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## **TIETTO MINERALS LIMITED**

**ACN 143 493 118**

### **NOTICE OF GENERAL MEETING**

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**TIME:** 10:00AM (WST)

**DATE:** Thursday, 10 September 2020

**PLACE:** Nexia Australia  
Level 3, 88 William Street  
Perth WA 6000

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

**If you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9331 6710**

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**IMPORTANT INFORMATION**

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**TIME AND PLACE OF MEETING**

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Notice is given that a General Meeting of the Shareholders of Tietto Minerals Limited will be held at 10:00AM (WST) on Thursday, 10 September 2020 at Nexia Australia, Level 3, 88 William Street, Perth WA 6000.

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**YOUR VOTE IS IMPORTANT**

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

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**VOTING ELIGIBILITY**

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 5:00PM (WST) on Tuesday, 8 September 2020.

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**VOTING IN PERSON**

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

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**VOTING BY PROXY**

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

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## AGENDA – SPECIAL BUSINESS

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### RESOLUTION 1: RATIFICATION OF PRIOR ISSUE – TRANCHE 1 PLACEMENT SHARES

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the issue under Listing Rule 7.1 by the Company of 35,200,000 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any Associates of those persons. The Company need not disregard a vote if it is cast in favour of the resolution by:

- (a) a person or attorney as a proxy for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting 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.

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### RESOLUTION 2: ISSUE OF TRANCHE 2 PLACEMENT SHARES

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue by the Company of up to 55,929,033 fully paid ordinary shares at 62 cents per share on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of that person (or those persons). However, the Company need not disregard a vote if it is cast in favour of the resolution by:

- (a) a person or attorney as a proxy for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting 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.

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### RESOLUTION 3: PARTICIPATION OF DIRECTOR IN PLACEMENT – MR HANJING XU

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,177,420 Shares to Mr Hanjing Xu (or his nominees) at an*

*issue price of 62 cents per share on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Hanjing Xu or any Associate of Mr Xu. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

- (a) a person or attorney as a proxy for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting 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.

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#### **RESOLUTION 4: PARTICIPATION OF DIRECTOR IN PLACEMENT – MR FRANCIS HARPER**

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

*“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 435,484 Shares to Mr Francis Harper (or his nominees) at an issue price of 62 cents on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Francis Harper or any Associate of Mr Harper. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

- (a) a person or attorney as a proxy for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting 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.

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#### **RESOLUTION 5: RATIFICATION OF PRIOR ISSUE – B&F MINERALS SHAREHOLDER SHARES**

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the issue under Listing Rule 7.1 by the Company of 1,385,302 shares issued to the shareholders of B&F Minerals Sarl (other than Tietto) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue the subject of this Resolution and any person who is an associate of those persons. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

- (a) a person or attorney as a proxy for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

- (b) the chair of the meeting 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.

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**RESOLUTION 6: APPROVAL TO ISSUE SECURITIES TO DIRECTOR – MR MARK STRIZEK**

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

*“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve and authorise the Company to 500,000 Performance Rights to Mark Strizek (or his nominees) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if it is cast in favour of the resolution by:

- a person or attorney as a proxy for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** In accordance with section 250BB of the Corporations Act, a person appointed as a proxy must not vote, based on that appointment, on this Resolution if:

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

Further, a Restricted Voter who is appointed as a proxy will not vote on this Resolution unless:

- (a) The appointment specifies the way the proxy is to vote on this Resolution; or
- (b) The proxy is the Chair of the meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution.

Please Note: if the Chair is a person referred to in section 224 of the Corporations Act in the voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on this Resolution. If you are a Restricted Voter and purport to cast a vote other than as permitted above, that will vote will be disregarded by the Company and may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

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**DATED: 7 AUGUST 2020**

**BY ORDER OF THE BOARD**

**MATTHEW FOY  
COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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

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### 1. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE – PLACEMENT SHARES

#### 1.1 Background

As announced to the market on 3 August 2020, the Company received commitments for a placement to raise \$56.5 million (before costs) through the issue of up to 91,129,033 Shares at an issue price of \$0.62 per Share (**Placement**). The Placement was supported by a number of institutional, sophisticated and professional investors.

The funds raised through the Placement are to be used to advance the Abujar Gold Project in Côte d'Ivoire (**Project**) including:

- additional mineral resource drilling over the next 12 months of approximately 45,000 metres budgeted;
- exploration drilling of 25,000 metres (combination of diamond and aircore) across multiple targets outside of the existing resources;
- costs associated with the Pre-Feasibility Study (due Q1 2021) and the Definitive Feasibility Study;
- provide flexibility to commit to some long lead time items associated with mine development, including land acquisitions; and
- for general working capital requirements.

The Placement is to be completed through two tranches. On or around 7 August 2020 the Company completed tranche 1 of the Capital Raising of \$21.82 million through the placement of 35,200,000 Shares at an issue price of \$0.62 per Share (**Tranche 1 Placement Shares**).

The ratification of Shares under Tranche 1 are the subject of this Resolution 1 and approval for the issue of up to a further 55,929,033 Shares at an issue price of \$0.62 per Share pursuant to Tranche 2 are the subject of Resolution 2 of this Notice of Meeting (**Tranche 2 Placement Shares**). In addition, Non-Executive Directors Mr Hanjing Xu and Mr Francis Harper are seeking shareholder approval pursuant to Resolutions 3 and 4 to participate in the Placement on the same terms for an additional \$730,000 and \$270,000 respectively.

Resolution 1 seeks to ratify the issue of 35,200,000 Placement Shares which was undertaken by way of a Placement to institutional, sophisticated and professional investors without Shareholder approval.

#### 1.2 Regulatory Requirements

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the ordinary securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

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

By ratifying this issue of the Placement Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and up to the 10% additional placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If Resolution 1 is not passed, the Shares issued under the Tranche 1 Placement will be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of such Shares.

Resolution 1 is an ordinary resolution.

### **1.3 Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1

- (a) The total number of Tranche 1 Placement Shares issued was 35,200,000;
- (b) the Tranche 1 Placement Shares were issued for \$0.62 per Share;
- (c) the Shares were issued on the same terms as the existing issued Shares in the Company. Application has been made for their quotation on ASX;
- (d) the Shares were issued to institutional, sophisticated and professional investors, who are not related parties of the Company;
- (e) The funds raised through the Placement are to be used to:
  - (i) additional mineral resource drilling over the next 12 months of approximately 45,000 metres budgeted;
  - (ii) exploration drilling of 25,000 metres (combination of diamond and aircore) across multiple targets outside of the existing resources;
  - (iii) costs associated with the Pre-Feasibility Study (due Q1 2021) and the Definitive Feasibility Study;
  - (iv) provide flexibility to commit to some long lead time items associated with mine development, including land acquisitions; and
  - (v) for general working capital requirements.
- (f) a voting exclusion statement for Resolution 1 is included in the Notice of General Meeting preceding this Explanatory Statement.

### **1.4 Directors' recommendation**

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

The Chairman of the meeting intends to vote undirected proxies in favour of this Resolution.

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## **2. RESOLUTION 2: ISSUE OF TRANCHE 2 PLACEMENT**

### **2.1 General**

As detailed in Section 1.1 of this Explanatory Statement, received commitments for a placement to raise \$56.5 million (before costs) through the issue of up to 91,129,033 Shares at an issue price of \$0.62 per Share (**Placement**).

Resolution 2 seeks Shareholder approval for the issue of up to 55,929,033 Tranche 2 Placement Shares at an issue price of \$0.62 to raise up to \$34,676,000 (before costs) (**Tranche 2 Placement Shares**).



ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 2 will be to allow the Company to issue the Tranche 2 Placement Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity. If Resolution 2 is not passed the Company will not be able to issue the Tranche 2 Placement Shares and will need to consider alternate methods to developing the Abujar Gold Project.

## **2.2 Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the maximum number of Shares to be issued is 55,929,033.
- (b) the issue price of the Tranche 2 Placement Shares is \$0.62 per Share;
- (c) the Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of all of the Tranche 2 Placement Shares will occur on the same date;
- (d) The Tranche 2 Placement Shares will be issued to sophisticated and professional investors none of which are related parties of the Company;
- (g) The funds raised through the Placement are to be used to:
  - (i) additional mineral resource drilling over the next 12 months of approximately 45,000 metres budgeted;
  - (ii) exploration drilling of 25,000 metres (combination of diamond and aircore) across multiple targets outside of the existing resources;
  - (iii) costs associated with the Pre-Feasibility Study (due Q1 2021) and the Definitive Feasibility Study;
  - (iv) provide flexibility to commit to some long lead time items associated with mine development, including land acquisitions; and
  - (v) for general working capital requirements.

The directors of the Company unanimously recommend that shareholders vote in favour of Resolution 2.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

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## **3. RESOLUTIONS 3 & 4: PARTICIPATION OF DIRECTORS IN THE PLACEMENT – MESSRS HANJING XU AND FRANCIS HARPER**

### **3.1 Background**

As detailed in the Explanatory Statement for Resolution 1, at section 1.1, the Company is proposing to undertake the Placement for the purposes of raising funds to advance the Abujar Gold Project.

Resolutions 3 and 4 seek approval to issue Shares under the Placement to two Directors of the Company, Mr Hanjing Xu and Mr Francis Harper (or their respective nominees), should they elect to subscribe for Shares under the Placement (**Participating Directors**).

### 3.2 Listing Rules

Listing Rule 10.11 provides that, unless a specified exception applies, a company must not issue or agree to issue securities to a related party without the approval of ordinary shareholders. A “related party”, for the purposes of the Listing Rules, has the meaning given to it in the Corporations Act, and includes the directors of a company.

As such, Shareholder approval is sought under Listing Rule 10.11 as Resolutions 3 & 4 proposes the issue of 1,177,420 Shares and 435,484 to Mr Xu and Mr Harper respectively on the same terms as the Placement. Messrs Xu and Harper are related parties of the Company by virtue of their directorships.

As Shareholder approval is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1.

If Resolutions 3 & 4 are not passed the Messrs Xu and Harper will not be able to proceed with issuing the Placement Shares to the Participating Directors under the Placement

### 3.3 Listing Rule 10.13 Requirements

In compliance with the information requirements of Listing Rule 10.13, Shareholders are advised of the following information:

(a) **Names of persons to receive securities**

Mr Hanjing Xu (or his nominee) with respect to Resolution 3; and

Mr Francis Harper (or his nominee) with respect to Resolution 4.

(b) **Maximum number of securities to be issued**

The maximum number of shares to be acquired by Mr Xu under Resolution 3 is 1,177,420 Shares.

The maximum number of shares to be acquired by Mr Harper under Resolution 4 is 435,484 Shares.

(c) **Date of issue**

The Shares will be issued no later than 1 month after the date of the General Meeting (or such later date as permitted by ASX waiver or modification of the Listing Rules).

(d) **Relationship with the Company**

The Shares are proposed to be issued to Director Mr Hanjing Xu and Mr Francis Harper who are related parties of the Company by virtue of being Directors of the Company.

(e) **Issue price**

The issue price per Share is \$0.62.

(f) **Terms of issue**

The Shares will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company’s existing Shares and rank equally in all respects with the existing Shares.

The Company will apply to ASX for official quotation of the Shares.

(g) **Intended use of the funds raised**

The funds raised through the Placement are to be used to:

- (i) additional mineral resource drilling over the next 12 months of approximately 45,000 metres budgeted;
- (ii) exploration drilling of 25,000 metres (combination of diamond and aircore) across multiple targets outside of the existing resources;
- (iii) costs associated with the Pre-Feasibility Study (due Q1 2021) and the Definitive Feasibility Study;
- (iv) provide flexibility to commit to some long lead time items associated with mine development, including land acquisitions; and
- (v) for general working capital requirements.

(h) **Voting exclusion statement**

A voting exclusion statement for Resolutions 3 & 4 are included in the Notice of General Meeting preceding this Explanatory Statement.

### **3.4 Regulatory Requirements: Corporations Act**

Chapter 2E of the Corporations Act regulates the provision of “financial benefits” to “related parties” by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A “related party” is widely defined under the Corporations Act and includes the directors of the company. As such, the Directors of the Company are related parties of the Company for the purposes of Section 208 of the Corporations Act.

A “financial benefit” is construed widely and in determining whether a financial benefit is being given, Section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

The issue of the Shares under Resolutions 3 & 4 constitutes the provision of a financial benefit to a related party.

One of the nominated exceptions to the requirement to obtain shareholder approval under Chapter 2E of the Corporations Act is where the provision of the financial benefit is on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm’s length (or on terms less favourable than arm’s length). Given the Messrs Xu and Harper will be participating in the Placement on the same arm’s length terms as the parties who are not related parties of the Company, the Board considers the issue of Shares under Resolutions 3 & 4 to constitute the provision of a financial benefit on arm’s length terms and accordingly, that Shareholder approval under Chapter 2E of the Corporations Act is not required.

### **3.5 Board Recommendation**

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the

Company or benefits foregone by the Company in granting the Shares to Messrs Xu and Harper pursuant to Resolutions 3 & 4.

Mr Hanjing Xu has a material personal interest in the outcome of Resolution 3 and accordingly does not make a voting recommendation to Shareholders. Mr Francis Harper has a material personal interest in the outcome of Resolution 4 and accordingly does not make a voting recommendation to Shareholders.

The Directors, other than Messrs Xu and Harper who have a material personal interest in the outcome of the Resolutions, recommend that Shareholders vote in favour of Resolutions 3 & 4 on the basis that the grant of the Shares will allow the Company to adequately reward and incentivise Messrs Xu and Harper whilst preserving the Company's limited cash reserves.

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#### **4. RESOLUTION 5: RATIFICATION OF PRIOR ISSUE OF B&F MINERALS SHAREHOLDER SHARES**

##### **4.1 Background**

On 12 June 2020 the Company advised it had issued 1,385,302 ordinary shares to its joint venture partner, being the shareholders of B&F Minerals Sarl (other than Tietto Minerals) (**B&F Minerals Shareholder Shares**), in satisfaction of a US\$250,000 milestone cash payment made pursuant to the joint venture agreement over the Abujar Middle Tenement (**B&F JV**).

Under the terms of the B&F JV, Tietto is obliged to make the milestone payment following delineation of an additional 500,000oz of JORC-code compliant resource ounces which was achieved on 12 November 2019. The B&F Minerals Shareholder Shares were issued at a deemed price of A\$0.26, the same price at which the A\$17 million placement was carried out at the time at which the milestone was achieved.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

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

Resolution 5 is proposed for the purposes of ASX Listing Rule 7.4 which provides that shareholders may ratify the issue of securities made without their prior approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of such a ratification is to refresh the company's maximum discretionary power to issue further shares up to 15% of its' issued capital in circumstances contemplated by that Listing Rule.

The Company confirms that the issue of the B&F Minerals Shareholder Shares the subject of Resolution 5 did not breach ASX Listing Rule 7.1. If Resolution 5 is not passed, the B&F Minerals Shareholder Shares will be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of such Shares.

##### **4.2 Listing Rule 7.5 Requirements**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) a total of 1,385,302 B&F Minerals Shareholder Shares were issued at a deemed issue price of \$0.26 per Share in satisfaction of a US\$250,000 milestone cash payment. Accordingly, no funds were raised from the issue of the B&F Minerals Shareholder Shares.

- (b) the B&F Minerals Shareholder Shares issued were fully paid ordinary shares which rank equally with all other fully paid ordinary shares on issue; and
- (c) the B&F Minerals Shareholder Shares were issued to Mr Yao N’Kanza and Mr Bamba Henri who are not related parties of the Company.

#### **4.3 Board Recommendation**

The Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 5.

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### **5. RESOLUTION 6: APPROVAL OF GRANT OF SECURITIES TO DIRECTOR – MR MARK STRIZEK**

#### **5.1 General**

On 1 January 2020 Mr Mark Strizek was appointed Executive Director following his original appointment as a Non-Executive Director in July 2017. Mr Strizek has been instrumental in assisting with the technical development and marketing of the Abujar Gold Project and the Company has agreed to issue the following incentive securities to Mark Strizek as part of his remuneration:

- 500,000 Performance Rights comprising:
  - o 250,000 performance rights convertible into ordinary shares upon the Company achieving an aggregate of at least 3.0M oz with cut-off grade of at least 0.4g/t within pit shell and at least 0.8g/t beyond pit shell; and
  - o 250,000 performance rights convertible into ordinary shares upon the Company achieving a positive pre-feasibility study on the Abujar Gold Project.

(together, the **Director Securities**).

The Board has determined that the grant of Director Securities under the Long Term Incentive Plan to Mr Mark Strizek is an appropriate form of long term incentive for the Company’s Key Management Personnel. The Board considers that Mr Mark Strizek is essential to the operation of Tietto’s ongoing business.

Accordingly, the Company is proposing, subject to obtaining Shareholder approval, to issue the Director Securities to the Mr Mark Strizek (or his nominees) under the Long Term Incentive Plan, the key terms of which are set out in Schedule 1.

In determining Mr Mark Strizek’s remuneration package, including this proposed issue of Director Securities under the Long Term Incentive Plan, the Board considered the scope of the Mr Strizek’s role, the business challenges facing Tietto and market practice for the remuneration of officers in positions of similar responsibility. Accordingly, they determine this proposed grant of Director Securities is appropriate.

Full terms and conditions of the Performance Rights are set out in Schedule 2. Shares issued on conversion of the Performance Rights will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company’s existing Shares on issue.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 10.14 for the issue of the Director Securities to Mr Mark Strizek or his nominees. If resolution 6 is not passed by shareholders, the Company will need to assess alternate methods of remunerating its executive personnel.

#### **5.2 Specific information required by Listing Rule 10.14**

Listing Rule 10.11 provides a general restriction against issuing securities to directors without shareholder approval.

Listing Rule 10.14 provides that a company must not issue Equity Securities to a director of the company under an employee incentive scheme unless the issue has been approved by holders of ordinary securities. If approval is given by shareholders under Listing Rule 10.14, separate shareholder approval is not required under Listing Rule 10.11.

In compliance with the information requirements of Listing Rule 10.15A, Shareholders are advised of the following information:

- (a) The maximum number of Director Securities to be issued to Mr Mark Strizek is:
- 500,000 Performance Rights comprising:
    - o 250,000 performance rights convertible into ordinary shares upon the Company achieving an aggregate of at least 3.0M oz with cut-off grade of at least 0.4g/t within pit shell and at least 0.8g/t beyond pit shell; and
    - o 250,000 performance rights convertible into ordinary shares upon the Company achieving a positive pre-feasibility study on the Abujar Gold Project.
- (b) The Director Securities are being issued to the Mr Strizek as part of the incentive component of the his remuneration and are being issued for nil cash consideration. Accordingly, no funds will be raised from the issue of the Director Securities and no loan.
- (c) The following persons, referred to in Listing Rule 10.14, received securities under the Company's incentive scheme since its last approval:

Name	Number of Options	Number of Performance Rights	Acquisition price of Performance Rights
Caigen Wang	11,810,260	11,375,000	Nil
Francis Harper	4,125,000	3,087,500	Nil
Mark Strizek	1,625,000	1,706,250	Nil
Hanjing Xu	1,625,000	1,706,250	Nil
Paul Kitto	2,000,000	4,500,000	Nil

- (d) Under the Long Term Incentive Plan, Director Options and Performance Rights may be issued to all Directors, or their permitted nominees, but for the purposes of Resolution 6, at this time, the Company is only seeking to grant the Director Securities to Mr Mark Strizek (and/or his nominees). The persons referred to in Listing Rule 10.14 who are entitled to participate in the Long Term Incentive Plan are Messrs Caigen Wang, Francis Harper, Mark Strizek, Hanjing Xu and Dr Paul Kitto. These recipients are the only people referred to in Listing Rule 10.14 currently eligible to participate in the Long Term Incentive Plan. Any additional persons who become entitled to participate in the Long Term Incentive Plan after this Resolution is approved, and who are not named in this Notice of Meeting, will not participate until approval is obtained under Listing Rule 10.14.
- (e) The Company will issue the Director Securities no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules), and it is intended that all of the Director Securities will be issued on the same date.

- (f) Mr Mark Strizek is a related party of the Company by virtue of being a Director.
- (g) Details of any securities issued under the Long Term Incentive Plan will be published in each annual report of the Company relating to a period in which securities have been issued, and that approval for the issue of securities was obtained under Listing Rule 10.14.
- (h) Mr Strizek's remuneration currently comprises \$251,141 per annum (excluding superannuation) and a fixed term of two years to 31 December 2021.
- (i) The latest date that the Company will issue Director Securities will be no later than 3 years after the date of the General Meeting.
- (j) No loans have or will be made by the Company in connection with the Director Securities.
- (k) A voting exclusion statement is included in the Notice.

### **5.3 Regulatory Requirements: Corporations Act**

A summary of the Corporations Act requirements is set out in section 3.4 of this Notice.

The issue of the Director Securities under Resolution 6 constitutes the provision of a financial benefit to a related party.

It is the view of the Directors that the proposed issue of Shares pursuant to Resolution 6 falls within the "reasonable remuneration" exception under Section 211 of the Corporations Act given the circumstances of the Company and the position held by Mr Strizek.

Accordingly, the Directors have determined not to seek Shareholder approval for the purposes of Section 208 of the Corporations Act for the issue of the Director Securities to Mr Strizek.

### **5.4 Board Recommendation**

The Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Director Securities to Mr Strizek.

The Directors, other than Mr Mark Strizek who has a material personal interest in the outcome of Resolution 6, recommend that Shareholders vote in favour of Resolution 6 on the basis that the grant of the Director Securities will allow the Company to adequately reward Mr Mark Strizek, in his role as a Director, whilst preserving the Company's limited cash reserves.

Mr Mark Strizek has a material personal interest in the outcome of Resolution 6 and accordingly does not make a voting recommendation to Shareholders.

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## GLOSSARY

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**\$** means Australian dollars.

**ASIC** means the Australian Securities and Investments Commission.

**Associate** has the meaning given to that term in the ASX Listing Rules.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**B&F JV** has the meaning set out in section 4.1 of the Explanatory Statement.

**B&F Minerals Shareholder Shares** has the meaning set out in section 4.1 of the Explanatory Statement.

**Board** means the current board of directors of the Company.

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

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Tietto Minerals Limited (ACN 143 493 118).

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

**Director Securities** has the meaning set out in section 5.1 of the Explanatory Statement.

**Directors** means the current directors of the Company.

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

**Explanatory Statement** means the explanatory statement accompanying the Notice.

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

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



executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

**Participating Directors** has the meaning set out in section 3.1 of the Explanatory Statement.

**Placement** has the meaning given to that term at section 1.1 of the Explanatory Statement.

**Project** has the meaning given to that term at section 1.1 of the Explanatory Statement.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Party** has the meaning given to that term in the Corporations Act.

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

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

**Shareholder** means a holder of a Share.

**Tranche 1 Placement Shares** has the meaning set out in section 1.1.

**Tranche 2 Placement Shares** has the meaning set out in section 1.1.

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

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## SCHEDULE 1 – SUMMARY OF LONG TERM INCENTIVE PLAN

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### 1. PARTICIPATION

The board of directors (**Board**) of Tietto Minerals Limited (**Company**) may from time to time in its sole and absolute discretion determine that a person who is an eligible employee under the Long Term Incentive Plan (**Eligible Employee**) may participate in the Long Term Incentive Plan (**Plan**).

### 2. OFFERS TO PARTICIPATE

Following a determination that an Eligible Employee may participate in the Plan, the Board may at any time and from time to time make an invitation to an Eligible Employee to apply for the grant of Performance Rights or Options (**Awards**) under the rules in respect of the operation of the Plan (**Rules**) to the Eligible Employee (**Offer**).

The terms and conditions of Awards offered or granted under the Rules to each Eligible Employee will be determined by the Board in its sole and absolute discretion and set out in an offer letter delivered to the Eligible Employee (**Offer Letter**). The Offer Letter will include as a minimum:

- (a) the date of the Offer;
- (b) the name of the Eligible Employee to whom the Offer is made;
- (c) the number and type of Award which are capable of becoming exercisable if the conditions (if any) are met;
- (d) the grant date;
- (e) in the case of an Option, the exercise price and the exercise period;
- (f) the expiry date (if any);
- (g) any applicable conditions associated with the Award;
- (h) any disposal or other restrictions attaching to the Award or the fully paid ordinary share (**Share**) issued upon exercise of the Award;
- (i) any rights attaching to the Awards; and
- (j) agreement with the Eligible Employee for the Company to supply details to third parties where required by law.

### 3. RULES OF THE PLAN

Under the Plan, Performance Rights and/or Options may be offered to Eligible Employees as determined by the Board.

The following is a summary of the key terms of the Plan:

- (a) **Nature of Awards:** Each Option or Performance Right entitles the participant holding the Option or Performance Right, to subscribe for, or be transferred, one Share. Any Share acquired pursuant to the exercise of an Award will rank equally with all existing Shares from the date of acquisition.
- (b) **No consideration:** An Eligible Employee will not pay anything for the grant of Awards.
- (c) **Conditions:** Awards may be subject to exercise conditions, performance hurdles or vesting conditions (**Conditions**). These Conditions must be specified in the Offer Letter to Eligible Employees. In the event that a takeover bid for the Company is declared unconditional, there is a change of control in the Company, or if a merger by way of a scheme of arrangement has been approved by a court, then the Board may determine that:
- (i) all or a percentage of unvested Options will vest and become exercisable;
  - (ii) all or a percentage of Performance Rights will be automatically exercised; and
  - (iii) any Shares issued or transferred to a participant under the Plan that have restrictions (on their disposal, the granting of any security interests in or over, or otherwise on dealing with), will be free from any restrictions on disposal.
- (d) **Vesting of Awards:** Awards will vest if and when any Conditions have been satisfied, waived by the Board, or are deemed to have been satisfied under the Rules, and the Company has issued a notice (**Vesting Notification**) to the participant informing them that some or all of their Awards have vested.
- (e) **Exercise of Awards:** The period during which a vested Award may be exercised will commence when a Vesting Notification has been issued by the Company and ends on the Expiry Date (as defined below). Vested Awards must be exercised by delivering to the Company a signed notice together all other required documents and in the case of vested Options, a cheque or cash or such other form of payment determined by the Board for the amount of the Exercise Price (if any).
- (f) **Lapse:**
- (i) Unvested Awards will generally lapse on the earlier of:
    - (A) the cessation of employment, engagement or office of a relevant person;
    - (B) the day the Board makes a determination that all unvested Awards and vested Options of the relevant person will lapse because, in the opinion of the Board a relevant person has acted fraudulently or dishonestly, or is in material breach of his or her duties or obligations to the Company;
    - (C) if any applicable Conditions are not achieved by the relevant time;
    - (D) if the Board determines that any applicable Conditions have not been met and cannot be met prior to the date that is 5 years from the grant date of an Award or any other date determined by the Board and as specified in the Offer (**Expiry Date**); or

- (E) the Expiry Date.
- (ii) Where a relevant person who holds Awards ceases employment with the Company and becomes a “Bad Leaver”, unvested Awards will lapse in accordance with paragraph (i) above and vested Options that have not been exercised will lapse on the date of cessation of employment, engagement or office. A Bad Leaver is a person who ceases employment or engagement with the Company in the following circumstances:
  - (A) as a result of termination of their employment or engagement due to serious and wilful misconduct, a material breach of their contract of employment, engagement or office, gross negligence or other conduct justifying termination without notice under their contract of employment, engagement or office or at common law;
  - (B) the relevant person ceases their employment, engagement or office for any reason and commences employment, engagement or office, or otherwise acts, in breach of any post-termination restrictions contained in his or her contract of employment, engagement or office; or
  - (C) the relevant person is disqualified from managing corporations for the purposes of Part 2D.6 Corporations Act.
- (g) **Good Leaver:** If a relevant person, who is classified as a “Good Leaver”, ceases employment, engagement or office with the Company, unless the Board determines otherwise, the persons Awards will lapse in accordance with the terms of the Plan and vested Options that have not been exercised will continue in force and remain exercisable, subject to the satisfaction of any exercise conditions, until the Expiry Date. A Good Leaver is a person who is not a Bad Leaver, and includes where the relevant person’s employment, engagement or office ceases due to death, permanent incapacity, redundancy, resignation, retirement or any other reason the Board determines in its discretion.
- (h) **No assignment:** Awards granted under the Plan may not be assigned, transferred, novated, encumbered with a security interest (such as a mortgage, charge, pledge, lien, encumbrance or other third party interest of any nature) over them, or otherwise disposed of by a participant, other than to a nominated party (such as a spouse, child, trustee of a trust or company) in accordance with the Plan, unless:
  - (i) the prior consent of the Board is obtained; or
  - (ii) such assignment or transfer occurs by force of law upon the death of a participant to the participant's legal personal representative.
- (i) **Issue Limitations:** The Board is not entitled to make an Offer to an Eligible Employee if offers of Awards under the Plan or under similar plans (excluding offers to persons situated at the time of receipt of the offer outside of Australia, that do not require the use of a disclosure document, or made under a disclosure document) in the previous 3 years would exceed 5% of the issued capital of the Company.
- (j) **Amendment of the Plan:**
  - (i) The Board may at any time amend the Rules without shareholder approval in respect of the following matters:

- (A) amendments of a "housekeeping" nature;
  - (B) changing the vesting and exercise provisions of the Plan or any Award so that the scheduled expiry date for an Award is not extended, including to provide for accelerated vesting and early exercise of any Awards;
  - (C) changing the termination provisions of the Plan or any Award so that an Award's originally scheduled expiry date is not extended;
  - (D) changing the provisions on transferability of Awards for normal estate settlement purposes;
  - (E) changing the process by which a Participant who wishes to exercise his or her Award can do so, including the required form of payment for the Shares being purchased, the form of exercise notice and the place where such payments and notices must be delivered; and
  - (F) adding a conditional exercise feature which would give Participants the ability to conditionally exercise in certain circumstances determined by the Board.
- (ii) No amendment to the Rules may be made if the amendment materially reduces the rights of any participant in respect of the Awards granted to them prior to the date of the Amendment (except in relation to amendments stipulated by the Rules).
  - (iii) No amendment to the Plan that requires shareholder approval under any applicable securities laws or requirements shall become effective until such approval is obtained.
  - (iv) The Board may at any time terminate the Plan or suspend the operation of the Plan.

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## **SCHEDULE 2 – TERMS & CONDITIONS ATTACHING TO PERFORMANCE RIGHTS**

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- (a) Each Performance Right shall carry the right in favour of the holder to be issued one Share on satisfaction of the following conditions (together, the **Vesting Conditions**):
- a. in the case of 250,000 Performance Rights, upon achieving in respect of the Projects, an aggregate of at least 3.0M oz with cut-off grade of at least 0.4g/t within pit shell and at least 0.8g/t beyond pit shell; and
  - b. in the case of 250,000 Performance Rights, upon achieving a positive pre-feasibility study on the Abujar Gold Project.
- (b) A Performance Right may only be exercised after that Performance Right has vested and before the date that is 4 years after the date of issue (**PR Expiry Date**). A Performance Right vests upon satisfaction of the relevant Vesting Condition as determined by the Board.
- (c) An unvested Performance Right will lapse upon the first to occur of:
- a. the relevant Vesting Condition not being satisfied by PR Expiry Date;
  - b. termination of the holder's employment or engagement with the Company on the basis that the holder acted fraudulently or dishonestly in relation to the Company; or
  - c. on certain conditions associated with a "change of control event" as that term is defined in the Long Term Incentive Plan.
- (d) A Performance Right which has vested but has not been exercised will lapse upon the first to occur of (i) the close of business on the PR Expiry Date, (ii) the transfer or purported transfer without the consent of the Board, (iii) the holder acting fraudulently or dishonestly in relation to the Company, or (iv) on certain conditions associated with a "change of control event" as that term is defined in the Long Term Incentive Plan.
- (e) Shares allotted to holders on exercise of Performance Rights shall rank from the date of allotment, equally with existing Shares in all respects and shall be issued for nil consideration.
- (f) Performance Rights shall not be listed for Official Quotation on ASX. The Company shall, in accordance with the Listing Rules, make application to have the Shares allotted pursuant to an exercise of Performance Rights listed for Official Quotation on ASX.
- (g) Performance Rights may only be transferred with the consent of the Board or by force of law upon the death of a holder. Shares may only be transferred upon the expiration of a period (if any) advised to the holder at the time the Performance Rights relating to those Performance Shares were issued.
- (h) There are no participating rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders unless a Performance Right has vested and been exercised and a Share has been issued in respect of that Performance Right.
- (i) In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the vesting of any Performance Rights, the number of Shares to which each holder is entitled upon exercise of the Performance Rights or any amount payable on exercise the Performance Rights or both will be adjusted in a manner determined by the Board which complies with the provisions of the Listing Rules to ensure that no advantage or disadvantage accrues to the holder as a result of such corporate actions.

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

Holder Number:

## Vote by Proxy: TIE

Your proxy voting instruction must be received by **10.00am (WST) on Tuesday, 8 September 2020** 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 VOTE ONLINE

#### Vote online at <https://investor.automic.com.au/#/loginsah>

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

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.

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman 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

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

You must sign this form as follows in the spaces provided

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

**Joint holding:** Where the holding is in more than one name, all of the 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>.

#### ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

#### POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



