

Notice of Annual General Meeting

DGO Gold Limited

DGO Gold Limited ABN 96 124 562 849

Notice is given that the Annual General Meeting of DGO Gold Limited ABN 96 124 562 849 (**Company**) will be held virtually:

Meeting Access Details	Online at https://agmlive.link/DGOAGM21
Date	Tuesday 30 November 2021
Time	11:00am (Melbourne Time)

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/DGOAGM21> 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 no later than 48 hours prior to the Meeting.

Shareholders are requested to participate in the Meeting virtually via the virtual meeting platform at <https://agmlive.link/DGOAGM21> or via the appointment of a proxy.

Further information on how to participate virtually is set out in this Notice and the Virtual Meeting Online Guide at available at www.dgogold.com.au.

Considerations and Shareholder Questions

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

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;
- 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 by sending them by email to admin@dgogold.com.au by 5pm on Sunday 28 November 2021. We will attempt to address the more frequently asked questions in the Chairman's presentations to the Meeting.

Ordinary business

Financial reports

To receive and consider the Company's Financial Reports and the reports of the Directors and the Auditor for the Financial Year ended 30 June 2021.

Resolution 1 – Remuneration Report

To consider and, if in favour, pass the following resolution under section 250R(2) Corporations Act:

- 1 *'That the Remuneration Report of the Directors for the Financial Year ended 30 June 2021 be adopted.'*

Note: This resolution will be determined under section 250R(2) Corporations Act. Key Management Personnel (as defined in the Corporations Act) whose remuneration details are contained in the remuneration report (and their closely related parties) are restricted from voting on this resolution under section 250R(4) or 250BD Corporations Act. Restrictions also apply to votes cast by proxy unless exceptions apply. The remuneration report is set out on pages 11 to 18 of the Company's 2021 annual report, which is available on the Company's website at www.dgogold.com.au. The vote on this resolution is advisory only and does not bind the directors or the Company.

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this resolution.

Resolution 2 – Re-election of Mr Ross Hutton as a Director

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 2 *'That Mr Ross Hutton who retires by rotation in accordance with Listing Rule 14.4 and rule 16.1 of the Constitution, and being eligible, be re-elected as a Director of the Company.'*

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Hutton abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 3 – Re-election of Mr Jeffrey Bruce Parncutt AO as a Director

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 3 *'That Mr Jeffrey Bruce Parncutt AO who retires by rotation in accordance with Listing Rule 14.5 and rule 16.1 of the Constitution, and being eligible, be re-elected as a Director of the Company.'*

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Parncutt abstaining) unanimously recommend that you vote in favour of this resolution.

Resolution 4 – Ratification of issue of 3,500,000 Shares issued under a placement undertaken on 22 December 2020

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 4 *'That the issue of 3,500,000 ordinary Shares in the Company on 22 December 2020 to sophisticated and professional investors at the price of \$3.00 each and otherwise on the terms summarised in the Explanatory Memorandum accompanying the notice of this meeting, be approved for the purpose of rule 7.4 of the ASX Listing Rules and for all other purposes.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 5 – Ratification of issue of 150,000 Options issued 13 July 2021

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 5 *'That the issue of 150,000 unquoted options, each exercisable over 1 ordinary Share in the Company at a strike price of \$5.37 with an expiry date of 13 July 2023, to Bell Potter Nominees Limited as an establishment fee for a secured loan facility and otherwise on the terms summarised in the Explanatory Memorandum accompanying the notice of this meeting, be approved for the purpose of rule 7.4 of the ASX Listing Rules and for all other purposes.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 6 – Ratification of issue of 405,000 Series E Performance Rights issued 13 August 2021

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 6 *'That the issue of 405,000 Series E Performance Rights to employees and contractors of the Company on the terms summarised in the Explanatory Memorandum accompanying the notice of this meeting, be approved for the purpose of rule 7.4 of the ASX Listing Rules and for all other purposes.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Special business

Resolution 7 – Adoption of new constitution

To consider and, if in favour, to pass the following resolution as a special resolution:

- 7 *'That for the purposes of section 139 of the Corporations Act, and for all other purposes, the existing constitution of the Company be repealed and, in its place, a constitution in the form presented to the meeting, and signed by the Chair for the purposes of identification, be adopted as the new constitution of the Company.'*

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 8 – Approval of additional capacity to issue Shares under Listing Rule 7.1A

To consider and, if in favour, to pass the following resolution as a special resolution:

- 8 *'That for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum be approved.'*

The Directors unanimously recommend that you vote in favour of this resolution.

BY ORDER OF THE BOARD

Markus Ziemer
Company Secretary

29 October 2021

Notes

- (a) Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- (b) Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (c) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (d) If you wish to appoint a proxy and are entitled to do so, then completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned by 11:00am (Melbourne time) on Sunday 28 November 2021 using any of the following methods:
 - i) by using the pre-addressed envelope provided**
 - ii) by hand delivery or post to:**
 - Link Market Services Limited
 - Level 12, 680 George Street, Sydney, NSW
 - iii) by post to:** DGO Gold Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney, NSW 1235, Australia.
 - iv) by fax to:** +61 (0)2 9287 0309
 - v) online:** www.linkmarketservices.com.au
- (e) The proxy form must be signed by the shareholder or the shareholder's attorney.
- (f) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (g) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or an adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 11:00am (Melbourne time) on Sunday, 28 November 2021.
- (h) If you have any questions on how to cast your votes call Mr Markus Ziemer on +61 3 9133 6251 during business hours.

All Resolutions by Poll

In accordance with clauses 10.9 and 10.10 of the Company's constitution, the Chair intends to call a poll on each of the resolutions proposed at the AGM. Each resolution considered at the AGM will therefore be conducted by poll, rather than a show of hands. The Chair considers voting by poll to be in the interests of the shareholders as a whole, and to ensure the representation of as many shareholders as possible at the meeting.

How to Vote

Shareholders may vote by either:

- (a) using the online platform; or
- (b) appointing a proxy.

Using the online platform: 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/DGOAGM21> into a web browser on your computer or online device;

- Shareholders will need their SRN or HIN (printed at the top of the Voting Form); and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting at 11am (Melbourne time) on Tuesday 30 November 2021 and the time at which the Chairman announces voting closure.

More information about online participation in the Meetings is available in the Online Platform Guide at www.dgogold.com

Appointing a proxy to attend and vote on their behalf, using the enclosed proxy form: A Member who is entitled to vote at the meeting may appoint:

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

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one half of the votes, in which case any fraction of votes will be discarded.

A proxy need not be a member of the Company.

If you require an additional proxy form, please contact the Company Share Registry on 02 8280 7100, which will supply it on request.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Share Registry, Link Market Services Limited, no later than 11:00am (Melbourne time) on Sunday, 28 November 2021 (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted.

Instructions for completing the proxy form are outlined on the form, which may be returned by:

- posting it in the reply-paid envelope provided;
- posting it to DGO Gold Limited c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- hand delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000;
- faxing it to Link Market Services Limited on +61 2 9287 0309;
- lodging it online at linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your HIN or SRN to lodge your proxy form online.

Proxies from corporate shareholders must be executed in accordance with their constitution or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy directs how to vote on an item of business, the proxy may only vote on that item, in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he/she thinks fit.

The Constitution provides that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to in favour of the Chair of the meeting to which it relates, or to another person as the Board determines.

If a shareholder appoints the Chair of the meeting as the shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that shareholder, in favour of the item on a poll.

Voting exclusion statements

Resolution 1 - Remuneration Report	<p>The Company will disregard any votes cast on Resolution 1:</p> <ul style="list-style-type: none"> by or on behalf of a member of the Company's Key Management Personnel (KMP) whose remuneration details are disclosed in the remuneration report for the year ended 30 June 2021 or their closely related parties, in any capacity; or as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties. <p>However, a member of the KMP or their closely related parties may cast a vote on Resolution 1 if the vote is cast as proxy for a person who is entitled to vote on Resolution 1:</p> <ul style="list-style-type: none"> in accordance with the directions on the proxy form that specifies the way the proxy is to vote on the resolution; or by the Chairman of the Meeting, in accordance with an express authorisation to exercise the proxy even though Resolution 1 is connected with remuneration of a member of the KMP. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 1.</p> <p>"Key management personnel" and "closely related party" have the same meaning as set out in the Corporations Act 2001 (Cth).</p>
Resolution 4 – Ratification of issue of 3,500,000 ordinary Shares under a placement undertaken on 22 December 2020	<p>The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:</p> <ul style="list-style-type: none"> any person who participated in the issue or is a counterparty to the agreement being approved; or an Associate of any such person. <p>However, this does not apply to a vote cast in favour of Resolution 4 by:</p> <ul style="list-style-type: none"> a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with 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 in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of the person excluded from voting, on the resolution; and the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way. <p>The Chairman intends to vote all available undirected proxies in favour of Resolution 4.</p>

**Resolution 5 –
Ratification of
issue of 150,000
options on 13
July 2021**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- any person who participated in the issue or is a counterparty to the agreement being approved; or
- an Associate of any such person.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5, in accordance with 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 in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of the person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way.

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

**Resolution 6 –
Ratification of
issue of 405,000
Series E
Performance
Rights issued 13
August 2021**

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- any person who participated in the issue or is a counterparty to the agreement being approved; or
- an Associate of any such person.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with 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 in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of the person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way.

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

**Resolution 8 –
Approval of
additional
capacity to issue
shares under
Listing Rule 7.1A**

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- if, at the time approval is sought the Company is proposing to make an issue of equity securities under listing rule 7.1A.2, 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); or
- an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 8 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with 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 in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of the person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way.

The Chairman intends to vote all available undirected proxies in favour of Resolution 8, however, the Company must also disregard a vote cast by the person chairing the Meeting as proxy for a person who is entitled to vote, if the person chairing the Meeting is a person who is excluded from voting, and the proxy does not direct the chairman how to cast the vote.

Note: As at the date of this Notice of Meeting there is no proposed issue of equity securities, and accordingly it is not known who may participate in any proposed issue. On that basis, no Shareholders are currently excluded.

Explanatory Memorandum

DGO Gold Limited ABN 96 124 562 849

DGO Gold Limited

Introduction

This Explanatory Memorandum is provided to the Shareholders of DGO Gold Limited ABN 96 124 562 849 (**Company**) to explain the resolutions to be put to the Shareholders at the Annual General Meeting of the Company to be held virtually on Tuesday, 30 November 2021 at 11:00am (Melbourne time).

The Directors recommend Shareholders read the accompanying notice and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Ordinary Business

Financial Statements and Reports

The Corporations Act requires that the Directors' Report, Financial Report and the Auditor's Report be laid before Shareholders at the Annual General Meeting.

The Company's Annual Report (which includes the reports to be laid before the Meeting) was released to ASX on 29 September 2021 and is available on the Company's website (www.dgogold.com.au). Apart from the matters involving remuneration of the Company's Key Management Personnel which is the subject of Resolution 1, a vote of Shareholders on these reports is not required at the Annual General Meeting. However, Shareholders will be given a reasonable opportunity to raise questions and make comments on these reports at the Meeting.

Shareholders may also submit written questions to the Company's auditor, BDO Audit Pty Ltd, if the question is relevant to the content of the Audit Report, or the conduct of its audit of the Company's Annual Report for the year ended 30 June 2021. Relevant written questions for the auditor must be delivered by 5:00pm (Melbourne Time) on Tuesday, 23 November 2021. Please send any written questions for BDO Audit Pty Ltd to Mr Cameron Henry, BDO Audit Pty Ltd, GPO Box 457, Brisbane Qld 4001 Australia.

Resolution 1 – Remuneration Report

The Corporations Act requires the Remuneration Report to be put to a vote of Shareholders for adoption. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Directors take the vote into account in setting the Company's remuneration strategy.

The Remuneration Report is included in the Directors' Report section of the Company's Annual Report and deals with the remuneration of the Company's Key Management Personnel. The Annual Report is available on the DGO Gold website (www.dgogold.com.au).

The Remuneration Report:

- (a) explains the Board's policy for determining the nature and amount of remuneration of the Company's Key Management Personnel;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each member of the Company's Key Management Personnel; and
- (d) details and explains any performance conditions applicable to the remuneration of the Company's Key Management Personnel.

A reasonable opportunity will be provided for Shareholders to ask questions about or make comments on the Remuneration Report at the Meeting.

Directors' Recommendation

As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of good Corporate Governance and in accordance with the spirit of section 250R(4) Corporations Act, makes no recommendation regarding this resolution.

Resolution 2 – Re-election of Mr. Ross Hutton as a Director

Rule 16.1 of the Constitution provides that one-third of the Directors (other than the Managing Director) must retire at the end of each Annual General Meeting. In accordance with Rule 16.1 of the Constitution, Mr. Ross Hutton retires at the end of this Meeting. Mr. Hutton, being eligible, presents himself for re-election.

Mr. Ross Hutton (Non-Executive Director)

Mr Hutton is a Mining Engineer with over 45 years' experience in the minerals industry ranging from mining to project management in technical and executive management roles. He has worked in corporate and consultative roles managing activities from feasibility studies to operations both in Australia and internationally. He was appointed Non-Executive Director on 5 April 2007.

Directors' Recommendation

The Directors (with Mr Hutton abstaining), unanimously recommend you vote in favour of this resolution.

Resolution 3 – Re-election of Mr. Jeffrey Bruce Parncutt AO as a Director

Rule 16.1 of the Constitution provides that one-third of the Directors (other than the Managing Director) must retire at the end of each Annual General Meeting. In accordance with Rule 16.1 of the Constitution, Mr. Jeffrey (Bruce) Parncutt AO retires at the end of this Meeting. Mr. Parncutt, being eligible, presents himself for re-election.

Mr. Bruce Parncutt AO (Executive Director)

Bruce Parncutt AO is Chairman of investment banking group Lion Capital, a member of the Australian Ballet board, a trustee of the Helen MacPherson Smith Trust and a director of De Grey Mining Limited. His career spans over 40 years in investment management, investment banking and stock broking. Previous roles include have included: Managing Director of McIntosh Securities, Senior Vice President of Merrill Lynch, director of Australian Stock Exchange Ltd, President of the Council of Trustees of the National Gallery of Victoria, board member and Chairman of the NGV Foundation, member of the Felton Bequest Committee, Council member of Melbourne Grammar School, and director of a number of listed public companies, including Acrux Ltd, Praemium Limited and Stuart Petroleum Ltd. Bruce was appointed Executive Director on 1 April 2020.

Directors' Recommendation

The Directors (with Mr Parncutt abstaining), unanimously recommend you vote in favour of this resolution.

Resolution 4 – Ratification of issue of 3,500,000 Shares issued under a placement undertaken on 22 December 2020

In December 2020 the Company recently undertook a placement offer of ordinary Shares to sophisticated investors, professional investors and others such that disclosure was not required under part 6D.2 of the Corporations Act. Joint lead managers for the placement were MST Financial Services Pty Ltd and Arlington Group Asset Management Limited.

Pursuant to the placement offer, the Company issued 3,500,000 ordinary Shares in the Company to sophisticated and professional investors. As a consequence, the total number of issued Shares in the Company increased by approximately 5% from 70,051,248 ordinary Shares to 73,551,248 ordinary Shares. The Shares were issued as fully paid ordinary Shares, ranking equally with all other fully paid ordinary Shares in the Company then on issue.

All of the Shares issued under the placement offer were issued for \$3.00 each, raising \$10.5million. The funds raised from the placement were used for ongoing greenfield exploration of DGO's own assets, as well as for additional working capital to the Company to assist its future growth and market activity.

Listing Rule 7.4 of the ASX Listing Rules states that an issue of shares made without shareholder approval under Listing Rule 7.1, such as the issue of Shares under the placement offer, is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue of Shares did not breach Listing Rule 7.1 and Shareholders subsequently approve it.

The Shares issued under the placement were issued using the Company's existing 15% placement capacity under Listing Rule 7.1 which was refreshed at the annual general meeting of the Company held 30 November 2020.

If Resolution 4 is passed, the approval of Shareholders to the issue of Shares pursuant to the placement offer will be obtained for the purpose of Listing Rule 7.4. The Company will then have the flexibility to issue:

- additional equity securities in the next 12 months of up to 15% of the ordinary Shares in the Company currently on issue, including those issued under the placement offer, plus any other Shares issued with Shareholder approval under Listing Rule 7.1 (once they are issued); and
- additional equity securities of up to 10% of the ordinary Shares in the Company if Resolution 9 is also passed.

In accordance with Listing Rule 7.5, Shareholders are advised that:

- a portion (approximately 85%) of the Shares issued to Merian Global Investors (UK) Ltd, an institutional investor which is a client of the joint lead manager Arlington Group Asset Management Limited; and
- the remainder of Shares were offered to persons on the basis of the Company's capital raising allocation policy (**Allocation Policy**).

The Allocation Policy provides that the opportunity to participate in capital raisings will be offered, in order of priority, to:

1. cornerstone investors – predominantly existing institutional Shareholders and targeted long only and specialist resource funds;
2. existing Shareholders that are sophisticated or professional investors, to whom a placement does not require a disclosure document are to be offered the opportunity to participate such that they do not suffer any substantial dilution;
3. long only institutional investors that can demonstrate that they have been buying on market following previous capital raisings; and
4. new long only institutional investors that satisfy the objective of being able to fund the future growth of the Company.

If Resolution 4 is not approved, the Company's ability to raise additional equity funds over the next 12 months without reference to Shareholders will be restricted.

Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 4.

Resolution 5 – Ratification of issue of 150,000 Options issued 13 July 2021

On 13 July 2021 the Company announced that it had arranged with Bell Potter Capital Limited (**Bell Potter**) for the provision of a \$15,000,000 loan facility secured against a portion of the Company's shareholding in De Grey Mining Ltd (ASX:DEG).

The facility was obtained in order to enable the Company to draw down funds as required to fund short term cash requirements prior to anticipated exercise of options expiring in June 2022.

In exchange for the provision of the Facility, the Company issued Bell Potter 150,000 unquoted DGO Gold options, each exercisable over 1 share in the Company, with an exercise price of \$5.37 and an expiry date of 13 July 2023, as an establishment fee, on the terms set out in Appendix A (**Options**).

Listing Rule 7.4 of the ASX Listing Rules states that an issue of securities made without shareholder approval under Listing Rule 7.1, such as the issue of Options to Bell Potter, is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue of securities did not breach Listing Rule 7.1 and Shareholders subsequently approve it.

The Options issued to Bell Potter were issued on 13 July 2021 using the Company's existing 15% placement capacity under Listing Rule 7.1 which was refreshed at the extraordinary general meeting of the Company held 30 November 2020.

If Resolution 5 is passed, the approval of Shareholders to the issue of Options to Bell Potter will be obtained for the purpose of Listing Rule 7.4. The Company will then have the flexibility to issue:

- additional equity securities in the next 12 months of up to 15% of the ordinary Shares in the Company currently on issue, including those issued to Committing Shareholders, plus any other Shares issued with Shareholder approval under Listing Rule 7.1 (once they are issued); and
- additional equity securities of up to 10% of the ordinary Shares in the Company if Resolution 9 is also passed.

In accordance with Listing Rule 7.5, Shareholders are advised that Bell Potter was selected on the basis of being a professional investor, who offered the facility on the most advantageous terms to the Company that the Company was able to obtain.

If Resolution 5 is not approved, the Company's ability to raise additional equity funds over the next 12 months without reference to shareholders will be restricted.

Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 5.

Resolution 6 – Ratification of issue of 405,000 Series E Performance Rights issued 13 August 2021

On 13 August 2021 the Company announced that it had issued 405,000 Series E Performance Rights to staff and contractors of the Company, as a reward and incentive for future service.

The proposed terms of the Series E Performance Rights are set out in Appendix B. In summary each Series E Performance Right granted will be capable of being exercised into 1 fully paid ordinary Share only if:

- (a) one of the following events occurs:
- (1) the 1 month volume weighted average price of a Share on the ASX exceeds \$7.00 (subject to certain adjustments) per Share within the period from 13 September 2021 until 1 December 2023 (Market Condition), in which case the Performance Rights will vest 12 months following that event;

- (2) on or before 1 December 2023 a takeover bid is made for the Company's Shares at a price or value which exceeds a price calculated as \$3.50 per Share increased by 25% per annum from the date of issue of the Right to the date the bid is announced (subject to certain adjustments) and the bidder confirms that the takeover bid is unconditional; or
- (3) on or before 1 December 2023 a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company at a price or value which exceeds a price calculated as \$3.50 per Share increased by 25% per annum from the date of issue of the Right to the date the scheme is announced (subject to certain conditions) and Shareholders approve the scheme resolution by the requisite majority; and
- (b) the holder continues to be an employee or contractor of the Company, unless on their ceasing to be an employee or contractor, the Board in its absolute discretion decides they are a good leaver.

The Series E Performance Rights lapse on:

- (c) 2 December 2023 if a relevant condition is not satisfied on or before 2 December 2023; or
- (d) the date the employee or contractor ceases to be an employee or contractor if a relevant condition is not satisfied before that date; or
- (e) if the employee or contractor has not elected to exercise the Series E Performance Rights within the time set by the Board from when the employee or contractor is notified of an event in paragraph (a) above (which must not be less than 10 business days); or
- (f) an earlier date in the event a takeover bid or scheme of arrangement for the Company is successful at a price or value less than or equal to a price calculated as \$3.50 per Share increased by 25% per annum from the date of issue of the Right (subject to certain adjustments).

The number of Shares that may be issued on exercise and the price for Shares required to meet the condition in (1) may be adjusted if there is a reorganisation of the Company's share capital.

Listing Rule 7.4 of the ASX Listing Rules states that an issue of securities made without shareholder approval under Listing Rule 7.1, such as the issue of Series E Performance Rights to staff and contractors, is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue of securities did not breach Listing Rule 7.1 and Shareholders subsequently approve it.

The Series E Performance Rights issued to staff and contractors of the Company were issued using the Company's existing 15% placement capacity under Listing Rule 7.1 which was refreshed at the extraordinary general meeting of the Company held 30 November 2020.

If Resolution 6 is passed, the approval of Shareholders to the issue of Options to Bell Potter will be obtained for the purpose of Listing Rule 7.4. The Company will then have the flexibility to issue:

- additional equity securities in the next 12 months of up to 15% of the ordinary Shares in the Company currently on issue, including those issued to Committing Shareholders, plus any other Shares issued with Shareholder approval under Listing Rule 7.1 (once they are issued); and
- additional equity securities of up to 10% of the ordinary Shares in the Company if Resolution 9 is also passed.

In accordance with Listing Rule 7.5, Shareholders are advised that the persons issued Series E Performance Rights were selected on the basis of being staff and contractors of the Company.

If Resolution 6 is not approved, the Company's ability to raise additional equity funds over the next 12 months without reference to shareholders will be restricted.

Directors' recommendation

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

Special Business

Resolution 7 – Adoption of new constitution

Background and reasons for the proposal

The constitution of the Company was adopted on the Company's incorporation in 2007. Since adoption, the only modification to the Constitution has been to refresh the proportional takeover provisions in rule 27, in 2010.

The Company has recently undertaken a review of the Constitution and proposes to repeal and replace the Constitution to make a number of modification to reflect certain changes to corporate governance practice, the Corporations Act and the ASX Listing Rules, and also to generally update certain legacy provisions and outdated terminology. A number of the proposed changes also seek to achieve efficient and flexible administration of the Company and relations with Shareholders.

Under section 136 of the Corporations Act, amendments to the Constitution may only be made by a special resolution of Shareholders. If Shareholder approval is not obtained, the existing Constitution will remain in place.

Overview of proposes amendments to the Constitution

Dividends

The new constitution makes clear (consistent with the Corporations Act) that directors may rescind or alter a determination to pay a dividend at any time after the payment is made.

The new constitution reflects that one of the payment methods for a dividend (or any other payment to a Shareholder) can be by means of a direct credit or other method determined by the Directors, and to clarify that:

- (a) payments by cheque are at the risk of the Shareholder, and any cheque not presented for payment within 3 months may be cancelled by the Company; and
- (b) if a cheque is not presented for payment within 3 months or a direct credit is unsuccessful as a result of incorrect payment details being provided by or on behalf of a Shareholder, the money will be taken to be an unclaimed amount and may be invested or otherwise used by the directors for the benefit of the Company until claimed, or may be disposed of according to law.

Small holdings

The new constitution provides for a mechanism for the Company to compulsorily offer for sale unmarketable parcels of shares, if notice of such an intention is given to the Shareholder holding the unmarketable parcel and the Shareholder does not otherwise inform the Company that it wishes to retain the shares.

This will allow the Company to take steps to provide Shareholders holding unmarketable parcels of shares with an ability to exit their shareholding, when they may not otherwise be able to do so.

Proportional takeover provisions

The new constitution no longer includes proportional takeover provisions, on the basis that these provisions are more suited to newly listed companies in order to protect shareholders from predatory behaviour in the market – and are no longer appropriate for an established listed company such as DGO Gold.

General Meetings

In line with the current requirements under the Corporations Act, the new constitution provides that a single director is able to call a general meeting of the Company.

The new constitution specifically provides, subject to any requirements of the Corporations Act, for a meeting to be held using one or more technologies that give Shareholders as a whole a reasonable opportunity to participate in the meeting and to ensure that persons participating using technology are counted for the purposes of determining a quorum and are entitled to exercise all rights as if they were attending the meeting in person.

Provisions have also been included to deal with the scenario whereby technical difficulties occur – including to allow the chair to adjourn the meeting to allow the technical difficulty to be rectified.

These amendments are intended to enable greater participation by, and engagement with, Shareholders.

Direct voting

The new constitution will allow direct voting (whereby Shareholders may lodge a vote directly with the Company by way of post, fax, or other electronic means, without having to attend a meeting or appoint a proxy or representative). A direct vote will have the same effect as a vote cast in person at a meeting.

Direct voting addresses deficiencies in existing voting procedures by facilitating greater voting participation and minimises the potential risks of a proxy vote not being cast.

To facilitate direct voting arrangements, the Directors will be authorised to prescribe rules governing direct voting.

Directors

The period for nominations for election as a director will be extended from at least 35 business days prior to the meeting to at least 45 business days but no more than 90 business days prior to the meeting, in order to better align the new constitution with market practice and to facilitate adequate time for the Company to comply with its notice period requirements and to print and distribute the relevant materials to Shareholders after a nomination is received.

The provisions dealing with director remuneration will be expanded to align with the ASX Listing Rules by clarifying that the amount of the remuneration payable to Directors (as determined by the Company in general meeting) does not include remuneration in the form of share, option, or other equity plans approved separately by the Company in general meeting.

The new constitution will also clarify that the amount of the total remuneration cap that is able to be paid to directors is inclusive of superannuation.

Consequential and other amendments

A number of additional minor changes are incorporated into the new constitution, including in order to give effect to the changes summarised above and updates to terminology to ensure that the new constitution reflects current law and practice.

The new constitution also provides that the Company is able to charge a reasonable fee in order to register a transfer of securities. The ASX Listing Rules generally prohibit charging such a fee, but do provide that a company may charge a fee in certain narrow circumstances with respect to registering paper based transfers. This provision allows the Company to charge a fee in those circumstances in order to cover the additional administrative costs associated with such a registration.

The provisions dealing with methods of service expand the methods by which the Company may communicate with Shareholders. In particular, the Company may give a document by notifying Shareholders (by electronic means) that the document is available and how and where the document may be accessed.

This will enable the Company to save costs and be able to distribute notices more efficiently, and will also increase flexibility for Shareholders in the way they receive communications from the Company.

Special resolution

Section 136 of the Corporations Act states that a resolution to replace or adopt a constitution must be a special resolution. Accordingly in order to be passed Resolution 7 needs approval by at least 75% of the votes cast by Shareholders entitled to vote on this resolution.

Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 7.

Resolution 8 – Approval of additional capacity to issue shares under Listing Rule 7.1A

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its share capital in any 12 month period without requiring shareholder approval. Under Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and have a market capitalisation of \$300 million or less) can issue a further 10% of their share capital in a 12 month period following the annual general meeting on a non-pro-rata basis if shareholder approval is obtained at the Company's Annual General Meeting.

The Company is an eligible entity for the purposes of Listing Rule 7.1A.

The number of equity securities which may be issued or the Company may agree to issue, under the approval sought by Resolution 8 is calculated in accordance with the following formula prescribed in Listing Rule 7.1A.2:

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

Where:

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement (**Relevant Period**):

- (i) plus the number of fully paid ordinary securities issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
- (ii) plus the number of fully paid ordinary securities issued in the Relevant Period on the conversion of convertible securities within rule 7.2 exception 9 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 the Listing Rules to be approved, under Rule 7.1 or 7.4;
- (iii) plus the number of fully paid ordinary securities issued in the Relevant Period under an agreement to issue securities within 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 the Listing Rules to have been approved, under Rule 7.1 or 7.4;
- (iv) plus the number of any other fully paid ordinary securities issued in the Relevant Period with approval under Rule 7.1 or 7.4;

- (v) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- (vi) less the number of fully paid ordinary securities cancelled in the 12 months.

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

D is 10%

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

The actual number of securities the Company will have capacity to issue under Listing Rule 7.1A may vary and will be determined at the date of issue in accordance with Listing Rule 7.1A.2 (as illustrated in the table below). Additional disclosure obligations are imposed when the special resolution is proposed, when securities are issued and when any further approval is sought. For the purposes of Listing Rule 7.3A the Company provides the following information:

Period for which the approval will be valid	<p>An approval under Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained (in this case 30 November 2021) and expires on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) The date that is 12 months after the date of the annual general meeting at which the approval is obtained (30 November 2022). (b) The time and date of the Company's next annual general meeting. (c) The time and date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rule 11.1.2 or Listing Rule 11.2.
Minimum price at which the equity securities may be issued	<p>Any equity securities issued under Listing Rule 7.1A.2 must be in an existing quoted class of the Company's securities and issued for cash consideration per security which is not less than 75% of the volume weighted average price for securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or (b) if the securities are not issued within 10 trading days of the date in paragraph (a), the date on which the securities are issued.
Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A.2 may be used	<p>It is the Board's current intention that any funds raised under an issue of securities will be applied towards the identification and evaluation and investment in gold exploration opportunities and for working capital purposes.</p>

Risk of economic and voting dilution	<p>An issue of securities under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> (a) the market price for ordinary securities may be significantly lower on the issue date than on the date of the approval under Listing rule 7.1A; and (b) the securities may be issued at a price that is at a discount to the market price for the ordinary securities on the issue date. <p>Under Listing Rule 7.3A.4, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
Details of the Company's allocation policy for issues under Listing Rule 7.1A.2	<p>The Company's Securities Allocation Policy provides that the opportunity to participate in capital raisings will be offered, in order of priority, to:</p> <ol style="list-style-type: none"> 1. cornerstone investors – predominantly existing institutional Shareholders and targeted long only and specialist resource funds; 2. existing Shareholders that are sophisticated or professional investors, to whom a placement does not require a disclosure document are to be offered the opportunity to participate such that they do not suffer any substantial dilution; 3. long only institutional investors that can demonstrate that they have been buying on market following previous capital raisings; and 4. new long only institutional investors that satisfy the objective of being able to fund the future growth of the Company. <p>However, the Company does not currently know the nature of the capital raising which may be conducted under Listing Rule 7.1A (if any), and accordingly, the allocation policy attached to any such capital raising may change in the future, depending on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:</p> <ul style="list-style-type: none"> (a) any alternative methods of raising funds that are available to the Company and the Company's determination regarding the best method for raising funds; (b) the effect of the issue of the Listing Rule 7.1A shares on the control of the Company; (c) the financial situation of the Company; and (d) advice from corporate, financial and broking advisers (if applicable). <p>The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this notice of meeting but may include existing substantial shareholders and new shareholders who are not related parties or associates of a related party of the Company.</p>

For the purposes of Listing Rule 7.3A.6 the Company notes that it has not issued any securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the meeting.

Information under Listing Rule 7.3A.4

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated under the formula in Listing Rule 7.1A (2) as at the date of this notice.

The table shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.

The table below also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the market price on 12 October 2021 being the last trading day before the table was prepared.

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$1.455 50% decrease in Issue Price	\$2.99 Issue Price equal to closing market price 24/09/21	\$5.98 100% increase in Issue Price
Current Variable A 83,332,623	10% Voting dilution	8,333,262	8,333,262	8,333,262
	Funds raised	\$12,124,896.21	\$24,916,453.38	\$49,832,906.76
50% increase in current Variable A 125,998,934	10% Voting dilution	12,599,893	12,599,893	12,599,893
	Funds raised	\$18,332,844.32	\$37,673,680.07	\$75,347,360.14
100% increase in current Variable A 166,665,246	10% Voting dilution	16,666,524	16,666,524	16,666,524
	Funds raised	\$24,249,792.42	\$49,832,906.76	\$99,665,813.52

*Note: Current variable A refers to the calculation required by Listing Rule 7.1A.2 which, in the Company's case, equates to the current issued share capital of the Company.

The above table has been prepared on the assumptions set out below.

- (a) The Company issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval.
- (b) No options are exercised to convert into Shares before the date of the issue of the Shares available under Listing Rule 7.1A.
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of share issue under Listing Rule 7.1A, based on that shareholder's holding at the date of the meeting.
- (e) 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.
- (f) The issue of Shares under Listing Rule 7.1A consists only of ordinary shares in the Company.
- (g) The issue price is \$2.99, being the closing price of the Shares on ASX on 12 October 2021.

Listing Rule 7.1A requires Resolution 8 to be passed as a special resolution. A special resolution needs approval by at least 75% of the votes cast by Shareholders entitled to vote on this resolution.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour this resolution.

Enquiries

Please direct any enquiries in relation to the Meeting, the resolutions or this Explanatory Memorandum to Mr Markus Ziemer, Company Secretary at:

Postal Address:
DGO Gold Limited
Level 9, 63 Exhibition Street, Melbourne VIC 3000

Telephone: + 61 03 9133 6251

Email: mziemer@dgogold.com.au

Definitions

A number of capitalised terms are used throughout this notice of meeting and explanatory memorandum. Capitalised terms in this notice of meeting have the same meaning given to them in the Corporations Act (unless otherwise defined below). Except to the extent the context otherwise requires:

Term	Definition
Annual General Meeting or Meeting	means the annual general meeting of the Company contemplated by this Notice.
Associate	Has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is a "designated body" for the purposes of that section. A related party of a Director or officer of the Company is to be taken to be an associate of the Director or officer unless the contrary is established.
ASX	means ASX Limited ACN 008 624 691.
BDO	means BDO Audit Pty Ltd.
Board	means the board of Directors of the Company.
Closely Related Party	has the meaning set out in the Corporations Act.
Company	means DGO Gold Limited ACN 124 562 849.
Constitution	means the Constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the Directors of the Company.
Explanatory Memorandum	means the Explanatory Memorandum attached to the Notice of Meeting.
Key Management Personnel	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	means the official listing rules of ASX.
Notice or Notice of Meeting	means the General Meeting of Shareholders contemplated by this Notice.
Remuneration Report	means the section of the Directors' Report for the 2019 Financial year that is included under section 300A(1) Corporations Act.
Share	means a fully paid ordinary share in the Company.
Shareholders	means the holders of shares in the Company from time to time.

Appendix A

Option terms

Issue date	13 July 2021
Exercise price of options	\$5.37 upon exercise to acquire each share
Expiry date of options	13 July 2023
Exercise period	<p>Each option is exercisable immediately on issue. The options may be exercised at any time before their expiry date, by delivering a duly completed form of notice of exercise together with a cheque (or such other form of payment as is acceptable to the Company) for the exercise price. The Company will issue 1 fully paid ordinary share for each option exercised.</p> <p>The exercise of each option is subject to compliance with the Corporations Act 2001 (Cth) (in particular, the requirements of Chapter 6 of the Corporations Act).</p>
Minimum number able to be exercised	Options will only be able to be exercised in a minimum number of 50,000 options at a time (unless the holder holds less than that number, at which time the minimum number of options able to be exercised will be the number held).
Terms of shares issued	Any shares issued as a result of exercising an option will be issued on the same terms and rank in all respects on equal terms, with existing ordinary shares in the Company.
Quotation of Shares issued	Application for official quotation of shares allotted and issued as a result of the exercise of the options will be made within ten business days from the date of issue of the shares in accordance with ASX Listing Rule 2.8.3.
Option register	Options will be registered in the name of the holder in an option register maintained by the Company's share registrar. The share registrar will issue holding statements that evidence the number of options held. No option certificates will be issued.
Reconstruction of capital	<p>If there is a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company:</p> <ul style="list-style-type: none">the number of options or the exercise price of the options or both will be adjusted as specified in ASX Listing Rule 7.22 as it applies at the time of the reorganisation; andin all other respects the terms for the exercise of the options will remain unchanged.
No adjustment for pro rata share issues	There will be no adjustment to the terms of the options if there is a pro rata issue of shares.
No adjustment for issue of bonus shares	If there is a bonus issue of shares, the number of shares issued upon exercise of the options will not be adjusted.

New issues of shares	The options do not confer a right to participate in new issues of shares unless the options have been exercised on or before the record date for determining entitlements to the issue.
Notice of adjustments	The Company will give written notice to the option holder of any adjustment of the exercise price of the options and any increase or decrease in the number of options.
Dividend rights	While they remain unexercised, the options will not give a holder an entitlement to receive any dividends declared and paid by the Company on its shares.
Applicable law	Each option is issued subject to: <ul style="list-style-type: none"> • the Corporations Act; • the ASX Listing Rules; and • the Company's constitution.
Quotation	The Company will not apply to ASX for official quotation of any of the options.

Appendix B

Series E Performance Rights terms

The following are the terms of issue of the Series E Performance Rights:

1. Definitions

ASX means ASX Limited or, as the context requires, the financial market known as the Australian Securities Exchange operated by it.

Business Day means a day on which Banks are open for business in Melbourne other than a Saturday, a Sunday or a public holiday.

Company means DGO Gold Limited (ACN 124 562 849).

Change in Control Expiry Event means:

- (a) a takeover bid is made for the Shares at a price or value which is equal to or less than the Takeover Price per Share and the bidder becomes entitled to compulsorily acquire the Shares; or
- (b) a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company at a price or value which is equal to or less than the Takeover Price per Share and Shareholders approve the scheme resolutions by the requisite majority.

Conversion Date means ten Business Days after the Company receives the Conversion Election Notice.

Conversion Rate means the rate of conversion of each Performance Right into Shares, being 1 Share for 1 Performance Right held, as adjusted under clause 4.

Conversion Trigger means the earliest to occur of:

- (a) the first Business Day which following the 30 day volume weighted average price exceeding the VWAP Price per Share at any time within the period from 1 month from the Issue Date of the Performance Right until 1 December 2023;
- (b) a takeover bid is made for the Shares at a price or value which exceeds the Takeover Price per Share and the bidder confirms that the takeover bid is unconditional prior to 2 December 2023; and
- (c) if a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company at a price or value which exceeds the Takeover Price per Share and shareholders approve the scheme resolution by the requisite majorities prior to 2 December 2023.

Corporations Act means the Corporations Act 2001 (Cth).

Expiry Date means, the earlier of:

- (a) 2 December 2023, if a Conversion Trigger has not occurred before that date; or
- (b) the date on which the Holder ceases to be an employee of the Company if a Conversion Trigger has not occurred before that date, unless the board of the Company determines, in its absolute discretion, that the Holder is a good leaver;
- (c) the date on which a Change of Control Expiry Event occurs; and

- (d) if a Conversion Trigger has occurred, the date determined by the Company's board and notified to the Holder in a Conversion Election Notice which must be no less than 10 Business Days after the date of the Conversion Election Notice.

Group means the Company and its subsidiaries.

Holder means a registered holder of a Performance Right.

Issue Date means the date of issue of the Performance Right.

Listing Rules means the ASX Listing Rules.

Performance Right means a Series E Performance Right created and issued by the Company under these terms.

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

Takeover Price per Share means the price calculated in accordance with the following formula:

$$\$3.50 \times 1.25^X$$

where X is the time in years from the date of issue until the bid or scheme is publicly announced (as relevant), such price to be adjusted under clause 4 where applicable.

Target Price per Share means the VWAP Price per Share or the Takeover Price per Share as applicable.

VWAP Price per Share means \$7.00 per Share as adjusted under clause 4.

2. General Terms of Issue

(a) Each Performance Right shall:

- (1) potentially convert in the manner and at the times provided by clause 3 into Shares; and
- (2) lapse on the Expiry Date if it has not been subject to Conversion by then.

(b) The Performance Rights do not (unless and until a Conversion Trigger has occurred, the Holder has exercised the Performance Right and Shares are issued) confer on Holders:

- (1) any right as a member or shareholder of the Company, including voting rights; or
- (2) any right to be given copies of documents sent by the Company to shareholders (whether in connection with a general meeting of shareholders of the Company or otherwise).

(c) Each Holder by accepting an issue of Performance Rights:

- (1) agrees to be bound by these terms of issue;
- (2) acknowledges that it has contractual rights as set out in these terms but that the Performance Rights do not (unless and until a Conversion Trigger has occurred, the Holder has exercised the Performance Right and Shares are issued) confer any right as a member or shareholder of the Company;

- (3) acknowledges the possibility that the Performance Rights may expire and if they do, the Performance Rights will not be capable of exercise; and
- (4) agrees to be bound by the Company's securities trading policy, a copy of which will be made available to the Holder on request, and acknowledges that any attempt to:
- (A) transfer a Performance Right; or
 - (B) exercise a Performance Right,
- otherwise that in compliance with these terms or the terms of the Company's securities trading policy, will result in the forfeiture of the Performance Right.
-

3. Notice and time for conversion

- (a) The Company must, if a Conversion Trigger occurs, give notice in writing to each Holder (other than where the Holder's Performance Rights have expired) (**Conversion Election Notice**).
- (b) A Conversion Election Notice must:
 - (1) be provided within 20 Business Days of the Conversion Trigger; and
 - (2) inform the Holder of their ability to exercise the Performance Rights, subject to any applicable securities trading policy of the Company.
- (c) Upon receipt of a Conversion Election Notice each Holder shall have a right to elect to convert each Performance Right into a Share at the Conversion Rate provided that the Expiry Date has not occurred by giving notice in writing to the Company at any time prior to the Expiry Date (**Exercise Notice**). The Holder may, in its Exercise Notice, provide details of a nominee that is to be issued Shares on conversion of the Performance Rights, provided that:
 - (1) the nominee covenants with the Company on the same terms as the Holder provides any such covenant under these Conditions or otherwise reasonably required by the Company's board of directors; and
 - (2) the issue of Shares to the nominee is not prohibited under the Corporations Act or Listing Rules, or otherwise require the approval of the Company's shareholders.
- (d) Upon receipt of an Exercise Notice the Company shall, subject to complying with the terms of any applicable securities trading policy of the Company, issue the Shares arising from Conversion as soon as reasonably practicable and in any event no later than ten Business Days after the later of:
 - (1) receipt of the Exercise Notice; or
 - (2) trading in the underlying Shares by the Holder being allowed under the Company's securities trading policy.
- (e) If a Holder has not given a valid Exercise Notice prior to the Expiry Date each Performance Right held by the Holder will automatically expire and any entitlement to exercise the Performance Rights and convert them to Shares shall cease on the Expiry Date.

4. Adjustment of Conversion Rate and/or Target Price per Share

If the Company reorganises its capital, the Conversion Rate and Target Price per Share will be adjusted in accordance with the Listing Rules applicable at the time of the reorganisation, and so that Holders will not receive a benefit that holders of Shares do not receive. Unless the Listing Rules require otherwise, the Conversion Rate and Target Price per Share must be adjusted as follows:

(a) Reduction in capital:

If the issued capital of the Company is reduced, the Target Price per Share will be reduced by the same amount as the amount of issued capital reduced on each Share (subject to any provisions with respect to the rounding of entitlements as may be sanctioned by the meeting of the members of the Company approving the reduction of capital) but in all other respects the terms of the Performance Rights will remain unchanged, including the Conversion Rate.

(b) Consolidation of capital:

If the issued capital of the Company is consolidated, the Conversion Rate will be reduced in the same proportion and manner as the issued capital is so consolidated (subject to any provisions with respect to the rounding of entitlements as may be sanctioned by the meeting of the members of the Company approving the consolidation of capital) and the Target Price per Share will be increased in inverse proportion to the consolidation of issued capital, but in all other respects the terms of the Performance Rights will remain unchanged.

(c) Subdivision of Capital:

If the issued capital of the Company is subdivided, the Conversion Rate will be increased in the same proportion and manner as the issued capital is so subdivided (subject to any provisions with respect to the rounding of entitlements as may be sanctioned by the meeting of the members of the Company approving the subdivision of capital) and the Target Price per Share will be decreased in inverse proportion to the subdivision of issued capital but in all other respects the terms of the Performance Rights will remain unchanged.

5. Conversion

- (a) Subject to these conditions of issue, the Company covenants with each Holder that, subject to the issue of Shares being consistent with any applicable law or the Listing Rules, it will issue Shares on exercise of the Performance Rights at the Conversion Rate on the Conversion Date.
 - (b) Any Shares issued upon exercise of Performance Rights will rank in all respects equally with the then existing Shares of the Company and will rank for dividends declared by the Company on its Shares after the Conversion Date of the Performance Rights. Prior to conversion, the Performance Rights do not confer any entitlement to a dividend.
 - (c) After the issue of such Shares, if the Company is listed on the ASX, the Company will apply for quotation of such Shares on the ASX to allow them to be traded.
-

6. Costs of Conversion and quotation

Except as otherwise stated in these terms, the Company will pay the expenses (but excluding any taxes or stamp duties for which the holders of Shares would ordinarily be liable) of the issue of, and all expenses of obtaining quotation for, Shares issued on Conversion.

7. Conversion Right warranties

The Company must, while the Performance Rights have neither expired nor converted into Shares:

- (a) **Quotation:** use its best endeavours to promptly give to the Holders notice of removal of the Shares (as a class) from quotation by the ASX, or any other stock exchange on which they are quoted from time to time;
 - (b) **Conversion to Shares:** ensure that all Shares issued upon conversion of a Performance Right will be duly and validly issued, fully paid and registered in the name of the Holder or, subject to clause 3(c), its nominee set out in the Holder's Exercise Notice; and
 - (c) **Consents:** use reasonable endeavours to obtain, as and when required, and having once obtained, maintain, all necessary governmental and regulatory consents to enable the Company to allot and issue the Shares to be issued upon conversion of the Performance Rights, other than any approval or consent required in respect of section 606 of the Corporations Act or the Foreign Acquisitions and Takeovers Act 1975 (Cth) which shall be the sole responsibility of the Holder.
-

8. Bound by Constitution

Each Holder acknowledges that on the issue of Shares on the Conversion Date, the Holder or its nominee will be bound by the Constitution of the Company in so far as it relates to Shares.

9. External Administration

If the Company becomes an externally-administered body corporate (within the meaning of the Corporations Act) and notwithstanding any other provision of these Conditions, the Performance Rights will expire (and any entitlement to Conversion shall cease without conferring any right to participate in the surplus profit or assets of the Company).

10. Title to Performance Rights

Except as ordered by a court of competent jurisdiction or as required by law, the Company:

- (a) may treat the registered holder of any Performance Right as the absolute owner (notwithstanding any notice of ownership or other notice in writing with respect to the Performance Right or any notice of previous loss or theft or of any trust or any other interest);
 - (b) is not required to obtain any proof of ownership and is not required to verify the identity of the registered holder; and
 - (c) is not required to recognise or give effect to any legal or equitable interest in any Performance Right not entered on the register, notwithstanding that the Company may have actual or constructive notice thereof.
-

11. Non transferability

- (a) The Performance Rights will not be quoted and are not transferable. Any attempt to transfer the Performance Rights will give the Company the power to cancel any such rights.

- (b) Any person becoming entitled to Performance Rights in consequence of the death or bankruptcy of any holder of such Performance Rights, may, upon producing evidence of the Holder's title as the directors of the Company shall think sufficient, be registered as the holder of such Performance Rights.
-

12. Non-Redeemable

The Performance Rights are not redeemable in any circumstance by the Company.

13. Notices

- (a) A notice given to a Holder pursuant to a provision of these terms shall be in writing or electronic form and may be given to a Holder by being delivered to the Holder by e-mail, facsimile, or posted in a pre-paid envelope and addressed to the address appearing in the register or to such other address as the Holder has notified the Company in writing.
- (b) A notice given to any one of joint Performance Right Holders is sufficient notice to all of those joint Performance Right Holders.
-

14. Terms Binding on Parties and Successors

These terms shall be binding on the Company and the Holders and all persons claiming through or under them respectively. These terms shall be governed by and construed in accordance with the laws of Victoria.

15. Amendment

These terms may only be amended if the board of the Company determines that such amendment is necessary to:

- (a) enable the Company to comply with the Listing Rules, Corporations Act or other Australian law; or
- (b) to correct any manifest error or mistake,

and the board of the Company provides notice to each Holder accordingly.

16. Attorney

Each Holder in consideration for the grant of each Performance Right shall be deemed to have irrevocably appointed the Company and each of its directors severally as its attorney to complete and execute any documents which give effect to these conditions and to do all acts or things on behalf of or in the name of the Holder which may be convenient or necessary for the purposes of giving effect to the provisions of these conditions, and each Holder shall be deemed to covenant to ratify and confirm any act or thing done pursuant to this power and shall release the Company and each of its directors from any liability whatsoever arising from the exercise of the power conferred by this condition and shall indemnify and hold harmless the Company and each of its directors in respect thereof.

Constitution

DGO Gold Limited
ACN 124 562 849

A company limited by shares

This constitution was presented to the general meeting of the above company held on 30/11/2021 and is signed by me for the purpose of identification.

.....
Eduard Eshuys
Chair of the meeting

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DGO Gold Limited
ACN 124 562 849

1. Preliminary

1.1 Application of the Corporations Act

- (a) This constitution is subject to the Corporations Act.
- (b) The replaceable rules for a company under the Corporations Act do not apply to the company.
- (c) In this constitution, unless the context otherwise requires:
 - (1) a term in a rule about a matter dealt with by a provision of the Corporations Act has the same meaning as in that provision of the Corporations Act; and
 - (2) subject to paragraph (1) above, a term in a rule that is defined in section 9 of the Corporations Act has the same meaning as in that section.

1.2 Definitions

In this constitution, unless the context otherwise requires:

ASX means ASX Limited ABN 98 008 624 691 or the financial market operated by ASX Limited, as the context requires;

ASX Listing Rules means the listing rules made by ASX that deal with admitting entities to, or removing entities from, ASX's official list or the activities or conduct of entities that are included on that list;

ASX Settlement Operating Rules means the operating rules of the settlement facility provided by ASX Settlement Pty Ltd ABN 49 008 504 532;

business day has the same meaning as in the ASX Listing Rules;

CHESS has the same meaning as in the ASX Settlement Operating Rules;

Commonwealth means the Commonwealth of Australia and its external territories;

company means the company specified on the front cover of this constitution;

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

dividend reinvestment plan means a plan whereby participating members, subject to the terms of the plan, elect in respect of some or all of their shares to apply the dividends payable on those shares to subscribe for additional shares in the company;

dividend selection plan means a plan whereby participating members, subject to the terms of the plan, elect in respect of some or all of their shares:

- (a) to receive the dividends payable on those shares wholly or partly by way of a payment out of any particular fund or reserve or out of profits derived from any particular source; or

- (b) not to receive the dividends payable on those shares, and in place of those dividends to receive some other form of distribution from the company or another body corporate or a trust, including paid up shares or other securities of the company, other body corporate or trust;

employee share ownership plan means a plan or scheme whereby any officer, employee or consultant of the company or a related body corporate, or his or her nominated entity, subject to the terms of the plan, may acquire shares in the company or options or other rights to acquire, or that are convertible into, shares in the company;

executive director means a director of the company who is an officer or holds an office referred to in rule 8 or is an employee of the company or a related body corporate;

non-executive director means a director of the company who is not an executive director;

representative means, for a body corporate, a representative under section 250D of the Corporations Act or a corresponding previous law;

restriction deed has the same meaning as in the ASX Listing Rules;

restricted securities has the same meaning as in the ASX Listing Rules;

seal means any common seal, duplicate seal, certificate seal or share seal of the company;

transmission event means:

- (a) for an individual:
- (1) the death of individual;
 - (2) the bankruptcy of the individual;
 - (3) the individual becoming of unsound mind; or
 - (4) the individual becoming a person, who is or whose estate is, liable to be dealt with under a law about mental health; and
- (b) for a body corporate:
- (1) the dissolution of the body corporate; or
 - (2) the succession by another body corporate to the assets and liabilities of the body corporate.

1.3 Interpretation

In this constitution headings and bold typing are included for convenience only and do not affect interpretation and, unless the context otherwise requires:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;

- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a person includes a person in any capacity, a body corporate, an unincorporated body (for example a society or association), a trust, a partnership, a sovereign state, a government or a government department or agency;
- (e) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (f) a reference to a statute or regulation or a provision of a statute or regulation is a reference to that statute, regulation or provision as amended or a statute, regulation or provision replacing it, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws made or issued under that statute;
- (g) a reference to a document is a reference to a document of any kind including but not limited to an agreement in writing, a certificate, a notice, or an instrument;
- (h) a reference to an entity, other than the company or a member, which ceases to exist or whose powers or functions are transferred to another entity, is a reference to the entity which replaces it or which substantially succeeds to its powers or functions;
- (i) the term 'including', 'e.g.', 'such as', 'particularly' or any similar expression is not used as, nor is intended to be interpreted as, a term of limitation;
- (j) a member is present at a general meeting if the member is present in person or by proxy, attorney or representative;
- (k) a director is present at a meeting of directors if the director is present in person or by alternate director;
- (l) a reference in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position;
- (m) reference to:
- (1) writing or a document includes writing or a document in electronic form;
 - (2) a person signing a document includes by a copy or facsimile of the person's signature being applied or otherwise affixed by or on behalf of the person to a paper copy of the document or an electronic copy of the person's signature or a signature otherwise made or adopted electronically by the person being applied or otherwise affixed by or on behalf of the person to an electronic copy of the document or by any other method (physical, mechanical or electronic) by which the person's assent to the document is indicated provided that the method is sufficient to identify both the person and the document to which the person assents; and
 - (3) creating, keeping or maintaining a book, minute, register, journal, record or other document or information includes by recording or storing the relevant information by electronic means;

- (n) a reference to a partly paid share is a reference to a share on which there is an amount unpaid; and
- (o) a reference in a rule about partly paid shares to a call or an amount called for a share includes but is not limited to a reference to a sum, that by the terms of issue of a share, becomes payable on issue or at a fixed date.

1.4 Powers under this constitution

- (a) The company may take any action or exercise any power which under the Corporations Act a company limited by shares may do if authorised by its constitution.
- (b) The company may do these things, in any manner permitted by the Corporations Act.
- (c) If under this constitution a person may do a particular act or thing, then the person does the act or thing at that person's discretion.
- (d) Subject to an express term to the contrary:
 - (1) if this constitution confers a power, then the person may exercise the power as necessary and for the period the person holds the office; and
 - (2) if this constitution imposes a duty, then the person must perform the duty as necessary and for the period the person holds the office.
- (e) If this constitution confers power on a person to delegate a function or power then the person may:
 - (1) delegate concurrently or to the exclusion of that person's performance or exercise of that function or power;
 - (2) delegate generally; or
 - (3) limit the delegation in the manner that the person sets out in the delegation.
- (f) The delegation need not be to a specified person but may be to any person holding, occupying or performing the duties of, a specified office or position.
- (g) The delegation may include the power to delegate.
- (h) If the person's action depends upon the opinion, belief or state of mind of that person, then the delegate has the same capacity to act upon the delegate's opinion, belief or state of mind.
- (i) A delegate's action is taken as the act of the person who delegated the power or function.
- (j) Subject to an express term to the contrary, if this constitution confers a power to do a particular act or thing, then the power includes but is not limited to the power to repeal, rescind, revoke, amend or vary that act or thing.
- (k) Subject to an express term to the contrary, if this constitution confers a power to do a particular act or thing about a particular matter, then the power includes but is not limited to a power to do that act or thing:

- (1) for some only of those matters;
 - (2) for a particular class or particular classes of those matters; and
 - (3) to make different provision for different matters or different classes of matters.
- (l) Subject to an express term to the contrary, if this constitution confers a power to appoint a person to an office or position, then the power includes but is not limited to a power:
- (1) to appoint a person to act in the office or position until another person is appointed;
 - (2) subject to any contract between the company and the person, to remove or suspend the person appointed; and
 - (3) to appoint another person temporarily in the place of:
 - (A) a person removed or suspended; or
 - (B) a sick or absent holder of an office or position.

1.5 Payments

- (a) A dividend, bonus, return of capital or other distribution payable by the company in respect of a share may be paid by cheque drawn in favour of the intended recipient, by electronic funds transfer to an account nominated by the intended recipient or in any other manner determined by the directors. Any such payment will be at the risk of the intended recipient. Without limiting the generality of the foregoing, a payment in respect of a share may be made to the member in whose name the share is registered despite the occurrence of a transmission event in relation to that member and whether or not the company has notice of it.
- (b) Payments in respect of a share by the company may be made in Australian dollars or any other currency determined by the directors. The directors may determine to pay in different currencies to different members and may determine the appropriate exchange rate and the time of calculation to calculate the amount payable in the relevant currency. The determinations of the directors are, in the absence of manifest error, final.
- (c) In addition to payments in different currencies, different payment methods may be used for different members.
- (d) Where a payment to a member is by cheque, the cheque may be posted to the member in the same way a notice may be sent to the member by post under rule 13.
- (e) Where a cheque for an amount payable by the company is not presented for payment within 3 months, the cheque may be cancelled by the company.
- (f) Where:
 - (1) a cheque for an amount payable by the company is cancelled by the company; or

- (2) an electronic funds transfer of an amount payable by the company is unsuccessful as a result of incorrect details being provided by or on behalf of the intended recipient;

the amount may be treated by the company as an unclaimed amount and, subject to the Corporations Act, invested or otherwise used by or for the benefit of the company until claimed or may be disposed of according to law.

1.6 ASX Listing Rules compliance

If the company is admitted to the official list of ASX, the following applies:

- (a) Nothing contained in this constitution prevents an act being done that the ASX Listing Rules require to be done.
- (b) If the ASX Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- (c) Where at any time any securities of the company are restricted securities, then notwithstanding any other provision of this constitution or their terms of issue:
 - (1) a holder of restricted securities must not dispose of, or agree or offer to dispose of the securities, during the escrow period applicable to those securities except as permitted by the ASX Listing Rules or ASX or the restriction agreement in relation to those securities;
 - (2) if the restricted securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the entity's issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;
 - (3) the company will refuse to acknowledge any disposal (including to register any transfer) of restricted securities during the escrow period applicable to those securities except as permitted by the ASX Listing Rules or ASX;
 - (4) a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the ASX Listing Rules or ASX;
 - (5) if a holder of restricted securities breaches a restriction deed or a provision of the company's constitution restricting a disposal of those securities, the member holding the restricted securities will cease to be entitled to any dividends or other distributions, or to exercise any voting rights, in respect of the restricted securities for so long as the breach continues;
 - (6) each member holding the restricted securities must enter into, and to the extent required under the ASX Listing Rules must procure each controller of the member to enter into, a restriction deed with the company in relation to those securities on the terms and by the time required under the ASX Listing Rules; and
 - (7) each member required to enter into a restriction deed with the company in relation to the member's restricted securities will be taken to have appointed

the company and each officer of the company jointly and severally as the member's attorney in the member's name and on the member's behalf to execute and deliver the restriction deed and all deeds, instruments and other documents and to do all other acts and things which the company considers necessary or appropriate to effect or comply with the restrictions on disposal under the restriction deed, the ASX Listing Rules or this rule 1.6(c) in relation to those securities.

- (d) Each director must disclose to the company the notifiable interests of the director and changes to those notifiable interests in sufficient time to allow the company to meet its disclosure obligations under rule 3.19A of the ASX Listing Rules. The company is authorised to give that information to ASX:
 - (1) for the purposes of meeting its disclosure obligations under rule 3.19A of the ASX Listing Rules; and
 - (2) as agent for the director for the purposes of the director meeting his or her disclosure obligations under section 205G of the Corporations Act,

and the company must do so promptly after receiving the information so that, if possible, the time limits for giving the information to ASX are met.
- (e) In this constitution, unless the context otherwise requires, a term used in a rule about a matter dealt with by a provision of the ASX Listing Rules has the same meaning as in that provision.

2. Share capital

2.1 Shares

- (a) Without prejudice to any special right conferred on a holder of a share or class of shares, the directors may issue, grant options for, or otherwise dispose of, shares in the company as the directors think fit.
- (b) The directors' discretion includes but is not limited to terms on:
 - (1) price, conditions and timing;
 - (2) a special right or restriction which may be preferred or deferred; and
 - (3) dividends, voting, return of capital and participation in the property of the company on a winding up.
- (c) The directors may differentiate between each holder of a partly paid share on:
 - (1) the amount of a call that member must pay; and
 - (2) the time the member must pay that amount.

2.2 Preference shares

- (a) The directors may issue preference shares including preference shares which are liable to be redeemed.

- (b) A preference share may confer on its holder a right to receive a preferential dividend at the rate and on the basis decided by the directors under the terms of issue.
- (c) The preferential dividend is cumulative except to the extent the directors decide under the terms of issue.
- (d) A preference share confers on its holder the right to payment out of the profits of the company (or any other permitted source) of the preferential dividend in priority to the payment of any dividend on ordinary shares, and any other class of shares that the directors decide under the terms of issue.
- (e) A preference share confers on its holder the right in a winding up to payment in cash of:
- (1) the amount of any dividend accrued at the date of the winding up but unpaid on the share; and
 - (2) any amount paid on the share;
- in priority to the payment of any amount on ordinary shares, and any other class of shares that the directors decide under the terms of issue.
- (f) If and to the extent that the directors decide under the terms of issue, a preference share may confer on its holder:
- (1) in addition to or instead of any preferential dividend, a right to participate with the ordinary shares in any dividends payable on ordinary shares; and
 - (2) a right to a bonus issue or capitalisation of profits or any other amount otherwise available for distribution to members.
- (g) A preference share does not confer on its holder any right to participate in the profits or property of the company except as set out in this rule 2.2.
- (h) The holder of a preference share has the same right as the holder of an ordinary share to receive notice of, and a copy of any document to be laid before, a general meeting of the company at which a resolution is proposed on which the holder is entitled to vote, and to attend the general meeting, but has no right to receive notice of, or a copy of, any document to be laid before, or to attend, any other general meeting of the company except to the extent the terms of issue of the preference share otherwise provided.
- (i) A preference share does not entitle its holder to vote at a general meeting of the company except to the extent the terms of issue permit the holder to vote in the following circumstances:
- (1) During a period during which a dividend (or part of a dividend) in respect of the share is in arrears.
 - (2) On a proposal to reduce the company's share capital.
 - (3) On a resolution to approve the terms of a buy-back agreement.
 - (4) On a proposal that affects rights attached to the share.

- (5) On a proposal to wind up the company.
- (6) On a proposal for the disposal of the whole of the company's property, business and undertaking.
- (7) During the winding up of the company.

Where the ASX Listing Rules require the holder of a preference share to be entitled to vote in any of the above circumstances, a preference share must not be issued on terms which preclude the holder from voting in that circumstance whilst the company is admitted to the official list.

- (j) Where a preference share does confer on its holder the right to vote at a general meeting, the voting right is the same, and determined in the same way, as the voting right attached to an ordinary share.
- (k) Preference shares may be convertible into ordinary shares on a basis decided by the directors under the terms of issue. Unless the terms of issue otherwise provide, a convertible preference share may be converted into an ordinary share by the company notifying the holder of the conversion. Upon the company giving the holder notification of the conversion, or if a later date is specified as the date of conversion, on that later date, the convertible preference share will be converted into, and will be reclassified and known as, an ordinary share. The conversion will be effected by, and will result in, the rights attached to the convertible preference share being varied to be the same as the rights attached to an ordinary share, not by redemption and new issue or any other cancellation of the share or creation of a new share. The holder of a convertible preference share that is to be converted must return the certificate for the share (if any) to the company for cancellation as soon as reasonably practicable after being requested to do so, but is not required to return the certificate earlier than 3 business days before the proposed date of conversion. The conversion may be deferred until the company receives the certificate.
- (l) A redeemable preference share may be redeemable on a basis decided by the directors under the terms of issue. The holder of a redeemable preference share that is to be redeemed must return the certificate for the share (if any) to the company for cancellation as soon as reasonably practicable after being requested to do so, but is not required to return the certificate earlier than 3 business days before the proposed date of redemption. Payment of the amount payable for redemption of the share may be deferred until the company receives the certificate.
- (m) Subject to the Corporations Act and this constitution, all rights and restrictions of a preference share issued by the company may be decided by the directors and will be governed by the terms of issue, and provided they have been disclosed to the subscriber for the share before its issue will bind the subscriber and all subsequent holders of the share.

2.3 Issue of shares of same class

Subject to any special right conferred on a holder of a share or class of shares, the directors may issue shares of the same class as an existing class of shares and such an issue is not to be considered to constitute a variation of the rights of the holders of shares in the existing class.

2.4 Joint holders of shares

- (a) If 2 or more persons are registered as the holders of a share, then they hold it as joint tenants with rights of survivorship subject to this rule 2.4.
- (b) A joint holder of a share and that person's legal personal representative is liable severally as well as jointly for each payment, including a call, which ought to be made in respect of the share.
- (c) On the death of any 1 joint holder of a share, a survivor is the only person the company recognises as having any title to the share.
- (d) A dividend, bonus, return of capital or other distribution or payment in respect of a jointly held share may be made to the joint holder of the share first named in the register of members or another joint holder notified in writing to the company for this purpose by all joint holders, and any 1 joint holder may give an effective receipt for any such distribution or payment.
- (e) Delivery of a certificate for a jointly held share to any 1 joint holder of the share is sufficient, and taken to be, delivery to all joint holders.
- (f) The company is not bound to register more than 4 persons as joint holders of a share except in the case of persons jointly entitled to be registered as the holders of a share following a transmission event.

2.5 Equitable and other claims

Subject to the law and an express rule in this constitution, the company is entitled to treat the registered holder of a share as the absolute owner of that share, and is not, even if the company has notice:

- (a) obliged to recognise a person as holding a share on any trust; or
- (b) obliged to recognise any equitable, contingent, future or partial claim to or interest in a share on the part of any other person.

2.6 Employee share ownership plans

The directors may:

- (a) adopt and implement any employee share ownership plan; and
- (b) amend, suspend or terminate any employee share ownership plan they implement.

3. Calls, forfeiture, indemnities, lien and surrender

3.1 Calls

- (a) Subject to this constitution and to the terms of issue of a share, the directors may call upon a member for any money unpaid on a share which is not by the terms of issue, payable at a fixed time.
- (b) The directors may require a member to pay a call by instalments.

- (c) The company must give the member at least 14 days notice to pay a call.
- (d) The notice must specify:
- (1) the amount that the member must pay; and
 - (2) the time and the place of payment.
- (e) Each member must pay the amount stated in the notice in the manner set out in the notice.
- (f) A call is made when the directors pass the resolution authorising the call.
- (g) The directors may revoke or postpone a call.
- (h) The directors may extend the time for payment.
- (i) A call is valid, even if:
- (1) a member does not receive a notice of a call; or
 - (2) the company omits to give a member a notice of a call.
- (j) If a person does not pay a sum called for a share in full by the due date, then the person must pay:
- (1) interest on the sum which is unpaid, from and including the due date for payment to the date of actual payment; and
 - (2) any costs, expenses or damages, which the company incurs for the non-payment or late payment of the sum.
- (k) If under the terms of issue, a sum unpaid on a share becomes payable on issue or at a fixed date, then:
- (1) the sum is payable as if the company has duly made and notified a call; and
 - (2) the person must pay the sum on the date on which it is payable under the terms of issue of the share.

3.2 Proceedings for recovery of calls

- (a) The following is conclusive evidence of a debt in any proceedings for the recovery of a call amount, interest, costs or expenses that the company incurs following the non-payment or late payment of a call:
- (1) the name of the defendant is entered in the register as the holder or 1 of the holders of the share for which the call is claimed;
 - (2) the resolution making the call is recorded in the minute book; and
 - (3) notice of the call was duly given to the defendant.

- (b) It is not necessary to prove any matter including the appointment of the directors, who made the call.
- (c) In this rule 3.2 a defendant may include but is not limited to a person against whom the company alleges a set-off or counter-claim.

3.3 Payments in advance of calls

- (a) The directors may accept from a member an amount unpaid on a share, even if the company has not called that amount.
- (b) The directors may authorise the company to pay interest on an amount accepted under rule 3.3(a):
 - (1) until the amount becomes payable; and
 - (2) at a rate agreed between the directors and the member paying the amount.
- (c) The directors may repay to a member any of the amount accepted under rule 3.3(a).

3.4 Forfeiture of partly paid shares

- (a) If a member fails to pay the whole of a call or instalment of a call by the time appointed for payment, then the directors may serve a notice on that member requiring payment of:
 - (1) the amount which is unpaid;
 - (2) any interest that has accrued; and
 - (3) all costs, expenses and damages that the company has incurred because of the non-payment or late payment of the call or instalment.
- (b) In the notice, the directors may:
 - (1) name a further day and a place at which the member must pay the amount payable; and
 - (2) state, that if the member does not pay the whole of the amount as required, then the member is liable to forfeit the shares for which the company made the call.
- (c) The directors must give a member at least 14 days after the date of service to pay.
- (d) If the member does not comply with the notice, then the directors may resolve to forfeit any share for which the notice was given:
 - (1) at any time after the day named in the notice; but
 - (2) before the member pays.
- (e) If a member forfeits a share, then the forfeiture includes all dividends, interest and other money payable by the company for the forfeited share which is not paid before the forfeiture.

- (f) If the company forfeits a share, then it must:
- (1) give notice of the resolution to the member in whose name the share stood immediately before the forfeiture; and
 - (2) enter the forfeiture and the date of forfeiture in the register of members.
- (g) The forfeiture is valid even if the company fails to give the notice or to make the entry.
- (h) A forfeited share becomes the property of the company.
- (i) The directors may sell, reissue or otherwise dispose of the share as they think fit.
- (j) The directors may reissue or dispose of the share, with or without any money paid on the share by any former holder being credited as paid up.
- (k) A person whose share is forfeited:
- (1) ceases to be a member for the forfeited share; but
 - (2) remains liable to pay and must immediately pay, to the company:
 - (A) all calls, instalments, interest, costs, expenses and damages owing for the share at the time of the forfeiture; and
 - (B) interest on any amount payable which is unpaid from and including the date of the forfeiture, to the date of actual payment.
- (l) Subject to an express provision in this constitution, the forfeiture of a share extinguishes for that share:
- (1) all interest in the company;
 - (2) all claims and demands against the company; and
 - (3) all other rights attached to the share.

3.5 Indemnity for payments by the company

If the company becomes liable under any law to make any payment:

- (a) in respect of a share held solely or jointly by a member;
- (b) in respect of a transfer or transmission of a share by a member;
- (c) in respect of dividends, bonuses or other money due or payable or which may become due and payable to a member; or
- (d) otherwise for or on account of a member, whether as a consequence of:
 - (1) the death of that member;
 - (2) the non-payment of any income tax, capital gains tax, wealth tax or other tax by that member or the legal personal representative of that member;

- (3) the non-payment of any estate, probate, succession, death, stamp or other duty by that member or the legal personal representative of that member; or
- (4) any other act or thing;

in addition to any right or remedy that a law may confer on the company the member or the member's legal personal representative must:

- (5) fully indemnify the company against that liability;
- (6) reimburse the company for any payment made under or as a consequence of that law immediately on demand by the company; and
- (7) pay interest on so much of the amount payable to the company under rule 3.5(d)(6) as is unpaid from and including the date the company makes a payment under that law until the date the company is reimbursed in full for that payment.

3.6 Lien on shares

- (a) The company has a first and paramount lien on a share for:
 - (1) an amount of a call or instalment which is due but unpaid on the share;
 - (2) if the share were acquired under an employee incentive scheme, an amount which is owed to the company for acquiring it; and
 - (3) an amount that the company is required by law to pay (and has paid) in respect of the share or for or on account of a holder or deceased former holder of the share and which is owed to the company.
- (b) The company's lien on a share extends to all dividends, reasonable interest and other money payable by the company on or in respect of the share or for or on account or in respect of the holder of the share and to the proceeds of sale of the share.
- (c) The directors as they think fit may sell any share on which the company has a lien if:
 - (1) an amount for which a lien exists is presently payable; and
 - (2) not less than 14 days before the date of the sale, the company has given to the registered holder of the share a notice in writing:
 - (A) setting out each amount for which the lien exists which is presently payable; and
 - (B) demanding the payment before the date of the sale of that amount.
- (d) If the company registers a transfer of shares on which the company has a lien without giving to the transferee notice of its claim then the company releases its lien in so far as it relates to sums owing by the transferor or any predecessor in title.

3.7 Surrender of shares

- (a) To the extent permitted by law, the directors may:

- (1) exempt a share from all or any part of rules 3.4, 3.5 or 3.6;
 - (2) waive or compromise all or any part of any payment due to the company under the terms of issue of a share or this rule 3; and
 - (3) before a forfeited share has been sold, reissued or otherwise disposed of, annul the forfeiture on the conditions they think fit.
- (b) The directors may accept a surrender of a share by way of compromise:
- (1) of any claim about whether or not that share has been validly issued; or
 - (2) in any other case, if the surrender is within the powers of the company.
- (c) The directors may sell, reissue or otherwise dispose of a surrendered share in the same manner as they may for a forfeited share.

3.8 General provisions applicable to a disposal of shares under this constitution

- (a) If a forfeited share or a share on which the company has a lien is sold, re-issued or otherwise disposed of under this constitution, then the directors may:
- (1) receive the purchase money or consideration given for the shares on the disposal;
 - (2) effect a transfer of the shares;
 - (3) execute, or appoint a person to execute, on behalf of the former holder an instrument of transfer of the shares or any other instrument to give effect to the disposal; and
 - (4) register the person to whom they have transferred the shares as the holder of the shares.
- (b) A person to whom the directors transfer a share is not bound to consider:
- (1) the regularity or validity of purchase money or consideration; or
 - (2) how the company applies the purchase money or consideration.
- (c) A person's title to a share is not affected by any irregularity or invalidity in:
- (1) the forfeiture or surrender of a share; or
 - (2) the exercise of the company's lien on a share.
- (d) The remedy of a person aggrieved by a disposal of shares under this constitution:
- (1) is limited to damages only; and
 - (2) is exclusively against the company.
- (e) The company must apply the proceeds of a disposal of a share in the payment of:

- (1) the expenses of the disposal;
 - (2) all money presently payable by the former holder whose share has been disposed of; and
 - (3) subject to any lien that exists for money not presently payable, to the former holder.
- (f) If the holding is uncertificated, then the company must pay as soon as practicable after the disposal.
- (g) If the holding is certificated, then the company must pay as soon as practicable after the former holder delivers to the company the certificate for the share that has been disposed of or satisfies the company that the certificate has been lost or destroyed.
- (h) A director or secretary of the company may sign a statement stating that on the date in the statement any of the following occurred:
 - (1) a share was duly forfeited;
 - (2) a share was duly sold or reissued or otherwise disposed of.
- (i) This statement is conclusive evidence of:
 - (1) the facts stated in the statement as against all persons claiming to be entitled to the share; and
 - (2) the right of the company to forfeit, sell, reissue or otherwise dispose of the share.

3.9 Interest payable by member

Where interest is payable to the company by a member under this rule 3, the rate of interest is 8% per annum or such other rate as the directors fix and the interest accrues daily and may be capitalised monthly or at such other intervals as the directors determine.

4. Distributions

4.1 Dividends

- (a) The directors may resolve that the company pay any interim and final dividend as the financial position of the company justifies.
- (b) The directors may resolve that the company pay any dividend payable under the terms of issue of a share.
- (c) The payment of a dividend does not require any confirmation by a general meeting.
- (d) Subject to this constitution and to any rights or restrictions attached to a share or class of shares or to the terms of any dividend selection plan established by the directors, all dividends on shares are to be paid in proportion to the number of shares held by members except that:

- (1) a partly paid share will only entitle the holder to a fraction of the dividend payable on a fully paid share equal to the proportion of the total amounts paid and payable on the share which have been paid; and
- (2) if dividends are determined by the directors to be paid in respect of a specified period and if the directors also determine that the dividends on any shares are to be further apportioned according to when amounts are paid on those shares during the specified period, an amount which is paid on a relevant share during the specified period will only entitle the holder of the share to a fraction of the dividend that would otherwise be payable in respect of that amount equal to the proportion of the specified period remaining as at the date of payment of that amount.
- (e) For the purposes of determining the above fractions:
- (1) an amount paid on a share in advance of a call or credited on a share otherwise than for value must be ignored; and
- (2) if under the terms of issue of a share, the consideration for the share is or includes the provision of property or services or some other non-monetary consideration, the value of the non-monetary consideration provided or to be provided as determined by the directors will be taken to be the amount paid or payable (as the case may be) on the share.
- (f) The company must not pay interest on any dividend.
- (g) The directors may fix a record date for a dividend.
- (h) The company must pay a dividend to the person who is registered as the holder of the share on the record date or, if one has not been fixed, on the date payment of the dividend is to be sent to members.
- (i) The company must pay the dividend on the date fixed for payment of the dividend (if any).
- (j) The directors when determining a dividend is payable may:
- (1) direct payment of the dividend wholly or partly by the distribution of specific assets, including paid-up shares or other securities of the company or of another body corporate, either generally or to particular shareholders or in respect of particular shares; and
- (2) direct that the dividend be paid:
- (A) to particular shareholders or in respect of particular shares, wholly or partly out of any particular fund or reserve or out of profits derived from any particular source; and
- (B) to the remaining shareholders or in respect of the remaining shares, wholly or partly out of any other particular fund or reserve or out of profits derived from any other particular source or generally.
- (k) The company may deduct from any dividend payable to a member:

- (1) all sums of money presently payable by the member to the company; and
 - (2) apply the amount deducted in or towards satisfaction of the money owing.
- (l) If a person is entitled to a share as a result of a transmission event, then the company may, but is not obliged to, retain any dividend payable in respect of that share until that person becomes registered as the holder of the share or transfers it.

4.2 Capitalisation of profits and other amounts

- (a) The directors may resolve that the company capitalise any amount:
- (1) forming part of the undivided profits of the company;
 - (2) representing profits arising from an ascertained accretion to capital or from a revaluation of the assets of the company;
 - (3) arising from the realisation of any assets of the company; or
 - (4) otherwise available for distribution to members;

and may also resolve that the capitalised amount be paid, applied or otherwise distributed to or for the benefit of members.

- (b) Subject to any rights or restrictions attached to a share or class of shares or to the terms of any dividend selection plan established by the directors, a capitalised amount under rule 4.2(a) which is to be distributed to or for the benefit of members, must be distributed in the same proportions in which members would be entitled to receive the amount were it a dividend.
- (c) The directors may resolve that all or part of the capitalised amount is to be applied:
- (1) to pay in full a share or security that the company intends to issue to a member;
 - (2) to pay an amount unpaid on a share or security of the company which a member holds; or
 - (3) a combination of these;

and the member must accept this application in full satisfaction of the member's interest in the capitalised amount.

- (d) Rules 4.1(g) to (l) apply to the distribution of a capitalised amount as if it were a dividend.

4.3 Additional powers

- (a) To give effect to a resolution of directors or members authorising or approving the payment of a dividend or the making of any other distribution (whether of profits or capital or otherwise) or the capitalisation of any amount, the directors may:
- (1) settle any difficulty that may arise in making the distribution or capitalisation;

- (2) fix the value for distribution of a specific asset;
 - (3) pay cash or issue a share or other security to a member to adjust the rights of all parties;
 - (4) vest a specific asset, cash, share or other security in any trustee on trust for a person entitled to a dividend or capitalised amount; and
 - (5) authorise a person to make, on behalf of all the members entitled to any further share or security following the distribution or capitalisation, an agreement with the company or another body corporate.
- (b) The authorised person may agree to:
 - (1) the issue of further shares or securities credited as fully paid up; or
 - (2) the company paying on behalf of the members an amount remaining unpaid on their existing shares or security by the application of their respective proportions of the sum distributed or capitalised.
- (c) Any agreement made between the directors and an authorised person is effective and binding on all members concerned.
- (d) If the company distributes securities in the company or in another body corporate or trust each member receiving a distribution, appoints the company as that person's agent to do anything needed to give effect to that distribution, including but not limited to becoming a member of that other body corporate.
- (e) Rule 4.3(d) applies whether the distribution:
 - (1) is generally to members or to specific members;
 - (2) is as a dividend or otherwise; and
 - (3) is for value or not.

4.4 Reserves

- (a) Subject to this constitution, the directors may set aside, out of the profits of the company, any reserves or provisions for any purpose.
- (b) The directors may appropriate to the profits of the company an amount previously set aside as a reserve or provision.
- (c) If the directors set aside an amount as a reserve or provision, they may:
 - (1) keep the amount together with other assets of the company;
 - (2) use the amount in the business of the company; and
 - (3) invest the amount in any investment.

4.5 Carry forward of profits

- (a) The directors may resolve to carry forward profits which the company does not distribute to members.
- (b) The directors are not required to resolve to transfer those profits to a reserve or provision.

4.6 Dividend reinvestment plans

The directors may:

- (a) implement a dividend reinvestment plan; and
- (b) amend, suspend or terminate any dividend reinvestment plan they implement.

4.7 Dividend selection plans

The directors may:

- (a) implement a dividend selection plan; and
- (b) amend, suspend or terminate any dividend selection plan they implement.

5. Transfer and transmission of shares

5.1 Transfer of shares

- (a) Subject to this constitution and to the rights or restrictions attached to any share or class of shares, a member may transfer each of the member's shares by an instrument in writing.
- (b) The member must use an instrument in any usual form or in a form that the directors approve.
- (c) An instrument of transfer must be signed by or on behalf of both the transferor and the transferee, unless:
 - (1) the instrument of transfer relates only to fully paid shares and the directors dispense with the need for the transferee to sign; or
 - (2) the transfer of the shares is effected by a document or documents which together duly transfer those shares under the Corporations Act.
- (d) An instrument of transfer must be:
 - (1) left for registration at the registered office of the company or at another place as the directors determine;
 - (2) accompanied by:
 - (A) the certificate for each share to which it relates;

- (B) any other evidence the directors require to prove the title of the transferor or the transferor's right to the shares; and
 - (C) any other evidence the directors require to prove the right of the transferee to be registered as the owner of the shares.
- (e) A transferor of shares remains the holder of the shares transferred until:
 - (1) the transfer is registered; and
 - (2) the name of the transferee is entered in the register of members for the shares.
- (f) The company may charge a reasonable fee for the registration.
- (g) The company may retain any registered instrument of transfer for the period that the directors think fit.
- (h) Except in the case of fraud, the company must return any instrument of transfer which the directors decline to register, to the person who deposited it with the company.
- (i) To the extent permitted by law, the directors may waive all or any of the requirements of this rule 5.1.

5.2 Registration of transfers

Subject to this constitution and to the rights and restrictions attached to any share or class of shares, the directors may decline to register a transfer of a share and, without limiting the generality of this, may also decline to register a transfer of a share on which the company has a lien.

5.3 Power to suspend registration of transfers

The directors may at any time suspend the registration of a transfer for any period not exceeding 30 days in a year.

5.4 Transmission of shares

- (a) If a member dies, the only persons the company recognises as having any title to the member's shares or any benefits accruing for those shares are:
 - (1) the legal personal representative of the deceased, if the deceased was a sole holder; and
 - (2) the survivor or survivors, if the deceased was a joint holder.
- (b) Nothing in rule 5.4(a) releases the estate of a deceased member from liability for a share, whether the deceased held that share solely or jointly.
- (c) A person who becomes entitled to a share because of a transmission event may:
 - (1) sign a written notice stating that the person wishes to register as a shareholder and serve it on the company; or

- (2) execute a transfer of the share to another person.
- (d) Before making the election, the person must prove that person's entitlement by producing the certificate for the share or any other evidence that the directors require.
- (e) The rules about the right to transfer and register a share apply with the necessary changes to a transfer under rule 5.4(c)(2) as if:
- (1) the relevant transmission event had not occurred; and
- (2) the registered holder of the share signed the transfer.
- (f) If 2 or more persons are jointly entitled to a share because of a transmission event, then upon being registered, they:
- (1) hold the share as joint tenants; and
- (2) rule 2.4 applies.
- (g) Despite rule 5.4(a), the directors may register a transfer of shares which a member signs prior to a transmission event, even though the company has notice of the transmission event.

5.5 Listed company

- (a) This rule 5.5 only applies whilst the company is admitted to the official list of ASX and rules 5.1 to 5.4 do not apply to the extent that they are inconsistent with this rule 5.5 or the ASX Listing Rules.
- (b) Subject to this constitution, a member may transfer a share:
- (1) if the share is in a class of shares that are Approved Financial Products as defined in the ASX Settlement Operating Rules, through CHESS in accordance with the ASX Settlement Operating Rules;
- (2) if another prescribed CS facility is approved by the directors to deal with the transfer of shares of the same class as the member's share, through that facility in accordance with its operating rules; or
- (3) if another method of transfer is approved by the directors to deal with the transfer of shares of the same class as the member's share and under the Corporations Act or otherwise at law that method is valid and effective to transfer the share, in accordance with that method.
- (c) The company may only decline to register a transfer of shares (including by applying a holding lock, or requesting that a holding lock be applied, to prevent a transfer of the shares) if permitted to do so by the ASX Listing Rules.
- (d) The company must:
- (1) decline to register a transfer of shares; or
- (2) apply a holding lock, or request that a holding lock be applied, to prevent a transfer of the shares;

if:

- (3) the ASX Listing Rules require the company to do so; or
 - (4) the transfer is in breach of the ASX Listing Rules or a restriction deed.
- (e) If in the exercise of its rights under this rule 5.5 the company refuses to register a transfer of shares or applies a holding lock, or requests that a holding lock be applied, to prevent a transfer of shares, the company must notify:
- (1) in the case of refusing to register a paper-based transfer, the person lodging the transfer with the company for registration; and
 - (2) in the case of applying a holding lock, or requesting that a holding lock be applied, the holder of the shares;

in writing of the refusal or the holding lock (as the case may be) and the reason for it, within the time limit prescribed by the ASX Listing Rules. Failure to give such notice does not invalidate the decision of the company to refuse registration or otherwise prevent the transfer.

5.6 Small holdings

- (a) Subject to rule 5.6(b), if:
- (1) a member holds less than a marketable parcel of shares;
 - (2) the company notifies the member in writing that it intends to sell the member's shares after a date (**Relevant Date**) which is at least 6 weeks from the date the notice of intention to sell is sent, unless the member before the Relevant Date tells the company in writing that the member wishes to retain the shares;
 - (3) the member does not before the Relevant Date tell the company in writing that the member wishes to retain the shares; and
 - (4) on the Relevant Date the member has not acquired more shares or otherwise increased the member's holding to a marketable parcel;
 - (5) the company may, and the member will be taken to have appointed the company as agent for and on behalf of the member to, sell the member's shares constituting less than a marketable parcel as soon as reasonably practicable after the Relevant Date at a price which the directors consider to be the best price reasonably obtainable for the shares at the time they are sold.
- (b) In relation to the procedure under rule 5.6(a):
- (1) the company must not notify a member of its intention to sell the member's shares more than once in any 12 month period;
 - (2) following the announcement of a takeover bid for the shares in the company until the end of the offer period under the takeover bid or the date there is an announcement that the takeover bid will not proceed, the company's power to sell a member's shares lapses or ceases where the announcement is made

- before an agreement for the sale of the shares is entered into, but after the offer period under the takeover bid, a new notice of intention to sell may be given despite rule 5.6(b)(1);
- (3) the costs of sale including, without limitation, brokerage and any stamp duty, must be payable by the buyer of the shares or, subject to the Corporations Act, the company; and
 - (4) the proceeds of sale must not be sent to the member until the company has received any certificate relating to the shares (or is satisfied that the certificate has been lost or destroyed).
- (c) In addition to the power of the company to sell a member's shares in rule 5.6(a) (and without complying with the procedure under that rule), if:
- (1) a member holds shares in a new holding that is less than a marketable parcel of shares; and
 - (2) that holding was created by the transfer of a parcel of shares that was less than a marketable parcel at the time the transfer document was initiated or, in the case of a paper based transfer document, was lodged with the company;
 - (3) the company may, and the member will be taken to have appointed the company as agent for and on behalf of the member to, sell the shares in that holding at a price which the directors consider to be the best price reasonably obtainable for the shares at the time they are sold.
- (d) Where the company has the power to sell a member's shares under rule 5.6(c):
- (1) the proceeds of sale may be applied to pay the costs of sale including, without limitation, brokerage and any stamp duty; and
 - (2) the member's right to vote or to receive dividends in respect of those shares may be removed or changed to the extent determined by the directors **provided that** any dividends that are withheld from payment to the member must be paid to the member when the balance of the proceeds of the sale of the shares are paid to the member.
- (e) Where the company has the power to sell a member's shares under this rule 5.6, the member will be taken to have appointed the company and each officer of the company jointly and severally as the member's attorney in the member's name and on the member's behalf to execute and deliver all deeds, instruments and other documents and do all other acts and things which the company considers necessary or appropriate to effect the sale or transfer of the shares.
- (f) The company is not bound to sell any shares which it is entitled to sell under this rule 5.6.
- (g) Subject to the ASX Listing Rules, rule 3.8 will apply (and with all necessary changes) so far as it is:
- (1) consistent with; and
 - (2) capable of application to;

the sale of shares under this rule 5.6. For the avoidance of doubt, rule 3.8(e)(1) does not apply.

6. General meetings

6.1 Calling general meetings

- (a) A general meeting may be called and arranged to be held by:
 - (1) the directors whenever the directors wish; or
 - (2) any director whenever the director wishes.
- (b) A general meeting may be called and arranged only as provided:
 - (1) by this rule 6.1; or
 - (2) under section 249D, 249E, 249F or 249G of the Corporations Act.
- (c) The directors may change the venue for, postpone or cancel a general meeting.
- (d) Rule 6.1(c) does not apply if the members or the court under the Corporations Act call and arrange the meeting.
- (e) If a general meeting is called and arranged under section 249D of the Corporations Act the directors:
 - (1) must hold it on or before the date by which section 249D requires it to be held; and
 - (2) may cancel it only with the consent of the requisitioning member or members.

6.2 Notice of general meetings

- (a) Subject to this constitution and to the rights or restrictions attached to a share or class of shares, the company must give notice of a general meeting:
 - (1) in accordance with the periods of notice and time limits prescribed by the Corporations Act; and
 - (2) in the manner authorised by rule 13.1.
- (b) The company must give a notice to each person, who is at the date of the notice a member, a director or an auditor of the company.
- (c) A notice of a general meeting must:
 - (1) specify the date, time and place of the meeting; and
 - (2) state the general nature of the business to be transacted at the meeting.
- (d) A person may waive notice of any general meeting by a written notice to the company.

- (e) A resolution passed, or other act done, at a general meeting will not be invalid merely because a person is not given or does not receive notice of the meeting, or a proxy form or other document in relation to the meeting, that is required to be given to the person if:
- (1) the failure occurred by accident or error; or
 - (2) the person waives the requirement or consents to the resolution or action, by a written notice to the company.
- (f) Subject to rules 6.2(g) and (h), a person's attendance at a general meeting waives any objection that person may have:
- (1) to a failure to give notice or to a defective notice; and
 - (2) to the consideration of a matter which is not stated in the notice of the meeting.
- (g) Rule 6.2(f)(1) does not apply if the person at the beginning of the meeting objects to the holding of the meeting.
- (h) Rule 6.2(f)(2) does not apply if the person objects to considering the matter when it is presented.

6.3 Admission to general meetings

The chair of a general meeting may expel or refuse admission to a person who:

- (a) has a pictorial-recording or sound-recording device;
- (b) has a placard or banner;
- (c) has an article considered by the chair to be dangerous, offensive or liable to cause disruption;
- (d) refuses to produce or to permit examination of any article or the contents of any article, in the person's possession;
- (e) behaves or threatens to behave in a dangerous, offensive or disruptive manner; or
- (f) is not:
 - (1) a member or proxy, attorney or representative of a member; or
 - (2) a director, secretary or auditor of the company.

6.4 Quorum at general meetings

- (a) Subject to rule 6.4(b) business may only be transacted at any general meeting if a quorum of members is present when the meeting proceeds to business.
- (b) Even if there is no quorum, the meeting may elect a chair and adjourn a meeting.
- (c) A quorum consists of:

- (1) if the number of members entitled to vote is 2 or more - 2 of those members;
or
- (2) if only 1 member is entitled to vote - that member;
- present at the meeting.
- (d) If a quorum is not present within 30 minutes after the time appointed for a general meeting and the meeting was convened on the requisition of members, then the meeting is dissolved.
- (e) If a quorum is not present within 30 minutes after the time appointed for a general meeting in any other case, then the meeting stands adjourned:
- (1) to the day, the time and place, that the directors determine; or
- (2) if no determination is made by the directors, to the same day in the next week and at the same time and place.
- (f) If, at the adjourned meeting, a quorum is not present within 30 minutes after the time appointed for the meeting, then the meeting is dissolved.

6.5 Chair of general meetings

- (a) The chair of directors, if present within 15 minutes after the time appointed for the holding of a general meeting and willing to act, must preside as chair of the meeting.
- (b) If the directors have elected a deputy chair of directors, then the deputy chair of directors, if present within 15 minutes after the time appointed for the holding of a general meeting and willing to act, must preside as chair of the meeting if:
- (1) there is no chair of directors; or
- (2) the chair of directors is not present within 15 minutes after the time appointed for the holding of the meeting or is not willing to act as chair of the meeting.
- (c) The members present at a general meeting must elect as chair of the meeting another director who is present and willing to act or, if no other director is present and willing to act, a member who is present and willing to act if:
- (1) there is no chair or deputy chair of directors; or
- (2) the chair or deputy chair of directors is not present within 15 minutes after the time appointed for the holding of the meeting or is not willing to act as chair of the meeting.

6.6 Conduct of general meetings

- (a) The general conduct of a general meeting and the procedures to be adopted at the meeting will be as determined by the chair either before or during the meeting. At any time the chair considers it necessary or desirable for the proper and orderly conduct of the meeting, the chair may demand the cessation of debate or discussion on any matter and may require any resolution being considered by the meeting to be put to a

vote. A person must refer any question arising at a general meeting about the order of business, procedure or conduct of the meeting to the chair.

- (b) Any decision by the chair under this rule 6.6 is final.
- (c) The chair may adjourn the meeting from time to time and from place to place.
- (d) The meeting may direct the chair to adjourn a meeting.
- (e) An adjourned meeting may only transact business unfinished at the meeting from which the adjournment took place.
- (f) If a meeting is adjourned for 30 days or more, then the company must give notice of the adjourned meeting as if it is an original meeting.
- (g) Subject to rule 6.6(f), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

6.7 Meetings by technological means

- (a) This rule 6.7 applies despite anything else contained in this constitution to the contrary other than rule 1.1(a).
- (b) A general meeting may be held using one or more technologies that give members as a whole a reasonable opportunity to participate in the meeting without being physically present in the same place.
- (c) The directors may arrange to hold such a general meeting and may also make any arrangement and impose any requirement or restriction in connection with participation at the general meeting, including any that is necessary to ensure the identification of those taking part and the security of the facility through which members participate in the meeting.
- (d) Notice of the meeting instead of, or in addition to, specifying the place of the meeting must include information about how those entitled to attend can participate in the meeting (including how they can participate in a vote taken at the meeting, and speak at the meeting, to the extent they are entitled to do so).
- (e) All persons so participating in the meeting are taken for all purposes (including quorum requirements) to be present in person at the meeting while so participating.
- (f) The meeting is held at the multiple venues at which the chair of the meeting and members and representatives of members entitled to participate, and participating, in the meeting are located or at the place determined by the chair of the meeting at which the chair or at least one member or member's representative is located for the duration of the meeting.
- (g) A requirement to allow an opportunity for persons attending the meeting to vote or speak may be complied with by using one or more technologies that allow that opportunity (which may include by allowing a person's vote to be recorded in advance of the meeting and, in relation to speaking, may include by allowing a person to send messages or otherwise communicate by electronic means, either orally or in writing).

- (h) If a technical difficulty occurs which the chair of a general meeting considers prevents those participating or intending to participate in the meeting to have a reasonable opportunity to do so or prevents the chair from being aware of the proceedings at the meeting, the chair may:
- (1) adjourn the meeting until the technical difficulty is resolved or otherwise addressed to the chair's satisfaction; or
 - (2) continue to hold the meeting in the place where the chair is present (and any other place which is not affected by such technical difficulty) and transact business, and no member may object to the meeting being held or continuing.
- (i) The inability of one or more members or their representatives to participate or continue to participate in a general meeting does not affect the validity of the meeting or the business conducted at the meeting provided that sufficient members or their representatives are able to participate in the meeting as are required to constitute a quorum.
- (j) All other rules relating to the convening or holding of a general meeting apply to the convening and holding of a general meeting in the way permitted under this rule 6.7 with any necessary changes.

6.8 Decisions at general meetings

- (a) Subject to a resolution which as a matter of law requires a special majority:
- (1) a question arising at a general meeting is decided by a majority of votes cast by the members present; and
 - (2) a majority vote is for all purposes, a decision of the members.
- (b) In the case of an equality of votes on any proposed resolution the chair of the meeting does not have a second or casting vote.
- (c) Subject to rule 6.8(d), a resolution put to the vote of a general meeting must be decided on a show of hands.
- (d) Either the chair or a member who is present and can vote on the resolution, may demand a poll:
- (1) before the vote is taken; or
 - (2) before or immediately after the declaration of the result of the show of hands.
- (e) A demand for a poll does not prevent the continuance of a general meeting for the transaction of any business other than the question on which the poll has been demanded.
- (f) The chair may declare the result of a vote decided on a show of hands.
- (g) Unless a poll is duly demanded:
- (1) the chair's declaration and an entry to that effect into the minute book is conclusive evidence of the result; and

- (2) further proof of the number or proportion of the votes recorded in favour of or against the resolution is not required.
- (h) If a poll is duly demanded at a general meeting, the meeting must conduct the poll as the chair directs.
- (i) Subject to rule 6.8(j), the chair may direct that the poll be taken in any manner and either at once or after an interval or adjournment.
- (j) A poll demanded at a general meeting on the election of a chair or on a question of adjournment must be taken immediately.
- (k) The result of the poll is a resolution of the meeting at which the poll was demanded.
- (l) The demand for a poll may be withdrawn.

6.9 Voting rights

- (a) Subject to this constitution and to any rights or restrictions attached to a share or class of shares, at a general meeting:
 - (1) on a show of hands, every person present who is a member or a proxy, attorney or representative of a member has 1 vote; and
 - (2) on a poll, every person present who is a member or a proxy, attorney or representative of a member has 1 vote for each share the member holds and which entitles the member to vote, except for partly paid shares, each of which confers on a poll only a fraction of 1 vote equal to the proportion of the total amounts paid and payable on the share which have been paid.
- (b) For the purposes of determining the above fraction:
 - (1) an amount paid on a share in advance of a call or credited on a share otherwise than for value must be ignored; and
 - (2) if under the terms of issue of a share, the consideration for the share is or includes the provision of property or services or some other non-monetary consideration, the value of the non-monetary consideration provided or to be provided as determined by the directors will be taken to be the amount paid or payable (as the case may be) on the share.
- (c) If a person present at a general meeting represents more than 1 member:
 - (1) on a show of hands, the person is entitled to 1 vote only despite the number of members the person represents;
 - (2) that vote is cast for all the members the person represents; and
 - (3) the person must not exercise that vote in a way which would contravene any directions given to the person in any instrument appointing the person as a proxy or attorney.
- (d) A joint holder may vote at any meeting in person or by proxy, attorney or representative as if that person was the sole holder.

- (e) If more than 1 joint holder tenders a vote, then the vote of the holder named first in the register is accepted to the exclusion of any other.
- (f) The parent or guardian of an infant member may vote at any general meeting upon producing evidence of the relationship or of the appointment as the directors may require.
- (g) A vote by a parent or guardian of an infant member is accepted to the exclusion of the vote of the infant member.
- (h) A person entitled to a share as a result of a transmission event may vote at a general meeting as if that person were the registered holder of the share if, before the meeting, the directors:
 - (1) admit that person's right to vote at that meeting for the share; or
 - (2) are satisfied that person has a right to be registered as the holder of, or to transfer, the share under rule 5.4(c).
- (i) A vote tendered by a person under rule 6.9(h) is accepted to the exclusion of the vote of the registered holder of the share.
- (j) A member is entitled to vote at a general meeting only if all calls and other sums of money, presently payable by that member for shares in the company, are paid.
- (k) A person must raise an objection to the qualification of a person to vote at a general meeting:
 - (1) before or at the meeting at which the vote is given; and
 - (2) by referring it to the chair of the meeting.
- (l) The chair's decision about a person's qualification to vote is final.
- (m) A vote the chair allows under rule 6.9(l) is valid for all purposes.

6.10 Representation at general meeting

- (a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:
 - (1) in person or if a member is a body corporate by its representative;
 - (2) by not more than 2 proxies; or
 - (3) by not more than 2 attorneys.
- (b) A proxy, attorney or representative may, but need not be a member.
- (c) A proxy, attorney or representative may be appointed for:
 - (1) all or any number of general meetings; or
 - (2) a particular general meeting.

- (d) Subject to the Corporations Act and to the terms of appointment, an appointment confers on a proxy, attorney or representative the same rights as the appointor:
- (1) to agree to a meeting to which the appointment applies, being convened by shorter notice than is required by the Corporations Act or by this constitution;
 - (2) to attend and speak at a meeting to which the appointment applies;
 - (3) to vote on any procedural motion at a meeting to which the appointment applies, including any motion to elect the chair, to vacate the chair or to adjourn the meeting;
 - (4) to vote on any other motion or resolution (but only to the extent allowed by the appointment); and
 - (5) to demand or join in demanding a poll at a meeting to which the appointment applies.
- (e) Subject to the Corporations Act and to the terms of appointment, if the proxy, attorney or representative may vote on a proposed resolution, then the appointment also confers authority to vote on any amendment moved to the proposed resolution and on any motion that the proposed resolution not be put or any similar motion.
- (f) Subject to the Corporations Act and to the terms of appointment, if an appointment confers authority to attend, speak, vote or do anything else at a meeting that is to be held at a specified time or venue and the meeting is rescheduled or adjourned or changed to another venue, then the appointment confers authority to do the same things at the rescheduled or adjourned meeting or meeting at the new venue.
- (g) If a member appoints 2 proxies or attorneys:
- (1) and the appointment does not specify the proportion or number of the member's votes each proxy or attorney may exercise, each proxy or attorney may exercise half of the member's voting rights; and
 - (2) neither person may vote on a show of hands.
- (h) An appointment of a proxy or attorney may specify the way the proxy or attorney is to vote on a particular resolution.
- (i) If the appointment does specify the way the proxy or attorney is to vote on a particular resolution:
- (1) the proxy or attorney need not vote on a show of hands, but if the proxy or attorney does so, the proxy or attorney must vote that way;
 - (2) if the proxy or attorney has 2 or more appointments that specify different ways to vote on the resolution, the proxy or attorney must not vote on a show of hands;
 - (3) if the proxy or attorney is the chair of the meeting at which the resolution is voted on, the proxy or attorney must vote on a poll, and must vote that way, and

- (4) if the proxy or attorney is not the chair, the proxy or attorney need not vote on a poll, but if the proxy or attorney does so, the proxy or attorney must vote that way.

provided that if the proxy or attorney is also a member, nothing in this rule affects the way the person can cast any votes the person has as a member.

- (j) An appointment of a proxy or attorney is valid if it is signed, or otherwise authenticated in a manner approved by the directors, by the member making the appointment and contains such information and is in such form as may be required by the directors. Otherwise, the appointment is not required to contain any particular information or be in any particular form.

- (k) An appointment of a proxy or attorney for a meeting of members will only be effective if:

- (1) the appointment; and
- (2) if the appointment is signed, or otherwise authenticated in a manner approved by the directors, by the appointor's attorney, the authority under which the appointment is signed or authenticated or a certified copy of the authority;

are received by the company at least 48 hours before the meeting or any lesser period provided in the notice of meeting, unless the directors otherwise determine.

- (l) The appointment and any authority will be received by the company when received at:

- (1) the company's registered office;
- (2) a fax number at the company's registered office; or
- (3) a place, fax number or electronic address (if any) specified for the purpose in the notice of meeting.

If the notice of meeting specifies other electronic means approved by the directors by which a member may give to the company an appointment or authority, the document will also be received by the company when the document given by those means is received by the company in the manner approved by the directors.

- (m) The directors may accept upon the production of other evidence:

- (1) an oral appointment of a proxy or attorney;
- (2) an appointment of a proxy or attorney which is not signed by the appointor or the appointor's attorney; and
- (3) a copy of any document, including a copy sent by fax or email.

- (n) A vote at a meeting by a proxy or attorney is valid despite:

- (1) a transmission event having occurred in relation to the appointor;
- (2) the appointor revoking the instrument of appointment or the authority under which the instrument was executed; or

- (3) the transfer of the share for which the instrument was given not having been registered;

provided that the company does not receive written notice of such an event before the meeting commenced.

- (o) The appointment of a proxy or attorney is not revoked by the appointor attending and taking part in the general meeting.
- (p) The proxy or attorney must not vote, as the appointor's proxy or attorney, if the appointor votes on a resolution.
- (q) Where an instrument intended for the appointment of a proxy does not specify the name of a proxy the instrument is not for that reason invalid and is to be taken to be given in favour of the chair of the meeting.

6.11 Direct voting

- (a) This rule 6.11 applies despite anything else contained in this constitution to the contrary other than rule 1.1(a).
- (b) The directors may permit direct voting on resolutions proposed at a general meeting by allowing members entitled to vote on the resolution to cast their vote without being present (whether in person or by proxy or other representative) at the meeting.
- (c) The directors may determine rules and procedures for direct voting, including those members entitled to cast a direct vote, the manner in which a direct vote may be cast, the circumstances in which a direct vote will be valid and the effect of a member casting both a direct vote and a vote in any other manner.
- (d) Subject to rules 6.11(e) and (f), where notice of a general meeting specifies that direct voting on a resolution proposed for consideration at the meeting is permitted by members or particular members, a direct vote cast by or on behalf of such a member in accordance with the rules and procedures for direct voting determined by the directors (whether set out in the notice of meeting or otherwise) is taken to have been validly cast by that member at the meeting.
- (e) A direct vote cast by or on behalf of a member on a resolution proposed at a general meeting is of no effect and will be disregarded if the member is not entitled to vote on the resolution at the meeting or, had the vote been cast by or on behalf of the member at the meeting, the company would be required to disregard the vote.
- (f) Subject to the rules and procedures for direct voting determined by the directors, if a direct vote is cast by or on behalf of a member on a resolution proposed for consideration at a general meeting and a vote is also cast on the resolution by the member or the member's proxy or other representative present at the meeting, the company may:
 - (1) regard the direct vote as valid and effective and disregard the vote cast at the meeting; or
 - (2) disregard the direct vote and regard the vote cast at the meeting as valid and effective.

6.12 Separate class meetings

If at any time a meeting of a class of members of the company is required or proposed, rules 6.1 to 6.11 will apply so far as they are capable of application (and with all necessary changes) to that meeting.

7. Directors

7.1 Appointment and removal of directors

- (a) Subject to the Corporations Act, there must be at least 3 directors and not more than 10 directors or such other minimum or maximum number of directors as the members by resolution determine.
- (b) The first directors are the persons who are specified with their consent as proposed directors in the application for registration of the company. Each such person is taken to have been elected as a director by resolution passed at a general meeting of the company.
- (c) Directors in office on the date that the company adopted this constitution continue in office on the terms and conditions set out in this constitution.
- (d) The members may by resolution appoint or elect any person as a director, and may remove any director from office.
- (e) The directors may appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors.
- (f) The total number of directors must not at any time exceed the maximum number allowed under this constitution.
- (g) At each annual general meeting of the company the following directors must retire from office:
 - (1) Each director who has held office past the third annual general meeting or 3 years since the director's last election (or re-election), whichever is longer.
 - (2) Each director appointed by the directors to fill a casual vacancy or as an addition to the existing directors since the last annual general meeting.
 - (3) If the ASX Listing Rules requires the company to hold an election of directors each year and there is no director required to retire under paragraph (1) or (2) above and/or standing for election at the annual general meeting, the director who has been longest in office since his or her last election, but, as between persons who were elected as directors on the same day, the director to retire must be determined by lot, unless they otherwise agree between themselves.
 - (4) Unless elected (or re-elected), a director due to retire at an annual general meeting retains office until the conclusion of the meeting.
- (h) Rule 7.1(g) does not apply to the managing director who is exempted from having to retire by rotation or otherwise at an annual general meeting (but if there is more than 1 managing director, only 1 is exempted from having to retire under rule 7.1(g)).

- (i) A retiring director is eligible for election (or re-election).
- (j) The company may, at a general meeting at which a director is due to retire, by resolution elect a person as a director to fill the office to be vacated.
- (k) A person is eligible for election as a director at a general meeting of the company only if:
 - (1) the person is in office as a director immediately before that meeting;
 - (2) the person has been nominated by the directors for election at that meeting; or
 - (3) a nomination for election of the person as a director signed by a member (including the person) and a consent to nomination signed by the person has been lodged at the registered office of the company at least 45 business days, but no more than 90 business days, before the general meeting.

7.2 Vacation of office

In addition to any circumstance provided for elsewhere in this constitution, a director ceases to be, and to hold office as, a director of the company:

- (a) in the circumstances prescribed by the Corporations Act;
- (b) if the director dies, on his or her death;
- (c) if the director becomes of unsound mind or a person who, or whose estate is, liable to be dealt with in any way under the law relating to mental health, when he or she becomes so mentally incapacitated;
- (d) if the director resigns by notice in writing to the company, when the resignation is stated to become effective in the notice or, if not so stated, on the date the company receives the notice; or
- (e) if the director is absent (and not represented by an alternate director) from meetings of directors for at least 6 consecutive months and the directors do not resolve to grant the director leave of absence from those meetings at or before the next meeting of directors after written notice of the absence has been given to the directors by the secretary, at the end of that meeting.

7.3 Remuneration and expenses

- (a) Each director is entitled to such remuneration out of the funds of the company (accruing from day to day if periodic) as the directors determine **provided that**:
 - (1) the director's remuneration must not include a commission on, or percentage of, operating revenue; and
 - (2) if the director is a non-executive director, the director's remuneration paid must be a fixed sum.
- (b) The aggregate remuneration paid to or for the benefit of the directors (including any payments made in respect of superannuation contributions) must not exceed in a

financial year of the company \$750,000 or such other sum as the members may by resolution approve. This limitation does not apply to:

- (1) any remuneration in the form of share, option or other incentive plans that involve the acquisition by the director of securities of the Company that are approved separately by the Company's members;
 - (2) any amount paid or payable under rule 7.3(d) or (e);
 - (3) any amount paid or payable under or in respect of any indemnification or insurance provided or procured in accordance with rule 9; or
 - (4) the remuneration to which a director may be entitled as an employee of the company or a related body corporate or in a capacity other than as a director of the company.
- (c) If the directors determine an aggregate annual remuneration to which they are entitled, they must divide it:
- (1) in the amounts or proportions agreed between them; or
 - (2) failing agreement, equally among the non-executive directors only.
- (d) A director is entitled to be paid all reasonable travel, accommodation and other expenses properly incurred by the director in attending meetings of, or relating to, the company or while engaged on the business or affairs of the company.
- (e) If a director performs an extra service or makes special exertion for the company, the directors may arrange for a special remuneration.
- (f) The directors may resolve that the company:
- (1) at any time after a director dies, retires or otherwise ceases to hold office as a director or a director or former director ceases to be gainfully employed, pay to the director or former director or a legal personal representative, spouse, relative or dependant of the director or former director a pension, lump sum, superannuation amount or other benefit;
 - (2) establish, pay contributions or other amounts to, or otherwise support, a fund or other entity providing for any such benefit; and
 - (3) enter into a contract with the director to provide for any of these benefits.

Any amount paid or payable under this rule 7.3(f) is not subject to the limitation under rule 7.3(b).

7.4 Share qualification

A director is not required to hold any shares in the company to qualify for appointment and is entitled to attend and speak at general meetings even if that director is not a member.

7.5 Interested directors

- (a) Subject to the Corporations Act, a director:

- (1) may hold any other office, place of profit, position or interest in the company, any related body corporate or any body corporate the company promotes or holds an interest in;
- (2) may do so on the terms that the director and the relevant body corporate agree; and
- (3) is not accountable to the company for any remuneration or other benefit the director receives in connection with that office, place, position or interest.
- (b) A director may exercise the voting rights conferred by shares in any body corporate that the company holds or owns in any manner including, but not limited to, voting for a resolution:
- (1) which provides for the appointment or remuneration of the director, or any other person, as a director or officer of that body corporate; or
- (2) in which the director is otherwise interested.
- (c) Subject to the Corporations Act, a director is not disqualified, merely because that person is a director, from contracting with the company for any reason including, but not limited to:
- (1) selling or purchasing property to or from the company;
- (2) lending or borrowing money to or from, the company with or without interest or security;
- (3) guaranteeing for a commission or profit money that the company borrows;
- (4) underwriting or guaranteeing for a commission or profit the subscription for securities in the company, a related body corporate or a body corporate the company promotes or holds an interest in;
- (5) being employed by the company; or
- (6) acting in a professional capacity for the company.
- (d) A contract or arrangement entered into by or on behalf of the company with a director or in which a director is or may be in any way interested is not void or voidable merely because the director is a director or because of the fiduciary obligations arising out of that office, and the director is not liable to account to the company for any profit realised by or under such a contract or arrangement.
- (e) Subject to the Corporations Act, a director is not excluded from:
- (1) being present, counted in a quorum or voting at a meeting of directors; or
- (2) signing any document;
- for or in relation to a contract or arrangement or proposed contract or arrangement in which the director is interested.

7.6 Powers and duties of directors

- (a) The directors are responsible for managing the business and affairs of the company. The directors may exercise to the exclusion of the members all the powers of the company which are not required, by the Corporations Act or by this constitution, to be exercised by the members in general meeting or by resolution of the members.
- (b) Without limiting the generality of rule 7.6(a), the directors may exercise all the powers of the company:
- (1) to borrow or otherwise raise money;
 - (2) to charge any property or business of the company or all or any of its uncalled capital; and
 - (3) to issue debentures or give any other security for a debt, liability or obligation of the company or of any other person.
- (c) The directors may determine how negotiable instruments, including but not limited to cheques, may be executed by or on behalf of the company.
- (d) The directors may pay out of the company's funds all expenses of:
- (1) the promotion, formation and registration of the company; and
 - (2) the vesting in it of the assets it requires.
- (e) The directors may appoint or employ any person to be an officer, agent or attorney of the company:
- (1) for any purpose and for any period;
 - (2) with any powers, discretions and duties, including but not limited to those vested in the directors; and
 - (3) on any conditions.
- (f) The directors may authorise an officer, agent or attorney to delegate any powers, discretions and duties vested in that person.
- (g) Subject to any contract between the company and the relevant officer, agent or attorney, the directors may remove or dismiss that person at any time, with or without cause.
- (h) A power of attorney may contain any provision for the protection and convenience of the attorney or a person dealing with the attorney.

7.7 Proceedings of directors

- (a) The directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.

- (b) The contemporaneous linking together by telephone or other electronic means of a number of the directors sufficient to constitute a quorum, constitutes a meeting of the directors.
- (c) The rules relating to meetings of the directors apply with the necessary changes, to meetings of the directors by telephone or other electronic means.
- (d) A director participating in a meeting by telephone or other electronic means is considered present in person at the meeting.
- (e) A meeting by telephone or other electronic means is held at the place determined by the chair of the meeting.
- (f) At least 1 of the directors involved in a telephone or electronic meeting must have been at the place the chair determines as the meeting place, for the duration of the meeting.

7.8 Convening of meetings of directors

- (a) A director may convene a meeting of the directors at any time.
- (b) On the requisition of a director, a secretary must convene a meeting of the directors.

7.9 Notice of meetings of directors

- (a) Subject to this constitution, notice of a meeting of directors must be given to each director other than a director on leave of absence approved by the directors.
- (b) A notice of a meeting of directors:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting;
 - (3) must be given at least 24 hours before the meeting except where due to the urgency of the matter that is impractical in which case it may be given at any time before the meeting; and
 - (4) may be oral or written and may be given in person or by post, telephone, fax or other electronic means.
- (c) A director waives notice of a meeting of directors if the director:
 - (1) gives written notice of waiver to the company before, at or after the meeting; or
 - (2) attends the meeting.
- (d) A resolution passed, or other act done, at a meeting of directors will not be invalid merely because a person to whom notice of the meeting is required to be given does not receive or is not given notice of the meeting if:
 - (1) the failure occurred by accident or error; or

- (2) the person waives notice of the meeting.

7.10 Quorum at meetings of directors

- (a) The directors may transact business at a meeting of directors only if a quorum of directors is present at the time the business is dealt with.
- (b) A quorum of directors consists of:
- (1) if the directors have fixed a number for the quorum, that number of directors; and
 - (2) in any other case 2 directors.
- (c) If the number of directors in office at any time is not sufficient to constitute a quorum at a meeting of directors or is less than the minimum number of directors fixed under this constitution, then the remaining director or directors may act as soon as possible:
- (1) to increase the number of directors to a number sufficient to constitute a quorum and to satisfy the minimum number of directors required under this constitution; or
 - (2) to convene a general meeting of the company for that purpose.
- (d) Until the directors have complied with rule 7.10(c), they must only act if and to the extent that there is an emergency requiring them to act.

7.11 Chair and deputy chair of directors

- (a) The directors may:
- (1) appoint 1 of the directors as chair of directors; and
 - (2) determine the period for which that director is to be chair of directors.
- (b) The directors may:
- (1) appoint 1 of the directors as deputy chair of directors; and
 - (2) determine the period for which that director is to be deputy chair of directors.
- (c) The directors may resolve that the office of chair or deputy chair of directors is an extra service or special exertion performed by the director holding that office for the purposes of rule 7.3(e).
- (d) The chair of directors, if present within 10 minutes after the time appointed for the holding of a meeting of directors and willing to act, must preside as chair of the meeting.
- (e) If the directors have elected a deputy chair of directors, then the deputy chair of directors, if present within 10 minutes after the time appointed for the holding of a meeting of directors and willing to act, must preside as chair of the meeting if:
- (1) there is no chair of directors; or

- (2) the chair of directors is not present within 10 minutes after the time appointed for the holding of the meeting or is not willing to act as chair of the meeting.
- (f) The directors present must elect 1 of their number to be chair of the meeting if at a meeting of directors:
 - (1) there is no chair or deputy chair of directors; or
 - (2) the chair or deputy chair of directors is not present within 10 minutes after the time appointed for the holding of the meeting or is not willing to act as chair of the meeting.

7.12 Decisions of directors

- (a) A meeting of directors at which a quorum is present is competent to exercise each authority, power and discretion vested in or exercisable by the directors under this constitution.
- (b) The directors must decide questions arising at a meeting of directors by a majority of votes cast by the directors present.
- (c) A decision under rule 7.12(b) is for all purposes a determination of the directors.
- (d) In the case of an equality of votes on any proposed resolution the chair of the meeting has a second or casting vote unless only 2 directors competent to vote on the proposed resolution are present at the meeting.

7.13 Written resolutions

- (a) A written resolution signed by:
 - (1) all directors entitled to vote on the resolution where the directors who sign would have constituted a quorum if present at a meeting of directors convened to consider the resolution; or
 - (2) a majority of the directors entitled to vote on the resolution where notice of the resolution was given in the same way it would have been required to have been given if it were a notice of a meeting of directors to consider the resolution, and the directors who sign would have constituted a quorum at such a meeting;

is as valid as if passed at a duly convened and held meeting of directors and is effective when signed by the last of all the directors or the last of the directors constituting the majority, as the case may be.

- (b) The resolution may consist of several documents in the same terms, each of which is signed by 1 or more directors.
- (c) A facsimile transmission or other document produced or transmitted electronically in the name, and with the authority of, a director will be taken to be a document in writing signed by the director.

7.14 Alternate directors

- (a) A director may appoint another director, or with approval of a majority of the other directors, any other person, to be the director's alternate director to act in his or her place at any meeting of directors or for any period where the director is unable to attend to his or her duties or exercise his or her powers as a director.
- (b) An alternate director may, subject to his or her terms of appointment, exercise all the powers (except the power to appoint an alternate director) and perform all the duties of the director who has appointed the alternate director to the extent the director has not exercised or performed them. Without limiting the foregoing, an alternate director may attend and vote at a meeting of directors if his or her appointor is not present. An alternate director is otherwise not entitled, and has no other power, to act as a director of the company.
- (c) An alternate director is not entitled to notice of meetings of directors unless his or her appointor is on leave of absence approved by the directors. In that case, the alternate director must be given notice of meetings of directors during the leave of absence.
- (d) An alternate director waives notice of a meeting of directors for the alternate director and his or her appointor if the alternate director:
- (1) gives written notice of waiver to the company before, at or after the meeting; or
 - (2) attends the meeting.
- (e) A person may act as alternate director to more than 1 director and is entitled to a separate vote for each director the alternate director represents, in addition to any vote the alternate director may have as a director in that person's own right.
- (f) The office of an alternate director is vacated if and when the appointor vacates the office as a director.
- (g) The appointor may terminate the appointment of an alternate director at any time, even if the period of the appointment of the alternate director has not expired.
- (h) The appointor must appoint and terminate an appointment of an alternate director by a written, signed statement.
- (i) An appointment and termination are only effective after the company receives the appointor's written, signed statement and, in the case of an appointment requiring the approval of a majority of the directors of the company, after that approval has been given.
- (j) An alternate director is not to be taken into account in determining the minimum or maximum number of directors allowed under this constitution.
- (k) In determining whether a quorum is present at a meeting of directors, an alternate director, who attends the meeting is counted as a director for each director on whose behalf the alternate director is attending.

- (l) An alternate director is not to be taken into account in determining the number of directors or rotation of directors.
- (m) An alternate director is only entitled to be paid the remuneration that the directors think fit for his or her services as an alternate director, and any such remuneration must be in reduction of the remuneration payable to the director for whom the alternate director acts as alternate unless the directors otherwise determine.
- (n) An alternate director is entitled to be paid all reasonable travel, accommodation and other expenses properly incurred by the alternate director in attending meetings of, or relating to, the company or while engaged on the business or affairs of the company.
- (o) An alternate director, while acting as a director:
 - (1) is responsible to the company for that person's own acts and defaults; and
 - (2) is not the agent of the director who appointed the alternate director.

7.15 Committees of directors

- (a) The directors may delegate any of their powers to a committee or committees of directors.
- (b) A committee to which a power is delegated, when exercising the power, must comply with any directions of the directors.
- (c) The rules applying to meetings and resolutions of directors with the changes necessary, apply to meetings and resolutions of a committee of directors.
- (d) The directors may resolve that membership of a committee of directors is an extra service or special exertion performed by the members for the purpose of rule 7.3(e).

7.16 Delegation to individual directors

- (a) The directors may delegate any of their powers to 1 or more directors.
- (b) A director to whom any powers are delegated must exercise the powers delegated in accordance with any directions of the directors.
- (c) The directors may resolve to treat the acceptance of a delegation as an extra service or special exertion performed by the delegate for the purpose of rule 7.3(e).

7.17 Validity of acts

An act done by a person acting as a director, by a meeting of directors or by a committee of directors attended by a person acting as a director is not invalidated by reason only of:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified to be a director or having vacated office; or
- (c) the person not being entitled to vote.

8. Executive officers

8.1 Managing directors, deputy managing directors and executive directors

- (a) The directors may appoint 1 or more of the directors to be:
 - (1) a managing director;
 - (2) a deputy managing director; or
 - (3) an executive director employed by the company or a related body corporate in any other capacity.
- (b) The directors may confer on a managing director, deputy managing director or other executive director any title.
- (c) A person appointed to be an officer under rule 8.1(a) automatically ceases to hold that office if he or she ceases to be a director but, subject to any contract between the company and the person, he or she does not cease to be employed or otherwise engaged by the company by reason only of the person ceasing to be a director.
- (d) Unless the directors otherwise determine, a person appointed to be an officer under rule 8.1(a) automatically ceases to be a director if he or she ceases to be employed or otherwise engaged by the company to serve in that office.

8.2 Associate directors

- (a) The directors may appoint 1 or more associate directors.
- (b) The directors may confer on an associate director any title.
- (c) Even though the word 'director' may appear in an associate director's title an associate director is not a director of the company, and is not entitled:
 - (1) to attend a meeting of directors except by the invitation and with the consent of the directors; or
 - (2) to vote at any meeting of directors.

8.3 Secretaries

The directors:

- (a) must appoint at least 1 secretary;
- (b) may appoint additional secretaries; and
- (c) may appoint 1 or more assistant secretaries.

8.4 Terms of office

- (a) The appointment of a person to be an officer or to hold an office referred to in this rule 8 may be for a period, at a remuneration and on other terms to be decided by the directors.

- (b) Subject to any contract between the company and a person appointed to be an officer or to hold an office referred to in this rule 8, the directors may remove or dismiss the person from office at any time, with or without cause.
- (c) The directors may:
- (1) confer on a person appointed to be an officer or to hold an office referred to in this rule 8 any power, discretion and duty, including but not limited to any power, discretion and duty vested in or exercisable by the directors;
 - (2) withdraw, suspend or vary any power, discretion and duty conferred on the person; and
 - (3) authorise the person to delegate any power, discretion and duty conferred on him or her.
- (d) An act done by a person appointed to be an officer or to hold an office referred to in this rule 8 is not invalidated by reason only of:
- (1) a defect in the person's appointment; or
 - (2) the person being disqualified to hold that office;
- if that circumstance was not known by the person when the act was done.

9. Indemnity and insurance

9.1 Indemnity

- (a) Subject to this rule 9.1, the company indemnifies:
- (1) each person who is or has been an officer of the company against all liabilities incurred by the person as such an officer; and
 - (2) each person who is or has been an officer of a related body corporate of the company against those liabilities incurred by the person as such an officer which the directors determine to be indemnified under this rule 9.1.

For the purposes of this rule 9.1(a), liabilities incurred by a person as an officer of the company or a related body corporate are taken to include legal costs incurred by the person:

- (3) in defending, resisting or otherwise responding to an action, proceeding or investigation commenced or brought by another or others for a liability incurred by the person as an officer of the body corporate or otherwise concerning the person as an officer of the body corporate; or
- (4) in connection with a proceeding for relief to the person under the Corporations Act concerning the person as an officer of the body corporate;

but do not include any other legal costs incurred by the person in connection with an action, proceeding or investigation concerning the person.

- (b) The following liabilities of a person, except for a liability for legal costs, are excluded from the indemnities in rule 9.1(a):
- (1) A liability owed to the company or a related body corporate.
 - (2) A liability for a pecuniary penalty order under section 1317G or a compensation order under section 961M, 1317H, 1317HA, 1317HB, 1317HC or 1317HE of the Corporations Act.
 - (3) A liability owed to someone other than the company or a related body corporate and did not arise out of conduct in good faith.
 - (4) Any other liability against which the company is precluded by law from indemnifying the person.
- (c) The following legal costs of a person are excluded from the indemnities in rule 9.1(a):
- (1) Legal costs incurred in defending or resisting a proceeding in which the person is found to have a liability for which he or she could not be indemnified.
 - (2) Legal costs incurred in defending or resisting a criminal proceeding in which the person is found guilty.
 - (3) Legal costs incurred in defending or resisting a proceeding brought by ASIC or a liquidator for a court order if the grounds for making the order are found by the court to have been established except for costs incurred in responding to actions taken by ASIC or a liquidator as part of an investigation before commencing the proceeding for the court order.
 - (4) Legal costs incurred in connection with a proceeding for relief to the person under the Corporations Act in which the court denies relief.
 - (5) Any other legal costs against which the company is precluded by law from indemnifying the person.
- (d) An indemnity in rule 9.1(a):
- (1) is a continuing obligation and is enforceable by a person even though that person may have ceased to be an officer of the company or a related body corporate;
 - (2) applies to liabilities incurred both before and after the date of adoption of this rule 9.1;
 - (3) operates only to the extent and for the amount that the person is not otherwise entitled to be indemnified and is not actually indemnified by an insurer under an insurance policy or another person that is not a related body corporate of the company;
 - (4) in respect of a liability incurred by a person as an officer of a related body corporate of the company, operates only to the extent and for the amount that the person is not actually indemnified by that related body corporate; and

- (5) is enforceable by a person only if the person notifies the company of any claim against the person that may give rise to the right to be indemnified as soon as reasonably practicable after becoming aware of the claim, takes such action as the company reasonably requests in respect of the claim, does not make any admission of liability in respect of or settle the claim without the prior written consent of the company, provides the company with all reasonable assistance and cooperation in defending, resisting or otherwise dealing with the claim and does anything reasonably requested by the company in order to enable the company to be subrogated to and enjoy the benefits of the person's rights in relation to the claim against any third party.

9.2 Insurance

The company may purchase and maintain insurance or pay or agree to pay a premium for insurance in respect of any liability incurred by a person who is or has been an officer of the company or a related body corporate except to the extent that the company is precluded by law from doing so.

9.3 Savings

Nothing in rules 9.1 and 9.2:

- (a) affects any other right or remedy that a person may have in respect of any liability referred to in those rules; or
- (b) limits the capacity of the company to indemnify any person or provide or pay for insurance in respect of any person, whether or not those rules already apply to the person and whether by way of deed executed by the company or otherwise.

9.4 Officer

In this rule 9, a reference to an officer of a body corporate is a reference to:

- (a) a director or secretary of the body corporate;
- (b) an executive officer of the body corporate as defined in section 9 of the Corporations Act; and
- (c) in the case of the company, a person appointed to be an officer or to hold an office referred to in rule 8.

10. Winding-up

10.1 Distribution of surplus

- (a) Subject to this constitution and any rights or restrictions attached to a share or class of shares, if the company is wound up and the property of the company is more than sufficient to pay all of:
 - (1) the debts and liabilities of the company; and
 - (2) the costs, charges and expenses of the winding up;

the excess must be divided among the members in proportion to the number of shares held by each of them, irrespective of the amounts paid or credited as paid on the shares.

- (b) To calculate the excess, any amount unpaid on a share is to be treated as property of the company.
- (c) The amount of the excess that would otherwise be distributed to the holder of a partly paid share must be reduced by the amount unpaid on that share at the date of the distribution.
- (d) If the effect of the reduction under rule 10.1(c) would be to reduce the distribution to the holder of a partly paid share to a negative amount, then the holder must contribute that amount to the company.

10.2 Division of property

- (a) If the company is wound up, the liquidator may, with the sanction of a special resolution:
 - (1) divide among the members the whole or any part of the property of the company; and
 - (2) determine how the division is to be carried out as between the members or different classes of members.
- (b) A division may be otherwise than in accordance with the legal rights of the members.
- (c) In a division, any class may be:
 - (1) given preferential or special rights; or
 - (2) excluded altogether or in part.
- (d) If a division is not in accordance with the legal rights of the members, a member is entitled to dissent and to exercise the same rights as if the special resolution sanctioning that division were a special resolution passed under section 507 of the Corporations Act.
- (e) If any of the property to be divided includes a security with a liability to calls, a person entitled under the division to a security may by notice in writing direct the liquidator to:
 - (1) sell the person's proportion of the security; and
 - (2) account for the net proceeds.
- (f) The liquidator must, if practicable, act accordingly.
- (g) The liquidator must act within 10 days after the passing of the special resolution referred to in rule 10.2(a).
- (h) Nothing in this rule 10.2 derogates from or affects any right to exercise any statutory or other power which would have existed if this rule were omitted.

- (i) Rule 4.3 applies with the necessary changes to a division by a liquidator under rule 10.2(a) as if the references in rule 4.3 to the directors and to a distribution or capitalisation were references to the liquidator and to the division under rule 10.2(a).

11. Minutes and records

11.1 Minute books

The company must keep minute books in which it records:

- (a) proceedings and resolutions of meetings of the company's members;
- (b) proceedings and resolutions of directors' meetings (including meetings of a committee of directors);
- (c) resolutions passed by members without a meeting; and
- (d) resolutions passed by directors without a meeting.

11.2 Minutes

- (a) The company must ensure that minutes of a meeting are signed within a reasonable time after the meeting by the chair of the meeting or the chair of the next meeting.
- (b) The company must ensure that minutes of the passing of a resolution without a meeting are signed by a director within a reasonable time after the resolution is passed.

11.3 Evidence

A minute that is so recorded and signed is evidence of the proceeding, resolution or declaration to which it relates, unless the contrary is proved.

11.4 Inspection of records

- (a) The directors must ensure the minute books for general meetings are open for inspection by members free of charge.
- (b) Subject to rule 11.4(a), the directors may determine whether and to what extent, and at what time and places and under what conditions, the minute books, accounting records and other documents of the company or any of them are open to the inspection of members, who are not directors.
- (c) Subject to the law and authorisation by the directors, a member, who is not a director, has no right to inspect any books, records or documents of the company.

12. Execution of documents

12.1 Manner of execution

The company may execute a document if the document is signed by:

- (a) 2 directors; or

- (b) a director and a secretary.

12.2 Common seal

- (a) The company may have a common seal.
- (b) Rules 12.3 to 12.8 only apply if the company has a common seal.

12.3 Safe custody of seal

The directors must provide for the safe custody of the seal.

12.4 Use of seal

- (a) The seal must be used only by the authority of the directors or of a committee of the directors authorised by the directors to authorise the use of the seal.
- (b) The directors may give the authority to use the seal before or after the seal is used.
- (c) Subject to rule 12.8, until the directors otherwise determine, every document to which the seal is fixed must be signed by:
 - (1) 2 directors;
 - (2) a director and a secretary; or
 - (3) a director and another person appointed by the directors to countersign that document or a class of documents in which that document is included.

12.5 Seal register

- (a) The company may keep a seal register.
- (b) If the company does keep a seal register, then it must enter in the register particulars of each document on which the seal is fixed giving in each case:
 - (1) the date of the document;
 - (2) the names of the parties to the document;
 - (3) a short description of the document; and
 - (4) the names of the persons signing the document under rule 12.4(c).
- (c) The register must be produced at meetings of directors for confirmation of the use of the seal since confirmation was last given under this rule 12.5.
- (d) Failure to comply with rule 12.5(b) or (c) does not invalidate any document to which the seal is properly affixed.
- (e) Rules 12.5(b) or (c) do not apply to a certificate for securities of the company.

12.6 Duplicate seal

- (a) The company may have for use in place of its common seal outside the state or territory where its common seal is kept, 1 or more duplicate seals.
- (b) A duplicate seal must be a facsimile of the common seal of the company with the addition on its face:
 - (1) of the words 'duplicate seal'; and
 - (2) the name of the place where it is to be used.
- (c) A document sealed with a duplicate seal is considered to be sealed with the common seal of the company.

12.7 Share seal or certificate seal

- (a) The company may have for use on certificates for securities of the company in place of its common seal, 1 or more share seals or certificate seals.
- (b) A share seal or certificate seal must be a facsimile of the common seal of the company with the addition on its face of the words 'share seal' or 'certificate seal'.
- (c) A certificate for securities of the company sealed with a share seal or certificate seal is considered to be sealed with the common seal of the company.

12.8 Sealing and signing of certificates

The directors may determine either generally or in a particular case that the seal and the signature of any director, secretary or other person is to be printed on or affixed to any certificates for securities in the company by some mechanical or other means.

13. Notices

13.1 Notices by the company to members

- (a) The company may give a notice to a member by:
 - (1) serving it personally at, or by sending it by post or courier to, the member's address as shown in the register of members or another address the member has supplied;
 - (2) sending it to the fax number or electronic address the member has supplied to the company for the giving of notices; or
 - (3) giving to the member in a manner authorised by this rule 13.1(a) another notice containing details of an online location where the notice can be viewed or downloaded (and so giving those details will be taken to be giving the notice).¹

¹ For example, the company could send those members for whom it has email addresses an email setting out or attaching notice of a meeting, and other material relating to the meeting, or providing a link to where the

- (b) The company may give a notice to joint holders of a share by serving it or sending it in the manner authorised by rule 13.1(a) to the joint holder first named in the register of members or another joint holder notified in writing to the company for this purpose by all joint holders.
- (c) The company may give a notice to a person entitled to a share as a result of a transmission event by serving it or sending it in the manner authorised by rule 13.1(a) and:
- (1) addressed to the name or title of the person, at or to the address, fax number or electronic address supplied to the company for the giving of notices to that person; or
 - (2) if no address, fax number or electronic address has been supplied, then at or to the address, fax number or electronic address to which the notice would have been sent if the relevant transmission event had not occurred.
- (d) Despite the occurrence of a transmission event and whether or not the company has notice of it, a notice given in accordance with this rule 13.1 to a member is taken to be given to any person entitled to the member's share as a result of the transmission event.
- (e) A notice given in accordance with this rule 13.1 to a person who is entitled to a share as a result of a transmission event is taken to be given to the member in whose name the share is registered.
- (f) The fact that a person has supplied a fax number or an electronic address for the giving of notice does not require the company to give any notice to that person by fax or electronic means.
- (g) A person who because of a transfer of shares becomes entitled to a share registered in the name of a member is bound by every notice which, before that person's name and address is entered in the register of members for those shares, is given to the member under this rule 13.1.
- (h) The company may sign any notice given under this rule 13.1 in writing or as a facsimile printed or affixed by some mechanical, electronic or other means.
- (i) A certificate signed by a director or secretary of the company stating that the company has given notice under this constitution is conclusive evidence of that fact.

13.2 Notices by the company to the directors

Subject to this constitution, the company may give a notice to a director or alternate director either by:

- (a) serving it personally at, or by sending it by post or courier to, the director's or alternate director's usual residential or business address or to another address the director or alternate director has supplied to the company for the giving of notices;

notice and other material can be viewed or downloaded. To the other members the company could send a letter or postcard setting out a URL for viewing or downloading the notice and other material.

- (b) by sending it to the fax number or electronic address which the director or alternate director has supplied to the company for the giving of notices; or
- (c) giving to the director or alternate director in a manner authorised by this rule 13.2 another notice containing details of an online location where the notice can be viewed or downloaded (and so giving those details will be taken to be giving the notice).

13.3 Notices posted to addresses outside the Commonwealth

A notice sent by post or courier to an address outside the Commonwealth must be sent by airmail or air-courier.

13.4 Time of service

- (a) If the company sends a notice by post or courier, then it is served on the day after the date a properly addressed envelope containing the notice is placed in the post or given to the courier for delivery **provided that** the postage or courier delivery fee is prepaid or the company has an arrangement with the postal or courier service provider to pay after posting or delivery.
- (b) If the company sends a notice by fax or electronic means, then it is served on the day it is sent.
- (c) If the company gives a notice by serving or sending another notice containing details of an online location where the notice can be viewed or downloaded, then:
 - (1) in the case of personal service, the notice is served when the other notice containing those details is personally served; and
 - (2) in any other case, the notice is served when the other notice containing those details is served under rule 13.4(a) or (b).

13.5 Other communications and documents

Rules 13.1 to 13.4 apply, with the necessary changes, to the service of any communication or document.

13.6 Notices in writing

A reference in this constitution to a notice in writing includes a notice given by fax or electronic means.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

DGO Gold Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of DGO Gold Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Melbourne time) on Tuesday, 30 November 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/DGOAGM21> (refer to details in the Virtual Meeting Online Guide).

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

For Against Abstain*

1 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Approval of issue of 150,000 Options issued 13 July 2021

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Re-election of Mr Ross Hutton as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Approval of issue of 405,000 Series E Performance Rights issued 13 August 2021

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-election of Mr Jeffrey Bruce Parncutt AO as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

7 Adoption of new constitution

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Approval of issue of 3,500,000 Shares issued under a placement undertaken on 22 December 2020

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

8 Approval of additional capacity to issue Shares under Listing Rule 7.1A

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

--

--

--

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name and email address of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Melbourne time) on Sunday, 28 November 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

DGO Gold Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions