



Todd River Resources Limited
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NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting will be held at
Quest Innaloo, 1 Sunray Drive, Innaloo WA 6018
at 11.00am (WST) on 20 October 2020.**

**Shareholders are urged to attend the meeting or vote by lodging the
Proxy Form attached to this Notice.**

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their 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 6166 0255.

Todd River Resources Limited

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Todd River Resources Limited (the **Company**) will be held at Quest Innaloo, 1 Sunray Drive, Innaloo WA 6018 on 20 October 2020 at 11.00am (WST) (the Meeting).

The Explanatory Memorandum to this Notice 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 18 October 2020 (being 2 days prior to the date of the meeting) at 4.00pm (WST).

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

COVID-19 Information

In light of the easing of restrictions on gatherings in Western Australia, it is currently anticipated that the Meeting will be held in person (and not by virtual means). The Company has taken steps to ensure that all attendees will be able to participate in the Meeting while maintaining their health and safety and abiding by social distancing requirements.

Shareholders do not need to attend the Meeting in order to cast their vote(s). The Company therefore recommends that Shareholders who do not wish to attend the Meeting in person, but who wish to vote, appoint the Chairman as their proxy (and where desired, direct the Chairman how to vote on a Resolution) rather than attending in person.

If the Meeting cannot be held in person, the Company will make additional arrangements as required.

AGENDA

ORDINARY BUSINESS

Part A – Financial and Other Reports

Financial and Other Reports

To receive and consider the financial report for the year ended 30 June 2020 and the related Directors' Report, Directors' Declaration and Auditors' Report.

Resolution 1 – Adopt Remuneration Report

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

“That the Remuneration Report of the Company for the financial year ended 30 June 2020 be adopted.”

Under the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion

To the extent required by section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) *a member of a Group Company's key management personnel details of whose remuneration are included in the Remuneration Report; or*
- (b) *a Closely Related Party of such a member.*

However, a person (the “voter”) may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of such a member or a Closely Related Party of such a member and either:

- (c) *the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or*
- (d) *the voter is the chair of the meeting and the appointment of the chair as proxy does not specify the way the proxy is to vote on the Resolution and expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of a Group Company's key management personnel.*

Part B – Election of Directors

Resolution 2 – Re-election of Mr Edward Fry

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

“That Mr Edward Fry, who retires in accordance with Article 6.3(c) of the Constitution and, being eligible, offers himself for election, be re-elected as a Director with effect from the close of the Meeting.”

Resolution 3 – Election of Mr Ian Murray

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

“That Mr Ian Murray, who retires in accordance with Article 6.3(j) of the Constitution and, being eligible, offers himself for election, be elected as a Director with effect from the close of the Meeting.”

SPECIAL BUSINESS

Part C – Issues of securities pursuant to the August Placement

Resolution 4 – Ratification of issue of Shares pursuant to the August 7.1 Placement

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 36,060,080 Shares pursuant to the August 7.1 Placement, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) *any person who participated in the issue or who is a counterparty to the agreement being approved; or*
- (b) *any associates (as defined in the Listing Rules) of those persons.*

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

Resolution 5 – Ratification of issue of Shares pursuant to the August 7.1A Placement

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 24,577,690 Shares pursuant to the August 7.1A Placement, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) *any person who participated in the issue or who is a counterparty to the agreement being approved; or*
- (b) *any associates (as defined in the Listing Rules) of those persons.*

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

Resolution 6 – Issue of Shares and Options

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 72,862,230 Shares and up to 66,750,000 Options pursuant to the August Placement, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) *any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), including Hartleys Limited and; or*
- (b) *any associates (as defined in the Listing Rules) of those persons.*

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

Resolution 7 – Issue of Shares and Options to Mr William Dix

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 833,333 Shares and 416,666 Options to Mr William Dix (or his nominee) pursuant to the August Placement, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr William Dix (or his nominee), Hartleys Limited or any other person 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 Company) or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

Resolution 8 – Issue of Shares and Options to Mr Ian Murray

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,666,667 Shares and 833,334 Options to Mr Ian Murray (or his nominee) pursuant to the August Placement, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Ian Murray (or his nominee), Hartleys Limited or any other person 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 Company) or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

Resolution 9 – Issue of Options to Hartleys

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 10,000,000 Options to Zenix Nominees Pty Ltd, (a nominee of Hartleys Limited) for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Zenix Nominees Pty Ltd, Hartleys Limited or any other person 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 Company) or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

Part D – Approval of 10% Placement Facility

Resolution 10 – Approval of 10% Placement Facility

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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve that the Company may issue (or enter into agreements to issue) Equity Securities representing up to 10% of the issued capital of the Company (calculated in accordance with the formula prescribed in Listing Rule 7.1A.2) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

As set out Listing Rule 7.3.A.7, a voting exclusion in respect of an approval under Listing Rule 7.1A is only required if, at the time of dispatching the Notice, the entity is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2. As the Company is not proposing to make an issue of Equity Securities under that Listing Rule as at the time of dispatching the Notice, no voting exclusion statement is required for this Resolution.

Part E – Issue of Shares to Cratonix Pty Ltd

Resolution 11 – Issue of Shares to Cratonix Pty Ltd

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of Shares to Cratonix Pty Ltd, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Cratonix Pty Ltd or any other person 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 Company) or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

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

OTHER BUSINESS

To consider any other business which may properly be brought before the Meeting in accordance with the Company's Constitution and the Corporations Act.

BY ORDER OF THE BOARD



Simon Robertson
Company Secretary

Dated: 17 September 2020

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at Quest Innaloo, 1 Sunray Drive, Innaloo WA 6018 on 20 October 2020 at 11.00am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. This Explanatory Memorandum includes information to assist Shareholders in deciding how to vote on each of the Resolutions contained in the Notice.

Part A – Financial and Other Reports

Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the financial report for the year ended 30 June 2020, the Directors' Report, and the Auditor's Report.

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 <https://www.trrltd.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, the preparation and content of the Auditor's Report, accounting policies adopted by the Company and the independence of the auditor.

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

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

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

Resolution 1 – Adopt Remuneration Report

Section 250R(2) of the Corporations Act requires that listed companies put a Remuneration Report relating to director and executive remuneration for each financial year to a resolution of members at their annual general meeting. The Remuneration Report is included in the Directors' Report of the Company's Annual Report.

Under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company. Accordingly, this Resolution is advisory only and, if this Resolution is not passed, the Directors will not be required to alter any of the arrangements set out in the Remuneration Report.

However, in accordance with Division 9 of Part 2G.2 of the Corporations Act, if at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report at the 2020 Annual General Meeting and then again at the 2021 Annual General Meeting, the Company will be required to put to Shareholders a resolution at the 2021 Annual General Meeting proposing the calling of a further general meeting to consider the election of Directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of a Spill Resolution, the Company would be required to convene a further general meeting (**Spill Meeting**) within 90 days of the 2021 Annual General Meeting. All of the Directors who were in office when the 2021 Directors' Report was approved by the Directors (other than the Managing Director) would cease to hold office immediately before the end of the Spill Meeting but may, if eligible, stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved would (together with the Managing Director) be the Directors of the Company.

Key management personnel, details of whose remuneration are included in the Remuneration Report, and their Closely Related Parties, are prohibited from voting on this Resolution, except in the circumstances described in the voting exclusion set out in the Notice.

The Chairman will allow a reasonable opportunity for Shareholders at the Meeting to ask about, or make comments on, the Remuneration Report.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

Part B – Election of Directors

Resolution 2 – Re-election of Mr Edward Fry

Resolution 2 seeks the re-election of Mr Edward Fry as a Non-Executive Director of the Company. Mr Fry was first appointed as a Director of the Company on 4 April 2017.

Mr Fry is required to retire in accordance with Article 6.3(c) of the Constitution. Article 6.3(c) provides that at the Annual General Meeting in every year, if the Company has more than three directors, one-third of the Directors (rounded down to the nearest whole number and excluding the Managing Director and any Directors who must retire pursuant to Article 6.3(j) of the Constitution) must retire from office. Article 6.3(f) of the Constitution provides that a Director who retires under Article 6.3(c) is eligible for re-election.

Mr Fry has extensive experience within the Australian resource sector and is a specialist in Indigenous and Native Title issues. He holds a Diploma in Business Management from the University of South Australia and is a graduate of the International Lead and Zinc Study Group conducted out of Belgium on international base metal global supply and demand trade.

Based in Adelaide, Mr Fry is a former director of TNG Ltd. He is an Executive Director of Gimbulki Resources Pty Ltd, a Native Title land access company he established in 2002 which has provided consulting services to a range of Australian exploration and mining companies including Rio Tinto, Barrick Gold, and Transfield Services.

During his career he also held senior executive roles with Normandy Mining Ltd, where he established the company's Traditional Owner policy, and later was manager of international logistics and marketing of Normandy's base-metal portfolio.

Mr Fry is Chairman of Indigenous Business Australia, Chair of the Indigenous Land Corporation, Chair of the Indigenous Advisory Board at Ventia (formerly Broadspectrum, since 2010), and a Deputy Chair of the Aboriginal Foundation of South Australia (since 2007).

The Board considers that Mr Fry's independence has not been impaired during his tenure and that therefore, if re-elected, Mr Fry will qualify as an independent Non-Executive Director.

Being eligible, Mr Fry offers himself for re-election as a Non-Executive Director.

Directors' recommendation

After appropriate consideration, and taking into account his past performance, contributions to the Company and the current and future needs of the Board and the Company, the Board's members (excluding Mr Fry) unanimously resolved that Mr Fry's distinct set of skills and experience, including as stated above, are of obvious and on-going benefit to the Board.

The Board (other than Mr Fry, who abstains) unanimously recommends that Shareholders vote in favour of Resolution 2.

Resolution 3 – Election of Mr Ian Murray

Resolution 3 seeks the election of Mr Ian Murray as a Non-Executive Director of the Company. Mr Murray was first appointed as a Director of the Company by the Directors on 2 September 2020 following completion of the acquisition of Marlee Base Metals Pty Ltd and is a nominee director of Marlee Minerals Pty Ltd (a substantial shareholder of the Company).

Mr Murray is required to retire in accordance with Article 6.3(j) of the Constitution. Article 6.3(j) provides that a Director appointed by the Directors must retire at the first annual general meeting of the Company following their appointment and is eligible for re-election.

Mr Murray is a qualified Chartered Accountant and former Chair and Managing Director/CEO of Gold Road Resources Ltd. Under Mr Murray's leadership, Gold Road discovered the Gruyere Gold Deposit and grew its market capitalisation from approximately \$5M to >\$1Bn. Mr Murray is currently executive chairman at Matador Mining Ltd (ASX:MZZ) and a non-executive director of Blackrock Mining (ASX:BKT) and Geopacific Resources Ltd (ASX: GPR).

The Board considers that Mr Murray, if elected, will not qualify as an independent director of the Company given that he is a shareholder and director of Marlee Minerals Pty Ltd. Marlee Minerals Pty Ltd became a substantial Shareholder of the Company upon completion of the acquisition of Marlee Base Metals Pty Ltd which occurred on 2 September 2020 (see the Company's announcement dated 2 September 2020).

Other than in relation to Mr Murray's position as a director of a substantial Shareholder of the Company, the Company is not aware of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, Mr Murray's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

The Company confirms that in relation to Mr Murray, the Company has conducted appropriate checks into Mr Murray's background and experience which have not revealed any information of concern.

Being eligible, Mr Murray offers himself for election as a Non-Executive Director.

Directors' recommendation

After appropriate consideration, and taking into account his past performance, contributions to the Company and the current and future needs of the Board and the Company, the Board's members (excluding Mr Murray) unanimously resolved that Mr Murray's distinct set of skills and experience, including as stated above, are of obvious and on-going benefit to the Board.

The Board (other than Mr Murray, who abstains) unanimously recommends that Shareholders vote in favour of Resolution 3.

Part C – Issues of securities pursuant to the August Placement

August Placement background

On 17 August 2020 the Company announced to ASX that it had secured firm commitments to raise approximately A\$4.0 million (before costs) through a placement of up to approximately 136 million Shares at an issue price of \$0.03 per Share to qualified sophisticated and professional investors (the **August Placement**).

On 24 August 2020, the Company announced to ASX that all Shares to be issued under Tranche 1 of the August Placement had been issued. Those Tranche 1 Shares consisted of: (i) 36,060,080 Shares issued pursuant to the Company's Listing Rule 7.1 capacity (**August 7.1 Placement**); and (ii) 24,577,690 Shares issued pursuant to the Company's Listing Rule 7.1A capacity (**August 7.1A Placement**) (together, the **Tranche 1 Issue**).

Tranche 2 of the August Placement (up to approximately 75.4 million Shares) is subject to Shareholder approval, which the Company is seeking under Resolutions 6 to 8.

Participants in the August Placement (under both Tranches 1 and 2) will also receive one (1) free attaching Option for every two (2) Shares issued under the August Placement, with each Option to be exercisable at 6.0 cents with an expiry date of 2 years from the date of issue. The issue of Options is subject to Shareholder approval (which the Company is seeking under Resolutions 6 to 8) and, if approved, will result in the issue of up to approximately 68 million Options.

The Company's Managing Director William Dix and Non-Executive Director Ian Murray (through their respective nominees) have each subscribed for Shares under Tranche 2 of the Placement (and will therefore each receive free attaching Options). The issues of Shares and Options to Mr Dix and Mr Murray are each subject to Shareholder approval at the Meeting pursuant to Listing Rule 10.11, which the Company is seeking under Resolutions 7 and 8.

Hartleys acted as lead manager to the August Placement and Hartleys (or its nominee) will be issued a total of 10,000,000 Options as partial payment for those services, subject to shareholder approval at the Meeting, which the Company is seeking under Resolution 9.

Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% limit under Listing Rule 7.1 by an extra 10% to 25%. The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 13 November 2019 which means that the Company had this additional placement capacity available to it in relation to the issue of Shares under the August 7.1A Placement. The Listing Rules provide that issues made in accordance with Listing Rule 7.1A can be ratified.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

Resolutions 4 and 5 – Ratification of issues of Shares

Please refer to the Explanatory Memorandum for Part C for information about the August Placement and Listing Rule 7.1.

The Tranche 1 Issue does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it has used up part of the Company's 25% limit under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval.

Under Resolutions 4 and 5, the Company seeks Shareholder approval for, and ratification of, the issue of Shares under the Tranche 1 Issue under and for the purposes of Listing Rule 7.4 so as to retain as much flexibility as possible (under Listing Rule 7.1 and 7.1A) to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolutions 4 and 5 are passed, the Tranche 1 Issue will be excluded in calculating the Company's combined 25% limit under Listing Rules 7.1 and 7.1A, increasing the number of Equity Securities the Company can issue without Shareholder approval.

If Resolutions 4 and 5 are not passed, the Tranche 1 Issue will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, and will continue to restrict the number of Equity Securities the Company can issue without Shareholder approval.

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to the Tranche 1 Issue:

- (a) The Shares were issued to qualified sophisticated and professional investors, none of whom are related parties of the Company. Some of the placees were existing Shareholders of the Company and the others were introduced to the Company by Hartleys Limited, the lead manager of the August Placement.
- (b) The total number of securities issued pursuant to the August 7.1 Placement was 36,060,080 Shares. The total number of securities issued pursuant to the August 7.1A Placement was 24,577,690 Shares.
- (c) The Shares were issued on the same terms as the other Shares on issue.
- (d) The Shares were issued on 24 August 2020.
- (e) The Shares were issued at an issue price of \$0.03 per Share.
- (f) Funds raised under the August Placement will be used: (i) to carry out geophysics and drilling programs at the Nanutarra Ni-Cu-PGE Project; (ii) to carry out Ni-Cu-PGE and gold exploration at the Berkshire Valley Project in Western Australia (100km north of the exciting Chalice Gold (ASX:CHN) Julimar discovery) that the Company has now acquired through the acquisition of Marlee Base Metals Pty Ltd and Moonknight Pty Ltd; (iii) to advance the Petermann Range Project where Exploration Agreement negotiations for land access are almost complete; and (iv) for general working capital purposes.
- (g) There are no further material terms to disclose in respect of this arrangement.
- (h) A voting exclusion statement in respect of each of Resolutions 4 and 5 is set out in the Notice.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of each of Resolutions 4 and 5. ¹²

Resolution 6 – Issue of Shares and Options

Please refer to the Explanatory Memorandum for Part C for information about the August Placement and Listing Rule 7.1.

The proposed issue of Shares and Options under Tranche 2 of the August Placement is subject to Shareholder approval under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval for the issue of up to 72,862,230 Shares and up to 66,750,000 Options to qualified sophisticated and professional investors including the issue of Options to those investors that participated in Tranche 1 of the August Placement (**Tranche 2 Issue**), under and for the purposes of Listing Rule 7.1. This Resolution does not relate to the issue of Shares and Options to William Dix and Ian Murray (both of whom are Directors) and the issue of Shares and Options to these Directors is addressed in Resolutions 7 and 8.

If this Resolution is passed, the Tranche 2 Issue can proceed which will allow the Company to raise subscription funds pursuant to that issue. In addition, if approved, the Tranche 2 Issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Tranche 2 Issue will not occur and the Company will not be able to raise subscription funds pursuant to that issue.

Listing Rule 7.3 requires the following information to be provided in relation to the Tranche 2 Issue:

- (a) Up to 72,862,230 Shares and up to 66,750,000 Options will be issued to qualified sophisticated and professional investors (including the issue of Options to those investors that participated in Tranche 1 of the August Placement).
- (b) The Shares will be fully paid ordinary shares in the capital of the Company. The Options will be issued at a nil issue price, with an exercise price of \$0.06 and an expiry date of 2 years from the date of issue. Further terms of the Options are set out in Schedule 2.
- (c) Subject to receipt of Shareholder approval, the Shares and Options will be issued as soon as practicable after the Meeting (which is expected to be on or around 20 October 2020) following receipt of subscription funds and no later than 3 months after the date of the Meeting (unless an ASX waiver is obtained).
- (d) The Shares will be issued at \$0.03 per share. The Options will be issued on the basis of one free attaching Option for every two Shares issued under the August Placement.
- (e) Funds raised under the August Placement will be used: (i) to carry out geophysics and drilling programs at the Nanutarra Ni-Cu-PGE Project; (ii) to carry out Ni-Cu-PGE and gold exploration at the Berkshire Valley Project in Western Australia (100km north of the exciting Chalice Gold (ASX:CHN) Julimar discovery) that the Company has now acquired through the acquisition of Marlee Base Metals Pty Ltd and Moonknight Pty Ltd; (iii) to advance the Petermann Range Project where Exploration Agreement negotiations for land access are almost complete; and (iv) for general working capital purposes. The Company will not raise any funds from the issue of the Options under the Tranche 2 Issue. However, if all Options are ultimately exercised, the Company will raise \$4,005,000 (before costs) and the Company intends to use such funds towards further development of the Company's projects and for general working capital purposes.
- (f) There are no further material terms to disclose in respect of this arrangement.
- (g) A voting exclusion statement is included in the Notice.

Directors' Recommendation

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

Resolutions 7 and 8 – Issue of Shares and Options to Directors

Please refer to the Explanatory Memorandum for Part C for information about the August Placement.

The Company's Managing Director William Dix has subscribed (through his nominee) for 833,333 shares (and 416,666 Options) under Tranche 2 of the August Placement and Non-Executive Director Ian Murray (through his nominee) has subscribed for 1,666,667 Shares (and 833,334 Options) under Tranche 2 of the

August Placement (together the **Proposed Director Issues**). The Proposed Director Issues are each subject to shareholder approval at the Meeting, pursuant to Listing Rule 10.11.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to (among others) a related party or an associate (as defined in the Listing Rules) of a related party unless it obtains the approval of its shareholders.,

The Proposed Director Issues fall within Listing Rule 10.11.1 and do not fall within any of the exceptions in Listing Rule 10.12. They therefore require the approval of Shareholders under Listing Rule 10.11.

Resolutions 7 and 8 seek the required Shareholder approval to the Proposed Director Issues under and for the purposes of Listing Rule 10.11.

If those Resolutions are passed, the Company will be able to proceed with the Proposed Director Issues which will allow the Company to raise subscription funds pursuant to those issues.

If those resolutions are not passed, the Company will not be able to proceed with the Proposed Director Issues and the Company will not be able to raise subscription funds pursuant to those issues.

Listing Rule 10.13 requires the following information to be provided in relation to the Proposed Director Issues:

- (a) The persons to acquire Shares and Options under the Proposed Director Issues are Mr William Dix and Mr Ian Murray (or their respective nominees). Mr Dix is the Managing Director of the Company, and Mr Murray is a Non-Executive Director of the Company.
- (b) Mr Dix and Mr Murray fall within Listing Rule 10.11.1, being Directors of the Company. Their nominees (if applicable) would fall within Listing Rule 10.11.4, being associates (as defined in the Listing Rules) of the above mentioned Directors.
- (c) The number of Shares and Options that may be acquired by each Director (or their nominees) under the Proposed Director Issues pursuant to each Resolution is, in the case of Mr Dix, 833,333 Shares and 416,666 Options (exercisable up to 416,666 Shares), and in the case of Mr Murray, 1,666,667 Shares and 833,334 Options (exercisable up to 833,334 Shares).
- (d) The Shares will be fully paid ordinary shares in the capital of the Company. The Options will be issued at a nil issue price, with an exercise price of \$0.06 with an expiry date of 2 years from the date of issue. Further terms of the Options are set out in Schedule 2.
- (e) Subject to receipt of Shareholder approval, the Shares and Options will be issued progressively following receipt of subscription funds and no later than 1 month after the date of the Meeting (unless an ASX waiver is obtained).
- (f) The Shares will be issued at \$0.03 per share. The Options will be issued on the basis of one free attaching Option for every two Shares issued to the relevant Director under the Proposed Director Issues.
- (g) Funds raised under the August Placement will be used: (i) to carry out geophysics and drilling programs at the Nanutarra Ni-Cu-PGE Project; (ii) to carry out Ni-Cu-PGE and gold exploration at the Berkshire Valley Project in Western Australia (100km north of the exciting Chalice Gold (ASX:CHN) Julimar discovery) that the Company has now acquired through the acquisition of Marlee Base Metals Pty Ltd and Moonknight Pty Ltd; (iii) to advance the Petermann Range Project where Exploration Agreement negotiations for land access are almost complete; and (iv) for general working capital purposes. The Company will not raise any funds from the issue of the Options under the Proposed Director Issues. However, if all Options are ultimately exercised, the Company will raise \$75,000 (before costs) and the Company intends to use such funds towards further development of the Company's projects and for general working capital purposes.
- (h) The Proposed Director Issues are not intended to remunerate or incentivise Mr Dix or Mr Murray. The Proposed Director Issues are on the same terms as the rest of the August Placement, except that they are subject to approval under Listing Rule 10.11 (and not Listing Rule 7.1) at the Meeting.
- (i) There are no further material terms to disclose in respect of this arrangement.
- (j) A voting exclusion statement in respect of each of Resolutions 7 and 8 are set out in the Notice.

If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Directors' Recommendation

The Board (other than William Dix and Ian Murray who abstain) unanimously recommends that Shareholders vote in favour of Resolutions 7 and 8.

Resolution 9 – Issue of Options to Hartleys Limited

Please refer to the Explanatory Memorandum for Part C for information about the August Placement and Listing Rule 7.1.

As set out in the Company's announcement dated 17 August 2020, Hartleys Limited (**Hartleys**) acted as lead manager to the August Placement and as part of Hartleys' fees for acting in that capacity, the Company will issue to Zenix Nominees Pty Ltd (a subsidiary of Hartleys), 10,000,000 Options with an exercise price of \$0.06 and an expiry date of 2 years from the date of issue subject to Shareholder approval being obtained (**Hartleys Issue**). The Hartleys Issue requires the approval of Shareholders under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval for the Hartleys Issue, under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Hartleys Issue can proceed and will comprise part of Hartleys' fees for acting as lead manager of the August Placement. In addition, if approved the Hartleys Issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Hartleys Issue will not occur and the Company will discuss with Hartleys the most appropriate way to provide that part of Hartleys' fees for acting as lead manager of the August Placement by other means (which may include a separate cash payment to Hartleys or a new offer of securities that is not subject to shareholder approval).

Listing Rule 7.3 requires the following information to be provided in relation to the Hartleys Issue:

- (a) Up to 10,000,000 Options will be issued to Zenix Nominees Pty Ltd (which is not a related party of the Company).
- (b) The Options will be issued at a nil issue price, with an exercise price of \$0.06 with an expiry date of 2 years from the date of issue. Further terms of the Options are set out in Schedule 2.
- (c) Subject to receipt of Shareholder approval, the Options will be issued in one parcel no later than 3 months after the date of the Meeting (unless an ASX waiver is obtained).
- (d) The Options will be issued as partial payment for Hartleys' services to the Company as lead manager of the August Placement. Hartleys will also receive a fee (in cash) equal to 6% (plus GST) of the funds raised under the August Placement (of which approximately \$120,000 was paid on completion of Tranche 1 of the August Placement with approximately \$144,000 owing on completion of Tranche 2 of the August Placement).
- (e) The Company will not raise any funds from the Hartleys Issue as the Options will be issued as part of Hartleys' fees for acting as lead manager of the August Placement. If all of the Options issued under the Hartleys Issue are ultimately exercised, the Company will raise \$600,000 (before costs) and the Company intends to use such funds towards further development of the Company's projects and for general working capital purposes.
- (f) There are no further material terms to disclose in respect of this arrangement in respect of the August Placement. The Company's engagement of Hartleys will continue until February 2021 (unless extended). The engagement is subject to standard commercial terms and includes payment of a fee of 6% (plus GST) in cash on the gross amount raised in respect of equity or hybrid capital raisings during the term.
- (g) A voting exclusion statement is included in the Notice.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 9.

Part D – 10% Placement Facility

Resolution 10 – Approval of the 10% Placement Facility under Listing Rule 7.1A

Please refer to the Explanatory Memorandum for Part C for information about Listing Rule 7.1.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% limit under Listing Rule 7.1 by an extra 10%, to 25%.

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

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

If Resolution 10 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval. If Resolution 10 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

In accordance with Listing Rule 7.3A, information is provided in relation to the 10% Placement Facility as follows:

- (a) Shareholder approval of the 10% Placement Facility will be valid from the date of the Meeting to the first to occur of the following:
 - (i) the date that is 12 months after the date of the Meeting;
 - (ii) the time and date of the Company's next annual general meeting; and
 - (iii) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (b) The Equity Securities will be issued for a cash consideration per security of not less than 75% of the volume weighted average market price (**VWAMP**) of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
 - (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i), the date on which the Equity Securities are issued.
- (c) The Company may seek to issue Equity Securities under the 10% Placement Facility to raise funds towards acquisitions of new assets or investments (including expenses associated with such acquisitions or repayment of debt drawn down to fund such acquisitions), for capital expenditure on the Company's current assets, for continued exploration and development of its current projects and/or for general working capital.
- (d) If this Resolution is approved by Shareholders at the Meeting and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic interest may be diluted if the Equity Securities are issued at a discount. Further, the existing Shareholders' voting power in the Company will be diluted by up to 9.09% if all of the Listing Rule 7.1A capacity is used. 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 Shareholder approval at 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,

which may have an effect on the amount of funds raised by the issue of the Equity Securities and also on the Company's Share price post issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current Share price and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (iii) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro-rata entitlement offer or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved by Shareholders at this Meeting or at future Shareholder meetings; and
- (iv) two examples where the issue price of Shares has changed – in one example it has decreased by 50% and in another it has increased by 50% against the current Share price (which, for the purposes of this table, is \$0.047 being the closing price of the Shares on ASX as at 14 September 2020)

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		Assuming 50% decrease in issue price \$0.0235	Issue price \$0.047	Assuming 50% increase in issue price \$0.094
Current Variable A 407,221,128	Number of Shares that could be issued under 10% Placement Facility	40,722,112 Shares	40,722,112 Shares	40,722,112 Shares
	Funds that could be raised	\$956,970	\$1,913,939	\$2,870,909
50% increase in current Variable A 610,831,692	Number of Shares that could be issued under 10% Placement Facility	61,083,169 Shares	61,083,169 Shares	61,083,169 Shares
	Funds that could be raised	\$1,435,454	\$2,870,909	\$4,306,363
100% increase in current Variable A 814,442,256	Number of Shares that could be issued under 10% Placement Facility	81,444,225 Shares	81,444,225 Shares	81,444,225 Shares
	Funds that could be raised	\$1,913,939	\$3,827,879	\$5,741,818

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) In each case, an issue of the maximum number of Shares under the 10% Placement Facility would dilute the Shareholders as at the date immediately prior to the issue by up to 9.09%. For example, based on the current number of Shares on issue as at the date of this Notice, existing Shareholders would have 407,221,128 votes out of a total post-issue number of 447,943,240 Shares, representing 90.91% of the post-issue total number of shares (or a dilution of 9.09%) if all Resolutions are passed and all issued Shares are included in the calculation of Variable A.
- (iii) The table does not show the economic dilution that may be caused to a particular Shareholder's shareholding by reason of placements under the 10% Placement Facility.
- (iv) 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.
- (v) The issue of Equity Securities under the 10% Placement Facility consists only of Shares (although the Company also has Options on issue as at the date of this Notice).
- (vi) The base issue price is assumed to be \$0.047 being the closing price of the Shares on ASX on 14 September 2020.

- (vii) The issue price is assumed to be the current Share price as at 14 September 2020 of \$0.047 (rather than being based on the 15 trading day VWAMP).
 - (viii) No Options are exercised before the issue of Equity Securities under the 10% Placement Facility.
- (e) The Company's allocation policy for issues of new Shares under the 10% Placement Facility is dependent on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to, without limitation, the following factors:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Shareholders can participate and other forms of equity and debt financing;
 - (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).

Any potential allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new shareholders who are not related parties or associates (as defined in the Listing Rules) of a related party of the Company.

- (f) The total number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A by the Company in the 12 months preceding the date of the Meeting (as at 14 September 2020) is 24,577,690 representing 11.6% of the total number of Equity Securities on issue at the commencement of that 12 month period.
- (g) Set out below are the details of all Equity Securities issued or agreed to be issued under Listing Rule 7.1A by the Company during the 12 months preceding the date of the Meeting (as at 14 September 2020):

Date of issue or agreement to issue:	24 August 2020 (date of issue)
Number issued and class of security issued:	24,577,690 Shares
Names of persons who the Company issued or agreed to issue securities to or basis on which those persons were identified or selected:	These securities were issued to qualified sophisticated and professional investors including existing shareholders that were introduced to the Company by Hartleys.
Price:	\$0.03 per Share
Discount (if any) that the issue price represented to the closing market price on the date of issue or agreement to issue	16.67% discount to closing price on the date of issue of \$0.36 per Share.
Total cash consideration received or to be received:	\$737,330.70 (received)
Amount of cash consideration spent:	Nil

Use of Cash Consideration:	Funds raised will be used to carry out geophysics and drilling programs at the Nanutarra Ni-Cu-PGE Project; Ni-Cu-PGE and gold exploration at the Berkshire Valley Project in Western Australia (100km north of the exciting Chalice Gold (ASX:CHN) Julimar discovery) that the Company has acquired through the acquisition of Marlee Base Metals Pty Ltd and Moonknight Pty Ltd and to advance the Petermann Range Project where Exploration Agreement negotiations for land access are almost complete.
Intended use for remaining amount of cash (if any):	General working capital

(h) A voting exclusion statement is not required for the reasons set out in the Notice.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 10.

Part E – Issue of Shares to Cratonix Pty Ltd

Resolution 11 – Issue of Shares to Cratonix Pty Ltd

Please refer to the Explanatory Memorandum for Part C for information about Listing Rule 7.1.

On 4 October 2019, the Company announced that its wholly-owned subsidiary, Todd River Metals Pty Ltd (**TRM**), had entered into an Option to Farm-in Agreement (**Farm-in Agreement**) over Exploration Licence E08/9242 with Cratonix Pty Ltd (**Cratonix**).

Under the Farm-in Agreement (among other things), TRM was granted a tenement option for an exclusive 12-month period over E08/9242 (**Tenement Option**). On exercise of the Tenement Option TRM can earn an 80% interest in the tenement by spending A\$2,000,000 on exploration costs over an exclusive 3 year earn-in period. The Tenement Option expires on 20 November 2020.

The consideration payable to Cratonix on exercise of the Tenement Option is the issue to Cratonix (subject to shareholder approval) of Shares to the value of \$25,000 at an issue price equivalent to 80% of the 5-day VWAMP of Shares before the day on which the issue is made (**Cratonix Issue**). Further information about the Farm-in Agreement is set out in the Company's announcement dated 4 October 2019.

To this end, this Resolution seeks Shareholder approval for the Cratonix Issue, under and for the purposes of Listing Rule 7.1, to the extent the Board decides to exercise the Tenement Option (which as at the date of this Notice it has not yet determined).

If this Resolution is passed (and TRM exercises the Tenement Option), the Cratonix Issue can proceed and will comprise all of the consideration payable to Cratonix on exercise of the Tenement Option. In addition, if approved, the Cratonix Issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, but TRM ultimately exercises the Tenement Option, the Cratonix Issue will not occur and TRM may elect to pay a sum of A\$25,000 to Cratonix in lieu of the Cratonix Issue or forfeit its right to earn an 80% interest in the tenement (and the Farm-in Agreement will subsequently terminate).

As the issue price under the Tenement Option is variable, and there is no floor price or maximum share cap, the Cratonix Issue could be highly dilutive to existing Shareholders if the market price of Shares falls substantially over the period up to the date of issue. However, while the Board recognises that this is theoretically possible, given the subscription amount is A\$25,000, it is unlikely that Shareholders will be materially diluted as a result of the Cratonix Issue even if the market price of Shares falls substantially.

Set out below are worked examples (for illustration purposes only) showing how the issue price formula will operate in practice under different issue price assumptions. As at 14 September 2020, the Company's highest and lowest Share price over the last 12 months was \$0.05 and \$0.008 respectively.

	Number of shares to be issued		
Cash value	at \$0.047 If the issue price was equal to the closing market price on 14 September 2020 (Market Price)	at \$0.094 If the issue price was equal to twice the Market Price	at \$0.0235 If the issue price was equal to half the Market Price
\$25,000	531,915	265,957	1,063,830

The Company confirms that as far as it is aware and based on the substantial holder notices lodged with the Company up to and including the date of the Notice, Cratonix is not a substantial Shareholder of the Company.

Listing Rule 7.3 requires the following information to be provided in relation to the Cratonix Issue:

- (a) The Shares will be issued to Cratonix and the number of shares will be determined as set out above.
- (b) The Shares will be fully paid ordinary shares in the capital of the Company.
- (c) Subject to receipt of Shareholder approval, the Shares will be issued in one parcel no later than 3 months after the date of the Meeting (unless an ASX waiver is obtained).
- (d) The Shares will be issued as the consideration payable to Cratonix on exercise of the Tenement Option.
- (e) The purpose of the Cratonix Issue is to pay consideration (valued at A\$25,000) to Cratonix on exercise of the Tenement Option. The Company will not raise any funds from the Cratonix Issue but will become entitled to earn an 80% interest in exploration licence E08/9242 on the terms described above.
- (f) There are no further material terms to disclose in respect of this arrangement.
- (g) A voting exclusion statement is included in the Notice.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 11.

Action to be taken by Shareholders

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

Proxies

A Proxy Form is attached to 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 provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

If you appoint the Chairman as your proxy, or the Chairman is appointed as your proxy by default, please note that the Chairman intends to vote all undirected proxies held by him, and which are able to be voted, **in favour** of all Resolutions.

Voting prohibition by proxy holders

To the extent required by section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 1 if the person is either a member of a Group Company's key management personnel or a Closely Related Party of such a member and the appointment does not specify the way the proxy is to vote on the relevant Resolution. However, the proxy may vote if the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of a Group Company's key management personnel.

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 (including via an online facility), 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 a Group Company's key management personnel.

Schedule 1 – Definitions

In this Explanatory Memorandum, Notice and Proxy Form:

10% Placement Facility means a placement facility to issue Equity Securities representing up to 10% of an entity's issued capital pursuant to Listing Rule 7.1A.

Annual General Meeting means an annual general meeting of the Company.

Annual Report means the annual report for the Company.

ASX means ASX Limited ABN 98 008 624 691 and where the context requires, means the Australian Securities Exchange operated by ASX Limited.

Auditors' Report means the Auditors' report included in the Annual Report for the year ended 30 June 2020.

August 7.1 Placement has the meaning given in the Explanatory Memorandum for Resolutions 4 and 5.

August 7.1A Placement has the meaning given in the Explanatory Memorandum for Resolutions 4 and 5.

August Placement has the meaning given in the Explanatory Memorandum for Resolutions 4 and 5.

Board means the board of Directors.

Chairman means the person appointed to the chair of the Meeting convened by this Notice.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Todd River Resources Limited ABN 45 600 308 398.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Directors' Declaration means the directors' declaration included in the Annual Report for the year ended 30 June 2020.

Directors' Report means the directors' report included in the Annual Report for the year ended 30 June 2020.

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

Explanatory Memorandum means the explanatory memorandum to this Notice.

Group Company means the Company or any of its Subsidiaries.

Listing Rules means the Listing Rules of ASX.

Meeting has the meaning given in the introductory paragraph of this Notice.

Non-Executive Director means a non-executive director of the Company.

Notice means this notice of meeting.

Option means an unlisted option to acquire a Share.

Proxy Form means the proxy form attached to this Notice.

Remuneration Report means the remuneration report included in the annual report for the year ended 30 June 2020.

Resolution means a resolution contained in this Notice.

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

Shareholder means a shareholder of the Company.

Subsidiary has the meaning given in the Corporations Act.

VWAMP has the same meaning as given to the term “volume weighted average market price” in the Listing Rules.

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

Schedule 2 – Terms of August Placement Options

(1) Entitlement

Subject to adjustment in accordance with these terms and conditions, each Option entitles the Optionholder to subscribe for one (1) unissued Share upon payment of the Exercise Price (as defined below) before the Expiry Date (as defined below).

(2) Exercise Price

The exercise price of each Option is \$0.06 (**Exercise Price**).

(3) Expiry Date

An Option is exercisable at any time for 2 years after the date of issue (**Expiry Date**). Options that are not exercised by the Expiry Date shall lapse.

(4) Notice of Exercise

The Options may be exercised by notice in writing to the Company and payment of the Exercise Price for each Option being exercised. Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(5) Minimum number of Options exercised

The Optionholder may not exercise less than 1,000 Options at any one time, unless the Optionholder has less than 1,000 Options in which case the Optionholder must exercise all their Options together.

(6) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the Shares of the Company on issue.

(7) Quotation of shares on exercise

Application will be made by the Company to ASX for official quotation of Shares issued upon the exercise of the Options.

(8) Certificate

A certificate or holding statement will be issued for the Options.

(9) Timing of issue of Shares

After an Option is validly exercised, the Company shall:

- (i) issue the resultant Shares;
- (ii) do all such acts matters and things to obtain the grant of quotation for the Shares on ASX; and

(iii) deliver a statement of shareholdings,
within twenty (20) business days of exercise of the Options.

(10) **Participation in new issues**

An Optionholder may participate in new issues of equity securities to holders of Shares if and to the extent that:

- (i) an Option has been exercised; and
- (ii) a Share has been issued in respect of the exercise before the record date for determining entitlements to the new issue.

Optionholders do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where required pursuant to the Listing Rules, provide Optionholders with notice prior to the record date to determine entitlement to any new issue of securities made to Shareholders generally, in accordance with the requirements of the Listing Rules.

(11) **Adjustments for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder may be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation.

(12) **Exercise instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

(13) **Voting and dividend rights**

The Options carry no rights to vote at a meeting of Shareholders, and no rights to dividends.

(14) **No quotation**

The Options will not be quoted on ASX.

(15) **No transfer**

The Options are not transferable except with the Company's prior written consent and any purported transfer of the Options without the Company's prior written consent is void.

TRT

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 **11:00am (WST)**
Sunday, 18 October 2020.

Proxy Form

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". 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: I9999999999

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 Todd River Resources 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 Todd River Resources Limited to be held at Quest Innaloo, 1 Sunray Drive, Innaloo, Western Australia on Tuesday, 20 October 2020 at 11:00am (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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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			For	Against	Abstain
1	Adopt Remuneration Report	☐	☐	☐	10	Approval of 10% Placement Facility	☐	☐	☐
2	Re-election of Mr Edward Fry	☐	☐	☐	11	Issue of Shares to Cratonix Pty Ltd	☐	☐	☐
3	Election of Mr Ian Murray	☐	☐	☐					
4	Ratification of issue of Shares pursuant to the August 7.1 Placement	☐	☐	☐					
5	Ratification of issue of Shares pursuant to the August 7.1A Placement	☐	☐	☐					
6	Issue of Shares and Options	☐	☐	☐					
7	Issue of Shares and Options to Mr William Dix	☐	☐	☐					
8	Issue of Shares and Options to Mr Ian Murray	☐	☐	☐					
9	Issue of Options to Hartleys	☐	☐	☐					

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

T R T

2 6 8 1 1 9 A



Computershare

