

23 April 2021

Dear Sir/Madam,

### COVID-19 – HYBRID AGM

The annual general meeting of Latin Resources Limited (ASX:LRS) (**Company**) is scheduled to be held at 32 Harrogate Street, West Leederville, Perth on Monday, 31 May 2021 at 11:00 am (AWST) (**Meeting**).

In light of the easing of the Western Australian government's COVID-19 restrictions as at the date of this Notice, Shareholders will be permitted to physically attend the Meeting. However, due to the evolving nature of COVID-19 and Australian government advice in connection with physically attending meetings, the attendance policy of the Meeting may need to be changed to comply with Australian and Western Australian government COVID-19 restrictions imposed at the time of the Meeting. If it becomes necessary or appropriate to make further and alternative arrangements to those presently proposed, the Company will notify Shareholders accordingly via the ASX platform at [asx.com.au](https://asx.com.au) (ASX: LRS) and on the Company's website at [www.latinresources.com.au](https://www.latinresources.com.au).

All Shareholders who cannot physically attend the meeting are strongly encouraged to lodge a directed proxy form prior to the Meeting.

The Directors wish to advise that pursuant to section 249S of the Corporations Act, the Company is offering Shareholders the opportunity to participate in the Meeting by:

- (a) submitting your vote prior to the Meeting by lodging the attached proxy form attached to the Notice no later than 11:00 am on 29 May 2021;
- (b) submitting questions if possible in advance of the Meeting by emailing the questions to [info@latinresources.com.au](mailto:info@latinresources.com.au) by 5:00 pm on 28 May 2021; and/or
- (c) hearing the Meeting through a teleconference, which will be available by calling:

**Australia Toll Free:** 1300 254 410

OR

**Perth Local Number:** +61 8 9460 0706

**Access Code:** Shareholder wishing to participate in the teleconference for the Meeting must call the Company to receive the teleconference access code. Please call the Company on +61 8 9460 0706 prior to the Meeting and supply your holding number for identification purposes.

Whilst the Company will provide an opportunity for Shareholders to ask questions at the Meeting, Shareholders are encouraged to submit questions in advance of the Meeting as this will provide management with the best opportunity to prepare answers.

This announcement is authorised for market release by the Board of Directors of the Company.

Sincerely,

Sarah Smith  
Company Secretary

**LATIN RESOURCES LIMITED**

**ACN 131 405 144**

**NOTICE OF ANNUAL GENERAL MEETING**

**TIME:** 11:00 am (WST)

**DATE:** 31 May 2021

**PLACE:** 32 Harrogate Street  
WEST LEEDERVILLE WA 6007

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

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting. The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00 pm on 29 May 2021.***

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual financial report of the Company for the year ended 31 December 2020 together with the Declaration of the directors, the Director's report, the Remuneration Report and the Auditor's report.

#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the year ended 31 December 2020."*

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

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### 3. RESOLUTION 2 – RE-ELECTION OF MR BRENT JONES AS DIRECTOR

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

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

#### 4. RESOLUTION 3 – ELECTION OF DIRECTOR – PABLO TARANTINI

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

*"That, for the purpose of clause 14.4 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Pablo Tarantini, a Director who was appointed as an additional Director on 2 November 2020, retires by rotation, and being eligible, is re-elected as a Director, and his compensation as an*

*independent director of the Company, as described in the Explanatory Statement, is approved."*

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**5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE**

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

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

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**Dated: 22 April 2021**

By order of the Board



**Sarah Smith  
Company Secretary  
Latin Resources Limited**

## 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.

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.

**The Directors strongly encourage all shareholders to lodge a directed proxy form prior to the Meeting.**

## Voting in person

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

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from Computershare Investor Services Pty Ltd will need to verify your identity. You can register on the day of the Meeting.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9460 0706***

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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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual financial report of the Company for the year ended 31 December 2020 together with the Declaration of the directors, the Directors' report, the Remuneration Report and the Auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's Annual financial report is available on its website at [www.latinresources.com.au](http://www.latinresources.com.au)

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

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

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

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

#### 2.2 Voting consequences

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

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

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

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

## 2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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## 3. RESOLUTION 2 – RE-ELECTION OF MR BRENT JONES AS DIRECTOR

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Brent Jones, the Director longest in office since his last re-election on 31 May 2019, retires by rotation and seeks re-election.

### 3.1 Qualifications and other material directorships

Mr Brent Jones, the Director longest in office since his last election, retires by rotation and seeks re-election.

Mr Jones is an experienced financial services professional currently acting as director of Sequoia Financial Group Ltd (ASX:SEQ) Professional Services division. Prior to the sale of InterPrac Ltd to Sequoia in 2017, Mr Jones was the Managing Director of InterPrac Limited from 2007, an unlisted public company specializing in AFSL, credit and legal services to the accounting industry.

Whilst with InterPrac and currently at Sequoia Financial Group, Mr Jones has supported and participated in many public and private capital markets transactions.

Mr Jones has a degree in information technology, is a member of the National Tax and Accountants Association and is a Graduate of the Australian Institute of Company Directors (AICD).

Mr Jones has a Bachelor of Computing (Information Systems), is a member of the National Tax and Accountants Association and is a Graduate of the Australian Institute of Company Directors (AICD).

Mr Jones has not held any other directorships of Australian listed companies in the last three years are.

### 3.2 Independence

The Board has considered Mr Jones's independence and considers that he is an independent Director.

### 3.3 Board Recommendation

The Board has reviewed Mr Brett Jones' performance since his appointment to the Board and considers that Mr Brett Jones' skills and experience will continue to enhance the Board's ability to perform its role. The Board supports the re-election of Mr Brent Jones and recommends that Shareholders vote in favour of Resolution 2.

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## **4. RESOLUTION 3 – ELECTION OF MR PABLO TARANTINI AS A DIRECTOR**

### **4.1 General**

Clause 14.4 of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 14.4 of the Constitution, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

### **4.2 Qualifications and other material directorships**

Mr Tarantini has accumulated a broad professional experience in the mining industry. For two years, he has served as Executive Director of the Argentinian Bureau of Investment and International Trade, coordinating investment initiatives, and contributing with his vast experience in several industries and countries. In that role, Mr Tarantini worked together with mining companies settled in the country and supported the promotion of the mining activity in Argentina, along with the Argentinian Secretary of Mining.

He has served as President and Executive Director of SAPISA and Minera Don Nicolás, an Argentinian private fund and one of its investments in the mining sector, respectively. Minera Don Nicolas is the first mining project based on Argentinian capital. He has also served as M&A Director at General Electric and Advent International Corporation for Latin America, and as Manager at A.T. Kearney. In all these roles, he carried out businesses and projects at the regional level.

Mr Tarantini is a Public Accountant and holds a Bachelor's Degree in Business Administration from Universidad Católica Argentina (UCA). He has a Masters in Business Administration from Harvard Business School.

### **4.3 Independence**

During the past three years, Pablo has not held any other directorships of ASX listed public companies.

Mr Tarantini has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his/her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party.

If elected the Board considers Mr Tarantini will be an independent Director of the Company.

### **4.4 Other material information**

The Company conducts appropriate checks on the background and experience of candidates before their appointment to the Board. These include checks as to a person's experience, educational qualifications, character, criminal record and bankruptcy history. The Company undertook such checks prior to the appointment of Mr Tarantini.



#### 4.5 Board recommendation

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

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### 5. RESOLUTION 4 – APPROVAL OF 7.1A MANDATE

#### 5.1 General

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 securities it had on issue at the start of that period.

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

Resolution 4 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 4 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 4 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

#### 5.2 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

(a) **Period for which the 7.1A Mandate is valid**

The 7.1A Mandate will commence on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) **Minimum Price**

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 4.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of funds raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for exploration and drilling programs on its current projects, new business opportunities, pay down of existing debt, and working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue. If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 22 April 2021.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A.2)		Dilution			
		Shares issued – 10% voting dilution	Issue Price		
			\$0.025	\$0.049	\$0.10
			50% decrease	Issue Price	100% increase
			Funds Raised		
Current	1,330,787,644 Shares	133,078,764 Shares	\$3,260,429	\$6,520,859	\$13,041,718
50% increase	1,996,181,466 Shares	199,618,146 Shares	\$4,890,644	\$9,781,289	\$19,562,578
100% increase	2,661,575,288 Shares	266,157,528 Shares	\$6,520,859	\$13,041,718	\$26,083,437

The table above uses the following assumptions:

1. There are currently 1,330,787,644 Shares on issue comprising:
- (a) 1,221,587,644 Shares as at the date of this Notice of Meeting;
  - (b) 5,000,000 Shares (subject to voluntary escrow);
  - (c) 100,200,000 Shares (subject to voluntary escrow to 28 October 2021); and
  - (d) 4,000,000 loan funded Shares (subject to voluntary escrow).
2. The issue price set out above is the closing price of the Shares on the ASX on 22 April 2021.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares are exercised into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
9. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

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

(e) **Allocation policy under the 7.1A Mandate**

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;

- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

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

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 31 July 2020 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 26 May 2020, the Company issued 99,417,718 Shares pursuant to the Previous Approval (**Previous Issue**), which represent approximately 27.28% of the total diluted number of Equity Securities on issue in the Company on 26 May 2020, which was 364,395,306 Shares. The Company has provided the previous information pursuant to ASX Listing Rule 7.3A.6. It is important to note that the Previous Issue fell within the Company's 7.1A Mandate, as at the time of issuing the shares they had 1,194,860,311 securities on issue, meaning the Previous Issue was only 8.32% of the placement capacity.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12 month period preceding the date of the Meeting and provided in accordance with Listing Rule 7.3A.6(b) is as follows:

<b>Date of Issue and Appendix 2A</b>	<b>Date of Issue:</b> 15 December 2020 <b>Date of Appendix 2A:</b> 15 December 2020
<b>Recipients</b>	Placement of Shares to professional and sophisticated investors as per ASX Announcement lodged on 7 December 2020. The placement participants were identified through a bookbuild process, which involved Euroz Hartleys Ltd seeking expressions of interest to participate in the placement from non-related parties of the Company. None of the placement participants in the issue of the LR 7.1A shares were investors that are required to be disclosed under ASX Guidance Note 21.
<b>Number and Class of Equity Securities Issued</b>	99,417,718 Shares <sup>2</sup>
<b>Issue Price and discount to Market Price<sup>1</sup> (if any)</b>	\$0.03 per Share (at a discount 3.2% to Market Price).
<b>Total Cash Consideration and Use of Funds</b>	<b>Amount raised:</b> \$2,982,531.54 <b>Amount spent:</b> \$614,000 <b>Use of funds:</b> air core drilling, exploration, reconnaissance mapping and sampling, RC drilling and ongoing working capital.

**Amount remaining:** \$2,368,531,54

**Proposed use of remaining funds<sup>3</sup>:** air core drilling, exploration, reconnaissance mapping and sampling, RC drilling and ongoing working capital.

**Notes:**

1. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: LRS (terms are set out in the Constitution).
3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

### 5.3 Voting Exclusion

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice for this Resolution.

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## GLOSSARY

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**\$** means Australian dollars.

**7.1A Mandate** has the meaning given in Section 5.1.

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

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

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

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

**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).

**Company** means Latin Resources Limited (ACN 131 405 144).

**Constitution** means the Company's constitution.

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

**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.

**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.

**Mining Information** means all technical information including geological, geochemical and geophysical reports, surveys, mosaics, aerial photographs, samples, drill core, drill logs,

drill pulp, assay results, maps and plans relating to the Tenement or to joint venture operations, whether in physical, written or electronic form.

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

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

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

**Plan** means the employee incentive scheme the subject of Resolution 6 with the terms and conditions contained in **Error! Reference source not found..**

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

**Quarter** means a quarter of each calendar year, each quarter ending on 31 March, 30 June, 30 September and 31 December each year.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2020.

**Resolutions** means the resolutions set out in the Notice, 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.

**Variable A** means "A" as set out in the calculation in Section 4.2 of the Explanatory Statement.

**VWAP** means the volume weighted average price.

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