

3 November 2021

**2021 Annual General Meeting**

Dear Shareholder,

The Board of 3D Resources Ltd (the **Company**) is pleased to advise shareholders that it will be convening its 2021 Annual General Meeting (**AGM**) at 2.30pm Australian Eastern Daylight Time (**AEDT**) on Monday, 6 December 2021.

Safety of our shareholders and staff is our paramount concern, and therefore, in line with State Government regulations and ASIC recommendations during the COVID-19 pandemic, we will hold the AGM by way of live webinar. There will be no physical meeting and Shareholders will not be able to attend the AGM in person.

As a result, shareholders are strongly encouraged to lodge their proxy votes by 2.30pm AEDT on 4 December 2021 (**Proxy Deadline**) in accordance with the instructions set out on the Proxy Form that accompanies this letter.

In accordance with temporary ASIC relief during COVID-19, no printed copies of the Notice of Annual General Meeting and Explanatory Statements will be posted to shareholders, instead they are available for download from the ASX Markets Announcement platform or from the Company's website at: <https://www.3dresources.com.au/investor-centre/asx-announcements/>

If you wish to attend the AGM online, you must email the Company, including details of your registered holding name and address, at [info@3dresources.com.au](mailto:info@3dresources.com.au)

All resolutions will be decided by way of a Poll. Shareholders who request attendance at the AGM will be sent a Virtual AGM Guide (**Guide**) the day prior to the meeting, along with a link to join the AGM online. The Guide will include details on how you can logon, ask questions during the AGM and how to vote on the Poll.

If you are unable to attend online, you may wish to email any questions you may have to [info@3dresources.com.au](mailto:info@3dresources.com.au) by 5pm AEDT on Saturday, 4 December 2021.

The Board look forward to welcoming you online to the 2021 AGM.

For further enquires please contact the Company Secretary, Andrew Draffin, on +61 3 8611 5333.

Yours faithfully

Andrew Draffin  
Company Secretary

## 3D RESOURCES LIMITED

ACN 120 973 775

### NOTICE OF ANNUAL GENERAL MEETING

**TIME:** 2:30pm (AEDT)

**DATE:** 6 December 2021

**PLACE:** Online Webinar

Safety of our shareholders and staff is our paramount concern, and therefore, in line with State Government regulations and ASIC recommendations during the COVID-19 pandemic, **we will hold the AGM by way of live webinar. There will be no physical meeting** and Shareholders will not be able to attend the AGM in person.

Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Following recent modifications brought to the *Corporations Act 2001* under the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021*, no hard copy of the Notice of Meeting and Explanatory Statement will be circulated. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Market Announcements platform and on the Company's website at [www.3dresources.com.au/investor-centre/asx-announcements/](http://www.3dresources.com.au/investor-centre/asx-announcements/).

If you wish to attend the AGM online, you must email the Company, including details of your registered holding name and address, at [info@3dresources.com.au](mailto:info@3dresources.com.au)

All resolutions will be decided by way of a Poll. Shareholders who request attendance at the AGM will be sent a Virtual AGM Guide (**Guide**) the day prior to the meeting, along with a link to join the AGM online. The Guide will include details on how you can logon, ask questions during the AGM and how to vote on the Poll.

If you are unable to attend online, you may wish to email any questions you may have to [info@3dresources.com.au](mailto:info@3dresources.com.au) by 5pm AEDT on Monday, 29 November 2021.

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 3) 8611 5333.***

---

## CONTENTS PAGE

---

Business of Annual General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	6
Glossary	17
Proxy Form	19

---

## IMPORTANT INFORMATION

---

### TIME AND PLACE OF MEETING AND HOW TO VOTE

#### VENUE

Safety of our shareholders and staff is our paramount concern, and therefore, in line with State Government regulations and ASIC recommendations during the COVID-19 pandemic, **we will hold the AGM by way of live webinar. There will be no physical meeting** and Shareholders will not be able to attend the AGM in person.

If you wish to attend the AGM online, you must email the Company, including details of your registered holding name and address, at [info@3dresources.com.au](mailto:info@3dresources.com.au)

#### YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

#### VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7:00pm (AEDT) on 4 December 2021.

#### VOTING IN PERSON

As there will be no physical meeting and Shareholders will not be able to attend the AGM in person, Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

All resolutions will be decided by way of a Poll. Shareholders who request attendance at the AGM will be sent a Virtual AGM Guide (**Guide**) the day prior to the meeting, along with a link to join the AGM online. The Guide will include details on how you can logon, ask questions during the AGM and how to vote on the Poll.

#### VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to 3D Resources Limited, PO Box 253 Collins Street West, Melbourne VIC 8007; or
- (b) email to [info@3dresources.com.au](mailto:info@3dresources.com.au)

so that it is received not later than 2:30pm (AEDT) on 4 December 2021.

**Proxy Forms received later than this time will be invalid.**

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.
- Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:
  - if proxy holders vote, they must cast all directed proxies as directed; and
  - any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

#### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

#### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

---

## BUSINESS OF THE MEETING

---

### AGENDA

---

#### ORDINARY BUSINESS

##### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

---

#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2021."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

##### Voting Prohibition Statement:

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

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

---

#### 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JOHN CHEGWIDDEN

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

*"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr John Chegwiddden, a Director who retires by rotation, and being eligible, is re-elected as a Director."*

---

### 3. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

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

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling 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 and on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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:
  - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

---

### 4. RESOLUTIONS 4 – RATIFICATION OF PRIOR ISSUES OF SECURITIES

To consider and, if thought fit, to pass, with or without amendment, the following Resolutions as **ordinary resolutions**:

*"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the following past issues of securities:*

- (a) 135,000,000 listed options to acquire fully paid ordinary shares issued on 2 June 2021 as free attaching options (1 options for every 2 shares subscribed for) to fund the Adelong gold project, exploration and working capital;

*on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."*

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

- persons who participated in the issue being approved; or
- an Associate of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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:
  - iii) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - iv) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

---

**5. RESOLUTION 5 – RATIFICATION OF PRIOR SHARE ISSUE MADE UNDER LISTING RULE 7.1A**

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue and allotment of 260,000,000 fully paid ordinary shares to sophisticated and professional investors at an issue price of \$0.005 (0.5 cents) per share."*

*on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."*

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

- persons who participated in the issue being approved; or
- an Associate of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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:
  - v) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
  - vi) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

---

**DATED: 27 October 2021**

**BY ORDER OF THE BOARD**



**MR ANDREW DRAFFIN  
3D RESOURCES LIMITED  
COMPANY SECRETARY**

For personal use only



## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held ~~at Level 4, 91 William Street, Melbourne VIC 3000~~ online on 6 December 2021 at 2.30pm (AEDT).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.3dresources.com.au](http://www.3dresources.com.au).

### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report of the entity be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and other key management personnel of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2021.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

#### 2.2 Proxy restrictions

Shareholders appointing a proxy for Resolution 1 should note the following:

***If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:***

***You must direct your proxy how to vote on this Resolution.*** Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

***If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):***

You ***do not*** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, ***you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in***

***exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.***

***If you appoint any other person as your proxy:***

You **do not** need to direct your proxy how to vote, and you **do not** need to tick any further acknowledgement on the Proxy Form.

---

### **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JOHN CHEGWIDDEN**

#### **3.1 General**

Clause 13.2 of the Constitution requires that if the Company has three or more Directors, one third (or the number nearest one-third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting other than the first annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has 3 Directors (including Mr Peter Mitchell, Managing Director) and accordingly 1 must retire.

Mr. Ian Hastings was re-elected at the Company's last annual general meeting. Accordingly, Mr. John Chegwiddden, the Director longest in office since his last election, retires by rotation and being eligible seeks re-election.

---

### **4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY**

#### **4.1 General**

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to the 10% Placement Capacity..

The Company is an Eligible Entity.

If Shareholders approve Resolution 3, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 4.2 below). If shareholders fail to approve Resolution 3 then the Company will be limited to the 15% placement capacity in accordance with ASX Listing Rule 7.1 and will be required to seek shareholder approval prior to any further issues in excess of the 15% placement capacity.

The effect of Resolution 3 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue on the date of issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 3 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 3 for it to be passed.

The Company will comply with the disclosure obligations under Listing Rule 7.1A(4) upon the issue of any Equity Securities under the 10% Placement Capacity.

## 4.2

### ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an Eligible Entity (including the Company) to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has two classes of quoted Equity Securities on issue, being the Ordinary Shares (ASX Code: DDD) and listed Options (ASX Code: DDDO), and one class of unquoted securities, being unlisted Options.

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

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

Where:

- A** is the number of Shares on issue at the commencement of the Relevant Period:
- (i) plus the number of Shares 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 Shares issued in the Relevant Period on the conversion of convertible securities with Listing 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 have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
  - (iii) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
    - (A) the agreement was entered into before the commencement of the Relevant Period; or
    - (B) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
  - (iv) plus the number of any other Shares issued in the Relevant Period with approval under Listing Rule 7.1 or Listing Rule 7.4;

- (v) plus the number of partly paid Ordinary Securities that became fully paid in the Relevant Period;
- (vi) less the number of Shares cancelled in the Relevant Period.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of its Ordinary Securities under Listing Rule 7.4.

#### **4.3 Additional Information required by Listing Rule 14.1A**

In accordance with Listing Rule 14.1A, in the event that Shareholders do not approve Resolution 6, the Company will not be entitled to issue shares under Listing Rule 7.1A until it receives Shareholder approval for the 10% Placement Capacity at a subsequent annual general meeting of the Company.

If Shareholders approve Resolution 6, the Company will be entitled to issue shares under the 10% Placement Capacity during the 10% Placement Capacity Period.

#### **4.4 Technical information required by ASX Listing Rule 7.3A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 3:

##### **(a) Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in section 9.3(a)(i), the date on which the Equity Securities are issued.

##### **(b) Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) The date that is 12 months after the date of the Meeting at which the approval is obtained;
- (ii) The time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by the Company's Shareholders of a transaction under Listing Rules 11.1.2 or 11.2.

#### **(10% Placement Capacity Period)**

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

- (d) The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue Variable "A" in ASX Listing Rule 7.1A.2	Issue Price (per Share)	Dilution		
		\$0.002 (50% decrease in Issue Price)	\$0.004 (Issue Price)	\$0.006 (50% Increase in Issue Price)
3,880,372,092 (Current Variable A)	Shares Issued - 10% Voting Dilution	388,037,209 Shares	388,037,209 Shares	388,037,209 Shares
	Funds raised	\$776,074	\$1,552,149	\$2,328,223
5,820,558,138 (50% increase in Variable A)*	Shares Issued - 10% Voting Dilution	582,055,814 Shares	582,055,814 Shares	582,055,814 Shares
	Funds raised	\$1,164,112	\$2,328,223	\$3,492,335
7,760,744,184 (100% increase in Variable A)*	Shares issued - 10% Voting Dilution	776,074,418 Shares	776,074,418 Shares	776,074,418 Shares
	Funds raised	\$1,552,149	\$3,104,298	\$4,656,447

\*The number of Shares on issue (Variable A in the above formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

**The table above uses the following assumptions:**

1. The issue price set out above is the closing price of the Shares on the ASX 25 October 2021.

2. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
3. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
4. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
5. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
6. 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%.
7. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) **Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration only. The Company intends to use funds raised from issues under the 10% Placement Capacity for exploration and development of its Adelong Gold Project, acquisition of new resources, assets and investments (including expenses associated with such an acquisition) and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(f) **Allocation under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;

- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the allottees of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 3.10.5A for release to the market.

(h) **Additional Information Required by ASX Listing Rule 7.3A.6**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 27 January 2021 (**Previous Approval**). The following additional information as prescribed by Rule 7.3A.6 is provided in relation to issues made under the Previous Approval:

**Listing Rule 7.3A.6(a) – Total Securities issued in previous 12 months under Previous Approval.**

Listing Rule 7.3A(a)	Number of Equity Securities
Number of equity securities on issue at commencement of 12-month period	3,620,372,092
Securities issued in 12-month period under the Previous Approval	260,000,000
Percentage represented by securities issued in the last 12 months under the Previous Approval of the total number of equity securities on issue at commencement of the 12-month period	7.18%

**Listing Rule 7.3A.6(b) – Details of securities issued in previous 12 months under the Previous Approval.**

The shares set out in the table below were issued at a price of \$0.005 per share, being a premium of 25% to the closing price of the Company's shares on ASX on the date of agreement to issue the shares.

Grantee(s)	Number of Securities	Class and terms of securities	Grant Date	Cash Consideration	Use of funds	Funds remaining
1215 Capital Pty	5,000,000	Fully paid	2 June 2021	\$25,000	Working Capital	Nil

Ltd		ordinary shares			& Adelong Project	
Ms Furong Zhang + Mr Victor Zhou <Zhou Family Super A/C>	1,606,890	Fully paid ordinary shares	2 June 2021	\$8,034	Working Capital & Adelong Project	Nil
Ninety-second harpoon Pty Ltd	1,928,267	Fully paid ordinary shares	2 June 2021	\$9,641	Working Capital & Adelong Project	Nil
Mr Mitchell Atkins	18,068,896	Fully paid ordinary shares	2 June 2021	\$90,344	Working Capital & Adelong Project	Nil
Mr Sheng Hung	4,017,224	Fully paid ordinary shares	2 June 2021	\$20,086	Working Capital & Adelong Project	Nil
Mr Mark Andrew Tkocz	4,017,224	Fully paid ordinary shares	2 June 2021	\$20,086	Working Capital & Adelong Project	Nil
Square Forest Pty Ltd	6,427,558	Fully paid ordinary shares	2 June 2021	\$32,138	Working Capital & Adelong Project	Nil
First Oak Capital Pty Ltd	1,606,890	Fully paid ordinary shares	2 June 2021	\$8,034	Working Capital & Adelong Project	Nil
Riya Investments Pty Ltd	4,017,224	Fully paid ordinary shares	2 June 2021	\$20,086	Working Capital & Adelong Project	Nil
Mr Daniel Wayne Pastro	964,134	Fully paid ordinary shares	2 June 2021	\$4,821	Working Capital & Adelong Project	Nil
Hirsch Financial Pty Ltd	4,017,224	Fully paid ordinary shares	2 June 2021	\$20,086	Working Capital & Adelong Project	Nil
Mr Trent Millar	4,017,224	Fully paid ordinary shares	2 June 2021	\$20,086	Working Capital & Adelong Project	Nil
Mr Paul Raymond Givoni	1,413,779	Fully paid ordinary shares	2 June 2021	\$7,069	Working Capital & Adelong Project	Nil
Mr Matthew Qi	12,051,672	Fully paid ordinary shares	2 June 2021	\$60,258	Working Capital & Adelong Project	Nil
Hammer Fund Pty Ltd	3,213,779	Fully paid ordinary shares	2 June 2021	\$16,069	Working Capital & Adelong Project	Nil
Gravias Capital Pty LTD <Gravias Capital A/C>	3,213,779	Fully paid ordinary shares	2 June 2021	\$16,069	Working Capital & Adelong Project	Nil
Lennox Investments Pty Ltd	2,008,612	Fully paid ordinary shares	2 June 2021	\$10,043	Working Capital & Adelong Project	Nil
Emdav Capital Pty LTd	5,017,224	Fully paid ordinary shares	2 June 2021	\$25,086	Working Capital & Adelong Project	Nil
Mr Oon Tian Yeoh + Mrs Elzbieta Helena Yeoh	1,606,890	Fully paid ordinary shares	2 June 2021	\$8,034	Working Capital & Adelong Project	Nil
M Spicer Investments Pty Ltd <Martin	6,025,836	Fully paid ordinary shares	2 June 2021	\$30,129	Working Capital & Adelong Project	Nil



Spicer Family A/C>						
Mr Christopher James Whitehead	1,606,890	Fully paid ordinary shares	2 June 2021	\$8,034	Working Capital & Adelong Project	Nil
G&P Redfearn Investment Pty Ltd <G&P Redfearn Super Fund A/C>	4,017,224	Fully paid ordinary shares	2 June 2021	\$20,086	Working Capital & Adelong Project	Nil
Respite Pty Ltd <Twenty Two Super Fund A/C>	4,017,224	Fully paid ordinary shares	2 June 2021	\$20,086	Working Capital & Adelong Project	Nil
Ms Chitty Tsit Chiu + Mr Wayne Wei Cheng <Cheng & Chiu Family Super Fund A/C>	1,606,890	Fully paid ordinary shares	2 June 2021	\$8,034	Working Capital & Adelong Project	\$723
BMZ Capital Pty Ltd	3,213,779	Fully paid ordinary shares	2 June 2021	\$16,069	Working Capital & Adelong Project	\$16,069
Mr Jiaming Qi	4,017,224	Fully paid ordinary shares	2 June 2021	\$20,086	Working Capital & Adelong Project	\$20,086
Mr Patrick Ciavarella	642,756	Fully paid ordinary shares	2 June 2021	\$3,214	Working Capital & Adelong Project	\$3,214
Mr Xin Fang + Mrs Qiuyi Lin <DDXX SMSF A/C>	1,606,890	Fully paid ordinary shares	2 June 2021	\$8,034	Working Capital & Adelong Project	\$8,034
DC KC Pty Ltd <D&K Costello Super Fund A/C>	803,445	Fully paid ordinary shares	2 June 2021	\$4,017	Working Capital & Adelong Project	\$4,017
Dr De Ying Liu	1,606,890	Fully paid ordinary shares	2 June 2021	\$8,034	Working Capital & Adelong Project	\$8,034
Mr Steven James Reid & Mrs Lauren Shae Reid <Lilypily Super Fund A/C>	2,008,612	Fully paid ordinary shares	2 June 2021	\$10,043	Working Capital & Adelong Project	\$10,043
Mr Christopher John Richards & Mrs Linnet Richards	2,008,612	Fully paid ordinary shares	2 June 2021	\$10,043	Working Capital & Adelong Project	\$10,043
Blue Blitz Investments Pty Ltd <Blue Blitz Investment A/C>	1,606,890	Fully paid ordinary shares	2 June 2021	\$8,034	Working Capital & Adelong Project	\$8,034
Mr Haochen Hu	1,606,890	Fully paid ordinary shares	2 June 2021	\$8,034	Working Capital & Adelong Project	\$8,034
My Fifth Season Pty Ltd	1,606,890	Fully paid ordinary shares	2 June 2021	\$8,034	Working Capital & Adelong Project	\$8,034
Mounts Bay Investments Pty Ltd <CT Super	4,017,224	Fully paid ordinary shares	2 June 2021	\$20,086	Working Capital & Adelong Project	\$20,086

Fund A/C>						
Mr Robert Revis <Knrrjr Investment A/C>	3,213,779	Fully paid ordinary shares	2 June 2021	\$16,069	Working Capital & Adelong Project	\$16,069
Sarisan Consultants Pty Ltd <Mcguigan Family A/C>	4,017,224	Fully paid ordinary shares	2 June 2021	\$20,086	Working Capital & Adelong Project	\$20,086
Mr Craig Bentley	2,008,612	Fully paid ordinary shares	2 June 2021	\$10,043	Working Capital & Adelong Project	\$10,043
Mr Damien Joel Szwarc	1,200,000	Fully paid ordinary shares	2 June 2021	\$6,000	Working Capital & Adelong Project	\$6,000
Ms Chitty Chiu	1,606,890	Fully paid ordinary shares	2 June 2021	\$8,034	Working Capital & Adelong Project	\$8,034
Mr Alexander Lewit	2,410,334	Fully paid ordinary shares	2 June 2021	\$12,052	Working Capital & Adelong Project	\$12,052
SDBG Holdings Pty Ltd <Graj Family A/C>	1,606,890	Fully paid ordinary shares	2 June 2021	\$8,034	Working Capital & Adelong Project	\$8,034
Mr Nicholas Charles Richards	1,606,890	Fully paid ordinary shares	2 June 2021	\$8,034	Working Capital & Adelong Project	\$8,034
Mr Ritesh Ramesh Sanghavi	2,008,612	Fully paid ordinary shares	2 June 2021	\$10,043	Working Capital & Adelong Project	\$10,043
Folium Capital Pty Ltd <JW YE Investment A/C>	4,017,224	Fully paid ordinary shares	2 June 2021	\$20,086	Working Capital & Adelong Project	\$20,086
Yucaja Pty Ltd <The Yoegiar Family A/C>	30,000,000	Fully paid ordinary shares	2 June 2021	\$150,000	Working Capital & Adelong Project	\$150,000
A&J Tannous Nominees Pty Ltd	3,213,779	Fully paid ordinary shares	2 June 2021	\$16,069	Working Capital & Adelong Project	16,069
Mr Kevin Daniel Leary & Mrs Helen Patricia Leary <Kevin & Henlen Leary Super Fund A/C>	8,034,448	Fully paid ordinary shares	2 June 2021	\$40,172	Working Capital & Adelong Project	\$40,172
DVR INVEST PTY LTD <ECHO CAPITAL A/C>	3,213,779	Fully paid ordinary shares	2 June 2021	\$16,069	Working Capital & Adelong Project	\$16,069
Mr Sheng Dong Qiu	1,606,883	Fully paid ordinary shares	2 June 2021	\$8,034	Working Capital & Adelong Project	\$8,034
Mr Joshua Gordon	4,000,000	Fully paid ordinary shares	2 June 2021	\$20,000	Working Capital & Adelong Project	\$20,000
Peter Andrew Proksa	20,000,000	Fully paid ordinary shares	2 June 2021	\$100,000	Working Capital & Adelong Project	\$100,000
Mr Bhavdip Shangavi	4,000,000	Fully paid ordinary shares	2 June 2021	\$20,000	Working Capital & Adelong Project	\$20,000

Allekian Exchange Pty Ltd	16,000,000	Fully paid ordinary shares	2 June 2021	\$80,000	Working Capital & Adelong Project	\$80,000
Klip Pty Ltd <The Beime Super Fund A/C>	15,000,000	Fully paid ordinary shares	2 June 2021	\$75,000	Working Capital & Adelong Project	\$75,000
Gregory Denise Pty Ltd <Gregory Denise Super Fund A/C>	5,000,000	Fully paid ordinary shares	2 June 2021	\$25,000	Working Capital & Adelong Project	\$25,000

#### 4.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 3.

## 5. RESOLUTIONS 4 – RATIFICATION OF PRIOR ISSUES OF SECURITIES

### 5.1 Background

The Company is seeking shareholder approval under Resolution 4 to ratify the following issues of securities:

- (a) 135,000,000 Options issued on 2 June 2021 as free attaching options (1 options for every 2 shares subscribed for) to fund the Adelong gold project, exploration and working capital;

ASX Listing Rule 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies.

Each issue of securities the subject of Resolutions 4 was made under the Company's Listing Rule 7.1 capacity.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time of the issue, and shareholders subsequently approve it. As the issues of securities the subject of each of Resolution 4 were within the Company's placement capacity under ASX Listing Rule 7, and were not previously approved by Shareholders, the Company now seeks Shareholder ratification of the issues pursuant to ASX Listing Rule 7.4.

If Resolution 4 is approved, the prior issues the subject of each Resolution will be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1. The Company will therefore be able to issue additional equity securities under its Listing Rule 7.1 capacity without the securities subject of Resolutions 4 counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1.

## 5.2 Information required by Listing Rule 7.5

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in respect of Resolution 4 for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

### (a) Name of the person/s to whom the Company issued the securities

(i) The Listed Options the subject of Resolution 4 were issued to the following recipients:

Name of recipient of Options	Number of Options
1215 Capital Pty Ltd	2,500,000
Ms Furong Zhang + Mr Victor Zhou <Zhou Family Super A/C>	803,445
Ninety-second harpoon Pty Ltd	964,133
Mr Mitchell Atkins	9,034,448
Mr Sheng Hung	2,008,612
Mr Mark Andrew Tkocz	2,008,612
Square Forest Pty Ltd	3,213,779
First Oak Capital Pty Ltd	803,445
Riya Investments Pty Ltd	2,008,612
Mr Daniel Wayne Pastro	482,067
Hirsch Financial Pty Ltd	2,008,612
Mr Trent Millar	2,008,612
Mr Paul Raymond Givoni	706,890
Mr Matthew Qi	6,025,836
Hammer Fund Pty Ltd	1,606,889
Gravias Capital Pty Ltd <Gravias Capital A/C>	1,606,890
Lennox Investments Pty Ltd	1,004,306
Emdav Capital Pty Ltd	2,508,612
Mr Oon Tian Yeoh + Mrs Elzbieta Helena Yeoh	803,445
M Spicer Investments Pty Ltd <Martin Spicer Family A/C>	3,012,918
Mr Christopher James Whitehead	803,445

G&P Redfearn Investment Pty Ltd <G&P Redfearn Super Fund A/C>	2,008,612
Respite Pty Ltd <Twenty Two Super Fund A/C>	2,008,612
Ms Chitty Tsit Chiu + Mr Wayne Wei Cheng <Cheng & Chiu Family Super Fund A/C>	803,445
BMZ Capital Pty Ltd	1,606,889
Mr Jiaming Qi	2,008,612
Mr Patrick Ciavarella	321,378
Mr Xin Fang + Mrs Qiuyi Lin <DDXX SMSF A/C>	803,445
DC KC Pty Ltd <D&K Costello Super Fund A/C>	401,723
Dr De Ying Liu	803,445
Mr Steven James Reid & Mrs Lauren Shae Reid <Lilypily Super Fund A/C>	1,004,306
Mr Christopher John Richards & Mrs Linnet Richards	1,004,306
Blue Blitz Investments Pty Ltd <Blue Blitz Investment A/C>	803,445
Mr Haochen Hu	803,445
My Fifth Season Pty Ltd	803,445
Mounts Bay Investments Pty Ltd <CT Super Fund A/C>	2,008,612
Mr Robert Revis <Knrjr Investment A/C>	1,606,889
Sarisan Consultants Pty Ltd <Mcguigan Family A/C>	2,008,612
Mr Craig Bentley	1,004,306
Mr Damien Joel Szwarc	600,000
Ms Chitty Chiu	803,445
Mr Alexander Lewit	1,205,167
SDBG Holdings Pty Ltd <Graj Family A/C>	803,445
Mr Nicholas Charles Richards	803,445
Mr Ritesh Ramesh Sanghavi	1,004,306
Folium Capital Pty Ltd <JW YE Investment A/C>	2,008,612
Yucaja Pty Ltd <The Yoegiar Family A/C>	15,000,000
A&J Tannous Nominees Pty Ltd	1,606,890

Mr Kevin Daniel Leary & Mrs Helen Patricia Leary <Kevin & Henlen Leary Super Fund A/C>	4,017,224
DVR INVEST PTY LTD <ECHO CAPITAL A/C>	1,606,889
Mr Sheng Dong Qiu	803,442
Mr Joshua Gordon	2,000,000
Peter Andrew Proksa	10,000,000
Mr Bhavdip Shangavi	2,000,000
Allekan Exchange Pty Ltd	8,000,000
Klip Pty Ltd <The Beime Super Fund A/C>	7,500,000
Gregory Denise Pty Ltd <Gregory Denise Super Fund A/C>	2,500,000
180 Markets Pty Ltd	5,000,000
<b>TOTAL:</b>	<b>135,000,000</b>

**(b) Terms of the securities**

- (i) The Options the subject of Resolution 4 are each exercisable for one Share at a price of \$0.0042 (0.42 cents) and have an expiry date of 31 May 2022. Refer to Schedule 1 for the full terms of the options.

**(c) Date on which the securities were issued**

- (i) The Options the subject of Resolution 4 were issued on 2 June 2021.

**(d) Issue price or consideration received**

- (i) The Options the subject of Resolution 4 were issued as free attaching options to as part of a broader capital raise where by \$1.3mil was raised via the issue of 260,000,000 fully paid shares at an issue price of \$0.005. The free attaching options were issued on a 1 for 2 basis (1 listed options for every 2 shares subscribed for) on the terms as listed above.

**(e) Purpose and use of funds**

- (i) The Company has applied the funds received from the issue of the Shares, to advance the Adelong Gold Project and for general working capital.
- (ii) The Options the subject of Resolution 4 were issued on 2 June 2021 as *free attaching options*. In the event all of the Options the subject of Resolution 4 are exercised, the Company will receive \$467,000 which the Company intends to apply to working capital.

**(f) Voting Exclusion Statement**

A voting exclusion statement for Resolution 4 is set out in the Notice.

### 5.3 Additional Information required by Listing Rule 14.1A

In accordance with Listing Rule 14.1A, in the event that Shareholders do not approve any of Resolutions 4, the Company's placement capacity under Listing Rule 7.1 will be reduced by the number of securities the subject of that Resolution until the earlier of subsequent Shareholder approval to ratify the issue of the securities or 12 months from the date of issue of the securities.

### 5.4 Directors' Recommendation

The Board recommends that Shareholders vote in favour of each of Resolution 4. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 4.

## 6. RESOLUTION 5 – RATIFICATION OF PRIOR SHARE ISSUE MADE UNDER LISTING RULE 7.1A

### 6.1 Background

The Company is seeking shareholder approval under Resolution 5 to ratify the following issues of securities:

- (a) 260,000,000 Shares issued on 2 June 2021 under a placement to sophisticated and professional investors;

Listing Rule 7.1A provides that an Eligible Entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the annual general meeting (**10% Placement Capacity**). The Company was an Eligible Entity at the time the Placement.

As such:

Resolution 5 seeks Shareholder approval for the ratification of the 260,000,000 Placement Shares issued by the Company without Shareholder approval under Listing Rule 7.1A (**7.1A Shares**).

### 6.2 Information required by Listing Rule 7.5

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in respect of Resolutions 3(A)-(D) for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.4:

#### (a) Name of the person/s to whom the Company issued the securities

- (i) The Shares the subject of Resolution 5 were issued to the following recipients:

Name of recipient of Shares	Number of Shares
1215 Capital Pty Ltd	5,000,000
Ms Furong Zhang + Mr Victor Zhou <Zhou Family Super A/C>	1,606,890
Ninety-second harpoon Pty Ltd	1,928,267

Mr Mitchell Atkins	18,068,896
Mr Sheng Hung	4,017,224
Mr Mark Andrew Tkocz	4,017,224
Square Forest Pty Ltd	6,427,558
First Oak Capital Pty Ltd	1,606,890
Riya Investments Pty Ltd	4,017,224
Mr Daniel Wayne Pastro	964,134
Hirsch Financial Pty Ltd	4,017,224
Mr Trent Millar	4,017,224
Mr Paul Raymond Givoni	1,413,779
Mr Matthew Qi	12,051,672
Hammer Fund Pty Ltd	3,213,779
Gravias Capital Pty Ltd <Gravias Capital A/C>	3,213,779
Lennox Investments Pty Ltd	2,008,612
Emdav Capital Pty Ltd	5,017,224
Mr Oon Tian Yeoh + Mrs Elzbieta Helena Yeoh	1,606,890
M Spicer Investments Pty Ltd <Martin Spicer Family A/C>	6,025,836
Mr Christopher James Whitehead	1,606,890
G&P Redfearn Investment Pty Ltd <G&P Redfearn Super Fund A/C>	4,017,224
Respite Pty Ltd <Twenty Two Super Fund A/C>	4,017,224
Ms Chitty Tsit Chiu + Mr Wayne Wei Cheng <Cheng & Chiu Family Super Fund A/C>	1,606,890
BMZ Capital Pty Ltd	3,213,779
Mr Jiaming Qi	4,017,224
Mr Patrick Ciavarella	642,756
Mr Xin Fang + Mrs Qiuyi Lin <DDXX SMSF A/C>	1,606,890
DC KC Pty Ltd <D&K Costello Super Fund A/C>	803,445
Dr De Ying Liu	1,606,890
Mr Steven James Reid & Mrs Lauren Shae Reid <Lilypily	2,008,612



Super Fund A/C>	
Mr Christopher John Richards & Mrs Linnet Richards	2,008,612
Blue Blitz Investments Pty Ltd <Blue Blitz Investment A/C>	1,606,890
Mr Haochen Hu	1,606,890
My Fifth Season Pty Ltd	1,606,890
Mounts Bay Investments Pty Ltd <CT Super Fund A/C>	4,017,224
Mr Robert Revis <Knrrjr Investment A/C>	3,213,779
Sarisan Consultants Pty Ltd <Mcguigan Family A/C>	4,017,224
Mr Craig Bentley	2,008,612
Mr Damien Joel Szwarc	1,200,000
Ms Chitty Chiu	1,606,890
Mr Alexander Lewit	2,410,334
SDBG Holdings Pty Ltd <Graj Family A/C>	1,606,890
Mr Nicholas Charles Richards	1,606,890
Mr Ritesh Ramesh Sanghavi	2,008,612
Folium Capital Pty Ltd <JW YE Investment A/C>	4,017,224
Yucaja Pty Ltd <The Yoegiar Family A/C>	30,000,000
A&J Tannous Nominees Pty Ltd	3,213,779
Mr Kevin Daniel Leary & Mrs Helen Patricia Leary <Kevin & Henlen Leary Super Fund A/C>	8,034,448
DVR INVEST PTY LTD <ECHO CAPITAL A/C>	3,213,779
Mr Sheng Dong Qiu	1,606,883
Mr Joshua Gordon	4,000,000
Peter Andrew Proksa	20,000,000
Mr Bhavdip Shangavi	4,000,000
Allekian Exchange Pty Ltd	16,000,000
Klip Pty Ltd <The Beime Super Fund A/C>	15,000,000
Gregory Denise Pty Ltd <Gregory Denise Super Fund A/C>	5,000,000
<b>TOTAL:</b>	<b>260,000,000</b>

**(b) Terms of the securities**

- (i) The Shares the subject of Resolution 5 rank equally in all respects with all other Shares that the Company has on issue.

**(c) Date on which the securities were issued**

The Shares the subject of Resolution 5(A) were issued on 11 May 2020.

**(d) Purpose and use of funds**

- (i) The Company has applied the funds received from the issue of the Shares the subject of Resolution 5 to complete the advance the Adelong Gold Project and for general working capital.

**(e) Voting Exclusion Statement**

A voting exclusion statement for Resolutions 5 is set out in the Notice.

**6.3 Additional Information required by Listing Rule 14.1A**

In accordance with Listing Rule 14.1A, in the event that Shareholders do not approve Resolution 5 the Company's 10% Placement Capacity under Listing Rule 7.1A (if Resolution 6 is approved) will be reduced by the amount of the 7.1A Shares until 12 months from the date of issue of the 7.1A Shares.

If Shareholders approve Resolution 5, the issue of the 7.1A Shares will not count towards the Company's 10% Placement Capacity when calculating that capacity for future issues of securities (if Resolution 5 is also approved).

**6.4 Directors' Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 5. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 5.

---

**7. ENQUIRIES**

Shareholders are required to contact Mr Andrew Draffin (+ 61 3) 8611 5333 if they have any queries in respect of the matters set out in these documents.

---

## GLOSSARY

**10% Placement Capacity** has the meaning given in section [4.14.1](#) of the Explanatory Statement.

**\$** means Australian dollars.

**Annual General Meeting** means the meeting convened by the Notice of Meeting.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of directors of the Company.

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

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

**Company** means 3D Resources Limited (ACN 120 973 775).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000 or less.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or

indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

**Option** means an option to acquire a Share.

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

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2021.

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

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

**Shareholder** means a holder of a Share.

**Variable A** means "A" as set out in the calculation in section 4.3 of the Explanatory Statement.

## APPOINTMENT OF PROXY FORM

3D RESOURCES LIMITED  
ACN 120 973 775

### ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR:

☐

the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held online at 2.30pm (AEDT) on 6 December 2021, and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

#### Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr John Chegwiddden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issues of securities – 135,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issues of securities – 260,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

#### Important for Resolution 1

If you have not directed your proxy how to vote as your proxy in respect of Resolution 1 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

☐

I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolution 1 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: \_\_\_\_\_

Contact name: \_\_\_\_\_

Contact ph (daytime): \_\_\_\_\_

E-mail address: \_\_\_\_\_

Consent for contact by e-mail:    YES ☐ NO ☐

## Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director, who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to 3D Resources Limited, PO Box 253 Collins Street West, Melbourne VIC 8007; or
  - (b) [info@3dresources.com.au](mailto:info@3dresources.com.au),

so that it is received not later than **2.30pm** (AEDT) on 4 December 2021.

**Proxy Forms received later than this time will be invalid.**

## SCHEDULE 1 – TERMS AND CONDITIONS OF LISTED OPTIONS

### 1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

### 2. Exercise Price and Expiry Date: The exercise price and expiry date of the Options is as specified below:

Options	Investor Options
Exercise Price	\$0.0042 each
Expiry Date	31 May 2022

An Option not exercised by the Expiry Date will automatically lapse at 5.00pm (EST) on the Expiry Date.

### 3. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

### 4. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

### 5. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

### 6. Issue of Shares on exercise

Within 15 business days after the Exercise Date, the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if admitted to the official list of ASX at the time, subject to any restriction or escrow arrangements imposed by ASX or under the Scheme, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.



**7. Shares issued on exercise**

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

**8. Reconstruction of capital**

In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the expiry date of the Options, all rights of the Option holder will be varied in accordance with the Listing Rules.

**9. Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. However, the Company will give the holders of Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

**10. Change in exercise price**

There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).

**11. Transferability**

The Options are transferable with prior written consent of the Board.

**12. Adjustments:** Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.

**13. Governing law:** These terms and the rights and obligations of the Option holder are governed by the laws of Western Australia. The Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

## APPOINTMENT OF PROXY FORM

**3D RESOURCES LIMITED**  
**ACN 120 973 775**

### ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

**OR:** ☐ the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held online at 2.30pm (AEDT) on 6 December 2021, and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

#### Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr John Chegwiddden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issues of securities – 135,000,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issues of securities – 260,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

#### Important for Resolution 1

If you have not directed your proxy how to vote as your proxy in respect of Resolution 1 and the Chair is, or may by default be, appointed your proxy, you must mark the box below.

☐ I/we direct the Chair to vote in accordance with his/her voting intentions (as set out above) on Resolution 1 (except where I/we have indicated a different voting intention above) and expressly authorise that the Chair may exercise my/our proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If the Chair is, or may by default be, appointed your proxy and you do not mark this box and you have not directed the Chair how to vote, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 1.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: \_\_\_\_\_ %

#### Signature of Shareholder(s):

**Individual or Shareholder 1**

Sole Director/Company Secretary

**Shareholder 2**

Director

**Shareholder 3**

Director/Company Secretary

**Date:**

**Contact name:**

**Contact ph (daytime):**

**E-mail address:**

**Consent for contact by e-mail:**

YES ☐ NO ☐

## Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director, who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to 3D Resources Limited, PO Box 253 Collins Street West, Melbourne VIC 8007; or
  - (b) [info@3dresources.com.au](mailto:info@3dresources.com.au).

so that it is received not later than **2.30pm** (AEDT) on 4 December 2021.

**Proxy Forms received later than this time will be invalid.**