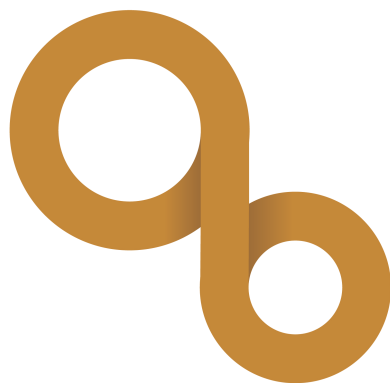




ORA BANDA MINING LIMITED

ACN 100 038 266

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company will be held at
The Ground Floor Meeting Room, 108 St Georges Terrace, Perth WA
on Friday, 15 November 2019 at 10.30am (WST).**

This Notice and the accompanying Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their stockbroker, investment advisor, accountant, solicitor or other professional adviser prior to voting.

***Should you wish to discuss any matter please do not hesitate to contact the Company
by telephone on +61 8 6365 4548 or 1300 035 592 (toll free within Australia).***

Shareholders are encouraged to attend the Meeting or vote by lodging the Proxy Form.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Ora Banda Mining Limited (**Company**) will be held at The Ground Floor Meeting Room, 108 St Georges Terrace, Perth, Western Australia on Friday, 15 November 2019 at 10.30am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders on Wednesday, 13 November 2019 at 4:00pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1 of the Explanatory Memorandum.

AGENDA

1. ANNUAL REPORT

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2019, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. RESOLUTION 1 - REMUNERATION REPORT

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

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

A vote on this Resolution must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. RESOLUTION 2 - ELECTION OF DIRECTOR - MR PETER MANSELL

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

"That, pursuant to and in accordance with Listing Rule 14.4 and article 6.14 of the Constitution and for all other purposes, Mr Peter Mansell, Director, retires and being eligible is elected as a Director on the terms and conditions in the Explanatory Memorandum."

4. RESOLUTION 3 - APPOINTMENT OF AUDITOR

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

"That, pursuant to and in accordance with section 327B of the Corporations Act and for all other purposes, KPMG, being qualified to act as the Company's auditor and having consented to act as the Company's auditor, be appointed as the Company's auditor with effect from the later of the passing of this Resolution, and the grant of consent by ASIC to the resignation of the current auditor of the Company."

5. RESOLUTION 4 - EMPLOYEE INCENTIVE PLAN

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

"That, pursuant to and in accordance with Listing Rule 7.2, exception 9(b) sections 200B and 200E of the Corporations Act and for all other purposes, the Company is authorised to grant Incentives, and issue Shares upon the exercise or vesting of the Incentives, under the terms of the Employee Incentive Plan as detailed in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or any of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

6. RESOLUTION 5 - ISSUE OF INCENTIVE OPTIONS TO MR DAVID QUINLIVAN

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

"That, for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 2,000,000 Incentive Options to Mr David Quinlivan (or his nominee) under the Employee Option Plan approved by Shareholders on 7 June 2019 and on the terms and conditions described in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by or on behalf of Mr David Quinlivan or any Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or any of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

7. **RESOLUTION 6 - APPROVAL OF 10% PLACEMENT FACILITY**

To consider and, if thought fit, to pass with or without amendment, as a special resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person or any associate of that person (or those persons) who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Ordinary Securities in the entity).

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

8. **RESOLUTION 7 - MODIFICATION OF CONSTITUTION**

To consider and, if thought fit, to pass with or without amendment, as a special resolution the following:

"That, pursuant to and in accordance with section 136 of the Corporations Act and for all other purposes, the Constitution be modified, on the terms and conditions in the Explanatory Memorandum."

By order of the Board



Susan Hunter
Company Secretary
9 October 2019

EXPLANATORY MEMORANDUM**1. INTRODUCTION**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at The Ground Floor Meeting Room, 108 St Georges Terrace, Perth, Western Australia on Friday, 15 November 2019 at 10.30am (WST).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 1:	Introduction
Section 2:	Action to be Taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 - Remuneration Report
Section 5:	Resolution 2 - Election of Director - Mr Peter Mansell
Section 6:	Resolution 3 - Appointment of Auditor
Section 7:	Resolution 4 - Employee Incentive Plan
Section 8:	Resolution 5 - Issue of Incentive Options to Mr David Quinlivan
Section 9:	Resolution 6 - Approval of 10% Placement Facility
Section 10:	Resolution 7 - Amendment to Constitution
Schedule 1:	Definitions
Schedule 2:	Listing Rule 7.3A.6 Disclosure
Schedule 3:	Nomination of Auditor

A Proxy Form is enclosed with the Notice.

2. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read the Notice (including this Explanatory Memorandum) carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is enclosed with the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 10.30am (WST) on Wednesday, 13 November 2019, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting Prohibition by Proxy holders (Remuneration of Key Management Personnel)

A vote on Resolutions 1, 4 and 5 must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or

- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on Resolutions 1, 4 and 5, and:

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on Resolutions 1, 4 and 5; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on Resolutions 1, 4 and 5 but expressly authorises the Chairman to exercise the proxy even if Resolutions 1, 4 and 5 are connected with the remuneration of a member of the Key Management Personnel.

3. **ANNUAL REPORT**

In accordance with section 317(1) of the Corporations Act, the Annual Report for the financial year ended 30 June 2019 must be laid before the Meeting. There is no requirement for Shareholders to approve the Annual Report.

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

- (a) discuss the Annual Report which is available online at www.orabandamining.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

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

4. **RESOLUTION 1 – REMUNERATION REPORT**

4.1 **Background**

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out:

- (a) the Company's remuneration policy; and
- (b) the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Pursuant to the Corporations Act, Shareholders will have the opportunity to remove the whole Board except the Managing Director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2018 annual general meeting. Please note if the Remuneration Report receives a Strike at this Meeting and if a second Strike is received at the 2020 annual general meeting, this may result in the re-election of the Board.

The Chairman will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Resolution 1 is an ordinary non-binding resolution.

4.2 Directors' Recommendation

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

The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5. RESOLUTION 2 – ELECTION OF DIRECTOR - MR PETER MANSELL

5.1 Background

ASX Listing Rule 14.4 and article 6.14 of the Constitution requires one third of all Directors, or if their number is not a multiple of three, then the number nearest one-third (rounded down to the nearest whole number) to retire at each annual general meeting (other than the Managing Director).

Article 6.17 of the Constitution states that a Director who retires under article 6.14 of the Constitution is eligible for re-election.

Resolution 2 provides that Mr Peter Mansell retires by rotation and seeks re-election as a Director.

Resolution 2 is an ordinary resolution.

5.2 Qualifications and Experience

Mr Peter Mansell is an experienced company director with over 20 years' experience as a listed company director in Australia, including as Chairman of two ASX 100 companies, producing resources company Zinifex Limited and West Australian Newspapers Holdings Limited. Both of these organisations dealt with times of rapid change and external challenge.

Amongst other directorships, Mr Mansell currently chairs Energy Resources of Australia Ltd. Mr Mansell has been a director of BWP Management Ltd, the responsible entity for the BWP Trust, Foodland Associated Ltd, OZ Minerals Ltd, Electricity Networks Corporation (trading as Western Power) (Chairman) and Nyrstar NV (listed on Euronext). Mr Mansell is also a Non-executive Director of the charity organisation Foodbank of Australia Ltd, the Chairman of Foodland of Western Australia Inc and the Chairman of The Cancer Research Trust.

He has had significant varied corporate experience both as a director and a lawyer of 40 years' experience. Mr Mansell has been involved in mergers and acquisitions, demergers, schemes of arrangement, takeovers (both as acquirer and target) and control contests and has also had exposure as a director to the natural resources, media, agribusiness, property, energy (upstream oil and gas plus electricity – in a regulated environment), entertainment, industrial, financial and grocery retailing sectors.

Mr Mansell has negotiated and successfully managed two large law firm mergers and subsequent integration, and was previously a partner at Freehills (the predecessor of the law firm Herbert Smith Freehills), including the Managing Partner for over 10 years, and the National Chairman.

Mr Mansell was nominated to the Board by the Company's major shareholder, Hawke's Point Holdings I Limited, and was appointed by the Board in June 2018. Mr Mansell has never had any financial relationships, employment or association with Hawke's Point Holdings I Limited and the Board therefore considers him to be independent.

5.3 Directors' Recommendation

The Board (excluding Mr Peter Mansell) supports the re-election of Mr Peter Mansell as a Director and recommends that shareholders vote in favour of Resolution 2.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

6. RESOLUTION 3 - APPOINTMENT OF AUDITOR

6.1 Background

Subject to ASIC consenting to the resignation of EY, it is proposed, following the nomination of KPMG by a Shareholder (see Schedule 3) pursuant to section 328B of the Corporations Act, that the Company by Resolution 3 appoints KPMG as new auditor of the Company with effect from the later of:

- (a) the passing of Resolution 3, and
- (b) the grant of consent by ASIC to the resignation of the current auditor of the Company.

KPMG has consented to act in the capacity of auditor, subject to the passing of Resolution 3, and all other requirements of the Corporations Act in relation to the appointment of an auditor have been, or, at the date of the Notice are, met.

Resolution 3 is an ordinary resolution.

6.2 Directors' Recommendation

The Chairman intends to exercise all available proxies in favour of Resolution 3.

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

7. RESOLUTION 4 - EMPLOYEE INCENTIVE PLAN

7.1 Background

On 26 September 2019, the Board established a new Incentive Plan as a means for aligning remuneration of senior employees with the Company's strategic and business objectives and the creation of shareholder value. The Board has discretion under the Incentive Plan to issue Incentives in the form of either Options or Performance Rights which may ultimately vest and be converted into Shares on exercise, subject to satisfaction of applicable vesting conditions. The Company's existing plan, the Employee Option Plan, was approved by Shareholders in June 2019 and only allows for the issue of Options to Directors, employees and contractors. The new Incentive Plan is more flexible and allows for an increase in the range of potential incentives available for Directors, employees and contractors, namely Options and Performance Rights.

A performance right is, in effect, a contractual right to be issued with a Share on exercise following satisfaction of specified vesting conditions. Typically, the vesting conditions include a performance hurdle measured over the specified vesting period and a requirement that the Incentive holder remain employed with the Company during that period. In this way, the Incentive Plan is used to facilitate a long term component of variable remuneration for senior employees which is linked to the delivery of value to Shareholders, whilst also serving as a retention mechanism.

Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring Shareholder approval.

Listing Rule 7.2 provides certain exceptions to Listing Rule 7.1, allowing certain issues of securities to be excluded from the calculation of the number of securities issued during the 12 month period. Under Listing Rule 7.2, Exception 9(b), grants of Incentives under the Incentive Plan will be excluded from the calculation of the number of securities issued during the 12 month period if within 3 years before the Incentives are issued Shareholders approve the issue of Incentives under the Incentive Plan.

Resolution 4 seeks approval of the Incentive Plan for the purposes of Listing Rule 7.2, Exception 9(b) for a 3 year period. This would enable Incentives issued under the Incentive Plan over the next three years to be excluded from the calculation of the number of securities issued for the purposes of Listing Rule 7.1.

7.2 Key features of the Incentive Plan

A summary of the key features of the Incentive Plan is set out below.

<i>Eligibility</i>	Under the terms of the Incentive Plan, the Board may determine which full-time or part-time employees of the Ora Banda Group (or other eligible persons under ASIC Class Order 14/1000) are eligible to participate.
<i>Incentives</i>	The Incentive Plan allows the Board to grant Performance Rights and Options to eligible participants.
<i>Vesting conditions</i>	The Board may impose vesting conditions which must first be satisfied before any Incentives granted under the Incentive Plan may be exercised. Any such vesting conditions will be decided by the Board from time to time and may be structured so as to encourage employees to focus on performance of the Company over the long term.
<i>Number of Incentives to be granted</i>	The number of Incentives granted under the Incentive Plan will be decided by the Board from time to time.
<i>Exercise price</i>	The exercise price of any Options granted under the Incentive Plan is at the absolute discretion of the Board and the Board will determine the exercise price from time to time. Typically, any Options granted would have an exercise price

calculated by reference to a volume weighted average price of Shares for a period prior to the date of grant. Any Performance Rights granted under the Incentive Plan will have no exercise price.

<i>Cessation of employment</i>	Unless the Board in its absolute discretion determines otherwise, all unvested Incentives will lapse 30 days following the cessation of employment. The Board will take into account the circumstances surrounding the cessation of employment before deciding whether to make any such determination.
<i>Takeover bid and change in control</i>	Incentives granted under the Incentive Plan automatically vest and become capable of exercise in the event of a change of control of the Company or in any case where the Board determines that an event, circumstances or transaction may give rise to a change of control of the Company.
<i>Transferability</i>	Incentives granted under the Incentive Plan are not usually transferable.
<i>Dividend and voting rights</i>	Incentives granted under the Incentive Plan do not carry any dividend or voting rights.
<i>Adjustment for Share issues</i>	The exercise price of Incentives granted under the Incentive Plan (if applicable) will be adjusted in the manner determined by the Board having regard to the Listing Rules and the general principle that the holder of the Incentives should not be materially advantaged or disadvantaged as a result of a corporate action (such as a capital raising or capital reconstruction).
<i>Board discretion</i>	Under the terms of the Incentive Plan, the Board has absolute discretion to determine the exercise price, the expiry date and vesting conditions of any grants made under the Incentive Plan.

The Company is seeking approval under Listing Rule 7.2, Exception 9(b) to exempt grants of Options or Performance Rights from being counted as part of the 15% limit for the next three years so as to provide the Company with increased flexibility to continue remunerating its employees fairly and responsibly, and in a manner that encourages long term performance for Shareholders.

7.3 Requirement for Shareholder approval under Listing Rule 7.2

In the absence of approval under Listing Rule 7.2, Exception 9(b), grants of Options or Performance Rights under the Incentive Plan may still occur but will be counted as part of the 15% limit which would otherwise apply during a 12 month period (as set out in Listing Rule 7.1). In accordance with Listing Rule 7.2, Exception 9(b), the voting exclusion statement set out in the Notice in respect of Resolution 4 applies to voting on this resolution.

7.4 Shareholder approval pursuant to sections 200B and 200E of the Corporations Act

The Corporations Act restricts the benefits which can be given to certain persons (those who hold a managerial or executive office, as defined in the Act) on leaving their employment with the Ora Banda Group without the prior approval of Shareholders.

Under these termination benefits laws, the term “benefit” has a wide application, and will include benefits arising from the Board exercising its discretion under the rules of the Incentive Plan.

The Company is seeking Shareholder approval for the purposes of sections 200B and 200E of the Corporations Act to any “termination benefits” that the Ora Banda Group provides to a participant under the Incentive Plan, in addition to any other termination benefits that the Ora Banda Group may provide to that person, without Shareholder approval under the Corporations Act.

Specifically, Shareholder approval is being sought to give the Board (or the Board’s delegate) the capacity to exercise certain discretions under the Incentive Plan, including the discretion to determine to vest some or all of the unvested Incentives of any participant when they leave employment with the Ora Banda Group. Approval is being sought in respect of any current or future participant who holds:

- (a) a managerial or executive office in the Ora Banda Group at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Incentives issued under the Incentive Plan at the time of their leaving.

The Board considers it to be appropriate for there to be flexibility to deal with the vesting of Incentives issued under the Incentive Plan, as cessation of managerial or executive office can occur for a variety of reasons. In some instances, it may not be appropriate for the value of Incentives that vest on the cessation of office to be

included in the relevant participant's cap when calculating the permissible termination benefits under the Corporations Act.

If Shareholder approval is obtained and the Board exercises its discretion to vest some or all of an affected participant's unvested Incentives (or to provide that the participant's Incentives do not lapse but will continue and be vested in the ordinary course), the value of the benefit will be disregarded when calculating the relevant participant's cap for the purposes of calculating the permissible termination benefits payable under the Corporations Act. The approval under sections 200B and 200E of the Corporations Act will apply to all Incentives issued for the period of 3 years from the date of the approval.

7.5 Disclosures required pursuant to section 200E of the Corporations Act

Section 200E of the Corporations Act requires the following information to be provided to Shareholders for the approval of a termination benefit.

Details of the termination benefits

The Incentive Plan contains provisions setting out the treatment of unvested Incentives in situations where an employee leaves the Company (in certain circumstances). For example, where a participant resigns from his or her employment with the Company before his or her Incentives have vested, the Board may exercise its discretion to determine that some or all of the Incentives will vest, and the basis on which vesting may occur (which may include, without limitation, timing and conditions). As noted above, the exercise of these discretions will constitute a "benefit" for the purposes of the Corporations Act's termination benefit provisions.

Value of the termination benefits

The value of the termination benefits that the Board may give under the Incentive Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. Specifically, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of Performance Rights or Options (as relevant) that the Board decides to vest.

Some of the factors that may affect the value of the termination benefits are as follows:

- (a) the participant's length of service and the portion of any relevant performance periods that have expired at the time they leave employment;
- (b) the participant's total fixed remuneration at the time grants are made under the Incentive Plan and at the time they leave employment; and
- (c) the number of unvested Incentives that the participant holds at the time they leave employment.

7.6 Voting Exclusion

A voting exclusion applies to Resolution 4 on the terms set out in the Notice.

7.7 Directors' recommendation

As each of the Directors may be eligible to participate in the Incentive Plan, the Directors make no recommendation as to how Shareholders should vote in on Resolution 4.

The Chairman intends to vote undirected proxies in favour of Resolution 4.

8. RESOLUTION 5 - ISSUE OF INCENTIVE OPTIONS RIGHTS TO MR DAVID QUINLIVAN

8.1 Background

Resolution 5 seeks Shareholder approval in accordance with Listing Rule 10.14 for the grant of 2,000,000 Incentive Options to Managing Director Mr David Quinlivan under the Employee Option Plan which was approved by Shareholders on 7 June 2019.

Resolution 5 is an ordinary resolution.

8.2 Incentive Options

To appropriately incentivise the continued performance of Mr David Quinlivan, the Managing Director of the Company, and to align his interests with those of Shareholders and the strategic goals and targets of the Company, the Company considers it appropriate to grant Options which are subject to vesting conditions (**Incentive Options**). Each Incentive Option entitles Mr Quinlivan to one ordinary share in the Company on vesting and exercise. Prior to vesting and exercise, Incentive Options do not entitle Mr David Quinlivan to any dividends or voting rights. The grant of the Incentive Options is designed to reward long term sustainable business performance measured by the Company's total shareholder return (**TSR**) over a three year period from 1 July 2019 to 30 June 2022 (**Vesting Period**) compared to that of a comparator group of resource companies (**Comparator Group**) over the same period.

Pursuant to Listing Rule 10.17, the Incentive Options granted to Mr David Quinlivan, and Shares allocated on exercise of the Incentive Options will not be included in the non-executive director fee limit as the Incentive Options will be issued pursuant to Shareholder approval under Listing Rule 10.14 (Shareholder approval to acquire securities under an employee incentive scheme).

Vesting conditions and testing

The Incentive Options will be issued on the terms and conditions of the Employee Option Plan which was approved by Shareholders on 7 June 2019. A summary of the terms and conditions of the Employee Option Plan were included in the notice of general meeting of Shareholders lodged with ASX on 30 April 2019.

The extent to which the Incentive Options will vest will depend on the Company's percentile ranking within the Comparator Group on the vesting date of 30 June 2022 (**Vesting Date**) and will be determined as follows:

- If the Company ranks below the 50th percentile, none of the Incentives will vest.
- If the Company ranks at the 50th percentile, 50% of the Incentive Options will vest.
- For each 1% ranking above the 50th percentile, an additional 2% of the Incentives will vest, with 100% vesting where the Company ranks at or above the 75th percentile.

After making this determination, any Incentive Options that do not vest on the Vesting Date will automatically lapse and the holder will have no further entitlements in respect of those Incentives. The Board will notify the holder shortly after the Vesting Date of the extent to which the Incentives have vested and the number of Shares which are capable of being allocated to the Holder on exercise of the vested Incentive Options.

If Incentive Options vest, Mr Quinlivan must exercise the Incentive Options in order to become entitled to receive the underlying Shares. The Holder may exercise those vested Incentives by giving a completed exercise notice to the Company. There is no exercise price payable on exercise of the Incentive Options. Any Incentive Option not exercised automatically expires on the expiry date (as defined under the terms and conditions of the Employee Option Plan which was approved by Shareholders on 7 June 2019). Incentives must be exercised in multiples of 10,000, or any such other number as determined by the Board from time to time.

8.3 Other key terms of the Incentive Options

Cessation of office

Where Mr Quinlivan ceases to be a director or an employee of the Company, unless the Board determines otherwise:

- (a) all of the unvested Incentive Options will lapse;
- (b) all of the vested Incentive Options will lapse if Mr Quinlivan has not exercised them within 30 days from the date Mr Quinlivan ceases to hold office as a Director .

Change of control

The Employee Option Plan rules provide details of the treatment of Incentive Options in connection with a change of control event. Refer to Schedule 5 of the notice of general meeting released to ASX on 30 April 2019 for a summary of the terms and conditions of the Employee Option Plan for more details.

Restrictions on dealing

Incentive Options cannot be sold, transferred, encumbered or dealt with under any circumstances unless otherwise permitted by the Employee Option Plan or as determined by the Board.

8.4 Section 208 of the Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Incentive Options to Mr Quinlivan as the exception in section 211 of the Corporations Act applies. The Incentive Options are considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

8.5 Section 200B and 200E of the Corporations Act

In accordance with section 200B of the Corporations Act, to give a benefit in connection with a person's retirement from an office, the Company must obtain Shareholder approval in the manner set out in section 200E of the Corporations Act.

Under the terms of the Employee Option Plan, the Board may exercise its discretion to accelerate the vesting of the Incentive Options in circumstances where the Incentive Options would otherwise lapse as a result of Mr Quinlivan ceasing to be an eligible participant under the Plan.

The Board has formed the view that this may constitute a benefit in connection with Mr Quinlivan's retirement from office. Therefore the Company seeks Shareholder approval for the potential giving of a retirement benefit associated with the exercise of the Board's discretion in relation to the Incentive Options.

The value of the benefit that might be given to Mr Quinlivan by the exercise of the Board's discretion will depend on a number of factors. Accordingly, the precise value of the benefit cannot be ascertained at the present time. Apart from the future Share price being unknown, the following matters which will or are likely to affect the value of the benefits are also unknown:

- (a) the number of Incentive Options held by Mr Quinlivan prior to the cessation of his employment;
- (b) reasons for the cessation of employment and Mr Quinlivan's length of service;
- (c) the term of the Incentive Options remaining;
- (d) the extent to which any vesting conditions or other performance or exercise hurdles have been satisfied; and
- (e) the exercise of the Board's discretion at the relevant time.

8.6 Listing Rules 7.1 and 10.14

In accordance with Listing Rule 10.14, the Company must not permit a Director and any of his associates to acquire securities under an employee incentive scheme unless it obtains Shareholder approval.

Pursuant to Listing Rule 7.2, exception 14, as Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 is not required.

8.7 Information required by Listing Rule 10.5

In accordance with Listing Rule 10.15, information is provided in relation to the Incentive Options as follows:

- (a) The Incentive Options will be issued to David Quinlivan (and/or his nominee).
- (b) The maximum number of Incentive Options to be granted will be 2,000,000 Incentive Options.
- (c) The Incentive Options will be issued at no cost.
- (d) The persons named in Listing Rule 10.14 and entitled to participate in the Plan are Peter Mansell, David Quinlivan, Keith Jones and Mark Wheatley.
- (e) Since the last shareholder approval on 7 June 2019, the following securities have been issued under the Employee Option Plan:
 - (i) 5,775,000 Remuneration Options (385,000 Remuneration Options post consolidation) and 26,666,675 Incentive Options (1,777,778 Incentive Options post consolidation) were issued to a nominee of Chairman Mr Peter Mansell on 11 June 2019 as approved by Shareholders at the 7 June 2019 General Meeting for nil consideration.
 - (ii) 3,850,000 Remuneration Options (256,667 Remuneration Options post consolidation), 17,777,775 Incentive Options (1,185,185 Incentive Options post consolidation) and 30,000,000 Performance Options (2,000,000 Performance Options post consolidation) were issued to a nominee of Managing Director Mr David Quinlivan on 11 June 2019 as approved by Shareholders at the 7 June 2019 General Meeting for nil consideration.
 - (iii) 3,850,000 Remuneration Options (256,667 Remuneration Options post consolidation) and 17,777,775 Incentive Options (1,185,185 Incentive Options post consolidation) were issued to a nominee of Non-executive Director Mr Keith Jones on 11 June 2019 as approved by Shareholders at the 7 June 2019 General Meeting for nil consideration.
 - (iv) 3,850,000 Remuneration Options (256,667 Remuneration Options post consolidation) and 17,777,775 Incentive Options (1,185,185 Incentive Options post consolidation) were issued to Non-executive Director Mr Mark Wheatley on 11 June 2019 as approved by Shareholders at the 7 June 2019 General Meeting for nil consideration.
 - (v) 3,942,208 Incentive Options were issued to CFO/Company Secretary, Tony Brazier; 3,582,917 Incentive Options were issued to Chief Mining Engineer, John Croall; and 3,726,233 Incentive Options were issued to GM Resource Development, Andrew Czerw, on 4 July 2019 for nil consideration.
- (f) A voting exclusion statement is included in the Notice for Resolution 5.

- (g) No loan is being offered in relation to the grant of the Incentive Options or allocation of shares on exercise of the Incentive Options.
- (h) The Incentive Options will be issued as soon as practicable after passing of the relevant resolution, and in any event, no later than 12 months after the date of the Meeting.

8.8 Information required by sections 200B and 200E of the Corporations Act

- (a) The Board has determined the current value of the Incentive Options and determined on the basis of the assumptions set out below the maximum technical value of one Incentive Options is \$0.121 and the maximum total value of the Incentive Options is \$242,000.
- (b) The Options have a zero exercise price and a service based vesting condition. Assuming that no dividends are paid by the Company during the vesting period (on the basis there is a degree of uncertainty about future dividends payable on the Company's shares during the vesting period), the market value of each Incentive Options at the grant date is equal to the market value of the Company's Shares on the grant date. Using an assumed grant date of 8 October 2019, the market value of each Incentive Options is equal to the closing price of Shares (being \$0.175 per Option), and the total value of the Incentive Options is \$350,000.
- (c) For the reasons detailed in Section 8.5, the potential value of the Incentive Options arising upon termination of the employment of Mr Quinlivan cannot be determined in advance. Section 8.5 details the factors that may affect the value of the Incentive Options.
- (d) A voting exclusion statement is included in the Notice for Resolution 5.

8.9 Directors' Recommendation

The Board (with Mr David Quinlivan abstaining) recommends that Shareholders vote in favour of Resolution 5.

The Chairman intends to exercise all available proxies in favour of Resolution 5.

9. RESOLUTION 6 - APPROVAL OF 10% PLACEMENT FACILITY

9.1 Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2(c)).

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

9.2 Listing Rule 7.1A

- (a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.
- (b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company. The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares.
- (c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of Shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of Shares under the entity's 15% placement capacity without Shareholder approval;
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

9.3 Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 543,979,872 Shares and therefore has a capacity to issue:

- (a) 81,596,980 Equity Securities under Listing Rule 7.1; and
- (b) subject to Shareholder approval being sought under Resolution 6, 54,397,987 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2(c)).

9.4 Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph 9.4(a) above, the date on which the Equity Securities are issued.

9.5 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (b) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX,

(the **10% Placement Period**).

9.6 Effect of Resolution

The effect of Resolution 6 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

9.7 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities 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; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph 9.7(a)(i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,
- which may have an effect on the amount of funds raised by the issue of the Equity Securities.
- (c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Ordinary Securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of the Notice.
- (d) The table also shows:
- (i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of Ordinary Securities the Company has on issue. The number of Ordinary Securities on issue may increase as a result of issues of Ordinary Securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
 - (ii) two examples of where the issue price of Ordinary Securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0875 50% decrease in Issue Price	\$0.175 Issue Price	\$0.2625 100% increase in Issue Price
Current Variable A 543,979,872	10% Voting Dilution	54,397,987 Shares	54,397,987 Shares	54,397,987 Shares
	Funds raised	\$4,759,823.86	\$9,519,647.73	\$14,279,471.59
50% increase in current Variable A 815,969,808	10% Voting Dilution	81,596,981 Shares	81,596,981 Shares	81,596,981 Shares
	Funds raised	\$7,139,735.84	\$14,279,471.68	\$21,419,207.51
100% increase in current Variable A 1,087,959,744	10% Voting Dilution	108,795,974 Shares	108,795,974 Shares	108,795,974 Shares
	Funds raised	\$9,519,647.73	\$19,039,295.45	\$28,558,943.18

- (e) The table has been prepared on the following assumptions:
- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.

- (iii) 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%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (vii) The issue price is \$0.175, being the closing price of the Shares on ASX on 8 October 2019.
- (f) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (g) The Company may seek to issue the Equity Securities for the following purposes:
 - (i) non-cash consideration for the acquisition of the new resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.
- (h) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (i) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the subscribers of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (j) The subscribers under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.
- (k) The Company previously obtained Shareholder approval at its 2018 annual general meeting. In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued a total of 523,532,204 (post-consolidation) Equity Securities. This represents approximately 794% of the total number of Equity Securities on issue at the commencement of that 12 month period. Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the Meeting are set out in Schedule 2.
- (l) A voting exclusion statement is included in the Notice for Resolution 6.
- (m) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

9.8 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

The Chairman intends to exercise all available proxies in favour of Resolution 6.

10. RESOLUTION 7 - MODIFICATION OF CONSTITUTION

10.1 Background

On 28 November 2018, ASX announced in its public consultation paper titled "Simplifying, clarifying and enhancing the integrity and efficiency of the ASX Listing Rules" (**Consultation Paper**) that it is proposing to introduce a two-tier escrow regime where ASX will require certain holders of restricted securities (e.g. related parties and promoters) and their controllers to execute a formal escrow agreement in the form of Appendix 9A (as is currently the case). However, for less significant holdings, ASX will instead permit entities to rely on a provision in their constitution imposing appropriate escrow restrictions on the holder of restricted securities and to simply give a notice to the holder of restricted securities advising them of those restrictions.

The proposed changes will take effect from 1 December 2019 and will include an updated Listing Rule 15.12 which will apply to entities admitted to the official list, or that issue restricted securities, on or after that date (**Proposed Listing Rule 15.12**).

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 7 seeks Shareholder approval for the modification of the constitution in accordance with section 136 of the Corporations Act.

The modified constitution will be effective from the close of the Meeting.

Resolution 7 is a special resolution. Accordingly, at least 75% of the votes cast by Shareholders present and eligible to vote at the Meeting must vote in favour of Resolution 7 for it to be passed.

10.2 Summary of New Provisions

Under the Proposed Listing Rule 15.12, for so long as long as an entity has restricted securities on issue, its constitution must provide for each of the following:

- (a) a holder of restricted securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;
- (b) if the securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the Company's issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;
- (c) the Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;
- (d) a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX; and
- (e) if a holder of restricted securities breaches a restriction deed or a provision of the Constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.

If this resolution is approved, the provisions set out in Sections 10.2(a) to 10.2(e) above will be included in the Constitution at sections 4.17 to 4.21.

10.3 Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 7.

The Chairman intends to exercise all available proxies in favour of Resolution 7.

SCHEDULE 1: DEFINITIONS

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

10% Placement Facility has the meaning given in 9.1.

10% Placement Period has the meaning given in Section 9.5.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2019.

Associate has the meaning given to that term in the Listing Rules or the Corporations Act (as the context requires).

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

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

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

Company or **Ora Banda** means Ora Banda Mining Limited ACN 100 038 266.

Consultation Paper has the meaning given to that term in Section 10.1.

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Employee Incentive Plan or **Incentive Plan** means the Ora Banda Mining Limited Employee Incentive Plan approved by the Board on 26 September 2019.

Employee Option Plan means the Employee Option Plan approved by Shareholders at a general meeting of Shareholders held on 7 June 2019.

Equity Security has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Managing Director means the managing director of the Company.

Meeting means the annual general meeting to be held at 10.30am (WST) Friday 15 November 2019.

Notice means the notice of the Meeting and includes the agenda, Explanatory Memorandum and Proxy Form.

Option means an option which entitles the holder to subscribe for one Share.

Ora Banda Group means the group of companies controlled by Ora Banda, which as at the date of this Notice are:

- (a) Carnegie Gold Pty Ltd;
- (b) Eastern Goldfields Mining Services Pty Ltd;
- (c) Ida Gold Operations Pty Ltd;
- (d) Monarch Gold Pty Ltd;
- (e) Monarch Nickel Pty Ltd;
- (f) Mt Ida Gold Operations Pty Ltd;
- (g) Mt Ida Gold Pty Ltd;
- (h) Pilbara Metals Pty Ltd;
- (i) Siberia Gold Operations Pty Ltd; and
- (j) Siberia Mining Corporation Pty Ltd.

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

Performance Right means a right to be issued a Share upon satisfaction of certain vesting conditions.

Proposed Listing Rule 15.12 has the meaning given to that term in Section 10.1.

Proxy Form means the proxy form attached to the Notice.

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

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual report for the year ended 30 June 2019.

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

Schedule means a schedule to this Explanatory Memorandum.

Section means a section of this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

TSR has the meaning given to that term in Section 8.2.

Vesting Date has the meaning given to that term in Section 8.2.

VWAP means volume weighted average price.

WST means Australian Western Standard Time, being the time in Perth, Western Australia.

SCHEDULE 2: LISTING RULE 7.3A.6 DISCLOSURE

Issues of Equity Securities during the 12 months preceding the date of the Meeting

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price	Total Cash Consideration	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
26 Aug 2019	57,559,910 Shares	Fully paid ordinary shares (Shares)	Issued to professional and sophisticated investors as announced on 16 August 2019.	Issue price - \$0.185. Market price - \$0.205. Discount to market price – 10%.	\$10,648,583	\$Nil.	Funds raised pursuant to the placement will be used to undertake work programs that include: (i) the upper level resource, reserve and exploration programs described in the Company's prospectus dated 30 April 2019; (ii) acceleration of the resource and reserve definition program at the Company's five key development prospects; (iii) progressing the re-location of Riverina Station pastoral lease homestead and associated facilities to a location that will not be impacted by future mining operations; (iv) fast tracking exploration at a number of high-grade high priority gold exploration targets within Ora Banda's extensive 1,336 km ² land package; and (v) advancing critical design for and the procurement of long lead items necessary to facilitate a rapid restart of the Company's 1.2 Mtpa processing plant at Davyhurst. The remaining shares to be issued pursuant to the placement as announced on 16 August 2019 are subject to shareholder approval at a meeting of shareholders to be held as soon as possible.	N/A	N/A
11 July 2019	700,000 Shares	Fully paid ordinary shares (Shares)	Issued to MD on vesting of Performance Options.	Nil – issued on vesting of Performance Options.	Nil. Value of \$91,000 based on the market price of Shares on the date of issue (\$0.13).	N/A	N/A	N/A	N/A
4 July 2019	11,251,358 incentive Options	Incentive Options issued under the terms of the Company's ESOP	Issued to certain employees of the Company.	N/A – issued for nil in accordance with the terms of the Company's ESOP approved on 7/6/19.	Nil. Total value of \$1,475,188 based on Black & Scholes and Monti Carlo option	N/A	N/A.	N/A	N/A

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price	Total Cash Consideration	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
		approved on 7/6/19 and subject to certain vesting conditions.			pricing model valuations.				
11 June 2019	2,912,806,390 Shares	Fully paid ordinary shares (Shares)	Issued to Hawke's Point Holdings I Limited to satisfy claims in respect of the secured debt in accordance with the DOCA, to satisfy claims in respects of existing convertible notes in accordance with the DOCA and on conversion of convertible notes.	Issue price - \$0.01. Market price – N/A. Shares were suspended from trading on date of issue.	Nil. The Shares were issued to satisfy claims in respect of the secured debt in accordance with the DOCA, to satisfy claims in respects of existing convertible notes in accordance with the DOCA and on conversion of convertible notes. Based on the issue price of \$0.01 per Share, the value of the Shares is \$29,128,063.	N/A	N/A	N/A	N/A
11 June 2019	819,484,014 Shares	Fully paid ordinary shares (Shares).	Issued to convertible note holders on conversion of convertible notes.	Issue price - \$0.01. Market price – N/A. Shares were suspended from trading on date of issue.	Nil. Issued to convertible note holders on conversion of convertible notes. Based on the issue price of \$0.01 per Share, the value of the Shares is \$8,194,840.	N/A	N/A	N/A	N/A
11 June 2019	553,997,260 Shares	Fully paid ordinary shares (Shares)	Issued to satisfy the secured creditors claims in respect of existing convertible notes	Issue price - \$0.01. Market price – N/A.	Nil. Issued to satisfy the secured creditors claims in respect of existing convertible notes	N/A	N/A	N/A	N/A

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price	Total Cash Consideration	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
			in accordance with the DOCA.	Shares were suspended from trading on date of issue.	in accordance with the DOCA.				
11 June 2019	43,750,000 unlisted Options	Unlisted Options exercisable at \$0.075 each on or before 11 June 2023.	Issued to the secured creditors under the convertible notes in lieu of the grant of options originally contemplated under the terms of the existing convertible notes.	N/A – issued for nil consideration in lieu of the grant of options originally contemplated under the terms of the existing convertible notes.	Nil. Total value of \$12,833 based on a Black & Scholes valuation.	N/A	N/A	N/A	N/A
11 June 2019	1,393,103,932 Shares	Fully paid ordinary shares (Shares)	Issued to supporting creditors to satisfy the remaining supporting creditors debt in accordance with the DOCA.	Issue price - \$0.01. Market price – N/A. Shares were suspended from trading on date of issue.	Nil. Issued to supporting creditors to satisfy the remaining supporting creditors debt in accordance with the DOCA. Based on the issue price of \$0.01 per Share, the value of the Shares is \$13,931,039.	N/A	N/A	N/A	N/A
11 June 2019	32,845,000 Shares	Fully paid ordinary shares (Shares)	Issued as a placement of shares to a professional sophisticated investors.	Issue price - \$0.01. Market price – N/A. Shares were suspended from trading on date of issue.	\$328,450	\$328,450 – to extinguish debt obligations of the group and for general working capital to undertake its business plan. For further details refer to the	N/A	N/A	N/A

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price	Total Cash Consideration	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
						prospectus lodged with ASX on 30 April 2019.			
11 June 2019	30,000,000 Shares	Fully paid ordinary shares (Shares)	Issued to the lead manager Hartleys in consideration of services provided in relation to the recapitalisation and relisting of the Company.	N/A – issued for nil consideration of services provided in relation to the recapitalisation and relisting of the Company.	Nil. Based on the issue price of \$0.01 per Share, the value of the Shares is \$300,000.	N/A	N/A	N/A	N/A
11 June 2019	115,000,000 unlisted Options	Unlisted options exercisable at \$0.0175 each on or before 11 June 2021.	Issued to the lead manager Hartleys in consideration of services provided in relation to the recapitalisation and relisting of the Company.	N/A – issued for nil consideration of services provided in relation to the recapitalisation and relisting of the Company.	Nil. Total value of \$164,067 based on a Black & Scholes valuation.	N/A	N/A	N/A	N/A
11 June 2019	20,000,000 Shares	Fully paid ordinary shares (Shares)	Issue to settle tenement claims.	N/A – issued for nil consideration to settle tenement claims.	Nil. Based on the issue price of \$0.01 per Share, the value of the Shares is \$200,000.	N/A	N/A	N/A	N/A
11 June 2019	127,325,000 unlisted Options	Unlisted options consisting of 17,325,000 Remuneration Options, 80,000,000 Incentive Options and 30,000,000 Performance options issued under the terms and conditions of the	Issued to the Directors of the Company subject to the terms and conditions of the Company's ESOP approved by Shareholders at the 7 June 2019 general meeting of Shareholders.	Nil – issued pursuant to the terms and conditions of the Company's ESOP approved by Shareholders at the 7 June 2019 general meeting of Shareholders.	Nil. Total value of \$1,171,467 based on a Black & Scholes and Monti Carlo option pricing model valuations.	N/A	N/A	N/A	N/A

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price	Total Cash Consideration	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
		Company's ESOP approved by shareholders on 7 June 2019.							
6 June 2019	5,699 convertible notes.	Convertible notes with a face value of \$100 and accrue interest daily at 10%pa. Automatically convert at \$0.01 conversion price following shareholder approval.	Issued to professional and sophisticated investors.	N/A - \$100 per note.	\$100 per note to raise \$569,900.	\$569,900 – to extinguish debt obligations of the group and for general working capital to undertake its business plan. For further details refer to the prospectus lodged with ASX on 30 April 2019.	N/A	N/A	N/A
28 May 2019	216,740 convertible notes.	Convertible notes with a face value of \$100 and accrue interest daily at 10%pa. Automatically convert at \$0.01 conversion price following shareholder approval.	Issued to professional and sophisticated investors.	N/A - \$100 per note.	\$100 per note to raise \$21,674,000.	\$21,674,000 – to extinguish debt obligations of the group and for general working capital to undertake its business plan. For further details refer to the prospectus lodged with	N/A	N/A	N/A

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price	Total Cash Consideration	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
						ASX on 30 April 2019.			
28 May 2019	761,780,013 Shares	Fully paid ordinary shares (Shares)	Entitlement offer to Shareholders pursuant to the prospectus lodged with ASIC and ASX on 30 April 2019.	Issue price - \$0.01. Market price – N/A. Shares were suspended from trading on date of issue.	\$7,617,800	\$7,617,800 – to extinguish debt obligations of the group and for general working capital to undertake its business plan. For further details refer to the prospectus lodged with ASX on 30 April 2019.	N/A	N/A	N/A

SCHEDULE 3: NOMINATION OF AUDITOR

FINMAN PTY LTD
<THE MARK IRIKS FAMILY A/C>,
PO BOX 192
VICTORIA PARK WA 6979

The Directors
Ora Banda Mining Limited
Level 2, 220 St Georges Terrace
Perth WA 6000

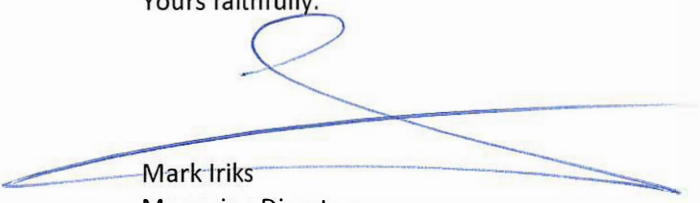
4 October 2019

Dear Sirs,

NOMINATION OF AUDITOR

For the purpose of section 328B (1) of the Corporations Act 2001, as a member of Ora Banda Mining Ltd ("Company"), I hereby nominate KPMG for appointment as auditor of the Company at the upcoming annual general meeting.

Yours faithfully.



Mark Iriks
Managing Director
Finman Pty Ltd

Mark Iriks
MANAGING DIRECTOR







Ora Banda Mining Ltd
ABN 69 100 038 266

OBM

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (WST)** Wednesday, 13 November 2019.

Proxy Form - Annual General Meeting

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Ora Banda Mining Limited hereby appoint



the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Ora Banda Mining Limited to be held at the Ground Floor Meeting Room, 108 St Georges Terrace, Perth, Western Australia on Friday, 15 November 2019 at 10:30am (WST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 4 and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain
1 Remuneration Report	☐	☐	☐
2 Election of Director - Mr Peter Mansell	☐	☐	☐
3 Appointment of Auditor	☐	☐	☐
4 Employee Incentive Plan	☐	☐	☐
5 Issue of Incentive Options to Mr David Quinlivan	☐	☐	☐
6 Approval of 10% Placement Facility	☐	☐	☐
7 Modification of Constitution	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

O B M

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Computershare

