party – Antony Middleton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Shares to Related Party – Gregory Martin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

		For	Against	Abstain
Resolution 8	Issue of Director Performance Rights to Bradd Granville	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

_____ / _____ / _____

Date