

AMANI GOLD LIMITED

ACN 113 517 203

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.00 am (Adelaide time)

DATE: Friday 30 April 2021

PLACE: Minter Ellison, Level 10, 25 Grenfell Street, Adelaide South Australia 5000

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 11.00 am (Adelaide time) on 28th April 2021.

SPECIAL BUSINESS

RESOLUTION 1 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES UNDER A PLACEMENT

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue and allotment by the Company of 1,400,000,000 Shares on 18 February 2021 under a Placement to professional and sophisticated investors, is approved.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of any person who participated in the issue and any of their associates. However, this does not apply to a vote cast in favour of a resolution by:

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

RESOLUTION 2 – ISSUE OF SHARES UNDER A PLACEMENT

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment by the Company of up to 1,600,000,000 Shares, on the terms and conditions set out in the Explanatory Memorandum, is approved.”

Voting Exclusion: The Company will disregard any votes cast in favour of 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, except a benefit solely by reason of being a holder of Shares, or any of their associates. However, this does not apply to a vote cast in favour of a resolution by:

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

RESOLUTION 3 – ISSUE OF OPTIONS TO PLACEMENT PARTICIPANTS

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment by the Company of up to 3,000,000,000 Options on the terms and conditions set out in the Explanatory Memorandum, is approved.”

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who participated in or is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Options, or any of their associates. However, this does not apply to a vote cast in favour of a resolution by:

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

RESOLUTION 4 – APPROVAL OF ISSUE OF OPTIONS TO MR ANTONY TRUELOVE

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

"That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment by the Company of 15,000,000 Options to Mr Antony Truelove, or his respective nominee, as participant of a previous Placement as summarised in the Explanatory Memorandum, is approved".

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 4 by Mr Antony Truelove or any other person who will obtain a material benefit as a result of the issue of the securities or any of their associates (except a benefit solely by reason of being a holder of ordinary securities in the Company). However, this does not apply to a vote cast in favour of a resolution by:

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

RESOLUTION 5 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR KLAUS ECKOFF

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

"That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 1,000,000,000 Performance Rights to Mr Klaus Eckoff on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting".

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 5 by Mr Klaus Eckoff or any other person who will obtain a material benefit as a result of the issue of the securities or any of their associates (except a benefit solely by reason of being a holder of ordinary securities in the Company). However, this does not apply to a vote cast in favour of a resolution by:

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

Dated 26th March 2021



By order of the Board

**Nick Harding
Company Secretary**

Ordinary Resolutions

Each of the Resolutions are ordinary resolutions, requiring a simple majority of the votes cast by Shareholders entitled to vote on them.

Voting in person

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

Voting by proxy

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

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

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

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

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

For proxies without voting instructions that are exercisable by the Chair of the Meeting, the Chair intends to vote those proxies in the manner stated in the Explanatory Statement. The Chair will be deemed to be appointed where a signed proxy form is returned that does not contain the name of the proxy or where the person appointed on the form is absent from the Meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist Shareholders in consideration of Resolutions proposed for the General Meeting of the Company to be held at the Minter Ellison Office located on Level 10, 25 Grenfell Street, Adelaide South Australia 5000 on Friday 30th April 2021 commencing at 11 am (Adelaide time ACDT).

It should be read in conjunction with the accompanying Notice of General Meeting.

RESOLUTION 1 – RATIFICATION OF A PREVIOUS ISSUE OF SHARES UNDER A PLACEMENT

On 8 February 2021 the Company announced it had received firm commitments for a Placement of up to 3,000,000,000 Shares at an issue price of \$0.001 each to professional and sophisticated investors to raise a total of up to \$3,000,000 before costs (**Issue**). Each Placement Share will include 1.0 free attaching ANLOA listed Option, with each having an exercise price of \$0.0015 and expiry date of 15 January 2024. The Placement is to be conducted over two tranches in order to obtain Shareholder approval for the full amount to be raised.

Tranche 1 comprising 1,400,000,000 Shares and raising \$1,400,000 before costs, was completed on 18 February 2021 without Shareholder approval and was accommodated within the Company's available issue capacity under Listing Rule 7.1. Resolution 1 seeks ratification by Shareholders for this issue comprising Tranche 1 of the Placement.

Listing Rule 7.1 prohibits a listed company from issuing equity securities representing more than 15% of its issued capital in any 12 month period without first obtaining Shareholder approval (subject to certain exceptions).

Under Listing Rule 7.4, a company can seek ratification of securities issued that have been made within the previous 12 month period if:

- a) The issue does not breach Listing Rule 7.1; and
- b) Shareholders subsequently approve such issue.

The effect of such ratification is that the issue of the Shares is then deemed to have been made with Shareholder approval, thus not counting towards the 15% limit. The approved securities are also included in the base number for calculating the Company's 15% limit, thereby increasing the number of equity securities the Company can issue without first having to obtain Shareholder approval under Listing Rule 7.1.

The issue of the Shares did not breach Listing Rule 7.1 and did not require Shareholder approval. The Company now seeks Shareholder approval to ratify the issue of the Tranche 1 Placement Shares pursuant to Listing Rule 7.4. This will have the same effect as if Shareholder approval had been obtained before the Company issued the Shares.

If Resolution 1 is passed, the Issue will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of the issue. This will provide the Company with the ability to issue more securities in the future, eg a placement to sophisticated and/or professional investors, without seeking Shareholder approval, if the Board considers that it is in the interests of the Company to do so.

If Resolution 1 is not passed, the Issue will be included in calculating the Company's 15% limit under 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 the issue.

Listing Rule 7.5 requires the following information to be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

- a) 1,400,000,000 Shares were issued on 18 February 2021;
- b) The issue price was \$0.001 per Share for a total consideration of \$1,400,000 before costs;
- c) The Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- d) The Shares were issued to various sophisticated and professional investors identified by Euroz Hartley's Limited (Euroz Hartley's), as broker of the Placement. None of these subscribers are:
 - a. a Related Party of the Company;
 - b. a member of key management personnel;
 - c. or will become a substantial shareholder;
 - d. an adviser to the Company; or

e. an associate of any of the above

and will be issued more than 1% of the Company's current issued capital.

- e) The funds raised by the issue of the Shares will be primarily used to advance the Company's Giro Gold Project in the DRC including undertaking deep core drilling programs, upgrade to resource estimates for the Kebigada deposit, mining feasibility studies and for general working capital purposes; and
- f) A voting exclusion statement has been included in the Notice of General Meeting.

Directors' Recommendation

The Directors believe that the ratification of this issue and the refresh of the 15% capacity under Listing Rule 7.1 is beneficial to the Company. All Directors recommend that Shareholders vote in favour of Resolution 1. The Chair intends to vote undirected proxies in favour of Resolution 1.

RESOLUTION 2 – ISSUE OF SHARES UNDER A PLACEMENT

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary shares on issue at the start of the period. The issue and allotment of up to 1,600,000,000 Shares under Tranche 2 of the Placement to professional and sophisticated investors announced on 8 February 2021 cannot be accommodated within the Company's 15% placement capacity under Listing Rule 7.1 and does not fall within any of the exceptions. It therefore requires approval of the Company's shareholders under Listing Rule 7.1.

Resolution 2 seeks Shareholder approval for the issue and allotment of up to 1,600,000,000 Shares comprising Tranche 2 of the Placement. If Resolution 2 is approved, the Shares will not be counted towards the 15% 12 month limit on the issue of equity securities permitted by Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of Shares under Tranche 2 and therefore will not be able to raise an additional \$1,600,000 before costs as Tranche 2. As a consequence, the Company may have to delay some activities on the Giro Gold Project and other exploration until further funds are raised. To this end, Resolution 2 seeks Shareholder approval to the Issue under Tranche 2 for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the issue of Shares under Tranche 2 can proceed without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 2 is not passed, the issue of Shares under Tranche 2 might still proceed in part but it will reduce to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

None of the placees are a related party (within the meaning of the Corporations Act or the ASX Listing Rules) of the Company.

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders:

- a) The maximum number of Shares that may be issued and allotted to professional and sophisticated investors under Tranche 2 of the Placement is 1,600,000,000 Shares;
- b) The Company will issue and allot the Shares comprised in Tranche 2 as soon as practicable following the Meeting and, in any event, no later than three months after the date of the Meeting;
- c) The issue price for the Shares is \$0.001 per Share for a total consideration of \$1,600,000 before costs;
- d) The Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- e) The Shares will be issued and allotted to a number of professional and sophisticated investors identified by Euroz Hartleys Limited, as broker to the Placement. None of the professional and sophisticated investors identified are:
 - a. a Related Party of the Company;
 - b. a member of key management personnel;
 - c. or will become, a substantial shareholder;
 - d. an adviser to the Company; or
 - e. an associate of any of the above

and will be issued more than 1% of the Company's current issued capital.

- f) The funds raised by the issue of the Shares will be primarily used to advance the Company's Giro Gold Project in the DRC including undertaking deep core drilling programs, upgrade to resource estimates for the Kebigada deposit, mining feasibility studies and for general working capital purposes; and
- g) A voting exclusion statement has been included in the Notice of General Meeting.

Directors' Recommendation

All Directors recommend that Shareholders vote in favour of Resolution 2. The Chair intends to vote undirected proxies in favour of Resolution 2.

RESOLUTION 3 – ISSUE OF OPTIONS TO PLACEMENT PARTICIPANTS

Under the Placement announced by the Company on 8 February 2021, one of the terms of the offer made to professional and sophisticated investors was that for every Placement Share issued, each investor would also receive 1.0 free attaching ANLOA listed Option, with each Option having an exercise price of \$0.0015 and an expiry date of 15 January 2024.

Listing Rule 7.1 prohibits a listed Company from issuing equity securities representing more than 15% of its issued capital in any 12 month period without first obtaining Shareholder approval (subject to certain exceptions). The issue of Options to placees under the Placement does not fall within any of these exceptions and exceeds the 15% limit under Listing Rule 7.1.

Resolution 3 seeks approval by Shareholders under Listing Rule 7.1 for the issue for up to 3,000,000,000 Options to the participants of the Placement or their nominees.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Options under the Placement and therefore will not be able to raise an additional \$1,600,000 before costs under Tranche 2 as it will be withdrawn. As a consequence, the Company may have to delay some activities on the Giro Gold Project and other exploration until further funds are raised. To this end, Resolution 3 seeks Shareholder approval for the issue of the Options for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the issue of Options can proceed without using up any of the Company's 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

If Resolution 3 is not passed, the issue of Options might still proceed in part but it will reduce to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue.

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders:

- a) The Company will issue a maximum of 3,000,000,000 Options;
- b) The Options will be issued no later than three months after the date of this Meeting or such later date permitted by ASX;
- c) The Options will not be issued for cash consideration but are provided as a free incentive for investors to participate in the Placement;
- d) The Options will be issued to participants of the two tranche Placement or their nominees;
- e) Full terms of the Options are set out in Annexure A;
- f) No funds will be raised from the issue of the Options; and
- g) A voting exclusion statement has been included in the Notice of General Meeting.

Directors' Recommendation

All Directors recommend that Shareholders vote in favour of Resolution 3. The Chair intends to vote undirected proxies in favour of Resolution 3.

RESOLUTION 4 – APPROVAL OF ISSUE OF OPTIONS TO MR ANTONY TRUELOVE

Non-Executive Director Mr Antony Truelove was a participant in the Placement announced by the Company on 23 June 2020 on the same terms as other professional and sophisticated investors who participated in the offer. Approval was provided by shareholders at the General Meeting held on 15 October 2020 for Mr Truelove to participate in the Placement.

The Placement was undertaken at an issue price of \$0.001 per share and included 1.5 free attaching listed Options for every share subscribed, with each Option having an exercise price of \$0.0015 and expiry date three years from the date of issue, which was also approved by shareholders at the General Meeting held on 15 October 2020.

Mr Truelove was consequently issued with 10,000,000 shares on 2 November 2020 resulting from a subscription amount of \$10,000 remitted by him under the Placement.

The listed Options under the Placement were required to be issued within 3 months following the receipt of shareholder approval, with the Options subsequently being issued on 15 January 2021 under a compliance prospectus dated 13 January 2021. As the securities issued to directors under the Placement were required to be issued no later than one month following the receipt of shareholder approval, only the 10,000,000 shares were issued to Mr Truelove with the free 15,000,000 listed Options now requiring renewed shareholder approval before being issued to him.

Listing Rule 10.11 prohibits the issue of equity securities by the Company to any of its Directors without prior Shareholder approval. The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires Shareholder approval of the Company's Shareholders under Listing Rule 10.11.

Resolution 4 seeks Shareholder approval to issue the listed Options to Non-Executive Director Mr Antony Truelove as a participant of the Placement announced on 23 June 2020.

If Resolution 4 is passed, the Company can proceed with the issue of the listed Options to Mr Truelove under the Placement as he is entitled to receive under the terms of the Placement.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of listed Options to Non-Executive Director Mr Antony Truelove. In this event, given the terms of the Placement entitled Mr Truelove to the 1.5 free attaching Options for every share subscribed, the Company may be required to negotiate some form of separate agreement with Mr Truelove which may reduce the total subscription amount received by the Company as part of Mr Truelove's subscription.

The following information is provided in accordance with Listing Rule 10.13 for the purposes of the Shareholder approval required by Listing Rule 10.11:

- a) The listed Options will be issued to Mr Antony Truelove or his respective nominee, who is a related party given he is a director of the Company;
- b) The maximum number of Options to be issued is 15,000,000;
- c) The Options will be issued no later than one month after the date of this Meeting or such later date permitted by ASX;
- d) There is no cash consideration for the Options;
- e) The Options to be issued will be listed ANLOA listed Options issued on the same terms and conditions as the Company's existing ANLOA listed Options;
- f) Full terms of the Options are set out in Annexure A; and
- g) No funds will be raised from the issue of the Options as they represent a free attaching option as part of the terms of the Placement announced on 23 June 2020.
- h) A voting exclusion statement in respect to Resolution 4 is included in the Notice.

Directors' Recommendation

All Directors other than Mr Truelove recommend that Shareholders vote in favour of Resolution 4. The Chair intends to vote undirected proxies in favour of Resolution 4.

RESOLUTION 5 – APPROVAL OF ISSUE OF PERFORMANCE RIGHTS TO MR KLAUS ECKOFF

On 25 February 2021 Mr Klaus Eckoff was appointed by the Board as Managing Director of the Company in addition to his role as Chairman. As part of the remuneration package negotiated with him, Mr Eckoff is to receive 1,000,000,000 Performance Rights which are conditional on the achievement of various performance conditions and are subject to receipt of approval from shareholders.

A Performance Right is a right to be issued a Share upon satisfaction of specified performance conditions and the expiry of a vesting period. The Performance Rights proposed to be issued to Mr Eckoff will be in three tranches with each tranche having different performance criteria in order to vest. The full terms and conditions of the Performance Rights to be issued to Mr Eckoff are set out in Annexure B.

Listing Rule 10.11 prohibits the issue of equity securities by the Company to any of its Directors without prior Shareholder approval. The issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires Shareholder approval of the Company's Shareholders under Listing Rule 10.11.

If this Resolution 5 is not passed, the Company will not be able to issue 1,000,000,000 Performance Rights to Mr Eckoff as required under the terms of his Remuneration Package agreed upon his appointment as Managing Director of the Company. The Company may therefore be required to re-negotiate the terms of Mr Eckoff's remuneration following his appointment as Managing Director, at a possible expense to the Company.

The following information is provided in accordance with Listing Rule 10.13 for the purposes of the Shareholder approval required by Listing Rule 10.11:

- a) The Performance Rights will be issued to Mr Klaus Eckoff or his respective nominee, who is a related party given he is a director of the Company;
- b) The maximum number of Performance Rights to be issued is 1,000,000,000;
- c) The Performance Rights will be issued no later than one month after the date of this Meeting or such later date permitted by ASX;
- d) There is no cash consideration payable by Mr Eckoff at the time of issue of the Performance Rights or upon vesting thereof into Shares;
- e) The Performance Rights will have an expiry date of 25 February 2024, and subject to satisfaction of vesting criteria described above, conversion of Performance Rights to Shares may occur up to that date;
- f) The purpose of the issue of Performance Rights to Mr Eckoff is to compensate Mr Eckoff in exchange for his appointment as Managing Director of the Company, a role which will see Mr Eckoff manage the Company's affairs on a full-time basis;
- g) The Performance Rights are part of Mr Eckoff's remuneration package, recently agreed between Mr Eckoff and the Company in light of Mr Eckoff's appointment as Managing Director. Mr Eckoff's total remuneration package as Managing Director is salary of A\$20,000 monthly and the issue of 1 billion Performance Rights, the subject of this Resolution 5. This Remuneration Package is to replace Mr Eckoff's existing remuneration arrangements as Executive Chairman of the Board which was set out most recently in the Amani Gold Limited 2020 Annual Report, published on ASX on 1 October 2020. Mr Eckoff's most recent remuneration as Executive Chairman consists of a cash payment of \$A120,000 per annum (notwithstanding Mr Eckoff agreed to forgo one month's payment in the financial year ending June 2020); and
- h) the securities are issued as part of a remuneration package agreed between the Company and Mr Eckoff on 25 February 2021, as announced on ASX on that date. The material terms of the agreement are monthly remuneration of A\$20,000, and the issue of 1 billion performance rights with a term of three years, subject to shareholder approval at a General Meeting (i.e. the rights the subject of this Resolution). That consideration is provided to Mr Eckoff in exchange for his appointment to the additional role of Managing Director of the Company on a full-time basis, concurrent with his role as Executive Chairman of the Board. The role of Managing Director will require Mr Eckoff to manage the Company's affairs on a full-time basis; and
- i) A voting exclusion statement in respect to Resolution 5 is included in the Notice.

Directors' Recommendation

All Directors other than Mr Eckoff recommend that Shareholders vote in favour of Resolution 5. The Chair intends to vote undirected proxies in favour of Resolution 5.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

Associate has the meaning given to that term in the Corporations Act.

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

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

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

Chair means the chair of the Meeting.

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

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

Company means Amani Gold Limited (ACN 113 517 203).

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

Directors means the current directors of the Company.

Equity Securities means Shares and Options and other securities in the Company convertible into Shares.

Explanatory Memorandum means the explanatory statement accompanying the Notice of Meeting.

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.

Meeting means the meeting convened by the Notice of Meeting.

Notice of Meeting means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Option means an option to subscribe for one fully paid ordinary share in the capital of the Company and having an exercise price of \$0.0015 and an expiry date 3 years following the date of issue.

Proxy Form means the proxy form accompanying the Notice of Meeting.

Related Party has the meaning given to that term in the Corporations Act and the ASX Listing Rules.

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 registered holder of a Share.

ANNEXURE A

TERMS AND CONDITIONS OF OPTIONS

1. Each Option entitles the holder to one ordinary share in the Company.
2. Each of the Options has an exercise price of \$0.0015.
3. Each option is exercisable in whole or in part at any time during the period commencing on the date of issue and expiring 3 years from the date of issue (**Exercise Period**). Options not exercised before the Exercise Period will lapse.
4. Options are exercisable by notice in writing to the Board delivered to the registered office of the Company and payment of the exercise price per Option in cleared funds.
5. The Company will apply to ASX for official quotation of the Options.
6. The Company will make application for official quotation on ASX of New Shares allotted on exercise of the Options. Those shares will participate equally in all respects with existing issued ordinary shares, and in particular New Shares allotted on exercise of Options will qualify for dividends declared after the date of their allotment.
7. An Optionholder may only participate in new issues of securities to holders of ordinary shares in the Company if the Option has been exercised and shares allotted in respect of the Option before the record date for determining entitlements to the issue. The Company must give prior notice to the Optionholder of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules.
8. If there is a bonus issue to the holders of ordinary shares in the capital of the Company, the number of ordinary shares over which the Option is exercisable will be increased by the number of ordinary shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
9. If the Company makes a rights issue (other than a bonus issue), the exercise price of Options on issue will be reduced according to the following formula:

$$A = O - \frac{E[P - (S + D)]}{(N + 1)}$$

Where:

A = the new exercise price of the Option;

O = the old exercise price of the Option;

E = the number of underlying ordinary shares into which one Option is exercisable;

P = the average closing sale price per ordinary share (weighted by reference to volume) recorded on the stock market of the ASX during the five trading days immediately preceding the ex-rights date or ex-entitlements date (excluding special crossings and overnight sales and exchange traded options);

S = the subscription price for a security under the pro rata issue;

D = the dividend due but not yet paid on existing underlying securities (except those to be issued under the pro rata issue); and

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

10. If, during the currency of the Options the issued capital of the Company is reorganised, those Options will be reorganised to the extent necessary to comply with ASX Listing Rules.

ANNEXURE B

TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

1. **(Milestones):** Each of the Performance Rights may convert into Company Shares on a one-for-one basis on the following terms and in the following tranches, totalling the 1,000,000,000 Performance Rights to be issued to Mr Eckoff:
 - i. Tranche 1 – 333,333,333 Performance Rights will vest and convert into Shares in the event that the Company's Shares trade at a volume weighted average price of at least \$0.0015 for a consecutive period of at least 20 days;
 - ii. Tranche 2 – 333,333,333 Performance Rights will vest and convert into Shares in the event that the Company's Shares trade at a volume weighted average price of at least \$0.002 for a consecutive period of at least 20 days;
 - iii. Tranche 3 – 333,333,334 Performance Rights will vest and convert into Shares in the event that the Company's Shares trade at a volume weighted average price of at least \$0.003 for a consecutive period of at least 20 days;each a **Milestone**.
2. **(Notification to holder):** The Company shall notify the holder in writing when the Milestone has been satisfied.
3. **(Conversion):** Following the vesting of a Performance Right, a Performance Right may be exercised, by the holder lodging with the Board a Notice of Exercise of that Performance Right. Each Performance Right will convert into one (1) Share of the Company.
4. **(Share ranking):** All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.
5. **(Application to ASX)** The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.
6. **(Transfer of Performance Rights):** The Performance Rights are not transferrable.
7. **(Lapse of a Performance Right):** A Performance Right will lapse if the Milestone attached to the relevant Performance Right has not been satisfied within the time period set out in paragraph 1.
8. **(Participation in new issues)** There are no participation rights or entitlements inherent in the Performance Rights and a holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without exercising the Performance Right.
9. **(Reorganisation of capital)** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules (if applicable) at the time of the reorganisation.
10. **(Adjustment for bonus issue)** 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) the number of Shares or other securities which must be issued on the conversion of a Performance Right will be increased by the number of Shares or other securities which the holder would have received if the holder had converted the Performance Right before the record date for the bonus issue.
11. **(Dividend and Voting Rights):** The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
12. **(Change in Control):** Subject to paragraph 13, upon:
 - i. a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
 - (B) having been declared unconditional by the bidder; or
 - ii. a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,then, to the extent Performance Rights have not converted into Shares due to satisfaction of the Milestone, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.
13. **(Deferral of conversion if resulting in a prohibited acquisition of Shares):** If the conversion of a Performance Right under paragraph (c) or (l) would result in any person being in contravention of section 606(1) of the Corporations Act (General Prohibition) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:
 - i. holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition;
 - ii. the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph 13(i) within seven days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
14. **(No rights to return of capital)** A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
15. **(Rights on winding up)** A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
16. **(No other rights)** A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
17. **(Subdivision 83A-C):** Subdivision 83A-C of the Income Tax Assessment Act 1997 applies to the Performance Rights.

LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

2021 GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Amani Gold Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the meeting

OR



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held at **Minter Ellison, Level 10, 25 Grenfell Street, Adelaide South Australia 5000 on 30 April 2021 at 11.00 am (Adelaide time)** and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Ratification of a previous issue of Shares under a Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Issue of Shares under a Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of Options to Placement Participants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of issue of Options to Mr Antony Truelove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of issue of Performance Rights to Mr Klaus Eckoff	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

☐

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PLEASE NOTE: If you appoint the Chair as your proxy (or if he is appointed by default) but do not direct him how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as he sees fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy, you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

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

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11.00 am (Adelaide time) on 28 April 2021, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033