

22 February 2021

Dear Shareholders

**General Meeting of Marquee Resources Limited**

You are invited to attend the general meeting of shareholders of Marquee Resources Limited (**Company**) (ASX: MQR) to be held at 22 Townshend Road, Subiaco WA 6008 (**Location**) on Friday, 26 March 2021 at 10:00am (AWST) (**Meeting**).

In accordance with section 5(1)(f) of the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020* (Cth), the Company will not be sending a hard copy of the notice of Meeting (**Notice**) to Shareholders. Instead, a copy of the Notice will be made available electronically as follows:

- via the Company's website at [www.marqueeresources.com.au/announcements](http://www.marqueeresources.com.au/announcements);
- via the Company's ASX page at [www.asx.com.au/asx/share-price-research/company/MQR](http://www.asx.com.au/asx/share-price-research/company/MQR); and
- if you have nominated an email address and have elected to receive electronic communications from the Company, via the electronic link that is sent to your nominated email address.

The Company will be conducting the Meeting at the Location without the use of video conferencing technology. With regards to the COVID-19 pandemic, the Company considers the health and safety of shareholders, advisers and staff to be paramount. As such, the Company has put in place measures to adhere to physical distancing requirements set by the government authorities for the Meeting.

All the resolutions in the Notice will be voted upon by poll. If you wish to vote on any of the resolutions identified in the Notice, you must attend the Meeting in person or by proxy. If you do not wish to vote at the Meeting, you are encouraged to appoint the Chair as proxy prior to the Meeting. A proxy form is provided with this letter and should be filled out with specific instructions on how your vote is to be exercised in relation to each resolution, and the Chair must follow such instructions. The Notice sets out instructions on how to properly complete and send the proxy form to the Company.

If you are unable to access the Notice through the above means or for any other reason, please contact the Company Secretary on +61 8 6380 2470 or at [anna@marqueeresources.com.au](mailto:anna@marqueeresources.com.au) between 9:00am to 5:00pm (AWST) on Monday to Friday to arrange to access a copy of the Notice.

Yours sincerely



**Anna Mackintosh**  
Company Secretary  
Marquee Resources Limited

Authorised for release by the Board of Marquee Resources Limited.

For further information please contact:

Charles Thomas  
Executive Chairman  
Marquee Resources Limited  
[info@marqueeresources.com.au](mailto:info@marqueeresources.com.au)

Marquee Resources Limited  
ACN 616 200 312

## Notice of General Meeting

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Notice is given that a general meeting of the Company will be held at:

|              |                                    |
|--------------|------------------------------------|
| <b>Time</b>  | 10:00am (AWST)                     |
| <b>Date</b>  | Friday, 26 March 2021              |
| <b>Place</b> | 22 Townshend Road, Subiaco WA 6008 |

|                                                                                                                                                                                                                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p><b>Important:</b> This Notice is an important document that should be read in its entirety. If you are in any doubt or have any questions about this document, you should promptly consult your stockbroker, accountant, or other professional adviser.</p> |
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# Notice of General Meeting

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Notice is given that a general meeting of Marquee Resources Limited ACN 616 200 312 (**Company**) will be held at 10:00am (AWST) on Friday, 26 March 2021 at 22 Townshend Road, Subiaco, WA 6008 (**Meeting**).

## Resolutions

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The Resolution set out below is proposed to be put to Shareholders at the Meeting.

### 1 Issue of Shares under the Capital Raising

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 15,000,000 Shares at \$0.05 each to raise approximately \$750,000 (before costs), as described in the Explanatory Statement.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of an investor under the Capital Raising or an associate of that person, subject to the applicable exceptions described below in this Notice.

## Voting exclusions

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If a voting exclusion applies to a Resolution then it is set out below the Resolution, and is subject to the following exceptions (as applicable).

### Resolution | Exceptions

- 1 The voting exclusion does not apply to a vote cast in favour of the 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;
  - the Chair 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 Shareholder 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 Shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    - the Shareholder votes on the Resolution in accordance with directions given by the beneficiary to the Shareholder to vote in that way.

## Voting entitlements

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The Company has determined that, in accordance with section 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered

holders at 5:00pm (AWST) on Wednesday, 24 March 2021. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Voting instructions

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- Votes at the Meeting may be given personally or by proxy, attorney or representative.
- A proxy need not be a Shareholder of the Company.
- The Proxy Form sent with this Notice should be used for the Meeting.
- Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional Proxy Form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.
- In the case of a Shareholder who is an individual, a Proxy Form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a Proxy Form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company in accordance with this Notice.
- Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company in accordance with this Notice or handed in at the Meeting when registering as a corporate representative.
- Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
- Proxy Forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be lodged with the Company:
  - by post to /- Automic, GPO Box 5193 Sydney NSW 2001;
  - by email to [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au);
  - by hand to c/- Automic, Level 5, 126 Phillip Street Sydney NSW 2000;
  - by facsimile to +61 2 8583 3040; or
  - online via [investor.automic.com.au/#/loginsah](https://investor.automic.com.au/#/loginsah),so that they are received by no later than 48 hours before the Meeting.
- The Chair intends to exercise all available proxies in favour of the Resolution, unless the Shareholder has expressly indicated a different voting intention.

## Document components

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This document includes this Notice and the accompanying Explanatory Statement and Proxy Form.

## Authorisation

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By order of the Board.

**Anna Mackintosh**  
Company Secretary

22 February 2021

# Explanatory Statement

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This Explanatory Statement sets out the information which the Directors believe is material to Shareholders in deciding whether or not to pass the Resolution, and it should be read in its entirety.

## 1 COVID-19

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In accordance with section 5(f) of the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020*, the Company will not send hard copies of this Notice to Shareholders unless expressly requested. Instead, this Notice can be viewed or downloaded via the Company's website at [www.marqueeresources.com.au](http://www.marqueeresources.com.au).

The Company will hold a physical Meeting with the appropriate social gathering and physical distancing measures in place to comply with Federal and State restrictions for physical gatherings.

## 2 Capital Raising

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### 2.1 Overview

On 11 February 2021, the Company issued 15,000,000 Shares at an issue price of \$0.05 each to raise \$750,000 (before costs) (**Capital Raising**).

This Resolution is an ordinary resolution that seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 15,000,000 Shares issued under Listing Rule 7.1.

If this Resolution is passed, the issue of the Shares will be excluded in calculating the Company's 15% annual placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities it can issue without prior Shareholder approval over the 12 month period following the issue date.

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

### 2.2 Listing Rules 7.1 and 7.1A

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, without shareholder approval, issue or agree to issue any equity securities, or other securities with rights to conversion to equity (such as an option), during any 12 month period, if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue, at the commencement of that 12 month period.

Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue, equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- will not be counted in variable "A" in the formula in Listing Rule 7.1A; and
- are counted in variable "E",

until their issue has been ratified under Listing Rule 7.4 (and provided that the previous issue did not breach Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolution 1, the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

The Placement Shares did not fit into any of the exceptions outlined in Listing Rule 7.2. Consequently, the Placement Shares were issued within the Company's existing placement capacities permitted under Listing Rules 7.1 without the need for Shareholder approval.

### **2.3 Listing Rule 7.4**

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

Resolution 1 seeks Shareholder approval for the ratification of the issue of the Placement Shares pursuant to Listing Rule 7.4. The effect of Shareholders passing these Resolutions will be to restore the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months without obtaining prior Shareholder approval.

### **2.4 Information required by Listing Rule 7.5**

For the purposes of Listing Rule 7.5, the Company provides the following information in relation to this Resolution:

- **Names of the persons**

The Shares were issued to Exempt Investors introduced by the lead manager to the Capital Raising, being GTT Ventures, who conferred with a number of their clients to identify suitable Exempt Investors to participate in the Capital Raising.

- **Number of securities issued**

15,000,000 Shares were issued.

- **Date by which the entity issued the securities**

The Shares were issued on 11 February 2021.

- **Issue price of the securities**

The Shares were issued at \$0.05 each.

- **Terms of the issue**

The Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.

- **Purpose of the issue**

The purpose of the Capital Raising was to raise \$750,000 (before costs). Proceeds from the Capital Raising will be used to accelerate the Company's exploration at its Redlings REE Project and for general working capital.

- **Voting exclusion statement**

A voting exclusion statement is included in the Notice.

### **2.5 Directors' recommendation**

The Directors recommend that Shareholders vote in favour of this Resolution.

## Definitions

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**\$** means Australian dollars.

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

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

**Board** means the board of Directors.

**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.

**Capital Raising** has the meaning given in section 2.1.

**Chair** means the chairperson of the Meeting.

**Company** means Marquee Resources Limited (ACN 616 200 312).

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

**Director** means a director of the Company.

**Exempt Investor** means a person to whom securities may be offered without disclosure under section 708 of the Corporations Act.

**Explanatory Statement** means the explanatory statement (including all section references, definitions, schedules, attachments and similar components within this document) accompanying this Notice.

**Listing Rules** means the official listing rules of ASX.

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

**Notice** or **Notice of General Meeting** means this document (including the Explanatory Statement and Proxy Form).

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

**Resolution** means a resolution set out in the Notice.

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

**Shareholder** means a registered holder of one or more Shares.





Marquee Resources Limited | ABN 94 616 200 312

# Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **10.00am (AWST) on Wednesday, 24 March 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

**All enquiries to Automic:**

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

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)



**AUTOMIC**

I/We being a Shareholder entitled to attend and vote at the General Meeting of Marquee Resources Limited, to be held at **10.00am (AWST) on Friday, 26 March 2021 at 22 Townshend Road, Subiaco, WA 6008** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair 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.

[illegible]

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.

## MOR

| Resolutions                                  | For                      | Against                  | Abstain                  |
|----------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. Issue of Shares under the Capital Raising | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

### STEP 3 – Signatures and contact details

|                                          |                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|------------------------------------------|------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual or Securityholder 1           | Securityholder 2 | Securityholder 3                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|                                          |                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Sole Director and Sole Company Secretary | Director         | Director / Company Secretary                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| Contact Name:                            |                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|                                          |                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Email Address:                           |                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|                                          |                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| Contact Daytime Telephone                |                  | Date (DD/MM/YY)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|                                          |                  | <div style="display: inline-block; width: 30px; height: 20px; border: 1px solid black; margin-right: 5px;"></div> <div style="display: inline-block; width: 30px; height: 20px; border: 1px solid black; margin-right: 5px;"></div> <div style="display: inline-block; width: 0; height: 0; border-left: 5px solid transparent; border-right: 5px solid transparent; border-bottom: 10px solid black; margin: 0 5px;"></div> <div style="display: inline-block; width: 30px; height: 20px; border: 1px solid black; margin-right: 5px;"></div> <div style="display: inline-block; width: 30px; height: 20px; border: 1px solid black; margin-right: 5px;"></div> <div style="display: inline-block; width: 0; height: 0; border-left: 5px solid transparent; border-right: 5px solid transparent; border-bottom: 10px solid black; margin: 0 5px;"></div> <div style="display: inline-block; width: 30px; height: 20px; border: 1px solid black;"></div> |

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).