ASX ANNOUNCEMENT **04/03/2021**

Bellevue Succeeds in Court Hearing

Bellevue Gold Limited (ASX: BGL) is pleased to advise that the Supreme Court of Western Australia has granted the orders sought by the Company in relation to the appointment of its previous auditors (see below for details).

As a result, Bellevue's shares will be reinstated to official quotation on Friday, 5 March 2021.

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4 March 2021

Supreme Court orders granted

Bellevue Gold Limited (ASX:BGL) (**Company**) refers to its announcements of 1 and 2 March 2021 and advises that earlier today the application to the Supreme Court of Western Australia was heard to rectify the administrative oversight related to the Company's inadvertent failure to seek shareholder approval for the appointment of Grant Thornton as its auditor at an annual general meeting.

Granting of orders curing auditor appointment matters and cleansing notices

The Court made the orders in substance sought by the Company, namely that under section 1322 of the *Corporations Act 2001* (Cth) (**Act**) it is declared that the appointment of Grant Thornton as auditor of the Company from 20 November 2018 until 2 February 2021 (when the appointment of Ernst & Young commenced) is not invalid and does not constitute a contravention of Chapter 2M of the Act and orders to declare the validity of the previous issues and on-sales of shares between the various dates of issue up until the date of the Court's orders.

A copy of the orders accompanies this announcement.

Notice in accordance with section 708A(9)

The Company refers to the notices given by the Company under section 708A(5) of the Act dated 11 December 2020, 17 November 2020, 14 August 2020, 15 July 2020, 16 June 2020, 9 April 2020, 1 April 2020, 20 March 2020, 16 October 2019, 30 August 2019, 21 August 2019, 9 August 2019, 31 July 2019, 25 July 2019, 26 June 2019, 17 June 2019, 1 March 2019 and 11 January 2019 (together, **Cleansing Notices**).

With regard to each of the Cleansing Notices, the Company provides the following information for the purposes of section 708A(9) of the Act:

> The Company acknowledges that as at the date of each of the Cleansing Notices, the Company had not complied with certain provisions of Chapter 2M as they applied to the Company. This non-compliance has now been addressed by the orders of the Supreme Court of Western Australia made on 4 March 2021.

The Cleansing Notices otherwise complied with section 708A(6) of the Act.

This announcement has been authorised for release by the Board.

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IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR/33/2021

EX PARTE:
BELLEVUE GOLD LIMITED (ACN 110 439 686) First Plaintiff

ORDER OF JUSTICE HILL
MADE 4 March 2021

UPON APPLICATION of the plaintiff by originating process dated 1 March 2021 AND UPON HEARING Mr A J Papamatheos and Ms C E McKay of counsel for the plaintiff IT IS ORDERED THAT:

1. Pursuant to s 1322(4)(a) of the Corporations Act 2001 (Cth), it is declared that the appointment of Grant Thornton as auditor of the Plaintiff from 20 November 2018 until 2 February 2021 is not invalid by reason of:

   (a) the failure of the Plaintiff to comply with sections 327B(1)(b) and 327C(2) of the Corporations Act by not having such appointment approved at the 2018, 2019 and 2020 annual general meetings of the Plaintiff; and

   (b) the failure of the Plaintiff and/or its directors to comply with sections 328A and 328B of the Corporations Act,

   and the Plaintiff is deemed to have complied with those requirements.

2. Pursuant to s 1322(4)(c) of the Corporations Act, the Plaintiff and its current and former directors and officers are relieved from any civil liability arising out of any contravention of sections 327B(3), 328A(4)(b) or 328B(2)(b) of the Corporations Act by reason of:

   (a) the failure of the Plaintiff to comply with sections 327B(1)(b) and 327C(2) of the Corporations Act by not having such appointment approved at the 2018, 2019 and 2020 annual general meetings of the Plaintiff; and

   (b) the failure of the Plaintiff and/or its directors to comply with sections 328A and 328B of the Corporations Act.

3. Pursuant to s 1322(4)(a) of the Corporations Act, it is declared that:

   (a) by reason of the order 1 above, the notices given under section 708A(5)(e) of the Corporations Act set out in Annexure A to these orders were effective when given; and

   (b) any offer for sale or sale of the securities of the Plaintiff referred to in Annexure A to these orders, during the period from their respective dates of issue to the date of these orders (inclusive), is not invalid by reason of:

(i) any alleged failure of the notices given under section 708A(5)(e) of the Corporations Act to exempt the sellers from the obligation of disclosure under the Corporations Act; and

(ii) any consequent failure by the sellers of the securities to comply with section 707(3) of the Corporations Act.

4. A sealed copy of these orders is to be served on the Australian Securities and Investments Commission (ASIC) as soon as reasonably practicable and upon service of these orders, ASIC is to include these orders on its database.

5. A sealed copy of these orders is to be given to the former auditor, Grant Thornton and the current auditor, Ernst & Young.

6. As soon as is reasonably practicable, the Plaintiff is to publish an announcement to the Australian Securities Exchange (ASX) in which a copy of these orders is included.

7. For a period of 28 days from the date of these orders, any person who claims to have suffered substantial injustice or is likely to suffer substantial injustice by the making of any or all of these orders has liberty to apply to vary or to discharge them within that period.

8. There be no order as to costs.

BY THE COURT

THE HONOURABLE JUSTICE J HILL



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ANNEXURE A

No	Security type	Date of issue	Cleansing notice	Number issued	Basis for issue
1.	FPO	10 December 2020	11 December 2020	1,000,000	Exercise of options
2.	FPO	17 November 2020	17 November 2020	10,300,000	Exercise of options and vesting of performance rights
3.	FPO	14 August 2020	14 August 2020	20,300,000	Exercise of options and vesting of performance rights
4.	FPO	15 July 2020 and 18 August 2020	15 July 2020	135,045,742	Placement and share purchase plan
5.	FPO	16 June 2020	16 June 2020	2,500,000	Exercise of options
6.	FPO	9 April 2020	9 April 2020	3,650,000	Vesting of performance rights
7.	FPO	1 April 2020	1 April 2020	88,487,182	Placement
8.	FPO	20 March 2020	20 March 2020	20,000,000	Exercise of options
9.	FPO	15 October 2019	16 October 2019	250,000	Vesting of performance rights
10.	FPO	30 August 2019	30 August 2019	10,000,000	Exercise of options
11.	FPO	21 August 2019	21 August 2019	3,750,000	Exercise of options
12.	FPO	9 August 2019	9 August 2019	20,903,450	Exercise of options
13.	FPO	30 July 2019	31 July 2019	32,382,869	Placement
14.	FPO	25 July 2019	25 July 2019	1,596,550	Exercise of options
15.	FPO	26 June 2019	26 June 2019	2,100,000	Vesting of performance rights
16.	FPO	17 June 2019	17 June 2019	11,250,000	Exercise of options
17.	FPO	1 March 2019	1 March 2019	37,192,941	Placement
18.	FPO	10 January 2019	11 January 2019	3,150,000	Vesting of performance rights

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