

NOVA MINERALS LIMITED
ACN 006 690 348
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2021 Annual General Meeting (“**Meeting**”) of the shareholders of Nova Minerals Limited (ACN 006 690 348) (“**the Company**”) will be held by virtual technology on 25 November 2021 at 11.00am (Melbourne time).

IMPACTS OF COVID-19 ON THE MEETING

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company intends to conduct the Meeting virtually.

We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

Enter <https://agmlive.link/NVA21> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN) printed at the top of the Voting Form; and
- Proxyholders will need their proxy code which Link Market Services will provide via email within 24 hours prior to the Meeting.

Shareholders are requested to participate in the Meeting virtually via the virtual AGM platform at <https://agmlive.link/NVA21> or via the appointment of a proxy.

Further information on how to participate virtually is set out in this Notice and the Online Platform Guide at www.novaminerals.com.au.

A discussion will be held on all items to be considered at the Meeting.

All shareholders will have a reasonable opportunity to ask questions during the AGM via the virtual AGM platform or orally by using the phone dial-in facility, including an opportunity to ask questions of the Company’s external auditor. Please refer to the attached Virtual Meeting Online Guide for further details.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Financial Report, Directors’ Report (including the Remuneration Report) and Auditor’s Report, and general questions about the performance, business or management of the Company;
- if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

Shareholders who prefer to register questions in advance of the Meeting are invited to do so. A Shareholder Question Form has been included with this Notice and is also available on the Company’s website: www.novaminerals.com.au

Because the conditions and potential restrictions and other requirements for meetings relating to COVID-19 are rapidly changing, if it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice the Company will announce the alternative arrangements to ASX. Shareholders are encouraged to check for announcements of the Company at the ASX website www2.asx.com.au, search code “NVA”.

Further details in respect of each of the Resolutions proposed in this Notice of Annual General Meeting (“**Notice**”) are set out in the Explanatory Memorandum (“**Memorandum**”) accompanying this Notice. The details of Resolutions contained in the Memorandum should be read together with, and form part of, this Notice.

AGENDA

2021 ANNUAL FINANCIAL STATEMENTS

To lay before the meeting and consider the Annual Financial Statements of the Company in respect of the year ended 30 June 2021 and comprising the Annual Financial Report, the Directors’ Report and the Auditor’s Report.

RESOLUTION 1: NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

"That the Company approve the adoption of the Remuneration Report, included in the Directors’ Report, for the financial year ended 30 June 2021."

Voting Prohibition:

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- *a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or*
- *a closely related party of such a member (referred to herein as **Restricted Voters**).*

*However, a person (**voter**) may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a Restricted Voter and the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1. The Chair may also exercise undirected proxies if the vote is cast on behalf of a person entitled to vote on Resolution 1 and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of members of the key management personnel of the Company.*

Voting Note:

Directors of the Company who are key management personnel whose remuneration details are included in the 2021 Remuneration Report, any other key management personnel whose remuneration details are included in the 2021 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1.

RESOLUTION 2: RE-ELECTION OF MR AVI GELLER AS A DIRECTOR

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

"That Mr Avi Geller, who retires by rotation in accordance with the Company’s constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

RESOLUTION 3: ELECTION OF MR COLIN BELSHAW AS A DIRECTOR

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

"That, for the purpose of the Company’s constitution and for all other purposes, Mr Colin Belshaw, a Director appointed to fill a casual vacancy who retires in accordance with the constitution of the Company and, being eligible, offers himself for election, be elected as a Director."

RESOLUTION 4: APPROVAL OF 10% PLACEMENT FACILITY

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

"That for the purposes of ASX Listing Rule 7.1A, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under

ASX Listing Rule 7.1A.2 at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company's ordinary shares calculated over the last fifteen (15) days on which trades of the Company's ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Memorandum which accompanied and formed part of this Notice."

Voting Note:

If as at the time of the Meeting, the Company:

- is included in the S&P/ASX 300 Index; and
- has a market capitalisation of greater than AU\$300 million,

this Resolution will be withdrawn.

RESOLUTION 5A: APPROVAL TO ISSUE PERFORMANCE RIGHTS TO COLIN BELSHAW

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

"That, for the purposes of Listing Rule 10.11, Chapter 2E and section 195(4) of the Corporations Act 2001 (Cth) and for all other purposes, shareholders approve the issue of up to 8,000,000 performance rights (each expiring 5 years from issue and which, upon achievement of the relevant milestone, entitle the holder to one fully paid ordinary share in the capital of the Company) to Mr Colin Belshaw (and/or their nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice."

A voting exclusion and proxy voting prohibition as set out below in this Notice applies to Resolution 5A.

RESOLUTION 5B: APPROVAL TO ISSUE PERFORMANCE RIGHTS TO LOUIE SIMENS

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

"That, for the purposes of Listing Rule 10.11, Chapter 2E and section 195(4) of the Corporations Act 2001 (Cth) and for all other purposes, shareholders approve the issue of up to 8,000,000 performance rights (each expiring 5 years from issue and which, upon achievement of the relevant milestone, entitle the holder to one fully paid ordinary share in the capital of the Company) to Mr Louie Simens (and/or their nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice."

A voting exclusion and proxy voting prohibition as set out below in this Notice applies to Resolution 5B.

RESOLUTION 5C: APPROVAL TO ISSUE PERFORMANCE RIGHTS TO CHRISTOPHER GERTEISEN

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

"That, for the purposes of Listing Rule 10.11, Chapter 2E and section 195(4) of the Corporations Act 2001 (Cth) and for all other purposes, shareholders approve the issue of up to 8,000,000 performance rights (each expiring 5 years from issue and which, upon achievement of the relevant milestone, entitle the holder to one fully paid ordinary share in the capital of the Company) to Mr Christopher Gerteisen (and/or their nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice."

A voting exclusion and proxy voting prohibition as set out below in this Notice applies to Resolution 5C.

Voting Exclusion Statement – Resolutions 5A – 5C

The Company will disregard any votes cast in favour of Resolutions 5A to 5C respectively by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any of their associates.

However, this does not apply to a vote cast in favour of Resolutions 5A to 5C respectively by:

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

Voting Prohibition – Resolutions 5A to 5C

In accordance with section 224 of the Corporations Act, a vote on Resolutions 5A to 5C (which seek shareholder approval for the purposes of Chapter 2E of the Corporations Act) must not be cast (in any capacity) by or on behalf of:

- a related party of the Company to whom Resolution 5A to 5C respectively would permit a financial benefit to be given; or
- an associate of such a related party.

However, the above does not prevent the casting of a vote if:

- it is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- it is not cast on behalf of a related party or associate of a kind referred to above.

Proxy Voting Prohibition – Resolutions 5A – 5C

Other than as set out below, a vote on Resolutions 5A to 5C respectively must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolutions 5A to 5C respectively as a proxy if either:

- the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- the Restricted Voter is the chair and the written appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on this resolution; and
 - expressly authorises the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 6: APPROVAL OF CONSOLIDATION

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

“That for the purposes of Section 254H of the Corporations Act 2001 (Cth) and for all other purposes, the issued capital of the Company be consolidated on the basis that every ten (10) fully paid ordinary shares be consolidated into one (1) fully paid ordinary share, with any resulting fractions of a share rounded down to the next whole number of shares as described in the Memorandum which accompanied and formed part of this Notice.”

RESOLUTION 7A: RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 109,090,910 fully paid ordinary shares at an issue price of \$0.11 (11 cents) per share to unrelated institutional

and sophisticated investors who were clients of, or identified by, Evolution Capital Advisors Pty Ltd, as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement for Resolution 7A is set out below.

RESOLUTION 7B: RATIFICATION OF PRIOR ISSUE OF OPTIONS

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 12,000,000 unlisted options (each having an exercise price of \$0.22, expiring 2 years from issue and which, upon exercise, entitle the holder to one fully paid ordinary share in the capital of the Company) to Evolution Capital Advisors Pty Ltd (and/or its nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement for Resolution 7B is set out below.

Voting exclusion statement – Resolutions 7A to 7B

The Company will disregard any votes cast in favour of this Resolutions 7A and 7B respectively by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved under Resolutions 7A and 7B respectively or any associate of that person.

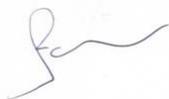
However, this does not apply to a vote cast in favour of Resolutions 7A and 7B respectively by:

- *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or*
- *the chair 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 chair to vote on the resolution as the chair decides; or*
- *a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - *the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and*
 - *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 that may be brought before the Meeting in accordance with the Constitution of the Company and the Corporations Act.

By the order of the Board



**Ian Pamensky
Company Secretary**

Dated: 22 October 2021

The accompanying Proxy Instructions and Memorandum form part of this Notice.

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged with the Company's share registry not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7.00pm (Melbourne time) on 23 November 2021 are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

How the Chair Will Vote Undirected Proxies

Subject to the restrictions as set out in the Notice, the Chair of the Meeting will vote undirected proxies in favour of all of the proposed Resolutions.

Voting Restrictions on Resolution 1 (Remuneration Report)

The Remuneration Report identifies key management personnel for the year ended 30 June 2021. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Directors of the Company who are key management personnel whose remuneration details are included in the 2021 Remuneration Report, any other key management personnel whose remuneration details are included in the 2021 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1 provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Voting restrictions on Resolutions 5A to 5C

The Remuneration Report identifies key management personnel for the year ended 30 June 2021. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Directors of the Company who are key management personnel whose remuneration details are included in the 2021 Remuneration Report, any other key management personnel whose remuneration details are included in the 2021 Remuneration Report, or any of their closely related parties, will not be able to vote undirected proxies held by them on Resolutions 5A to 5C provided however that the chair may vote undirected proxies on Resolutions 5A to 5C on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Special resolution

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolution 4 is a special resolution.

NOVA MINERALS LIMITED
ACN 006 690 348
ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM

This Memorandum has been prepared for the information of members of Nova Minerals Limited [ACN 006 690 348] (the "**Company**") in connection with the business to be conducted at the 2021 Annual General Meeting ("**Meeting**") of Shareholders of the Company to be held by virtual technology on 25 November 2021 at 11.00am (Melbourne time).

Please refer to the note on the front cover of the Notice regarding COVID-19 related restrictions, lodging proxies and/or attending the Meeting.

Shareholders are strongly encouraged to lodge their directed proxy forms in accordance with the instructions set out therein to vote before the Meeting.

This Memorandum should be read in conjunction with, and forms part of, the accompanying Notice.

BUSINESS

2021 Annual Financial Statements

Section 317 of the Corporations Act requires the Company's Annual Financial Report, Directors' Report, Remuneration Report and Auditor's Report for the financial year ended 30 June 2021 to be laid before the Annual General Meeting (**Meeting**). There is no requirement that Shareholders formally approve the reports.

The Financial Report contains the financial statements of the consolidated entity consisting of the Company and its controlled entities.

As permitted by the Corporations Act, a printed copy of the Company's 2021 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2021 Annual Report is available from the Company's website (www.novaminerals.com.au) and the ASX announcements page of the Company (www2.asx.com.au, search code "NVA").

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2021, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the Company's auditor in relation to the conduct of the audit.

There is no requirement for these reports to be formally approved by shareholders. No resolution is required to be moved in respect of this item.

Resolution 1: Non-binding Resolution - Remuneration Report

The Company is required pursuant to the Corporations Act 2001 (Cth) ("**the Corporations Act**"), to propose a non-binding resolution regarding the 2021 Remuneration Report, which forms part of the Director's Report in the 2021 Annual Financial Statements. The vote is advisory only and does not bind the Directors or the Company.

The Remuneration Report:

- describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;
- sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and

- explains the differences between the basis for remunerating non-executive Directors and senior executives, including the Chief Executive Officer.

Shareholders attending the 2021 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report.

The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGM's (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must be put up for re-election. The vote on the Remuneration Report contained in the Company's 2020 Annual Financial Statements was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event that 25% or more of votes that are cast are against the adoption of the 2021 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2021 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more for the same resolution at the 2021 AGM the consequences are that it may result in the re-election of the Board.

Note that a voting prohibition applies to Resolution 1 in the terms set out in the Notice. In particular, Directors and other members of the key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of those persons must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Resolution 2: Re-election of Mr Avi Geller as a Director

Article 59(1) of the constitution of the Company (**Constitution**) requires that one-third of the Directors (other than the Managing Director) or, if their number is not a multiple of three, then the number nearest to but not more than one-third of the Directors must retire from office at each AGM. Article 59(3) of the Constitution provides that a retiring Director will be eligible for re-election.

Article 59(2) of the Constitution provides that the Directors to retire by rotation at each AGM are those Directors who have been longest in office since their last election or appointment or, if multiple Directors who have been longest in office since their last election or appointment were previously elected or appointed on the same day, those Directors may agree among themselves or determine by lot which of them must retire.

Article 57(2) of the Constitution provides that a Director appointed to fill a casual vacancy will not be taken into account in determining the number of Directors who must retire by rotation.

The Company has five Directors, one of which is the CEO/Managing Director. Of the four other Directors, Mr Colin Belshaw has been appointed to fill a casual vacancy and therefore is not counted in determining the number of Directors who must retire by rotation. The election of Mr Belshaw as a Director is the subject of Resolution 3.

Noting the above, Mr Avi Geller, a Non-Executive Director of the Company, retires by rotation in accordance with the Constitution and, being eligible, seeks re-election pursuant to Resolution 2.

Mr Geller has extensive investment experience and a deep knowledge of corporate finance, including capital markets, venture capital, hybrid, debt and private equity. He served as Chief Investment Officer of Leonite Capital, a family office he co-founded focusing on real estate and capital markets. Mr. Geller also serves as a director of the real estate company Parkit Enterprise Inc (TSX-V: PKT | OTCQX: PKTEF) and the events and technology company Dealflow Financial Products. He previously served as chairman of Axios Mobile Assets.

The Board, with Mr Avi Geller abstaining from making a recommendation, recommend that shareholders vote in favour of Resolution 2.

Resolution 3: Election of Mr Colin Belshaw as a Director

Article 57(1) of the Constitution provides that the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. Article 57(2) of the Constitution provides that a Director appointed under Article 57(1) will hold office until the next AGM when the Director may be elected.

Mr Colin Belshaw was appointed as a Director to fill a casual vacancy and accordingly, Mr Colin Belshaw retires as a Director and offers himself for election under Article 57(2) of the Constitution.

Mr Colin Belshaw studied mining engineering at the Camborne School of Mines in Cornwall, UK, graduating in 1979 with the Dip.CSM (First Class). Colin is a Fellow of the Institute of Materials Minerals and Mining (FIMMM), he is registered as an Incorporated Engineer (IEng) with the Engineering Council of the UK, and holds the Mine Managers Certificate (Ghana). Colin's formative years were spent on the Zambian Copperbelt at the Nkana Division and at the South Crofty Mine in Cornwall, and subsequently held senior operating and corporate positions worldwide, including: Navan Mining's Director of Operations, Bulgaria and Spain; Managing Director of Kinross Gold's Russian subsidiary, Omolon Gold, Magadan region; Kinross Gold's Group Consulting Mining Engineer, Nevada, USA; Vice President Operations with Golden Star Resources, Ghana; Chief Operating Officer with Banro Corporation in the DRC; and Non-Executive Director of Highland Gold, where he was Chairman of the HSE Committee and sat on the Remuneration Committee.

The Board, with Mr Colin Belshaw abstaining from making a recommendation, recommend that shareholders vote in favour of Resolution 3.

Resolution 4: Approval of 10% placement facility

ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued share capital through placements over a 12-month period after an AGM (**10% Placement Facility**). The 10% Placement Facility is in addition to a company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of \$300 million or less.

The Company is, at the date of the Notice, 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 exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below). The Company may use funds raised from any issue(s) under the 10% Placement Facility for development of its existing business and any acquired business, or funding new projects or business opportunities and/or general working capital.

The Company obtained shareholder approval to make issues under ASX Listing Rule 7.1A at its 2020 AGM. This Shareholder approval will lapse on the date of this Meeting.

The Company did not issue equity securities (fully paid ordinary shares) under the capacity available to it under ASX Listing Rule 7.1A pursuant to approval obtained at the 2020 AGM prior to lapse of this capacity under ASX Listing Rule 7.1A on the date of this Meeting.

The Company seeks to refresh the shareholder approval so as to continue to be able to make issues under the 10% Placement Facility after the Meeting in accordance with ASX Listing Rule 7.1A.

If shareholders pass Resolution 4, the Company may be able to issue the number of equity securities under the 10% Placement Facility in accordance with the formula prescribed by ASX Listing Rule 7.1A.2 (as set out below). If Resolution 4 is not passed by shareholders, the Company will not be able to issue any equity securities under the 10% Placement Facility.

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution 4.

CONSOLIDATION

The Company is seeking shareholder approval under to consolidate its issued capital on the basis that every ten (10) shares become one (1) share (with convertible securities to be consolidates on the same basis). The information provided in this Memorandum is on a pre-consolidation basis.

To determine the number of securities on issue on a post-consolidation basis (subject to rounding), the numbers stated can be divided by ten (10) (i.e. every ten (10) securities become one (1) security post-consolidation).

The consolidation will impact upon the number of equity securities the Company will be able to issue under the 10% Placement Facility if shareholders approve Resolution 4.

DESCRIPTION OF LISTING RULE 7.1A

- 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 AGM.

- 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 one class of quoted equity securities, being ordinary shares (**NVA**).

- Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may, during the 10% Placement Period (defined below), issue a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

where:

- A is the number of shares on issue 12 months before the date of the issue or agreement to issue:
- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
 - (ii) plus the number of fully paid ordinary shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
 - (iii) plus the number of fully paid ordinary shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 Exception 16 where:
 - a. the agreement was entered into before the commencement of the relevant period; or
 - b. the agreement or issue was approved, or taken under those rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
 - (iv) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
 - (v) plus the number of partly paid shares that became fully paid in the 12 months;

(vi) less the number of fully paid shares cancelled in the 12 months.

Note: "A" has the same meaning in ASX 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 ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

- ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

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

As at the date of this Meeting, the Company is anticipated to have 1,790,037,557 ordinary shares on issue (which includes the shares the subject of Resolution 7A) and will therefore (subject to the passage of the other resolutions at the Meeting) have capacity to issue:

- (i) 268,505,633 equity securities under Listing Rule 7.1 (15% capacity); and
- (ii) 179,505,633 equity securities under Listing Rule 7.1A (10% Placement Facility).

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer above).

- Minimum Issue Price

The issue price of equity securities issued under ASX 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 immediately before:

- (i) the date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or
- (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

- 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires (and ceases to be valid) on the earlier to occur of:

- (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
- (ii) the time and date of the next AGM of the Company; or
- (iii) the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(10% Placement Period).

- ASX Listing Rule 7.1A

The effect of Resolution 4 will be to allow the Directors of the Company to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 4 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).

SPECIFIC INFORMATION REQUIRED BY ASX LISTING RULE 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- Any equity security issued 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 immediately before:
 - (i) The date on which the price at which the relevant equity securities are to be issued is agreed by the Company and the recipient of the relevant equity securities; or
 - (ii) If the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- If Resolution 4 is approved by the Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders’ voting power in the Company would be diluted as shown in the below table (in the case of options, only if the options are exercised). 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,

which may have an effect on the quantum of funds raised by the issue of the equity securities.

The table below shows the dilution of existing shareholders on the basis of the current market price of the Company’s ordinary shares and the current number of ordinary securities for variable “A” calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of the Notice. The table also shows:

- Two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of ordinary shares the Company has on issue as at the date of the Notice. The number of ordinary shares on issue may increase as a result of issues of ordinary shares 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 ASX Listing Rule 7.1 that are approved at a future shareholders’ meeting.
- Two examples of where the price of ordinary shares has decreased by 50% and increased by 50% as against the deemed market price (being \$0.125 (12.5 cents), the closing price of the Company’s ordinary shares at close of trading on 29 September 2021).

Variable “A” in ASX Listing Rule 7.1A.2		Dilution		
		\$0.0625 50% decrease in Deemed Price	\$0.125 Deemed Price	\$0.1875 50% Increase in Deemed Price
Current Variable A 1,790,037,557	10% Voting Dilution	179,003,755 shares	179,003,755 shares	179,003,755 shares
	Funds raised	\$11,187,734	\$22,375,469	\$33,563,204
50% increase in current Variable A	10% Voting Dilution	268,505,633 shares	268,505,633 shares	268,505,633 shares

2,685,056,335	Funds raised	\$16,781,602	\$33,563,204	\$50,344,806
100% increase in current Variable A	10% Voting Dilution	358,007,511 shares	358,007,511 shares	358,007,511 shares
3,580,075,114	Funds raised	\$22,375,469	\$44,750,938	\$67,126,408

The table above has been prepared on the following assumptions:

- *All figures are on a pre-consolidation basis.*
- *Variable A includes the shares the subject of Resolution 7A.*
- *The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting.*
- *No options are exercised or performance rights are converted into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A.*
- *The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting.*
- *The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1.*
- *The deemed price in the table is indicative only and does not consider the maximum 25% discount to market that the securities may be placed at under ASX Listing Rule 7.1A.*

The Company may seek to issue the equity securities for cash consideration. In such circumstances, the Company intends to use the funds raised (if any) towards developing its existing business and any acquired business, or to fund new projects or business opportunities and/or for general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 upon issue of any equity securities under the 10% Placement Facility.

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 allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- 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;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

Due to the forward looking nature of the approval, the allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments (provided that the shares were issued for cash consideration).

The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2020 AGM. During the 12-month period preceding the date of the Meeting, the Company did not issue any equity securities under the 10% Placement Capacity.

As at the date of that 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. Accordingly, no voting exclusion applies to this Resolution 4 and no existing shareholder's votes will be excluded.

The directors of the Company unanimously recommend shareholders vote in favour of Resolution 4.

Resolutions 5A to 5C: Approval to issue Performance Rights - Directors

Resolutions 5A to 5C seek shareholder approval for the issue of an aggregate of up to 24,000,000 performance rights (**Performance Rights**) (on a pre-consolidation basis) to existing Directors (and/or their nominee(s)) as set out in the tables below:

Class of Performance Rights	Applicable Milestone	Lapse Date
Class A Performance Rights	Completion of either a pre-feasibility study or a definitive feasibility study of the Korbelt Main deposit that demonstrates at the time of reporting that extraction is reasonably justified and economically mineable indicating an internal rate of return to the Company of greater than 20% and an independently verified JORC classified mineral reserve equal to or greater than 1,500,000 oz Au with an average grade of not less than 0.4g/t for not less than 116Mt.	5 years from issue
Class B Performance Rights	Completion of the first gold pour (defined as a minimum quantity of 500 oz.) from the Korbelt Main deposit.	5 years from issue
Class C Performance Rights	Achievement of an EBITDA of more than \$20m in the second half-year reporting period following the commencement of commercial operations at the Korbelt Main deposit.	5 years from issue

RECIPIENT*	Class	Number ^
Colin Belshaw	Class A Performance Rights	2,000,000
	Class B Performance Rights	2,000,000
	Class C Performance Rights	4,000,000
	Total	8,000,000
Christopher Gerteisen	Class A Performance Rights	2,000,000
	Class B Performance Rights	2,000,000

	Class C Performance Rights	4,000,000
	Total	8,000,000
Louie Simens	Class A Performance Rights	2,000,000
	Class B Performance Rights	2,000,000
	Class C Performance Rights	4,000,000
	Total	8,000,000
TOTAL (AGGREGATE)		24,000,000

**Performance Rights may be issued to nominee(s) as advised to the Company.*

^ the maximum number of Performance Rights are on a pre-consolidation basis. If the consolidation is completed prior to the issue of the Performance Rights then the number of Performance Rights to be issued if shareholders approve Resolutions 5A to 5C will also be divided by ten (10).

Performance Rights automatically convert to fully paid ordinary shares upon achievement of the relevant Applicable Milestones without the requirement for payment of any additional consideration. Applicable Milestones must be satisfied prior to the Lapse Date. Any Performance Rights for which the Applicable Milestone is not satisfied prior to the Lapse Date will automatically lapse.

The terms of Performance Rights are set out in Annexure A.

ASX Listing Rules

Each of Colin Belshaw, Christopher Gerteisen and Louie Simens are Directors of the Company and therefore related parties under Chapter 10 of the ASX Listing Rules. Shareholder approval is required under ASX Listing Rule 10.11 for the issue of Performance Rights to each of Colin Belshaw, Christopher Gerteisen and Louie Simens.

As Shareholder approval is sought under ASX Listing Rule 10.11, shareholder approval is not required under and for the purposes of ASX Listing Rule 7.1.

If shareholders:

- Pass Resolutions 5A to 5C, the Company will be able to issue the Performance Rights the subject of those Resolutions. Any shares issued on conversion of Performance Rights (if any) will also increase the placement capacity available to the Company under the ASX Listing Rules.
- Pass some, but not all, of Resolutions 5A to 5C, the Company will be able to issue the Performance Rights the subject of the Resolution(s) passed by shareholders but will not be able to issue the Performance Rights the subject of the Resolution(s) not passed by shareholders. Any shares issued on conversion of the Performance Rights (if any) that are issued will also increase the placement capacity available to the Company under the ASX Listing Rules.
- Do not pass Resolutions 5A to 5C then the Company will not be able to issue the Performance Rights.

The following information is provided in accordance with ASX Listing Rule 10.13:

- The proposed recipients and the maximum number of Performance Rights to be issued to each person for whom approval under ASX Listing Rule 10.11 is sought under Resolutions 5A and 5C is set out in the table above. Each of the above recipients are Directors of the Company and therefore shareholder approval is required to issue each of them the Performance Rights as provided for in ASX Listing Rule 10.11.1.

- The Performance Rights convert to fully paid ordinary shares upon and subject to the occurrence of the Applicable Milestone on or before the Lapse Date as set out in the table above. The full terms of the Performance Rights are set out in Annexure A.
- The Performance Rights are proposed to be issued shortly following the Meeting and in any event no more than 1 month after the date of the Meeting.
- No amount is payable for the issue of the Performance Rights, which are being issued as remuneration.
- Details of the remuneration package of the proposed recipients of Performance Rights is set out below:
 - Colin Belshaw: \$60,000 per annum
 - Louie Simens: \$228,000 per annum
 - Christopher Gerteisen: \$228,000 per annum
- A voting exclusion statement for Resolutions 5A to 5C is included in the Notice.

Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Each of the proposed recipients is a related party of the Company under the Corporations Act. The issue of performance rights to each of the proposed recipients (and/or their nominee(s)) constitutes the giving of a financial benefit to a related party. Noting this, Resolutions 5A to 5C seek shareholder approval for the purposes of Chapter 2E of the Corporations Act.

Although no Director participated in the discussion or decision making process in respect of the performance rights proposed to be issued to them, the Directors acknowledge that Resolutions 5A to 5C separately relate to a majority of the current Directors of the Company. Accordingly, the Directors propose that Resolutions 5A to 5C each also be put to shareholders for the purposes of section 195(4) of the Corporations Act such that shareholders determine whether the related parties will be issued performance rights as set out in the table on page 14 of this Memorandum.

A voting prohibition and proxy voting prohibition in respect of Resolutions 5A to 5C is contained in the Notice which this Memorandum accompanies.

Recipients of performance rights

The proposed related party recipients of the performance rights and the maximum number to be received by each are set out in the table below:

RECIPIENT*	Class	Number ^
Colin Belshaw	Class A Performance Rights	2,000,000
	Class B Performance Rights	2,000,000
	Class C Performance Rights	4,000,000
	Total	8,000,000
Christopher Gerteisen	Class A Performance Rights	2,000,000
	Class B Performance Rights	2,000,000

	Class C Performance Rights	4,000,000
	Total	8,000,000
Louie Simens	Class A Performance Rights	2,000,000
	Class B Performance Rights	2,000,000
	Class C Performance Rights	4,000,000
	Total	8,000,000
TOTAL (AGGREGATE)		24,000,000

**Performance Rights may be issued to nominee(s) as advised to the Company.*

^ the maximum number of Performance Rights are on a pre-consolidation basis. If the consolidation is completed prior to the issue of the Performance Rights then the number of Performance Rights to be issued if shareholders approve Resolutions 5A to 5C will also be divided by ten (10).

The relevant milestone applicable to each class of performance right is set out in the table below:

Class of Performance Rights	Applicable Milestone	Lapse Date
Class A Performance Rights	Completion of either a pre-feasibility study or a definitive feasibility study of the Korbelt Main deposit that demonstrates at the time of reporting that extraction is reasonably justified and economically mineable indicating an internal rate of return to the Company of greater than 20% and an independently verified JORC classified mineral reserve equal to or greater than 1,500,000 oz Au with an average grade of not less than 0.4g/t for not less than 116Mt.	5 years from issue
Class B Performance Rights	Completion of the first gold pour (defined as a minimum quantity of 500 oz.) from the Korbelt Main deposit.	5 years from issue
Class C Performance Rights	Achievement of an EBITDA of more than \$20m in the second half-year reporting period following the commencement of commercial operations at the Korbelt Main deposit.	5 years from issue

Nature of financial benefit

Each of the proposed related party recipients will have a relevant interest in the number of performance rights set out against their name in the above table upon issue of the performance rights the subject of Resolutions 5A to 5C (which are subject to receipt of shareholder approval). Full terms of the performance rights the subject of Resolutions 5A to 5C are set out in Annexure A.

The performance rights are proposed to be issued to incentivise the proposed recipients in connection with their respective roles in the Company. The Board is of the view that remunerating its directors and management through the issue of equity is a useful tool for the Company to retain cash reserves whilst also providing valuable remuneration to its directors and management that aligns their interests with those of shareholders.

The number of performance rights was determined having regard to the capital structure of the Company and the desire to provide balanced incentives to the proposed related party recipients.

Valuation

The milestones applicable for conversion of the performance rights the subject of Resolutions 5A to 5C are “non-market” commercial milestones that are not able to be quantified for the purposes of a valuation. The Board understands that a market-based valuation is not able to account for the probability of the occurrence of these commercial milestones, the probability of which are inherently difficult to predict. Based purely on the closing share price of the Company on 29 September 2021 of \$0.125 (12.5 cents), if all performance rights held by a related party converted the shares would have a value of \$1 million. In the view of the Board, the non-market nature of the commercial milestones add considerable uncertainty to the performance results that is not taken into account for the purposes of any valuation, and would result in a lower valuation if they were considered.

Director remuneration

As set out on page 16, the remuneration package of the proposed recipients of Performance Rights is set out below:

- Colin Belshaw: \$60,000 per annum
- Louie Simens: \$228,000 per annum
- Christopher Gerteisen: \$228,000 per annum

Existing interests of related parties

The existing direct and indirect interests of the proposed related party recipients are set out in the tables below. All figures are on a pre-Consolidation basis and the number of shares on issue includes the shares the subject of Resolution 7A, where relevant:

SHARES

Recipient	Shares held [^]	Current % [*]
Colin Belshaw	Nil	Nil
Louie Simens	58,943,712	3.29%
Christopher Gerteisen	1,000,000	0.06%
Total	59,943,712	3.35%

[^] all figures are on a pre-Consolidation basis. If the Consolidation is completed the number of shares is to be divided by ten (10).

CONVERTIBLE SECURITIES

Recipient	Options [^]	Performance Rights ^{^^}	Performance Rights ^{^^^}
Colin Belshaw	Nil	Nil	Nil
Louie Simens	20,000,000	5,000,000	10,000,000
Christopher Gerteisen	10,000,000	2,000,000	4,000,000
Total	30,000,000	7,000,000	14,000,000

All figures are on a pre-Consolidation basis. If the Consolidation is completed the number of securities is to be divided by ten (10).

[^] \$0.04 (4 cent) exercise price, expiry date of 19 September 2022.

^{^^} convert to shares upon announcement by the Company to ASX of the delineation of an Inferred Mineral Resources (as defined in the JORC code) of at least 5,000,000 ounces of gold with average grade of not less than 0.4 grams per tonne (g/t) for not less than 388 million tonnes (mt), subject to amendment required by ASX.

^{^^^} convert to shares upon announcement by the Company to ASX of the delineation of an Inferred Mineral Resources (as defined in the JORC code) of at least 10,000,000 ounces of gold with average grade of not less than 0.4 grams per tonne (g/t) for not less than 776 million tonnes (mt), subject to amendment required by ASX.

If Shareholders approve Resolutions 5A to 5C each of the related party recipients will obtain a relevant interest in the number of performance rights as set out in the table on page 17 of the Memorandum. The below table shows the percentage interest of each of the proposed recipient of performance rights based on their existing shareholding in the Company plus the number of shares issued on conversion of all of the performance rights the subject of Resolutions 5A to 5C. All figures are on a pre-Consolidation basis and the number of shares on issue includes the shares the subject of Resolution 7A, where relevant:

Recipient	Shares held	Current %	Shares after option exercise	% of total post-exercise
Colin Belshaw	Nil	Nil	8,000,000	0.44%
Louie Simens	58,943,712	3.29%	66,943,712	3.69%
Christopher Gerteisen	1,000,000	0.06%	9,000,000	0.50%
Total	59,943,712	3.35%	83,943,712	4.63%

The percentages in the above table is subject to rounding and does not include any additional securities other than those issued upon conversion of performance rights the subject of Resolutions 5A to 5C, including the conversion of any convertible securities held by the holders and/or the issue of additional shares in the Company.

Potential dilutive effect of the issue of unlisted options

The issue of performance rights the subject of Resolutions 5A to 5C will not result in dilution of the interests of shareholders of the Company until conversion of such performance rights into ordinary shares. There is no guarantee that a certain number of performance rights will convert to shares, if any.

An example of the potential dilutive impact of the conversion of performance rights is set out in the table below. All figures are on a pre-Consolidation basis and the number of shares on issue includes the shares the subject of Resolution 7A, where relevant:

Example shareholder	Existing	Post-exercise of Options
20,000,000	1.12%	1.10%
40,000,000	2.23%	2.21%
60,000,000	3.35%	3.31%
80,000,000	4.47%	4.41%
100,000,000	5.59%	5.51%

All percentages are subject to rounding.

Director recommendations

The Directors do not make any recommendations with respect to resolutions 5A to 5C as such recommendations are in connection with the remuneration of Directors of the Company and therefore may be considered to be a conflict of interest as set out in ASIC guidance in ASIC Regulatory Guide 76.

RESOLUTION 6: APPROVAL OF CONSOLIDATION

Resolution 6 seeks Shareholder approval to consolidate the issued capital of the Company on a ten (10) to one (1) basis (**Consolidation**). The purpose of the consolidation is for the Company to implement what the Board considers to be a more appropriate capital structure for an entity in the position of the Company.

The Company currently has over 1.68 billion shares on issue. The Consolidation is expected to result in a more appropriate and effective capital structure for the Company and a more appealing share price to a wider range of investors. The Board believes the following factors may be minimised as a result of the Consolidation:

- Reducing any poor market perception as investors equate the low share price with the perception of a poorly performing company;
- Vulnerability to speculative day-to-day trading and short selling, which generates price volatility; and
- Discouraging quality, long term institutional investors, equity funds and lending institutions who seek stability and long term growth from involvement in the Company.

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

The convertible securities on issue will be consolidated in the same ratio as the fully paid ordinary shares of the Company and the relevant exercise prices will be amended in inverse proportion to that ratio.

The details of the capital structure of the Company following completion of the Consolidation are set out below:

Class of security	Number pre-Consolidation (exercise price)	Number pre-Consolidation (exercise price)	Expiry/Lapse Date
Fully paid ordinary shares	1,790,037,557	179,003,755	N/A
Unlisted Options	61,000,000 (\$0.04)	6,100,000 (\$0.40)	19/09/2022
Unlisted Options	1,500,000 (\$0.056)	150,000 (\$0.56)	28/10/2022
Unlisted Options	10,500,000 (\$0.30)	1,050,000 (\$3.00)	2/12/2022
Unlisted Options	7,500,000 (\$0.06)	750,000 (\$0.60)	28/01/2023
Unlisted Options	6,000,000 (\$0.135)	600,000 (\$1.35)	20/05/2023
Class A Performance Rights	6,000,000	600,000	5 years from issue
Class B Performance Rights	6,000,000	600,000	5 years from issue
Class C Performance Rights	12,000,000	1,200,000	5 years from issue

Notes to table:

- All post-Consolidation figures are subject to rounding.

- *Assumes the issue of the shares the subject of Resolution 7A and the options the subject of Resolution 7B.*
- *Assumes Shareholders approve the issue of the Class A Performance Rights, Class B Performance Rights and Class C Performance Rights the subject of Resolutions 5A to 5C.*
- *Does not include 36,000,000 existing performance rights that expire 30 October 2021.*

Security holders are advised to seek their own tax advice on the effect of the Consolidation. The Company, its Directors and officers and their advisers do not accept any responsibility for the individual taxation implications arising from the Consolidation.

From the date of the Consolidation, all holding statements for previously held securities will cease to have any effect, except as evidence of entitlement to a certain number of securities to be calculated on a post-Consolidation basis. After the Consolidation becomes effective, the Company will arrange for new holding statements to be issued to holders of those securities. It is the responsibility of each security holder to check the number of securities held.

The Consolidation is proposed to take effect soon after this Resolution 6 is passed in accordance with the timetable provided by ASX.

Directors' recommendation

The Directors unanimously recommend shareholders vote in favour of Resolution 6.

Resolutions 7A and 7B – Ratification of prior issues of securities

On 27 September 2021, the Company announced that it had received firm commitments for a placement to unrelated institutional and sophisticated investors who were clients of, or identified by, Evolution Capital Advisors Pty Ltd (**Evolution**) of 109,090,910 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.11 (11 cents) per Placement Share to raise approximately \$12 million before costs (**Placement**).

Evolution acted as lead manager of the Placement. The Company has agreed to pay Evolution 6% plus GST of the funds raised under the Placement and to issue Evolution (and/or its nominee(s)) an aggregate of 12,000,000 unlisted options (**Broker Options**) each with an exercise price of \$0.22 (22 cents), expiring 2 years from issue and which, upon exercise, entitle the holder to one fully paid ordinary share in the Company. The full terms of the Broker Options are set out in Annexure B.

The Placement Shares and Broker Options are anticipated to be issued after the date of the Notice but before the date of the Meeting. An Appendix 2A for the Placement Shares and an Appendix 3G for the Broker Options will be released to ASX on or about the relevant date of issue.

The Placement Shares and Broker Options are being issued under the placement capacity available to the Company under Listing Rule 7.1. The Company seeks shareholder ratification of the prior issue of the Placement Shares (Resolution 7A) and the Broker Options (Resolution 7B).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions including ASX Listing Rule 7.1A, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that, where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to ASX Listing Rule 7.1 (provided the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of ASX Listing Rule 7.1. The Company seeks approval under ASX Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under ASX Listing Rule 7.1.

If shareholders:

- pass Resolutions 7A and 7B, the securities the subject of those Resolutions will no longer use the placement capacity of the Company under the ASX Listing Rules and the Company will be able to issue equity securities using the refreshed placement capacity without shareholder approval. In addition, shares issued on exercise of Broker Options (if any) will increase the placement capacity available to the Company.
- pass one, but not the other, of Resolution 7A and 7B, the securities the subject of the Resolution passed by shareholders will no longer use the placement capacity of the Company under the ASX Listing Rules and the Company will be able to issue equity securities using the refreshed placement capacity without shareholder approval. In addition, if Resolution 7B is passed by shareholders, shares issued on exercise of Broker Options (if any) will increase the placement capacity available to the Company. The securities the subject of the Resolution not passed by shareholders will continue to use the placement capacity of the Company under the ASX Listing Rules.
- do not pass Resolutions 7A and 7B, the securities the subject of those Resolutions will continue to use the placement capacity available to the Company under the ASX Listing Rules.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5 in respect of Resolutions 7A and 7B:

- The Placement Shares were issued to unrelated institutional and sophisticated investors who were clients of, or identified by, Evolution Capital Advisors Pty Ltd (**Evolution**). The Broker Options were issued to Evolution and/or its nominee(s). None of the recipients of securities are related parties.
- The number and class of securities issued were:
 - 109,090,010 fully paid ordinary shares (being the Placement Shares); and
 - 12,000,000 unlisted options each with an exercise price of \$0.22 (22 cents), expiring 2 years from issue and which, upon exercise, entitle the holder to one fully paid ordinary share in the Company (being the Broker Options). The full terms of the Broker Options are set out in Annexure B.
- The Placement Shares are fully paid ordinary shares that have the same terms as, and rank equally with, the other fully paid ordinary shares on issue in the Company. The Broker Options each have an exercise price of \$0.22 (22 cents), expiring 2 years from issue and which, upon exercise, entitle the holder to one fully paid ordinary share in the Company. The full terms of the Broker Options are set out in Annexure B.
- The Placement Shares and Broker Options are proposed to be issued after the date of the Notice but before the date of the Meeting. An Appendix 2A for the Placement Shares and an Appendix 3G for the Broker Options will be released to ASX on or about the relevant date of issue. In any event, the date of issue of the Placement Shares and Broker Options will be no later than 3 months after the date of the Meeting.
- Placement Shares were issued at \$0.11 (11 cents) per Placement Share. Broker Options were issued as part consideration for Evolution acting as lead manager of the Placement.
- Funds raised from the issue of the Placement Shares are proposed to be used for:
 - ongoing extension and definition drilling of the current 4.7Moz Korbelt Main gold deposit.
 - continuous drilling to expand the global resource inventory at Korbelt Man throughout 2021 across the Korbelt Valley (Block A and Block B), Block B South-Eastern extension, Blocks C and D, Cathedral, You Beauty, Isabella and Sweet Jenny.
 - further resource development drilling at RPM with a maiden resource expected in 2021.
 - regional exploration of advanced targets to unlock the wider Estelle gold district.
 - completion of the re-optimised scoping study on latest material drill results and early-stage project de-risking environmental studies leading to fast track the commencement of the PFS.

No funds are being raised from the issue of Broker Options, which are being issued as part consideration to Evolution (and/or its nominee(s)) for Evolution acting as lead manager of the Placement. Funds raised on exercise of Broker Options (if any) will be applied to working capital of the Company at the time of exercise.

- A voting exclusion for Resolutions 7A and 7B is contained in the Notice.

Director recommendations

The Directors unanimously recommend that shareholders vote in favour of Resolutions 7A and 7B.

Note: references in the Notice and the Memorandum to “\$” are to Australian currency.

**ANNEXURE A
TERMS OF PERFORMANCE RIGHTS**

Class A performance rights, class B performance rights and class C performance rights have common terms but for the milestone applicable for conversion. Reference in this Annexure A to a "Performance Right" is to a class A performance right, a class B performance right and a class C performance right.

- (a) A Performance Right is a right to receive a fully paid ordinary share in the capital of the Company (**Share**) subject to satisfaction of an Applicable Milestone (refer below).
- (b) A Performance Right shall convert to a Share upon and subject to satisfaction of an Applicable Milestone.
- (c) A Performance Right for which an Applicable Milestone has not been satisfied lapses on the date which is five years from issue of that Performance Right (**Lapse Date**).
- (d) A Performance Right does not entitle the holder to attend or vote on any resolutions proposed at a general meeting of shareholders of the Company.
- (e) A Performance Right does not entitle the holder to any dividends.
- (f) Upon winding up of the Company, a Performance Right may not participate in the surplus profits or assets of Company.
- (g) A Performance Right is not transferable unless otherwise determined by the Board or a delegate of the Board.
- (h) A Performance Right does not lapse upon the termination or resignation of the holder.
- (i) In the event that the issued capital of the Company is reconstructed, and the Company is listed on ASX at the relevant time, all rights of a holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation provided that, subject to compliance with the ASX Listing Rules, following such reorganisation the economic and other rights of the Holders are not diminished or terminated.
- (j) This clause applies whilst the Company is listed on ASX. Performance Rights will not be quoted on ASX. Upon conversion of a Performance Right into a Share in accordance with these terms, the Company must within seven (7) days from the date of conversion, apply for and use best endeavours to obtain official quotation on ASX of the Shares arising from conversion.
- (k) Subject to compliance with applicable law (including the ASX Listing Rules as they apply to the Company), Performance Rights shall immediately convert to Shares upon a Change of Control occurring.

Change of Control means:

- a. a bona fide takeover bid is declared unconditional and the bidder has acquired a relevant interest in over 50% of the Company's issued shares;
- b. the sale of all or substantially all of the assets of the Company;
- c. a court approves under section 411(4)(b) of the Corporations Act, a proposed compromise arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- d. in any other case, a person obtains voting power in the Company that the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring the voting power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.

- (l) Holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (m) This clause applies whilst the Company is listed on ASX. The terms of the Performance Rights may be amended as necessary by the Board to comply with the ASX Listing Rules, or any direction of ASX regarding the terms provided that, subject to compliance with the ASX listing rules, following such amendment, the economic and other rights of the Holder are not diminished or terminated.
- (n) A Performance Right gives the Holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (o) A Performance Right will convert into a Share upon the achievement of an Applicable Milestone to that Performance Right prior to the Lapse Date. An Applicable Milestone for a Performance Right will be specified in the terms of issue of or invitation to apply for the Performance Right.
- (p) In the event an Applicable Milestone is satisfied prior to the Lapse Date, Performance Rights held by a Holder will convert into an equal number of Shares.
- (q) If an Applicable Milestone for a Performance Right is not achieved by the Lapse Date, all Performance Rights will lapse and be deemed to have been cancelled without payment or other compensation to the Holder.
- (r) The Shares into which the Performance Rights will convert will rank pari passu in all respects with existing Shares and, if the Company is listed on ASX, an application will be made by the Company to ASX for official quotation of the Shares issued upon conversion.
- (s) The conversion of Performance Rights is subject to compliance at all times with the ASX Listing Rules if the Company is listed on ASX at the relevant time and the Corporations Act.

The following are the **Applicable Milestones** for Performance Rights:

Class	Applicable Milestones
A	Completion of either a pre-feasibility study or a definitive feasibility study of the Korbel Main deposit that demonstrates at the time of reporting that extraction is reasonably justified and economically mineable indicating an internal rate of return to the Company of greater than 20% and an independently verified JORC classified mineral reserve equal to or greater than 1,500,000 oz Au with an average grade of not less than 0.4g/t for not less than 116Mt.
B	Completion of the first gold pour (defined as a minimum quantity of 500 oz.) from the Korbel Main deposit.
C	Achievement of an EBITDA of more than \$20m in the second half-year reporting period following the commencement of commercial operations at the Korbel Main deposit.

**ANNEXURE B
TERMS OF BROKER OPTIONS**

Broker Options (**Options** in this Annexure B) have the following terms:

- (a) Each Option entitles the holder to acquire one fully paid ordinary share (**Share**) in the capital of the Company.
- (b) The exercise price is \$0.22 (22 cents) (**Exercise Price**) per Option.
- (c) Each Option is exercisable at any time prior to 5:00pm Melbourne time on the date that is two years from issue (**Expiry Date**).
- (d) Options may be exercised by providing written notice together with payment for the number of Shares in respect of which Options are exercised to the registered office of the Company.
- (e) Any Option that has not been exercised prior to the Expiry Date or cancelled in accordance with these terms shall automatically lapse.
- (f) An Option shall not be able to be exercised (and the Company will not be required to issue Shares upon such exercise) if it would be unlawful to do so.
- (g) Subject to compliance with applicable laws, Options are freely transferrable.
- (h) The Exercise Price is payable in full upon exercise of Options.
- (i) Where an Option holder determines to exercise some, but not all, of their held Options, the total aggregate amount payable to exercise the Options must be a minimum of \$1,000.
- (j) All Shares issued upon exercise of Options will rank pari passu in all respect with, and have the same terms as, the Company's then issued fully paid ordinary shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX and the Company being listed on ASX at the relevant time. The Options will not give any right to participate in dividends until shares are issued pursuant to the terms of the relevant Options.
- (k) There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of securities offers to shareholders without first exercising the Option. Prior to the Expiry Date and if required by the ASX Listing Rules, the Company will send notices to option holders in accordance with the time limits required by the ASX Listing Rules in respect of offers of securities made to shareholders.
- (l) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (m) Options will otherwise have the terms as required by ASX and the ASX Listing Rules.