



**Big River Gold Limited
ACN 106 641 963**

Notice of General Meeting

The General Meeting of the Company will be held at Level 29, 221 St Georges Terrace, Western Australia on Thursday, 28 January 2021 at 10.00am (WST).

THE COMPANY IS TAKING PRECAUTIONS TO FACILITATE AN IN-PERSON MEETING IN ACCORDANCE WITH COVID-19 RESTRICTIONS. IF THE SITUATION IN RELATION TO COVID-19 CHANGES IN A WAY AFFECTING THE ABILITY TO FACILITATE AN IN-PERSON MEETING, THE COMPANY WILL PROVIDE AN UPDATE AHEAD OF THE MEETING BY WAY OF AN ASX ANNOUNCEMENT.

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified professional adviser prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company on (08) 9480 3708.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.

Big River Gold Limited
ACN 106 641 963
(Company)

Notice of General Meeting

Notice is hereby given that a general meeting of Shareholders of Big River Gold Limited (**Company**) will be held at Level 29, 221 St Georges Terrace, Western Australia on Thursday, 28 January 2021 at 10.00am (WST) (**Meeting**).

The Board is closely monitoring the rapidly changing coronavirus (COVID-19) pandemic. The health of the Company's Shareholders, employees and other stakeholders is of paramount importance.

While the Board would like to host all Shareholders in person, in order to minimise the risk to Shareholders and to the Company and its ongoing operations, the Company suggests that Shareholders do not attend the Meeting in person. Accordingly, the Directors strongly encourage all Shareholders to lodge Proxy Forms prior to the Meeting.

The Board will continue to monitor Australian Government restrictions on public gatherings. If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice, the Company will notify Shareholders accordingly via the Company's website at <https://www.bigrivergold.com.au/> and the ASX announcement platform.

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 26 January 2021.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form, form part of the Notice.

Terms and abbreviations used in the Notice are defined in the Schedule.

Agenda

1 Resolutions

Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 168,334,685 Shares under Listing Rule 7.1, on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 – Approval to issue Tranche 2 Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes,

Shareholders approve the issue of up to 236,465,315 Shares on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval to issue Director Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of the Director Placement Shares to the Directors (or their nominees) as follows:

- (a) *up to 1,000,000 Shares to Andrew Richards;*
- (b) *up to 1,000,000 Shares to John Evans;*
- (c) *up to 1,000,000 Shares to John Cathcart; and*
- (d) *up to 200,000 Shares to Beau Nicholls,*

on the terms and conditions in the Explanatory Memorandum.'

Resolution 4 – Approval to issue JLM Options

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

'That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the agreement to issue up to 24,480,000 Options to the Joint Lead Managers (or their respective nominees) on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Consolidation of capital

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

'That, pursuant to and in accordance with section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the terms and conditions in the Explanatory Memorandum, on the basis that:

- (a) *every 8 Shares be consolidated into 1 Share;*
- (b) *all Convertible Securities (except Options) be adjusted in accordance with Listing Rule 7.21; and*
- (c) *all Options on issue be adjusted in accordance with Listing Rule 7.22,*

and, where this Consolidation results in a fraction of a security being held, the Company be authorised to round that fraction up to the nearest whole security. The consolidation is to take effect on 15 February 2021.'

Resolution 6 – Approval of Employee Securities Incentive Plan

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

'That, pursuant to and in accordance with exception 13(b) of Listing Rule 7.2 and for all other purposes, Shareholders approve the establishment of the employee incentive scheme of the Company known as the Big River Gold Limited Employee Securities Incentive Plan and the issue of Securities under that plan, on the terms and conditions in the Explanatory Memorandum.'

Resolution 7 – Approval of potential termination benefits under the Plan

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

'That, conditional on Resolution 6 being approved, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Securities issued or to be issued under the Big River Gold Limited Employee Securities Incentive Plan, approval be given for all purposes including Part 2D.2 of the Corporations Act for the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office, on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 – Ratification of issue of Performance Rights to Luis Pablo Carlin Diaz

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 32,500,000 Performance Rights to Luis Pablo Carlin Diaz (or his nominees) on the terms and conditions in the Explanatory Memorandum.'

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:


- (a) Resolution 1 by or on behalf of any person who participated in the issue of the Tranche 1 Placement Shares, or any of their respective associate;
- (b) Resolution 2 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Tranche 2 Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (c) Resolution 3(a) by or on behalf of Andrew Richards (and his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;

- (d) Resolution 3(b) by or on behalf of John Evans (and his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (e) Resolution 3(c) by or on behalf of John Cathcart (and his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (f) Resolution 3(d) by or on behalf of Beau Nicholls (and his nominees), and any other person who will obtain a material benefit as a result of the issue of these Director Placement Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (g) Resolution 4 by or on behalf of the Joint Lead Managers (or their respective nominees) and any person who will obtain a material benefit as a result of the proposed issue of these JLM Options (except a benefit solely by reason of being a Shareholder), or any of their respective associates;
- (h) Resolution 6 by or on behalf of a person who is eligible to participate in the employee incentive scheme, or any of their respective associates; and
- (i) Resolution 8 by or on behalf of Luis Pablo Carlin Diaz (or his nominees), or any of his associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

BY ORDER OF THE BOARD



Andrew Beigel
 Company Secretary
 Big River Gold Limited
 Dated: 24 December 2020

Big River Gold Limited
ACN 106 641 963
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 29, 221 St Georges Terrace, Western Australia on Thursday, 28 January 2021 at 10.00am (WST) **(Meeting)**.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

| | |
|------------|--|
| Section 2 | Voting and attendance information |
| Section 3 | Resolution 1 – Ratification of issue of Tranche 1 Placement Shares |
| Section 4 | Resolution 2 – Approval to issue Tranche 2 Placement Shares |
| Section 5 | Resolution 3 – Approval to issue Director Placement Shares |
| Section 6 | Resolution 4 – Approval to issue JLM Options |
| Section 7 | Resolution 5 – Consolidation of capital |
| Section 8 | Resolution 6 – Approval of Employee Securities Incentive Plan |
| Section 9 | Resolution 7 – Approval of potential termination benefits under the Plan |
| Section 10 | Resolution 8 – Ratification of issue of Performance Rights to Luis Pablo Carlin Diaz |
| Schedule 1 | Definitions |
| Schedule 2 | Employee Securities Incentive Plan Summary |
| Schedule 3 | Terms and Conditions of JLM Options |
| Schedule 4 | Terms and Conditions of Performance Rights |

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Voting and attendance information

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Impact of COVID-19 on the Meeting

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19.

Based on the best information available to the Board at the time of the Notice, the Board considers it will be in a position to hold an 'in-person' meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting, while complying with the COVID-19 restrictions regarding gatherings. The Company, however, strongly encourages Shareholders to submit proxies prior to the Meeting.

If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an ASX announcement.

2.2 Voting in person

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

2.3 Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);

- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (iii) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (iv) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (v) the appointed proxy is not the chair of the meeting;
- (vi) at the meeting, a poll is duly demanded on the resolution; and
- (vii) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.5 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at admin@bigrivergold.com.au by 20 January 2021.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

3.1 General

On 7 December 2020, the Company announced that it had received binding commitments for a placement to raise \$20,400,000 (approximately US\$15,000,000) before costs (**Placement**) by the issue of up to 408,000,000 Shares at \$0.05 each. The Placement is comprised of the following tranches:

- (a) 168,334,685 Shares issued using the Company's placement capacity under Listing Rule 7.1 (**Tranche 1 Placement Shares**);

- (b) up to 236,465,315 Shares proposed to be issued subject to the receipt of prior Shareholder approval (the subject of Resolution 2) (**Tranche 2 Placement Shares**); and
- (c) up to 3,200,000 Shares proposed to be issued to the Directors (or their respective nominees) subject to the receipt of prior Shareholder approval (the subject of Resolution 3(a), (b), (c) and (d)) (**Director Placement Shares**).

On 15 December 2020, the Company issued the Tranche 1 Placement Shares using the Company's placement capacity under Listing Rule 7.1.

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Tranche 1 Placement Shares.

3.2 Listing Rules 7.1 and 7.4

Broadly speaking, Listing Rule 7.1 limits the ability of a listed entity from issuing or agreeing to issue Equity Securities over a 12 month period which exceeds 15% of the number of fully paid ordinary Shares it had on issue at the start of the 12 month period.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Tranche 1 Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

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 under Listing Rule 7.1.

If Resolution 1 is passed, 168,334,685 Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, 168,334,685 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 168,334,685 Equity Securities for the 12 month period following the issue of those Tranche 1 Placement Shares.

3.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares:

- (a) The Tranche 1 Placement Shares were issued to sophisticated and institutional investors, none of whom is a related party of the Company or a Material Investor. The placement participants were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Joint Lead Managers.
- (b) A total of 168,334,685 Tranche 1 Placement Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.
- (c) The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1 Placement Shares were issued on 15 December 2020.
- (e) The Tranche 1 Placement Shares were issued at \$0.05 each.
- (f) The proceeds from the issue of the Tranche 1 Placement Shares are intended to be used toward advancing the Company's Borborema Project in several key areas:
 - (i) undertaking early infrastructure works including water catchment and finalising the water pipeline and power supply;
 - (ii) completion of an option study of optimal plant designs to ensure a seamless expansion of the Stage 1 operation should that be proven viable;
 - (iii) detailed engineering design and accelerating plant expansion studies;
 - (iv) appointing a project team to manage implementation as well as mine production and grade control teams; and
 - (v) undertake drilling programs for detailed mine planning and resource definition and exploration in and around the current planned pit.
- (g) There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

3.4 Additional information

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

4. Resolution 2 – Approval to issue Tranche 2 Placement Shares

4.1 General

The background to the proposed issue of the Tranche 2 Placement Shares is in Section 3.1 above.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the Tranche 2 Placement Shares.

4.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 3.2 above.

The Company does not presently have sufficient placement capacity to issue the Tranche 2 Placement Shares pursuant to the 15% limit under Listing Rule 7.1. Accordingly, the Company is seeking the approval of its Shareholders pursuant to Listing Rule 7.1 to issue the Tranche 2 Placement Shares.

The effect of Shareholders passing Resolution 2 will be to allow the Company to issue the Tranche 2 Placement Shares during the period of three months after the Meeting without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the proposed issue of the Tranche 2 Placement Shares and may need to raise additional funds through an equity capital raising of a lesser amount using any remaining capacity under Listing Rule 7.1 or through alternative structures.

4.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Shares:

- (a) The Tranche 2 Placement Shares will be issued to sophisticated and institutional investors none of whom is a related party of the Company or a Material Investor. The placement participants were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the Placement from existing contacts of the Company and clients of the Joint Lead Manager. As announced, Canadian-based resource investor Dundee Goodman Merchant Partners provided a cornerstone investment, subscribing for \$8.0 million worth of Shares under the Placement.
- (b) Up to a maximum of 236,465,315 Tranche 2 Placement Shares will be issued.
- (c) The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 2 Placement Shares will be issued as soon as practicable following the Meeting, and in any event, no later than 3 months after the date of the Meeting.
- (e) The Tranche 2 Placement Shares are proposed to be issued at an issue price of \$0.05 each, being the same price at which the Tranche 1 Placement Shares were issued.

- (f) The proceeds from the proposed issue of the Tranche 2 Placement Shares are intended to be used toward advancing the Company's Borborema Project in several key areas as described in Section 3.3(f) above.
- (g) There are no other material terms to the proposed issue of the Tranche 2 Placement Shares.
- (h) A voting exclusion statement is included in the Notice.

4.4 Additional information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

5. Resolution 3 – Approval to issue Director Placement Shares

5.1 General

The background to the proposed issue of the Director Placement Shares is in Section 3.1 above.

Resolution 3(a), (b), (c) and (d) seeks the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Director Placement Shares.

5.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

- (a) a related party (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 holder (30%+) in the company (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 holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The Directors are related parties of the Company by virtue of being Directors. Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares to the Directors (or their respective nominees) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolution 3(a), (b), (c) and (d) will be to allow the Company to issue the Director Placement Shares, raising a further \$160,000 (before costs).

If Resolution 3(a), (b), (c) and (d) is not passed, the Company will not be able to proceed with the issue of the Director Placement Shares, and will not receive the additional \$160,000 committed by the Directors.

5.3 Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

- (a) The Director Placement Shares will be issued to Messrs Andrew Richards, John Evans, John Cathcart and Beau Nicholls (or their respective nominees).
- (b) The Directors fall into the category stipulated by Listing Rule 10.11.1 by virtue of being Directors of the Company.
- (c) Up to a maximum of 3,200,000 Director Placement Shares will be issued in the following proportions:
 - (i) up to 1,000,000 Shares to Andrew Richards;
 - (ii) up to 1,000,000 Shares to John Evans;
 - (iii) up to 1,000,000 Shares to John Cathcart; and
 - (iv) up to 200,000 Shares to Beau Nicholls,(or their respective nominees).
- (d) The Director Placement Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Director Placement Shares will be issued no later than one month after the date of the Meeting.
- (f) The Director Placement Shares are proposed to be issued at an issue price of \$0.05 each, being the same price at which the Tranche 1 Placement Shares were issued and the Tranche 2 Placement Shares are proposed to be issued.
- (g) The proceeds from the proposed issue of the Director Placement Shares are intended to be used to advance the Company's Borborema Project in several key areas as described in Section 3.3(f) above.
- (h) The proposed issue of the Director Placement Shares are not intended to remunerate or incentivise the Directors.

- (i) There are no other material terms to the proposed issue of the Director Placement Shares.
- (j) A voting exclusion statement is included in the Notice.

5.4 Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 proposed issue of the Director Placement Shares constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because the Shares will be issued on the same terms as Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

5.5 Additional information

Each of the resolutions which forms part of Resolution 3 is an ordinary resolution.

The Board declines to make a recommendation in relation to each of the resolutions which form part of Resolution 3 due to their personal interests in the outcome of the resolution.

6. Resolution 4 – Approval to issue JLM Options

6.1 General

Refer to Section 3.1 above for the background to the Placement.

Dundee Goodman Merchant Partners, Jett Capital Advisors LLC and Petra Capital were engaged as the joint lead managers to the Placement (**Joint Lead Managers**). As part consideration for the provision of joint lead manager services, the Company agreed to issue the Joint Lead Managers (or their respective nominees) a total of 24,480,000 Options exercisable at \$0.06 each and expiring 3 years from the date of issue (**JLM Options**).

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.1 for the issue of the JLM Options.

6.2 Summary of JLM Mandate

On 14 September 2020, the Company entered into a mandate with the Joint Lead Managers for the provision of joint lead manager services and joint bookrunner services, including

coordination and management of the Placement as well as marketing services (**JLM Mandate**).

Under the JLM Mandate, the Company agreed to pay the Joint Lead Managers a placing fee of 6%, plus GST, where applicable, of the total funds raised under the Placement, plus the JLM Options.

The Joint Lead Managers shall be entitled to reimbursement of reasonable travel expenses as required to perform their role, provided that approval of the Chairman of the Company is obtained prior to incurring expenses above \$2,000.

The JLM Mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

6.3 Listing Rule 7.1

A summary of Listing Rule 7.1 is in Section 3.2 above.

The Company does not presently have sufficient placement capacity to issue the JLM Options pursuant to the 15% limit under Listing Rule 7.1. Accordingly, the Company is seeking the approval of its Shareholders pursuant to Listing Rule 7.1 to issue the JLM Options.

The effect of Shareholders passing Resolution 4 will be to allow the Company to issue the JLM Options during the period of three months after the Meeting and in accordance with the terms of the JLM Mandate without using the Company's 15% annual placement capacity under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the proposed issue of the JLM Options and therefore satisfy the current terms of the JLM Mandate. In this event, the Company will be required to negotiate an alternative commercial arrangement with the Joint Lead Managers.

6.4 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the JLM Options:

- (a) The JLM Options will be issued to the Joint Lead Managers (or their respective nominees).
- (b) Up to a maximum of 24,480,000 JLM Options will be issued.
- (c) The JLM Options will be issued on the terms and conditions in Schedule 3.
- (d) The JLM Options will be issued as soon as practicable following the Meeting, and in any event, no later than 3 months after the date of the Meeting.
- (e) The JLM Options will be exercisable at \$0.06 each and expiring 3 years from the date of issue.
- (f) The JLM Options will be issued at a nominal or nil issue price and no funds will be raised by their issue.

- (g) The JLM Options will be issued to satisfy the Company's obligations under the current terms of the JLM Mandate as part consideration for the provision of joint lead manager services in connection with the Placement.
- (h) A summary of the materials terms of the JLM Mandate is in Section 6.2 above.
- (i) A voting exclusion statement is included in the Notice.

6.5 Additional information

Resolution 4 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 4.

7. Resolution 5 – Consolidation of capital

7.1 General

Resolution 5 seeks Shareholder approval for the Company to undertake a consolidation of its capital on a 8 for 1 basis (**Consolidation**).

The Consolidation will result in a more appropriate and effective capital structure for the Company and a more appropriate share price for a wider range of investors as it continues to progress its projects in Brazil.

7.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

Listing Rule 7.20 provides that where an entity proposes to reorganise its capital, it must tell equity security holders:

- (a) the effect of the proposal on the number of securities and the amount unpaid (if any) on the securities;
- (b) the proposed treatment of any fractional entitlements; and
- (c) the proposed treatment of any convertible securities on issue.

Listing Rule 7.21 provides that a listed entity which has Convertible Securities (except Options) on issue may only reorganise its capital if, in respect of the Convertible Securities, the number of its Convertible Securities or the conversion price, or both, is reorganised so that the holder of the Convertible Securities will not receive a benefit that holders of ordinary securities do not receive.

Listing Rule 7.22.1 requires that where a listed entity with Options undertakes a consolidation of its capital, the number of its Options must be consolidated in the same ratio as the ordinary capital and the exercise price must be amended in inverse proportion to that ratio.

If Resolution 5 is passed, the Company will be able to proceed with the Consolidation and the number of:

- (a) Shares on issue will be reduced from 1,507,857,927 to 188,482,240 (subject to rounding);
- (b) Options on issue will be reduced from 176,756,824 to 22,094,603 (subject to rounding); and
- (c) Performance Rights on issue will be reduced from 102,500,000 to 12,812,500 (subject to rounding).

If Resolution 5 is not passed, the Company will not be able to proceed with the Consolidation.

7.3 Fractional entitlements

Not all Shareholders will hold that number of equity securities (Shares, Options or Performance Rights, as the case may be) which can be evenly divided by 8. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole security (Shares, Options or Performance Rights, as applicable).

7.4 Taxation

It is not considered that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation and the Company accepts no responsibility for the individual taxation implications arising from the Consolidation.

7.5 Holding statements

From the effective date of the Consolidation, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements of Securities to be issued to holders of those Securities.

It is the responsibility of each Shareholder to check the number of Securities held prior to disposal or exercise (as the case may be).

7.6 Effect on capital structure

The approximate effect which the Consolidation will have on the Company's current capital structure is set out in the tables below. All numbers are subject to rounding.

(a) Shares

The Company's issued share capital as a result of the Consolidation on a 8 for 1 basis will be as follows (subject to rounding):

| | Pre-Consolidation | Post-Consolidation |
|----------------------------|-------------------|--------------------|
| Shares currently on issue* | 1,507,857,926 | 188,482,240 |

* Excludes the Tranche 2 Placement Shares and Director Placement Shares which are intended to be issued as soon as practicable after the receipt of Shareholder approval at the Meeting.

(b) **Options**

The Company's existing Options will be adjusted in accordance with Listing Rule 7.22 as follows (subject to rounding):

| | Pre-Consolidation | | Post-Consolidation | |
|--------------|--------------------|----------------|--------------------|----------------|
| Expiry date | Number of Options | Exercise price | Number of Options | Exercise price |
| 30 June 2022 | 176,756,824 | \$0.02 | 22,094,603 | \$0.16 |
| TOTAL | 176,756,824 | | 22,094,603 | |

(c) **Performance Rights**

The Company's Performance Rights as a result of the Consolidation will be as follows:

| | Pre-Consolidation | Post-Consolidation |
|---|------------------------------|------------------------------|
| Description | Number of Performance Rights | Number of Performance Rights |
| Commencement of mining and production at Borborema Gold Project on or before 30 June 2022 | 30,000,000 | 3,750,000 |
| Achieving the KPI of AISC < US\$839 for first year of production on or before 30 June 2023 | 10,000,000 | 1,250,000 |
| Achieving the KPI of Stage 2 Expansion Assessment on or before 30 June 2025 | 10,000,000 | 1,250,000 |
| Achieving an average \$500m market capitalisation for a period of 12 months (or if change of control valued at >\$500m) otherwise at the discretion of the Board upon change of control | 20,000,000 | 2,500,000 |
| Borborema Project Finance received on or before 31 December 2020 | 2,500,000 | 312,500 |
| Commencement of mining and production at Borborema Gold Project on or before 30 June 2022 | 5,000,000 | 625,000 |

| | | |
|--|------------|-----------|
| Achieving throughput in the first 6 months at or greater than budget tonnes and grade, on or before 31 December 2022 | 2,500,000 | 312,500 |
| Achieving the KPI of AISC < US\$839 for first year of production on or before 30 June 2023 | 2,500,000 | 312,500 |
| Achieving the KPI of AISC < US\$800 for first year of production on or before 30 June 2023 | 2,500,000 | 312,500 |
| Achieving throughput in the first 12 months at or greater than budget tonnes and grade, on or before 30 June 2023 | 5,000,000 | 625,000 |
| Achieving the KPI of Stage 2 Expansion Assessment on or before 30 June 2025 | 2,500,000 | 312,500 |
| Achieving the KPI of completing the Stage 2 Expansion in accordance with schedule | 10,000,000 | 1,250,000 |

7.7 Consolidation timetable

If Resolution 5 is passed, the Consolidation will take effect in accordance with the following timetable:

| Event | Date |
|---|------------------|
| Company announces Consolidation using an Appendix 3A.3 and sends out Notice | 29 December 2020 |
| Meeting – Shareholders approve Consolidation | 28 January 2021 |
| Effective date of Consolidation | 15 February 2021 |
| Last day for trading on a pre-Consolidation basis | 16 February 2021 |
| Post-Consolidation trading starts on a deferred settlement basis | 17 February 2021 |

| | |
|--|------------------|
| Record date and last day for Company to register transfers on a pre-Consolidation basis | 18 February 2021 |
| First day for Company to update its register of Securities on a post-Consolidation basis and first day for issue of holding statements | 19 February 2021 |
| Last date for Company to update its register and send holding statements on a post-Consolidation basis and notify ASX this has occurred. | 25 February 2021 |
| Normal trading of post-Consolidation Securities commences | 26 February 2021 |
| Lodge ASIC Form 2205 notification | 26 February 2021 |

The timetable is a proposed indicative timetable and the Board reserves the right to vary the dates in accordance with the Listing Rules.

7.8 Additional information

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

8. Resolution 6 – Approval of Employee Securities Incentive Plan

8.1 General

The Company considers that it is desirable to adopt an employee incentive scheme pursuant to which the Company can issue Equity Securities to attract, motivate and retain key directors, employees and consultants and provide them with the opportunity to participate in the future growth of the Company.

Resolution 6 seeks the approval of Shareholders for the adoption of the employee incentive scheme titled the Big River Gold Limited Employee Securities Incentive Plan (**Plan**) in accordance with Listing Rule 7.2 exception 13(b).

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of the key terms and conditions is in Schedule 2. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to

Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

8.2 Listing Rules 7.1 and 7.2, exception 13(b)

A summary of Listing Rule 7.1 is in Section 3.2 above.

Listing Rule 7.2, exception 13(b), provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which Shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Listing Rule 7.2, exception 13(b), ceases to be available to the Company if there is a material change to the terms of the Plan from those set out in this Notice in Schedule 2.

If Resolution 6 is passed, the Company will be able to issue Equity Securities under the Plan pursuant to Listing Rule 7.2, exception 13(b), to eligible participants over a period of three years up to a nominated maximum amount without using the Company's 15% annual placement capacity under Listing Rule 7.1.

However, any future issues of Equity Securities under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

If Resolution 6 is not passed, the Company will not be able to adopt the Plan.

8.3 Specific information required by Listing Rule 7.2, exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2, exception 13(b), the following information is provided in relation to the Plan:

- (a) A summary of the material terms of the Plan is in Schedule 2.
- (b) The Plan is a new employee incentive scheme and has not previously been approved by Shareholders. No Equity Securities have previously been issued under the Plan.
- (c) The maximum number of Equity Securities proposed to be issued under the Plan pursuant to Listing Rule 7.2, exception 13(b), following approval of Resolution 6 is 150,785,792 (subject to adjustment in the event of a reorganisation of capital and further subject to applicable laws and the Listing Rules). This number comprises 10% of the Company's Equity Securities currently on issue.
- (d) A voting exclusion statement is included in the Notice.

8.4 Additional information

Resolution 6 is an ordinary resolution.

The Board declines to make a recommendation in relation to Resolution 6 due to their personal interests in the outcome of the resolution.

9. Resolution 7 – Approval of potential termination benefits under the Plan

9.1 General

The Corporations Act contains certain limitations concerning the payment of 'termination benefits' to persons who hold a 'managerial or executive office'. The Listing Rules also provides certain limitations on the payment of 'termination benefits' to officers of listed entities.

As is common with employee incentive schemes, the Plan provides the Board with the discretion to, amongst other things, determine that some or all of the Equity Securities granted to a participant under the Plan (**Plan Securities**) will not lapse in the event of that participant ceasing their engagement with the Company before such Plan Securities have vested. This 'accelerated vesting' of Plan Securities may constitute a 'termination benefit' prohibited under the Corporations Act, regardless of the value of such benefit, unless Shareholder approval is obtained. Accordingly, the Board has resolved to seek Shareholder approval for the granting of such termination benefits in accordance with Resolution 7.

9.2 Part 2D.2 of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by Shareholders in accordance with section 200E of the Corporations Act.

Subject to Shareholder approval of Resolution 6, Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum.

As noted above, under the terms of the Plan and subject to the Listing Rules, the Board possesses the discretion to vary the terms or conditions of the Plan Securities. Notwithstanding the foregoing, without the consent of the participant in the Plan, no amendment may be made to the terms of any granted Plan Security which reduces the rights of the participant in respect of that Plan Security, other than an amendment introduced primarily to comply with legislation, to correct any manifest error or mistake or to take into consideration possible adverse tax implications.

As a result of the above discretion, the Board has the power to determine that some or all of a participant's Plan Securities will not lapse in the event of the participant ceasing employment or office before the vesting of their Plan Securities.

The exercise of this discretion by the Board may constitute a 'benefit' for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder

approval for the exercise of the Board's discretion in respect of any current or future participant in the Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Plan Securities at the time of their leaving.

9.3 Valuation of the termination benefits

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (ie the approved benefit will not count towards the statutory cap under the legislation).

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Plan Securities that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the status of the vesting conditions attaching to the relevant Plan Securities at the time the participant's employment or office ceases; and
- (b) the number of unvested Plan Securities that the participant holds at the time they cease employment or office.

In accordance with Listing Rule 10.19, the Company will ensure that no officer of the Company or any of its child entities will, or may be, entitled to termination benefits if the value of those benefits and the terminations benefits that are or may be payable to all officers together exceed 5% of the equity interests of the Company as set out in the latest accounts given to ASX under the Listing Rules.

9.4 Additional information

Resolution 7 is conditional on the passing of Resolution 6. If Resolution 6 is not approved at the Meeting, Resolution 7 will not be put to the Meeting.

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.

10. Resolution 8 – Ratification of issue of Performance Rights to

10.1 General

On 24 August 2020, the Company announced that it had issued 32,500,000 Performance Rights to Luis Pablo Carlin Diaz, Vice President, Operations (Brazil) of the Company.

The Company issued the Performance Rights without Shareholder approval using the Company's 15% placement capacity under Listing Rule 7.1 as follows:

| Class | Milestone | Milestone Date | Performance Rights |
|----------------|--|-------------------------------|---------------------------|
| Class A | Borborema Project Finance received | On or before 31 December 2020 | 2,500,000 |
| Class B | Commencement of mining and production at Borborema Gold Project | On or before 30 June 2022 | 5,000,000 |
| Class C | Achieving throughput in the first 6 months at or greater than budget tonnes and grade | On or before 31 December 2022 | 2,500,000 |
| Class D | Achieving the KPI of AISC < US\$839 for first year of production | On or before 30 June 2023 | 2,500,000 |
| Class E | Achieving the KPI of AISC < US\$800 for first year of production | On or before 30 June 2023 | 2,500,000 |
| Class F | Achieving throughput in the first 12 months at or greater than budget tonnes and grade | On or before 30 June 2023 | 5,000,000 |
| Class G | Achieving the KPI of Stage 2 Expansion Assessment | On or before 30 June 2025 | 2,500,000] |
| Class H | Achieving the KPI of completing the Stage 2 Expansion | In accordance with schedule | 10,000,000 |
| Total | | | 32,500,000 |

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term. The grant of the Performance Rights seeks to align the efforts of Luis Pablo Carlin Diaz as Vice President of Operations with the Company's proposed Stage 2 expansion of its Borborema Gold Project. The Board considers that incentivising with Performance Rights is a prudent means of conserving the Company's available cash reserves. In addition, the Board believes it is important to offer these Performance Rights to continue to attract and maintain highly experienced and qualified management personnel in a competitive market.

As the Company continues to expand, the Board recognises there is increasing demand to reward strong performance with remuneration linked to measures comparable to companies undergoing similar business operations and of relative size by market capitalisation. Over the past 12 months, the Board has discussed the appropriateness of the Company's remuneration

framework, and determined that at the current stage, success in achieving the above operational milestones will continue to provide greater alignment between Company and Shareholder value.

Resolution 8 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Rights.

10.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is in Section 3.2 above.

The issue of the Performance Rights does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Performance Rights.

The effect of Shareholders passing Resolution 8 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

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 under Listing Rule 7.1.

If Resolution 8 is passed, 32,500,000 Performance Rights will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 8 is not passed, 32,500,000 Performance Rights will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 32,500,000 Equity Securities for the 12 month period following the issue of those Performance Rights.

10.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Performance Rights:

- (a) The Performance Rights were issued to Luis Pablo Carlin Diaz (or his nominees), Vice President, Operations (Brazil) of the Company. Luis Pablo Carlin Diaz is not a related party of the Company.
- (b) 32,500,000 Performance Rights were issued.
- (c) The Performance Rights are subject to the terms and conditions in Schedule 4.
- (d) The Performance Rights were issued on 21 August 2020.
- (e) The Performance Rights were issued for nil cash consideration as an incentive competent to Luis Pablo Carlin Diaz's remuneration package. In addition to the Performance Rights, Mr Diaz is entitled to a cash remuneration package of BRL 750,000 (approximately \$192,000 per annum (including superannuation entitlements)).

- (f) There are no other material terms to the agreement for the issue of the Performance Rights.
- (g) A voting exclusion statement is included in the Notice.

10.4 Additional information

Resolution 8 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 8.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

| | |
|----------------------------------|--|
| \$ | means Australian Dollars. |
| ASX | means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited. |
| Board | means the board of Directors. |
| Chair | means the person appointed to chair the Meeting of the Company convened by the Notice. |
| Company | means Big River Gold Limited (ACN 106 641 963). |
| Consolidation | has the meaning in Section 7.1. |
| Convertible Security | has the same meaning as in the Listing Rules. |
| Corporations Act | means the <i>Corporations Act 2001</i> (Cth) as amended or modified from time to time. |
| Director | means a director of the Company. |
| Director Placement Shares | means the 3,200,000 Shares, the subject of Resolution 3(a), (b), (c) and (d). |
| Equity Security | has the same meaning as in the Listing Rules. |
| Explanatory Memorandum | means the explanatory memorandum which forms part of the Notice. |
| Joint Lead Managers | means Dundee Goodman Merchant Partners, Jett Capital Advisors LLC and Petra Capital. |
| JLM Mandate | means the mandate between the Company and the Joint Lead Managers for the provision of joint lead manager services and bookrunner services in relation to the Placement. |
| JLM Options | means the 24,480,000 Options, the subject of Resolution 4. |
| 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. |
| Listing Rules | means the listing rules of ASX. |

| | |
|-----------------------------------|--|
| Material Investor | means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, who received Shares which constituted more than 1% of the Company's capital structure at the time of issue. |
| Meeting | has the meaning given in the introductory paragraph of the Notice. |
| Notice | means this notice of general meeting. |
| Option | means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future. |
| Performance Rights | means a right to be issued a Share, subject to the satisfaction or waiver of specified vesting conditions. |
| Placement | has the meaning in Section 3.1. |
| Placement Shares | means the 408,000,000 Shares issued or proposed to be issued under the Placement. |
| Plan Securities | has the meaning in Section 9.1. |
| Proxy Form | means the proxy form attached to the Notice. |
| Resolution | means a resolution referred to in the Notice. |
| Schedule | means a schedule to the Notice. |
| Section | means a section of the Explanatory Memorandum. |
| Securities | means any Equity Securities of the Company (including Shares, Options and/or Performance Rights). |
| Share | means a fully paid ordinary share in the capital of the Company. |
| Shareholder | means the holder of a Share. |
| Tranche 1 Placement Shares | means the 168,334,685 Shares, the subject of Resolution 1. |
| Tranche 2 Placement Shares | means the 236,465,315 Shares, the subject of Resolution 2. |
| WST | means Western Standard Time, being the time in Perth, Western Australia. |

Schedule 2 Employee Securities Incentive Plan Summary

A summary of the key terms of the Plan is set out below:

1. **(Eligible Participant):** Eligible Participant means a person that:
 - (a) is an "eligible participant" (as that term is defined in ASIC Class Order [CO 14/1000]) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order [14/1000]); and
 - (b) has been determined by the Board to be eligible to participate in the Plan from time to time.
2. **(Purpose):** The purpose of the Plan is to:
 - (a) assist in the reward, retention and motivation of Eligible Participants;
 - (b) link the reward of Eligible Participants to Shareholder value creation; and
 - (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
3. **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.
4. **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
5. **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
6. **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan. Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.
7. **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant

by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

8. **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation. An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

'Market Value' means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

9. **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
10. **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest. Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
11. **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in

and/or benefit from any transaction arising from or in connection with the change of control event.

12. **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
13. **(Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
14. **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised. Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.
15. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
16. **(Amendment of Plan):** Subject to the following, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect. No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.
17. **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

Schedule 3 Terms and Conditions of JLM Options

The terms and conditions of the Joint Lead Manager Options are as follows:

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
1. **(Issue Price)**: No cash consideration is payable for the issue of the Options.
2. **(Exercise Price)**: The Options have an exercise price of \$0.06 per Option (**Exercise Price**).
3. **(Expiry Date)**: The Options expire at 5.00 pm (WST) on three years from date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
4. **(Exercise Period)**: The Options are exercisable at any time and from time to time on or prior to the Expiry Date.
5. **(Quotation of the Options)**: The Company will not apply for quotation of the Options on ASX.
6. **(Transferability of the Options)**: The Options are not transferable, except with the prior written approval of the Company.
7. **(Notice of Exercise)**: The Options may be exercised by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and 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.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

8. **(Timing of issue of Shares on exercise)**: Within 5 Business Days after the Exercise Date the Company will:
 - (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
 - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
9. **(Restrictions on transfer of Shares)**: If the Company is required but unable to give ASX a notice under paragraph 9(b), or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, Shares issued on exercise of Options may not be traded and will be subject to a holding lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

10. **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares of the Company.
11. **(Quotation of Shares on exercise):** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options in accordance with the Listing Rules.
12. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
13. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
14. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
 - (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue;
and
 - (b) no change will be made to the Exercise Price.

Schedule 4 Terms and Conditions of Performance Rights

The terms and conditions of the Performance Rights are as follows:

1. Vesting Conditions

The Performance Rights will vest subject to Luis Pablo Carlin Diaz (or his nominees) remaining Vice President, Operations (Brazil) of the Company (**Retention Condition**) and the satisfaction of the following performance milestones within that timeframe (each a **Milestone**):

| Class | Milestone | Milestone Date | Performance Rights |
|----------------|--|-------------------------------|--------------------|
| Class A | Borborema Project Finance received | On or before 31 December 2020 | 2,500,000 |
| Class B | Commencement of mining and production at Borborema Gold Project | On or before 30 June 2022 | 5,000,000 |
| Class C | Achieving throughput in the first 6 months at or greater than budget tonnes and grade | On or before 31 December 2022 | 2,500,000 |
| Class D | Achieving the KPI of AISC < US\$839 for first year of production | On or before 30 June 2023 | 2,500,000 |
| Class E | Achieving the KPI of AISC < US\$800 for first year of production | On or before 30 June 2023 | 2,500,000 |
| Class F | Achieving throughput in the first 12 months at or greater than budget tonnes and grade | On or before 30 June 2023 | 5,000,000 |
| Class G | Achieving the KPI of Stage 2 Expansion Assessment | On or before 30 June 2025 | 2,500,000 |
| Class H | Achieving the KPI of completing the Stage 2 Expansion | In accordance with schedule | 10,000,000 |
| Total | | | 32,500,000 |

For the avoidance of doubt, both the Retention Condition and the relevant Milestone (together, the **Vesting Conditions**) must be satisfied before a Performance Right will vest.

2. Vesting Process

Provided the Vesting Conditions are met or otherwise waived by the Board, a Vesting Notification will be sent Luis Pablo Carlin Diaz from the Board, informing them that some or all of the Performance Rights have vested. Unless and until the Vesting Notification is issued by the Company, the Performance Rights will not be considered to have vested.

Following the issue of the Vesting Notification for the Performance Rights, Luis Pablo Carlin Diaz will have until the Expiry Date of the Performance Rights to convert any vested Performance Rights. Any vested Performance Rights that remain unconverted after this date will automatically expire and lapse.

3. Conversion of Vested Performance Rights

Following the vesting of any Performance Rights Luis Pablo Carlin Diaz has until the Expiry Date to convert any such vested Performance Rights, at his election.

Luis Pablo Carlin Diaz may convert vested Performance Rights (in whole or if converted in part, multiples of 10,000 must be converted on each occasion) by lodging with the Company, on or prior to the Expiry Date a written notice of conversion of Performance Rights specifying the number of vested Performance Rights being converted (**Conversion Notice**).

Upon conversion, Luis Pablo Carlin Diaz will be issued and/or transferred one Share for each vested Performance Right.

4. Timing of issue of Shares and quotation of Shares on conversion

As soon as practicable after the valid conversion of a vested Performance Right, the Company will:

- (a) issue, allocate or cause to be transferred to the holder the number of Shares to which it is entitled;
- (b) issue a substitute certificate for any remaining unconverted Performance Rights held by Luis Pablo Carlin Diaz;
- (c) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (d) in the event the Company is admitted to the official list of ASX at the time, do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with the then issued Shares.

5. Restrictions on transfer or disposal of Shares

If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on conversion of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

Except as set out in the Company's share trading policy and applicable laws, no other specific disposal restrictions apply to any Shares that are issued or transferred as a result of the conversion of the Performance Rights.

6. Shares issued on exercise

All Shares issued upon exercise of Performance Rights will upon issue rank pari passu in all respects with the then Shares of the Company.

7. Expiry Date of Performance Rights

All unvested, or vested but unexercised, Performance Rights will expire automatically at 5.00pm WST on the date which is 5 years from their date of issue unless an earlier lapsing date applies (as set out below).

8. Lapse of Performance Rights

(a) Where Luis Pablo Carlin Diaz becomes a leaver, all unvested Performance Rights will automatically be forfeited and lapse, subject to any determination otherwise by the Board in its sole and absolute discretion. The Board may take into account Luis Pablo Carlin Diaz's longevity in the role and the reasons for leaving. For example, the Board may, at its sole and absolute discretion, determine that unvested performance right vest upon Luis Pablo Carlin Diaz becoming a Leaver due to his role being made redundant, where the other vesting conditions have been met.

(b) Where, in the opinion of the Board, Luis Pablo Carlin Diaz:

- (i) acts fraudulently, or dishonestly;
- (ii) wilfully breaches their duties to the Group;
- (iii) is responsible for: material financial misstatements; major negligence; significant legal, regulatory and/or policy non-compliance; or a significant harmful act,

then the Board may, at its sole and absolute discretion, deem some or all of the unvested, or vested but unconverted, Performance Rights to be forfeited and to have lapsed.

(c) Unless the Board otherwise determines in its sole and absolute discretion, unvested Performance Rights will lapse in accordance with the Rules, which includes (without limitation):

- (i) if the Vesting Conditions applicable to that Performance Right are not achieved by the relevant time;
- (ii) if the Board determines in its sole and absolute discretion that any Vesting Condition applicable to that Performance Right has not been met and cannot be met prior to the Expiry Date; or
- (iii) if Luis Pablo Carlin Diaz becomes Insolvent.

9. Transfer of Performance Rights

The Performance Rights are not transferable unless they have vested and then only with the prior written approval of the Board and subject to compliance with the Corporations Act and the ASX Listing Rules.

10. Quotation of Performance Rights

No application for quotation of the Performance Rights will be made by the Company.

11. Change of control

In the event that the Borborema Gold Project is sold or a Change of Control Event occurs or the Board determines that either such an event is likely to occur before the Vesting Conditions are met, the Board will have a discretion whether to allow the vesting of the Performance Rights and on what terms. When determining the vesting of the Performance Rights, the Directors will take into consideration a number of criteria, but in particular the value to shareholders as a result of the event.

12. Participation in entitlements and bonus issues

Subject always to the rights under items 13 and 14, the holder of the Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

13. 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 by way of dividend reinvestment), the number of Performance Rights to which the 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 converted immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the Listing Rules at the time of the bonus issue.

14. Reorganisation of capital

In the event that the issued capital of the Company is reconstructed, all the holder's rights as a holder of Performance Rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the holder's economic and other rights are not diminished or terminated.

15. Additional information

As the Performance Rights will issued as an incentive to Luis Pablo Carlin Diaz's remuneration, they will be granted at no cost and there will be no amount payable on vesting and exercise. Each Performance Right entitles Luis Pablo Carlin Diaz to one ordinary fully paid Share in the Company on vesting and exercise. Prior to vesting and exercise, Performance Rights do not entitle Luis Pablo Carlin Diaz to any dividends or voting rights.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Tuesday, 26 January 2021**, 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

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

