



RECEIPT OF NOTICE UNDER SECTION 249D OF CORPORATIONS ACT

Tempus Resources Ltd (**Tempus** or the **Company**) ASX: TMR, TSX.V: TMRR, OTC: TMRFF) advises that it has received:

1. a notice under section 203D of the Corporations Act 2001 (Cth) (**Act**) on 13 December 2023 (**Section 203D Notice**); and
 2. a notice under section 249D of the Act on 15 December 2023 (**Section 249D Notice**),
- from shareholders who, as at 18 December 2023, hold at least 5% of the Company's issued fully paid ordinary shares (**Shares**).

Copies of the Section 203D Notice and Section 249D Notice (together, the **Notices**) are attached.

The Company has taken external legal advice in relation to the validity of the Notices and has confirmed that they are valid.

Next Steps

The directors of the Company are required to call a general meeting within 21 days after a request under section 249D of the Act is given to the Company and to hold that meeting within two months after receipt of that request.

The Company will keep shareholders updated as required in connection with that meeting.

This announcement was authorised for release by the Board of Directors on behalf of the Company.

For further information:

TEMPUS RESOURCES LTD

Melanie Ross – Director/Company Secretary Phone: +61 8 6188 8181

About Tempus Resources Ltd

Tempus Resources Ltd ("Tempus") is a growth orientated gold exploration company listed on ASX ("TMR") and TSX.V ("TMRR") and OTC ("TMRFF") stock exchanges. Tempus is actively exploring projects located in Canada and Ecuador. The flagship project for Tempus is the Blackdome-Elizabeth Project, a high grade gold past producing project located in Southern British Columbia. In addition, the Company holds two exploration projects located in located in South East Ecuador, the Rio Zarza and the Valle del Tigre projects.

Forward-Looking Information and Statements

This press release contains certain “forward-looking information” within the meaning of applicable Canadian securities legislation. Such forward-looking information and forward-looking statements are not representative of historical facts or information or current condition, but instead represent only the Company’s beliefs regarding future events, plans or objectives, many of which, by their nature, are inherently uncertain and outside of Tempus’s control. Generally, such forward-looking information or forward-looking statements can be identified by the use of forward-looking terminology such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or may contain statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “will continue”, “will occur” or “will be achieved”. The forward-looking information and forward-looking statements contained herein may include, but are not limited to, the completion of the Delisting and the timing thereof, Tempus ceasing to be a reporting issuer in Canada, and the timing thereof, the future status of its projects in British Columbia and the Zamora projects in Ecuador, and the ability of Tempus to successfully achieve business objectives, and expectations for other economic, business, and/or competitive factors.

Forward-looking statements and information are subject to various known and unknown risks and uncertainties, many of which are beyond the ability of Tempus to control or predict, that may cause Tempus’ actual results, performance or achievements to be materially different from those expressed or implied thereby, and are developed based on assumptions about such risks, uncertainties and other factors set out herein and the other risks and uncertainties disclosed under the heading “Risk and Uncertainties” in the Company’s Management’s Discussion & Analysis for the quarter ended September 30, 2023 dated November 14, 2023 filed on SEDAR. Should one or more of these risks, uncertainties or other factors materialize, or should assumptions underlying the forward-looking information or statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although Tempus believes that the assumptions and factors used in preparing, and the expectations contained in, the forward-looking information and statements are reasonable, undue reliance should not be placed on such information and statements, and no assurance or guarantee can be given that such forward-looking information and statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information and statements.

The forward-looking information and forward-looking statements contained in this press release are made as of the date of this press release, and Tempus does not undertake to update any forward-looking information and/or forward-looking statements that are contained or referenced herein, except in accordance with applicable securities laws. All subsequent written and oral forward-looking information and statements attributable to Tempus or persons acting on its behalf are expressly qualified in its entirety by this notice.

Neither the ASX Exchange, the TSX Venture Exchange nor its Regulation Service Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

**Notice of intention to move resolutions for removal of directors
pursuant to section 203D of the Corporations Act at the next General
Meeting of TEMPUS RESOURCES LTD**

To: The Directors
Tempus Resources Ltd
Consilium Corporate Pty Ltd
LEVEL 2, 22 Mount Street
Perth WA 6000

We, the undersigned (**Members**) being members of Tempus Resources Limited (ACN 625 645 338) (**Company**) give notice to the Company pursuant to section 203D of the *Corporations Act 2001 (Cth)* (**Corporations Act**) of our intention to move the resolutions listed below for the removal of directors of the Company at the next general meeting of the Company following the date of this notice (**Meeting**).

The following resolutions are to be proposed as ordinary resolutions at the Meeting:

Removal of MELANIE JANE ROSS as Director

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), MELANIE JANE ROSS be removed as a director of the Company, with immediate effect."

Removal of CHRISTOPHER HANSEN as Director

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), CHRISTOPHER HANSEN be removed as a director of the Company, with immediate effect."

Removal of ANDREA BETTI as Director

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), ANDREA BETTI be removed as a director of the Company, with immediate effect."


Removal of any other Director

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), any person who is appointed as a director of the Company after the date of this notice (other than MATTHEW BULL, KEN BANKS or GREG ENTWISTLE) be removed as a director of the Company, with immediate effect."

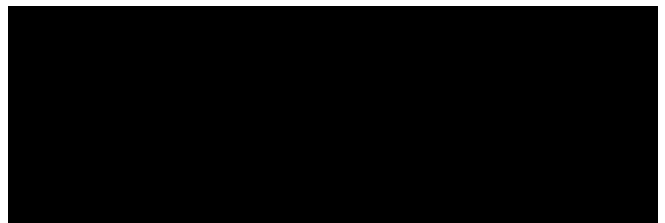
Date: 13 December 2023

This document is signed by the Members as follows:

Name of shareholder: **Matthew Norman Bull**
Number of Shares: 9,873,507

Signature: 

Witness (name, address and signature):



Name of shareholder: **Nicholas Edward Bull**
Number of Shares: 7,478,960

Signature: *AB*

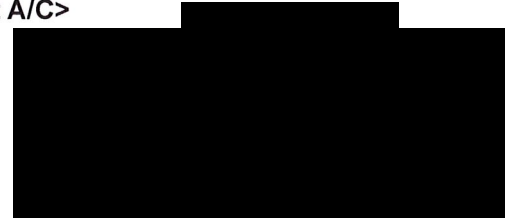
Witness (name, address and signature):



Name of shareholder: **98 Investments Pty Ltd <98 Investment A/C>**
Number of Shares: 2,077,823

Signature *AB*

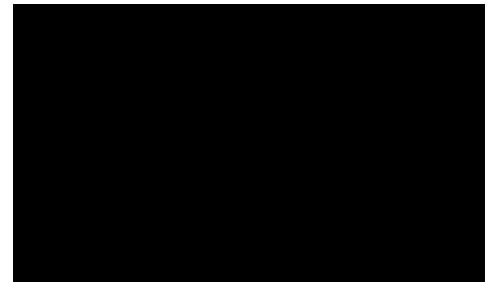
Witness (name, address and signature):



Name of shareholder: **98 Investments Pty Ltd**
Number of Shares: 1,250,000

Signature: *AB*

Witness (name, address and signature):



Requisition of a General Meeting of TEMPUS RESOURCES LTD pursuant to section 249D of the Corporations Act

To: The Directors
Tempus Resources Ltd
Consilium Corporate Pty Ltd
LEVEL 2, 22 Mount Street
Perth WA 6000

We, the undersigned (**Requisitioning Members**), being members of Tempus Resources Limited (ACN 625 645 338) (**Company**) who, as at the date of this requisition, hold at least 5% of the votes which may be cast at a general meeting of the Company hereby requests pursuant to section 249D of the Corporations Act 2001 (Cth) (**Corporations Act**) that the directors of the Company call and arrange to hold a general meeting of the Company (**Meeting**), for the purposes of considering, and if thought fit, passing the ordinary resolutions listed below.

The following resolutions are to be proposed as ordinary resolutions at the Meeting:

Resolution 1: Appointment of MATTHEW BULL as Director

"That MATTHEW BULL, having consented to act, be appointed as a director of the Company, with immediate effect."

Resolution 2: Appointment of KEN BANKS as Director

"That KEN BANKS, having consented to act, be appointed as a director of the Company, with immediate effect."

Resolution 3: Appointment of GREG ENTWISTLE as Director

"That GREG ENTWISTLE, having consented to act, be appointed as a director of the Company, with immediate effect."

Resolution 4: Removal of MELANIE JANE ROSS as Director

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), MELANIE JANE ROSS be removed as a director of the Company, with immediate effect."

Resolution 5: Removal of CHRISTOPHER HANSEN as Director

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), CHRISTOPHER HANSEN be removed as a director of the Company, with immediate effect."

Resolution 6: Removal of ANDREA BETTI as Director

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), ANDREA BETTI be removed as a director of the Company, with immediate effect."

Resolution 7: Removal of any other Director

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), any person who is appointed as a director of the Company after the date of this notice (other than MATTHEW BULL, KEN BANKS or GREG ENTWISTLE) be removed as a director of the Company, with immediate effect."

Date: 15 December 2023

This document is signed by the Requisitioning Members as follows:

Name of shareholder: **Matthew Norman Bull**
Number of Shares: 9,873,507

Signature: *MM*

Witness (name, address and signature):

Name of shareholder: **Nicholas Edward Bull**
Number of Shares: 7,478,960

Signature: *NB*

Witness (name, address and signature):

Name of shareholder: **98 Investments Pty Ltd <98 Investment A/C>**
Number of Shares: 2,077,823

Signature: *NB*

Witness (name, address and signature):

Nicholas Edward Bull
Sole director of the trustee company
Name of shareholder: **98 Investments Pty Ltd**
Number of Shares: 1,250,000

Signature: *NB*

Witness (name, address and signature):

Nicholas ~~Bull~~ Edward Bull
Sole director