



TRIGG
M I N I N G

ACN 168 269 752

**NOTICE OF ANNUAL GENERAL MEETING OF
TRIGG MINING LIMITED**

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

Tuesday, 26 November 2019

Time of Meeting

10:00 am (AWST)

Place of Meeting

BDO, 38 Station Street, Subiaco WA 6008

Annual Report

The 2019 Annual Report is available from the Company's website via the following link

<https://www.triggmining.com.au/reports>

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary via email at info@triggmining.com.au



NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Trigg Mining Limited (**Company** or **Trigg Mining**) is to be held on Tuesday, 26 November 2019, at BDO, 38 Station Street, Subiaco WA 6008 commencing at 10:00 am (AWST).

The Explanatory Memorandum that accompanies and forms part of this Notice describes the matters to be considered at this Meeting.

BUSINESS

Financial Statements and Other Reports – Year Ended 30 June 2019 (no resolution required)

To receive and consider the Company's Financial Report for the year ended 30 June 2019, together with the declaration of Directors and the reports of the Directors and of the Auditor for the year ended 30 June 2019.

Resolution 1 – Non-Binding Resolution to Adopt 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 to adopt the Remuneration Report as set out in the Annual Report for the year ended 30 June 2019."

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.

Resolution 2 – Re-election of Director – Mr Michael Ralston

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

"That Mr Ralston, being a director of the Company who retires by rotation in accordance with Clause 13.2 of the Company's Constitution, Listing Rule 14.4 and for all other purposes, and being eligible and offering himself for re-election, be re-elected as a director of the Company."

Resolution 3 – Approval of Appointment of Auditor

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

"For the purposes of section 327B of the Corporations Act and for all other purposes, the firm BDO Audit (WA) Pty Ltd, of 38 Station Street, Subiaco, Western Australia, 6008 (having been nominated by a member of the Company and consented in writing to act in the capacity of auditor) be appointed as auditor of the Company in accordance with section 327B(1) of the Corporations Act."

EXPLANATORY MEMORANDUM

The Explanatory Memorandum is incorporated in and comprises part of this Notice. Shareholders are referred to the Definitions in the Explanatory Memorandum which contains definitions of capitalised terms used both in this Notice and the Explanatory Memorandum.

PROXIES

Please note that:

- A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member.
- A proxy need not be a member of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (e.g. "the Company Secretary").
- Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's 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.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. Completed Proxy Forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 10:00 am (AWST) on Sunday, 24 November 2019.

VOTING ENTITLEMENTS

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.

For the purposes of section 1074E(2) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding ordinary shares as set out in the Company's share register at 5:00 pm (AWST) on Sunday, 24 November 2019 will be entitled to attend and vote at the Annual General Meeting.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with an original (or certified copy) certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. The appointment must comply with section 250D of the Corporations Act.



ATTORNEYS

If an attorney is to attend the Meeting on behalf of a Shareholder, a properly executed original (or originally certified copy) of an appropriate power of attorney must be received by the Company by the deadline for the receipt of Proxy Forms, being no later than 10:00 am (AWST) on Sunday, 24 November 2019. Previously lodged powers of attorney will be disregarded by the Company.

**DATED THIS 25TH DAY OF OCTOBER 2019
BY ORDER OF THE BOARD**

A handwritten signature in purple ink, appearing to read "Karen Logan", is written over the printed name.

Karen Logan
Company Secretary



EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting.

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Financial Statements and Report

Under the Corporations Act, the Directors of the Company must table the Financial Report, the Directors' Report and the Auditor's Report for Trigg Mining for the year ended 30 June 2019 (**2019 Annual Report**) at the Meeting. These reports, together with the declaration of Directors, are set out in the 2019 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2019 Annual Report with this Notice of Annual General Meeting.

In accordance with section 314 (1AA)(c) of the Corporations Act, the Company advises the 2019 Annual Report is available from the Company's website: <https://www.triggmining.com.au/reports>

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the 2019 Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2019.

There is no requirement for Shareholders to approve the 2019 Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the 2019 Annual Report, which is available online;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the Auditor questions about:
 - (i) the conduct of the audit;
 - (ii) the preparation and content of the Auditor's Report;
 - (iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (iv) the independence of the Auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Auditor about:

- (a) the preparation and contents of the Auditor's Report;
- (b) the conduct of the audit of the Annual Report,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

1. Resolution 1 – Adoption of Remuneration Report

1.1 General

Under the Corporations Act, the Company is required to include, in the Directors' Report, a detailed Remuneration Report setting out the prescribed information in relation to the remuneration of directors and executives of Stealth and the Company's remuneration practices.

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the Remuneration Report.

Under section 250R(2) of the Corporations Act, the Remuneration Report is required to be submitted for adoption by a resolution of Shareholders at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

1.2 Voting consequences

Under the Corporations Act, 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 the votes 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.

1.3 Previous voting results

As this is the Company's first Annual General Meeting as a listed company the Spill Resolution is not relevant for this Meeting.

1.4 Proxy Voting Restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Voting directions given	No voting directions given
Key Management Personnel ¹	Vote as directed	Unable to vote ²
Chair ³	Vote as directed	Able to vote at discretion of Proxy ⁴
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

1. Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.
2. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
3. Refers to the Chair (where he/she is also a member of the Key Management Personnel) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.
4. The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

1.5 Voting Intention

The Chair of the Meeting intends to vote all available proxies in favour of Resolution 1.

2. Resolution 2 – Re-election of Director – Mr Michael Ralston

ASX Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third Annual General Meeting following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled not to be subject to re-election.

Clause 13.2 of the Constitution requires that at the annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. A retiring director is eligible for re-election.

In determining the number of Directors to retire, no account is to be taken of:

- (a) a Director who only holds office until the next annual general meeting pursuant to Clause 13.4 of the Constitution; and/or
- (b) a Managing Director.

The Company currently has three directors. Accordingly, 1 director must retire.

Mr Ralston, who has served as a director since 22 May 2017, was last re-elected at the Company's 2018 Annual General Meeting held on 27 November 2018, retires in accordance with Clause 13.2 of the Company's Constitution and, being eligible, offers himself for re-election.

Mr Ralston is an experienced mining executive (previously undertaking roles as chairman, managing director and chief financial officer) having worked for four junior ASX-listed resource companies over the last 13 years. In April 2017 he resigned as Managing Director of Balamara Resources having led its development from a start-up in 2011 to a substantial pre-production company, via the acquisition and development of three significant coal projects in southern Poland.

Prior to Balamara, Mr Ralston was CFO of Kangaroo Resources taking the company from a listed shell to a market capitalisation of over A\$600 million over a 2-year period before the company's trade sale to a leading international producer. He has extensive experience in developing several junior resource companies through IPOs and beyond on the ASX, AIM and LSE and he has worked as a senior executive across a broad range of industries in Australia, Africa and the UK over the last 25 years.

Mr Ralston is a former chartered accountant.

Mr Ralston has raised substantial funds for all the organisations he has been involved with and he brings his abundant energy and commitment to Trigg Mining.

The Board has considered Mr Ralston's independence and considers that he is not an independent director.

2.1 Board recommendation

The Board (other than Mr Ralston) unanimously supports the re-election of Mr Ralston and recommends Shareholders vote in favour of the Resolution.

2.2 Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of the Resolution.

3. Resolution 3 – Approval of Appointment of Auditor

Under Section 327A of the Corporations Act, a person or firm appointed as auditor of a public company holds office until the first annual general meeting of the company, at which time the person or firm must be appointed by shareholders.

As the appointment of auditor was not considered at the inaugural Annual General Meeting held in 2018, the appointment of BDO Audit (WA) Pty Ltd must be approved by Shareholders at the 2019 Annual General Meeting.

In accordance with Section 328B(1) of the Corporations Act, Mr Joshua Foale, a Shareholder of the Company, has nominated BDO Audit (WA) Pty Ltd to be the Company's auditor. Under Section 328B(3) of the Corporations Act, a copy of this nomination:

- (a) has been sent to BDO Audit (WA) Pty Ltd; and
- (b) is attached to this Notice.

3.1 Board recommendation

The Board recommends Shareholders vote in favour of the Resolution.

3.2 Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of the Resolution.



DEFINITIONS

In this document the following definitions apply:

\$	means an Australian dollar.
Annual General Meeting	means the annual general meeting the subject of this Notice.
Annual Report	has the same meaning as Financial Report.
AWST	means Australian Western Standard Time.
ASIC	means the Australian Securities & Investments Commission.
Auditor	means the Company's auditor from time to time, at the date of the Notice, being BDO Audit (WA) Pty Ltd.
Auditor's Report	means the auditor's report on the Financial Report.
Board	means the board of directors of the Company.
Company or Trigg Mining	means Trigg Mining Limited (ACN 168 269 752).
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a Director of the Company and Directors means the directors of the Company.
Explanatory Memorandum	means this explanatory memorandum accompanying the Notice of Annual General Meeting.
Financial Report	means the annual financial report of the Company prepared under Chapter 2M of the Corporations Act.
Notice or Notice of Meeting	means the notice of annual general meeting accompanying this Explanatory Memorandum.
Proxy Form	means a proxy form attached to the Notice.
Resolutions	means the resolutions set out in the Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a shareholder of the Company.

18 October 2019

The Company Secretary
Trigg Mining Limited
Level 1, Office F
1139 Hay Street
West Perth WA 6005

Dear Sir/Madam

Re: Nomination of Auditor

We are member of Trigg Mining Limited.

For the purposes of Section 328B(1) of the *Corporations Act 2001* (Cth), we hereby nominate BDO Audit (WA) Pty Ltd, of 38 Station Street, Subiaco, Western Australia, 6008, to be appointed as auditor of the Company at the Annual General Meeting of the Company to be held on 26 November 2019.

Yours sincerely

A handwritten signature in dark ink, appearing to read 'Joshua Foale', with a horizontal line drawn through the middle of the signature.

Mr Joshua Foale

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

Holder Number:

Vote by Proxy: TMG

Your proxy voting instruction must be received by **10.00am (AWST) on Sunday, 24 November 2019**, 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.



Contact	Return your completed form		All enquiries to Automic
	 BY MAIL Automic GPO Box 5193 Sydney NSW 2001	 IN PERSON Automic Level 5, 126 Phillip Street Sydney NSW 2000	 BY EMAIL meetings@automicgroup.com.au

STEP 1: Appoint Your Proxy	Complete and return this form as instructed only if you do not vote online I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Trigg Mining Ltd, to be held at 10.00am (AWST) on Tuesday, 26 November 2019 at BDO, 38 Station Street, Subiaco WA 6008 hereby:
	Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
 Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
 Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Your Voting Direction	Resolutions	For	Against	Abstain
	1. Non-Binding Resolution to Adopt Remuneration Report	☐	☐	☐
	2. Re-election of Director – Mr Michael Ralston	☐	☐	☐
	3. Approval of Appointment of Auditor	☐	☐	☐
	<i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i>			

STEP 3: Sign Here + Contact Details	SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
	Individual or Securityholder 1 Sole Director and Sole Company Secretary	Securityholder 2 Director	Securityholder 3 Director / Company Secretary
	Contact Name: 		
	Email Address: 		
	Contact Daytime Telephone 		
	Date (DD/MM/YY) 		
	By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).		