

Aeon Metals Limited
Level 5, 126 Phillip Street
Sydney NSW 2000
ACN: 121 964 725

<https://www.aeonmetals.com.au/>



Aeon Metals Limited

Notice of 2020 Extraordinary General Meeting Explanatory Statement | Proxy Form

12 August 2020

10:00 AM AEST

Address

Macquarie Room, State Library of NSW
Macquarie Street
Sydney NSW 2000

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.

Contents

Venue and Voting Information	2
Notice of Extraordinary General Meeting – Agenda and Resolutions	3
Notice of Extraordinary General Meeting – Explanatory Statement	10
Glossary	17
Annexure A – Summary of Long Term Incentive Plan	18
Proxy Form	Attached

Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (AEST) on 12 August 2020 at the Macquarie Room, State Library of NSW, Macquarie Street, Sydney NSW 2000.

Your vote is important

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

Voting in person

To vote in person, attend the Extraordinary General Meeting on the date and at the place set out above.

Due to the COVID-19 pandemic, the Company may be bound to adhere to any government restrictions on gatherings in place at the date of the Extraordinary General Meeting. This could result in the number of people attending the Extraordinary General Meeting being restricted. Although the Company intends for all attendees access to the Extraordinary General Meeting, should numbers need to be restricted, Shareholders will be given priority.

The Company intends to monitor government guidelines in the lead up to the Extraordinary General Meeting, and, if deemed necessary, may change the way in which shareholders can attend and vote on the day of the Extraordinary General Meeting, which may include the use of virtual meeting technology. If such an arrangement is required, the Company will release an announcement to the ASX advising of such arrangements.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	www.votingonline.com.au/amlegm2020
By post	Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001
By hand	Boardroom Pty Limited, Level 12 / 225 George Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Aeon Metals Limited ACN 121 964 725 will be held at 10:00am (AEST) on 12 August 2020 at the Macquarie Room, State Library of NSW, Macquarie Street, Sydney NSW 2000 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at 7:00pm (AEST) on 10 August 2020. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Resolutions

1. **Resolution 1 – Approval of Incentive Share Loan Extension to Paul Harris**

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the extension for a period of three years of a limited recourse loan pursuant to which a nominee of Paul Harris, Director of the Company, was issued 2,500,000 shares in the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who is to receive securities in relation to the entity;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) 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 a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. **Resolution 2** – Approval of Incentive Share Loan Extension to Hamish Collins

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the extension for a period of three years of a limited recourse loan pursuant to which a nominee of Hamish Collins, Director of the Company, was issued 2,500,000 shares in the Company, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who is to receive securities in relation to the entity;
- (b) a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (c) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) 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 a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. **Resolution 3 – Approval of Long Term Incentive Plan**

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

“That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)), sections 257B(1), 259B(1), 260C(4) of the Corporations Act and for all other purposes, the Shareholders of the Company approve the adoption of an employee share incentive plan entitled the “Long Term Incentive Plan” (Plan) on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is eligible to participate to participate in the Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) 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 a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. **Resolution 4 – Approval of Loan Funded Shares to Paul Harris**

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

“That, subject to Resolution 3 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,250,000 Shares (which are funded via a limited recourse loan) to Paul Harris (or his nominee), Director of the Company, under the Plan, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) 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 a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5 – Approval of Loan Funded Shares to Hamish Collins

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

“That, subject to Resolution 3 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,250,000 Shares (which are funded via a limited recourse loan) to Hamish Collins (or his nominee), Director of the Company, under the Plan, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) 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 a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. **Resolution 6** – Approval of Loan Funded Shares to Ivan Wong

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

“That, subject to Resolution 3 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,250,000 Shares (which are funded via a limited recourse loan) to Ivan Wong (or his nominee), Director of the Company, under the Plan, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) 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 a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. **Resolution 7 – Approval of Loan Funded Shares to Andrew Greville**

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

“That, subject to Resolution 3 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,250,000 Shares (which are funded via a limited recourse loan) to Andrew Greville (or his nominee), Director of the Company, under the Plan, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) 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
- (iii) 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 a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

David Hwang
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 10:00am (AEST) on 12 August 2020 at the Macquarie Room, State Library of NSW, Macquarie Street, Sydney NSW 2000.

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.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Extraordinary General Meeting are set out below.

Resolutions

Resolutions 1 and 2 – Approval of Incentive Share Loan Extensions to Directors

Background

Resolutions 1 and 2 seek Shareholder approval to extend the loans attached to Shares which have been previously granted to Messrs Paul Harris (Chairman) and Hamish Collins (Managing Director), Directors of the Company.

On 11 August 2017, Shareholders approved the grant of 2,500,000 Shares in the Company to be funded by a limited recourse, interest free 3 year loans from the Company. The Shares were issued on 17 August 2017 at 14.5 cents per Share, with the loan term originally set to expire on 17 August 2020.

The effect of Resolutions 1 and 2 in this Notice being passed would be to extend the loan by a further 3 years (to 17 August 2023) and also, incorporate a provision that allows for the loans to be forgiven by the Company if a Change of Control Event takes place.

The grant of the Shares in 2017 was designed to incentivise the Directors by participating in the future growth of the Company through share ownership and in recognition of the contribution made to the Company by the Directors and their ongoing responsibility. The Directors will benefit from these Shares and the associated loans if the Company's Share price increases beyond a 25% premium above the 14.5 Share issue price, or if a Change of Control Event takes place.

As these are limited recourse loans, if there was a default by a Director, the sole recourse of the Company will be to the relevant Shares. If a Director ceases to be a Director during the term of the loan, the Director will continue to hold the Shares for the remainder of the loan term.

The effect of an extension of the loan term will be to maintain an incentive for the Directors to work to increase the Company's Share price and may defer the point when individual Directors may elect to sell the Shares into the market. The extension (to 17 August 2023) will also defer the end date of the loans which could see these Shares sold into the market to recover the Company's loans.

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an Associate of a person referred to in (a) to (c) above; and

- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

As Messrs Harris and Collins are existing Directors of the Company, each of them is a person in a position of influence for the purposes of Listing Rule 10.11. The proposed issue does not fall within any of the exceptions in Listing Rule 10.12, and therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Whilst the Shares (subject of Resolutions 1 and 2) are already on issue, the commercial effect of the proposed extension of the loans (and amendments of its terms) is to confer on the respective Directors the continued benefit of these parcel of Shares for a further 3 year period (to 17 August 2023), therefore, the Company seeks Shareholder approval under Listing Rule 10.11 as if 2,500,000 Shares were now being issued to Messrs Harris and Collins.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the proposed amendments to the terms of the loans attached to the Shares, which includes the extension of the loan term to 17 August 2023.

If this Resolution is not passed, the Company will not be able to proceed with the proposed amendments, and the loan term will expire on 17 August 2020, which will result in the loans being discharged pursuant to its terms.

Chapter 2E and section 260A of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed amendments to the terms of the loans attached to the Shares constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The Board (with the conflicted Directors excluded) carefully considered the giving of this financial benefit to Messrs Harris and Collins and formed the view that the giving of this financial benefit was reasonable remuneration for the purposes of section 211 of the Corporations Act, and relies on this exception for the purposes of Resolutions 1 and 2 in this Notice. Accordingly, the proposed amendments to the terms of the loans requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

In addition, the proposed 3 year loan extension may constitute financial assistance for the purchase of Shares in the Company and this is permitted by section 260A of the Corporations Act if the giving of the assistance does not materially prejudice the interests of the Company or its Shareholders, or the Company's ability to pay its creditors. The Board (with the conflicted Directors excluded) formed the view that, in the circumstances, that the proposed financial assistance satisfies these tests.

Information required by ASX Listing Rule 10.13

The following information for the purposes of ASX Listing Rule 10.13 is provided to Shareholders:

- (a) The allottees will remain the same, being the current holders of the shares by the respective Directors (or their nominees).
- (b) Messrs Paul Harris and Hamish Collins are each current Directors of the Company, to whom Listing Rule 10.11.1 applies.
- (c) The Shares (being 2,500,000 Shares to each of Messrs Harris and Collins (or their nominees)) were issued on 17 August 2017.
- (d) The Shares on issue are fully paid and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (e) The amendments to the terms of the loans (which will result in the loan term being extended to 17 August 2023, and the incorporation of a provision that allows for the loans to be forgiven by the Company if a Change of Control Event takes place) will be implemented within 1 month of

Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).

- (f) The issue price of the Shares was 14.5 cents per Share.
- (g) No funds have been raised in respect of these Shares.
- (h) The current total remuneration packages of each of the Directors are as follows:

Director	Salary/Director fees	Current incentive based remuneration
Paul Harris, Non-Executive Chairman	\$180,000	2,500,000 loan funded Shares (issue price 14.5 cents, loan term expires on 17 August 2020)**
Hamish Collins, Managing Director	\$400,000 (plus superannuation)	4,000,000 loan funded Shares (issue price 12 cents, loan term expires on 3 July 2023) 2,500,000 loan funded Shares (issue price 14.5 cents, loan term expires on 17 August 2020)** 1,000,000 loan funded Shares (issue price 17 cents, loan term expires on 18 December 2022)

** These are the Shares where the loan terms are proposed to be extended from 17 August 2020 to 17 August 2023 (subject of Resolutions 1, 2 and 3).

Note: Under Resolutions 4, 5, 6 and 7 of this Notice of Meeting, new loan funded Shares are proposed to be issued to Messrs Paul Harris, Hamish Collins, Ivan Wong and Andrew Greville. If these are approved by Shareholders, they would also form part of each of their respective remuneration packages.

- (i) The Shares were issued pursuant to loan agreements between the Company and the respective Directors. If Resolutions 1 and 2 are approved by Shareholders, these loan agreements would be amended to incorporate the revised terms.
- (j) Material terms of the proposed loan agreements are set out above, in the Explanatory Statement of this Resolution. As noted above, the material terms as follows:
 - (i) The loans are interest free.
 - (ii) Where repayment of the loans are required, the sole recourse of the Company will be the relevant Shares. If a Director ceases to be a Director during the term of the loan, the Director will continue to hold the Shares for the remainder of the loan term.

Resolution 3 – Approval of Long Term Incentive Plan

Background

Shareholder approval is being sought to adopt an employee incentive scheme entitled “Long Term Incentive Plan” (**Incentive Plan**) under Resolution 3 of this Notice of Meeting.

The Company last adopted an employee incentive scheme (which was then entitled the Employee Share Incentive Plan) on 11 August 2017. As more than three years will lapse from this date in the coming months, the Company seeks Shareholder approval to adopt a new employee incentive scheme. If Shareholder approval is obtained for this Incentive Plan, the securities previously granted by the last adopted plan will be governed by the Incentive Plan.

Under the terms of the Incentive Plan, the Company will have the ability to grant a range of incentive securities, such as loan funded shares, unlisted options and unlisted performance rights.

A summary of the key terms of the Incentive Plan is set out in Annexure A, and a copy of the rules of the Incentive Plan is available upon request from the Company.

ASX Listing Rules

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

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

The Company advises that Shareholder approval for the Incentive Plan has not been previously sought from Shareholders under ASX Listing Rule 7.2 (exception 13(b)). Accordingly, this would be the first time that the Company has sought Shareholder approval for the Incentive Plan for the purposes of ASX Listing Rule 7.2 (exception 13(b)). If this Resolution is approved by Shareholders, the Company will issue a maximum of equity securities under the Incentive Plan limited to 10% of the issued Shares as on the date when the issue is proposed to take place. Further details of this limit are set out in the summary of the key terms of the Incentive Plan in Annexure A. Based on the Company's issued Shares as of the date of this Notice, the maximum of equity securities that could be issued under the Incentive Plan would be 67,756,972 (based on issued Share capital of 677,569,727).

For completeness, the Company advises that under the former employee incentive scheme, the Company issued 9,600,000 equity securities.

As the Incentive Plan will permit the issue of loan funded Shares, the following additional approvals and disclosure as required by the Corporations Act has been included below.

Shareholder loans

The Board may, in its discretion, also determine that the Company will provide limited recourse loans to participants to use to pay the subscription price for the purchase of loan funded Shares under the Incentive Plan.

Permit the Company to take security over its own Shares

Section 259B(1) of the Corporations Act prohibits a company taking security over shares in itself or in a company that controls it, unless one of the exceptions in subsections 259B(2) or 259(3) applies. Section 259(2) of the Corporations Act permits the taking of security by a Company over its own Shares, if the security is taken over shares issued under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

Employee share scheme is defined widely by the Corporations Act and includes the Incentive Plan.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order for the Company to take security over its own Shares issued under the Incentive Plan if required to do so.

Exemption for financial assistance

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (a) giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors;
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to financial assistance, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an ordinary resolution.

As noted above and set out in Annexure A, the terms of the Incentive Plan envisages the giving of financial assistance by the Company to eligible and invited participants in the form of interest free, limited recourse loans to acquire loan funded Shares in the Company.

Although the Board does not consider that the giving of financial benefit under the Incentive Plan will materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors, Shareholder approval is being sought under this Resolution to enable the Company to qualify for the special exemption offered by section 260C(4) of the Corporations Act.

Employee share scheme buy-back

Section 257B(1) of the Corporations Act sets out the procedure for various forms of share buy-back, including an "employee share scheme buy-back". In order for the Company to undertake a buy-back of Shares under the Incentive Plan using the employee share scheme buy-back procedure under the Corporations Act, the Incentive Plan must be approved by Shareholders of the Company.

Accordingly, Shareholder approval is being sought under this Resolution to approve the Incentive Plan in order for the Company to undertake a buy-back of Shares under the Incentive Plan using the employee share scheme buy-back procedure under the Corporations Act.

Directors Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolutions 4, 5, 6 and 7 – Approval of New Loan Funded Shares to Directors

Background

The Company seeks to invite Messrs Paul Harris, Hamish Collins, Ivan Wong and Andrew Greville, subject to Shareholder approval that is sought under Resolutions 4, 5, 6 and 7 respectively, to participate in the Incentive Plan by each subscribing for 2,250,000 loan funded Shares under the Incentive Plan (**New Loan Funded Shares**).

A summary of the material terms of the New Loan Funded Shares are as follows:

- (a) the loan to be interest free and for a 3 year term;
- (b) the repayment of the loan to have limited recourse to the relevant Shares only;
- (c) the Company to maintain a holding lock or equivalent on the Shares pending repayment of the loan;
- (d) if any Share is sold during the term, it must be sold at a price no less than the issue price plus 25% and the loan amount in respect of that Share must be repaid;
- (e) in the event that a Change of Control Event occurs, the loans will be forgiven by the Company; and
- (f) the holder will be entitled to all rights arising in respect of the Shares while there is any loan amount outstanding, except that cash distributions must be paid to the Company to reduce the loan amount outstanding.

As these are limited recourse loans, if there was a default by a Director, the sole recourse of the Company will be to the relevant Shares. If a Director ceases to be a Director during the term of the loan, the Director will continue to hold the Shares for the remainder of the loan term.

If Shareholder approval is obtained for Resolutions 4, 5, 6 and 7, the issue price of the New Loan Funded Shares will be calculated by taking the ASX closing price of the Company's Share on the date of allotment. However, if 2 months prior to the date of allotment, the Company raised equity at an issue price higher than the relevant ASX closing price, then the issue price (of the New Loan Funded Shares) will be at that higher equity raise price.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- (a) a director of the Company;
- (b) an associate of a director of the Company; or
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Messrs Harris, Collins, Wong and Greville are current Directors of the Company, the proposed issue of New Loan Funded Shares to each of them constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, Resolutions 4, 5, 6 and 7 seeks the required Shareholder approval to issue the New Loan Funded Shares to Messrs Harris, Collins, Wong and Greville respectively, under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 4), separate approval is not required under Listing Rule 10.11.

If Resolutions 4, 5, 6 and 7 are passed, the Company will be able to proceed with the proposed issue of New Loan Funded Shares, which will assist in incentivising and remunerating each of the Directors in their respective roles.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and the Company may have to consider other mechanisms to incentivise and remunerate each of the Directors, which may not be as cost effective for the Company.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of New Loan Funded Shares constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The Board (with the conflicted Directors excluded) carefully considered the issue of New Loan Funded Shares to Messrs Harris, Collins, Wong and Greville and formed the view that the giving of this financial benefit to each of them was reasonable remuneration for the purposes of section 211 of the Corporations Act, and relies on this exception for the purposes of Resolutions 4, 5, 6 and 7 in this Notice.

In forming their respective views, the Board (with the conflicted Directors excluded) noted the following:

- (a) The proposed issue of New Loan Funded Shares will be in addition to loan funded shares granted in 2017 for Mr Harris (further details of which are set out below). Mr Harris is the Chairman of the Board, and continues to perform an integral role in the continued development of the Company’s operations. Additional incentives (in the form of equity securities) is a cost effective way to assist in aligning his interests with Shareholders of the Company.
- (b) The proposed issue of New Loan Funded Shares will be in addition to other incentive based remuneration already held by Mr Collins (further details of which are set out below). Given Mr Collins’ executive role as the Company’s Managing Director, it is appropriate to continue to provide additional incentives that will assist in aligning his interests with Shareholders of the Company. Additional incentives in the form of equity securities is a more cost effective measure compared to cash payments.
- (c) The proposed issue of New Loan Funded Shares will be in addition to loan funded shares granted in 2017 for Mr Wong, however, these are due to expire on 17 August 2020 (with an issue price of 14.5 cents per share). The proposed issue of New Loan Funded Shares is a cost effective way to assist in aligning his interests with Shareholders of the Company, and also, remunerate him for his services to the Company.
- (d) Mr Greville recently joined the Board as a non-executive Director of the Company. Mr Greville has not been previously granted any incentive securities. The proposed issue of New Loan Funded Shares to Mr Greville is similar to grants made to other existing and former Directors of the Company, and is designed to incentivise the Director by participating in the future growth of the Company through share ownership and in recognition of the contribution made to the Company by the Director and their ongoing responsibility.

Accordingly, the proposed issue of New Loan Funded Shares requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information for the purposes of ASX Listing Rule 10.15 is provided to Shareholders:

- (a) The allottees are Messrs Paul Harris, Hamish Collins, Ivan Wong and Andrew Greville (or their nominees).
- (b) Each of the allottees are current Directors of the Company whom satisfy Listing Rule 10.14.1.
- (c) The maximum number of New Loan Funded Shares to be issued to each Director is 2,250,000.

- (d) The current total remuneration packages (excluding the proposed New Loan Funded Shares) of each of the Directors are as follows:

Director	Salary/Director fees	Current incentive based remuneration
Paul Harris, Non-Executive Chairman	\$180,000	2,500,000 loan funded Shares (issue price 14.5 cents, loan term expires on 17 August 2020)**
Hamish Collins, Managing Director	\$400,000 (plus superannuation)	4,000,000 loan funded Shares (issue price 12 cents, loan term expires on 3 July 2023) 2,500,000 loan funded Shares (issue price 14.5 cents, loan term expires on 17 August 2020)** 1,000,000 loan funded Shares (issue price 17 cents, loan term expires on 18 December 2022)
Ivan Wong, Non-Executive Director	\$65,000 (plus superannuation)	2,500,000 loan funded Shares (issue price 14.5 cents, loan term expires on 17 August 2020)
Andrew Greville, Non-Executive Director	\$65,000 (plus superannuation)	Nil

** These are the Shares where the loan terms are proposed to be extended from 17 August 2020 to 17 August 2023 (subject of Resolutions 1 and 2).

- (e) This is the first time that Shareholder approval is being sought for the Incentive Plan (refer to Resolution 3 of this Notice).
- (f) The New Loan Funded Shares will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company. With respect to the loans attached to the New Loan Funded Shares, the material terms are set out above on page 14 of the Notice.
- (g) The New Loan Funded Shares will be issued within 3 years from the date of this Meeting, if approved by Shareholder of the Company.
- (h) The issue price of the New Loan Funded Shares will be calculated by taking the ASX closing price of the Company's Share on the date of allotment. However, if 2 months prior to the date of allotment, the Company raised equity at an issue price higher than the relevant ASX closing price, then the issue price (of the New Loan Funded Shares) will be at that higher equity raise price.
- (i) The material terms of the Incentive Plan are set out in Annexure A of this Notice of Meeting.
- (j) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Change of Control Event means where:

- (a) a court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;
- (b) any person becomes bound or entitled to acquire shares in the Company under:
 - (i) section 411 of the Corporations Act (upon a scheme of arrangement being approved); or
 - (ii) Chapter 6A of the Corporations Act (compulsory acquisition following a Takeover Bid);
- (c) a Takeover Bid or other offer is made to acquire more than 75% of the voting shares of the Company and has become unconditional;
- (d) the Company passes a resolution for voluntary winding up;
- (e) an order is made for the compulsory winding up of the Company; or
- (f) a person or a group of associated persons obtains a relevant interest in sufficient Shares to give it or them the ability, in a general meeting, to replace all or a majority of the Board.

Company means Aeon Metals Limited ACN 121 964 725.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Dollar or "\$" means Australian dollars.

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

Extraordinary General Meeting or **EGM** or **Meeting** means an Extraordinary General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of Extraordinary General Meeting dated 13 July 2020 including the Explanatory Statement.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

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

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Boardroom Pty Limited.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Annexure A – Summary of Long Term Incentive Plan

The Company intends to adopt the Long Term Incentive Plan (**LTIP**), to assist in the reward, retention and motivation of the Company's Directors, senior management, and other key employees.

Under the rules of the LTIP, the Board has a discretion to offer any of the following awards to senior management, directors or other nominated key employees:

- options to acquire Shares;
- performance rights to acquire Shares; and/or
- Shares, including to be acquired under a limited recourse loan funded arrangement,

In each case subject to service-based conditions and/or performance hurdles (collectively, the **Incentive Securities**).

The terms and conditions of the LTIP are set out in comprehensive rules. A summary of the rules of the LTIP is set out below:

- The LTIP is open to Directors, senior management, and any other employees of the Company, as determined by the Board. Participation is voluntary.
- The Board may determine the type and number of Incentive Securities to be issued under the LTIP to each participant and other terms of issue of the Incentive Securities, including:
 - what service-based conditions and/or performance hurdles must be met by a participant in order for an Award to vest (if any);
 - the fee payable (if any) to be paid by a participant on the grant of Incentive Securities;
 - the exercise price of any option granted to a participant;
 - the period during which a vested option can be exercised; and
 - any forfeiture conditions or disposal restrictions applying to the Incentive Securities and any Shares that a participant receives upon exercise of their options or performance rights.
- The Board may, in its discretion, also determine that the Company will issue limited recourse loans to participants to use for the purchase of Shares as part of a Share Award under the LTIP.
- When any service-based conditions and/or performance hurdles have been satisfied, participants will receive fully vested Shares or their options/performance rights will become vested and will be exercisable over Shares (as applicable).
- Each vested option and performance right enables the participant to be issued or to be transferred one Share upon exercise, subject to the rules governing the LTIP and the terms of any particular offer.
- Participants holding options or performance rights are not permitted to participate in new issues of securities by the Company but adjustments may be made to the number of Shares over which the options or performance rights are granted and/or the exercise price (if any) to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the rules of the LTIP and the Listing Rules.
- The LTIP limits the number of Incentive Securities that the Company may grant without Shareholder approval. An offer of Incentive Securities under the LTIP must not be made if the aggregate number of the following will exceed 10% of the issued Shares as on the date when the issue is proposed to take place:
 - the number of Shares which are subject of the offer of the Incentive Securities;
 - the total number of Shares which are the subject of any outstanding offers of Incentive Securities; and
 - the total number of Shares which would be issued under all outstanding Incentive Securities that have been granted but which have not yet been exercised, converted, terminated or expired.

For the purposes of this 10% limit, the limit does not count:

- an offer to a person situated outside Australia;
 - an offer made under a disclosure document (such as a prospectus) as defined in the Corporations Act; and
 - any Incentive Securities which have expired or were cancelled after its issue.
- The Board may delegate management and administration of the LTIP, together with any of their powers or discretions under the LTIP, to a committee of the Board or to any one or more persons selected by them as the Board thinks fit.



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEST) on Monday 10 August 2020.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/amlegm2020>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEST) on Monday, 10 August 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/amlegm2020>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Aeon Metals Ltd** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at the **Macquarie Room, State Library of NSW, Macquarie Street, Sydney NSW 2000 on Wednesday, 12 August, 2020 at 10:00am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of all Resolutions, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Approval of Incentive Share Loan Extension to Paul Harris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Incentive Share Loan Extension to Hamish Collins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Loan Funded Shares to Paul Harris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Loan Funded Shares to Hamish Collins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Loan Funded Shares to Ivan Wong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Loan Funded Shares to Andrew Greville	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020