



23 February 2023

Dear Shareholder

General Meeting – Notice and Proxy Form

Notice is hereby given that a General Meeting (**Meeting**) of Shareholders of Todd River Resources Limited (ABN 45 600 308 398) (**Company**) will be held at 4/24 Parkland Rd, Osborne Park WA 6017 on 24 March 2023 at 11.00 am (WST).

The Board has made the decision that it will hold a physical Meeting with appropriate social distancing measures. If the Company makes any alternative arrangements to the way in which the meeting is held, Shareholders will be notified by way of announcement on ASX and the details will also be made available on our website at <https://trrltd.com.au/category/asx-announcements/>.

In accordance with section 110D(1) of the Corporations Act 2001 (Cth), the Company will not be dispatching physical copies of the Notice of General Meeting (Notice) unless a shareholder has requested a hard copy. Instead, a copy of the Notice, which was released to the ASX, can be viewed and downloaded at the Company's website at <https://trrltd.com.au/category/asx-announcements/> or ASX at www2.asx.com.au.

Shareholders are encouraged to submit a proxy vote either online at www.investorvote.com.au, or by returning the personalised proxy form (enclosed) in accordance with the instructions set out on the proxy form.

Your proxy voting instruction must be received by 11.00 am (WST) on 22 March 2023, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice please contact the Company's share registry, Computershare Investor Services Pty Limited, on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Yours sincerely

A handwritten signature in black ink that reads "Simon Robertson".

Simon Robertson
Company Secretary



Todd River Resources Limited
ABN 45 600 308 398

NOTICE OF GENERAL MEETING

**The General Meeting will be held at
4/24 Parkland Rd, Osborne Park WA 6017
At 11.00AM (WST) on 24 March 2023.**

**Shareholders are urged to attend the meeting or vote by lodging the
Proxy Form attached to this Notice.**

This Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 6166 0255.

Todd River Resources Limited

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NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Todd River Resources Limited (the **Company**) will be held at 4/24 Parkland Rd, Osborne Park WA 6017 on 24 March 2023 at 11.00AM (WST) (the **Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 22 March 2023 (being 2 days prior to the date of the meeting) at 4.00pm (WST).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

COVID-19 Information

It is currently anticipated that the Meeting will be held in person (and not by virtual means). The Company has taken steps to ensure that all attendees will be able to participate in the Meeting while maintaining their health and safety and abiding by any applicable social distancing requirements.

Shareholders do not need to attend the Meeting in order to cast their vote(s). The Company therefore recommends that Shareholders who do not wish to attend the Meeting in person, but who wish to vote, appoint the Chairman as their proxy (and where desired, direct the Chairman how to vote on a Resolution) rather than attending in person.

If the Meeting cannot be held in person for any reason, the Company will seek to make additional arrangements as required.

AGENDA

SPECIAL BUSINESS

Resolution 1 – Ratification of issue of Shares pursuant to the November 2022 Placement

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 33,780,000 Shares pursuant to Tranche 1 of the November 2022 Placement, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

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

- (a) *any person who participated in the issue or who is a counterparty to the agreement being approved; or*
- (b) *any associates (as defined in the Listing Rules) of those persons.*

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (c) *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*
- (d) *the Chairman 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 Chairman to vote on the Resolution as the Chairman decides; or*
- (e) *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 the 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.*

Resolution 2 – Issue of Shares pursuant to the November 2022 Placement to investors

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue by the Company of up to 15,833,332 Shares to certain sophisticated and institutional investors (or their nominees) under Tranche 2 of the November 2022 Placement, as described in the Explanatory Memorandum, is approved.”

Voting Exclusion

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

- (i) *a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or*
- (ii) *an associate of those persons.*

However, the Company will not disregard a vote if:

- (iii) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (iv) *it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Resolution 3 – Issue of Shares to Mr William Dix under the November 2022 Placement

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,664,444 Shares to Mr William Dix (or his nominee) under Tranche 2 of the November 2022 Placement, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr William Dix (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares) or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) 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*
- (b) the Chairman 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 Chairman to vote on the Resolution as the Chairman decides; or*
- (c) 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 the 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.*

Resolution 4 – Issue of Shares to Mr Edward Fry under the November 2022 Placement

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 555,555 Shares to Mr Edward Fry (or his nominee) under Tranche 2 of the November 2022 Placement, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Edward Fry (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares) or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) 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*
- (b) the Chairman 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 Chairman to vote on the Resolution as the Chairman decides; or*
- (c) 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 the 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.*

Resolution 5 – Issue of Shares to Mr Geoffrey Stuart Crow under the November 2022 Placement

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 5,555,555 Shares to Mr Geoffrey Stuart Crow (or his nominee) under Tranche 2 of the November 2022 Placement, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Geoffrey Stuart Crow (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares) or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) 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*
- (b) the Chairman 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 Chairman to vote on the Resolution as the Chairman decides; or*
- (c) 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 the 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.*

Resolution 6 – Issue of Shares to Mrs Su-Mei Sain under the November 2022 Placement

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,111,111 Shares to Mrs Su-Mei Sain (or her nominee) under Tranche 2 of the November 2022 Placement, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mrs Su-Mei Sain (or her nominee) and any other person who will obtain a material benefit as a result of the issue of the Shares (except a benefit solely by reason of being a holder of Shares) or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) *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*
- (b) *the Chairman 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 Chairman to vote on the Resolution as the Chairman decides; or*
- (c) *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 the 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.*

OTHER BUSINESS

To consider any other business which may properly be brought before the Meeting in accordance with the Company's Constitution and the Corporations Act.

BY ORDER OF THE BOARD



Simon Robertson
Company Secretary

Dated: 23 February 2023

Todd River Resources Limited

ABN 45 600 308 398

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting to be held at 4/24 Parkland Rd, Osborne Park WA 6017 on 24 March 2023 at 11.00AM (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. This Explanatory Memorandum includes information to assist Shareholders in deciding how to vote on each of the Resolutions contained in the Notice.

Background to Resolutions

On 2 November 2022, the Company announced to ASX that it had received firm commitments from Australian institutional and sophisticated investors to raise up to A\$930,000 (before costs) under a placement of Shares at an issue price of A\$0.018 per share (the **November 2022 Placement**). The November 2022 Placement comprises two tranches and was announced alongside the Company's share purchase plan (**SPP**).

On 11 November 2022, the Company announced that it had increased the size of each of Tranche 1 and Tranche 2 of the November 2022 Placement such that Tranche 1 would raise A\$608,040 (before costs) and Tranche 2 would raise up to A\$504,960 (before costs) with the extent of participation to be determined after completion of the SPP.

Tranche 1 of the November 2022 Placement, which was completed in two parts on 11 November 2022 and 14 November 2022, utilised the Company's existing placement capacity under ASX Listing Rule 7.1 and resulted in the issue of 33,780,000 Shares raising \$608,040 (before costs) (**Tranche 1 Issue**).

Tranche 2 of the November 2022 Placement is subject to shareholder approval and includes participation from certain shareholders of the Company (in respect of up to 15,833,332 Shares) and all of the Company's Directors (in respect of 8,886,667 Shares).

A table setting out the specific details of each Tranche of the November 2022 Placement is set out below:

Description	Number of Shares issued/to be issued	Funds raised/to be raised
Tranche 1	33,780,000 issued	A\$608,040 raised
Tranche 2	Up to 24,719,997 to be issued	Up to A\$444,960 to be raised
Total	Up to 58,499,997	Up to A\$1,053,000

Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number 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.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

Listing Rule 10.11

As the November 2022 Placement contemplates the issue of Shares to Directors (or their nominees), Listing Rule 10.11 applies.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or 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 Listing Rules 10.11.1 to 10.11.3; or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Resolution 1 – Ratification of issue of Shares pursuant to the November 2022 Placement

Please refer to the “Background to Resolutions” above for information about the November 2022 Placement and Listing Rules 7.1 and 7.4.

The Tranche 1 Issue does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it has used up part of the Company's 15% limit under Listing Rules 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval.

Under Resolution 1, the Company seeks Shareholder approval for, and ratification of, the Tranche 1 Issue under and for the purposes of Listing Rule 7.4 so as to retain as much flexibility as possible (under Listing Rule 7.1) to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If Resolution 1 is passed, the Tranche 1 Issue will be excluded from the calculation of the Company's 15% limit under Listing Rule 7.1, increasing the number of Equity Securities the Company can issue without further Shareholder approval.

If Resolution 1 is not passed, the Tranche 1 Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, and (as some of the capacity to issue further shares will have been used) will continue to restrict the number of Equity Securities the Company can issue without Shareholder approval.

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to the Tranche 1 Issue:

- (a) The Shares were issued to Australian institutional and sophisticated and professional investors, none of whom are related parties of the Company. Some of the investors were existing Shareholders of the Company and the others were introduced to the Company by Peak Asset Management and Euroz Hartleys.
- (b) The total number of securities issued pursuant to the Tranche 1 Issue was 33,780,000 fully paid ordinary Shares in the capital of the Company and were issued on the same terms as all other Shares already on issue.
- (c) 24,502,223 Shares were issued on 11 November 2022 and 9,277,777 Shares were issued on 14 November 2022.
- (d) The Shares were issued at an issue price of \$0.018 per Share.
- (e) The purpose of the Tranche 1 Issue was to raise funds which will be used to fast track drilling at a number of the Company's exploration projects through the first half of 2023 and for general working capital purposes.
- (f) There are no further material terms to disclose in respect of the Tranche 1 Issue.
- (g) A voting exclusion statement in respect of Resolution 1 is set out in the Notice.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

Resolution 2 – Issue of Shares pursuant to the November 2022 Placement to investors

Please refer to the “Background to Resolutions” above for information about the November 2022 Placement and Listing Rule 7.1.

Under this Resolution, the Company seeks Shareholder approval for the issue of up to 15,833,332 Shares to certain shareholders of the Company (or their nominees), each of whom is a sophisticated or institutional investor, under Tranche 2 of the November 2022 Placement under Listing Rule 7.1 so as to limit the

restrictive effect of Listing Rule 7.1 on any further issues of securities by the Company in the next 12 months.

If Resolution 2 is passed, the Company will be able to proceed with the issue of Shares to the above investors and the issue will be excluded from the calculation of the Company's 15% limit under Listing Rule 7.1, increasing the number of Equity Securities the Company can issue without further Shareholder approval.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue and will not raise the full amount under Tranche 2 of the November 2022 Placement.

Listing Rule 7.3 requires the following information to be provided in relation to this Resolution:

- (a) Up to 15,833,332 fully paid ordinary shares in the capital of the Company may be issued to certain shareholders of the Company (or their nominees), each of whom is a sophisticated or institutional investor, who expressed an interest in participating in the November 2022 Placement. None of these investors are related parties of the Company or are being issued more than 1% of the Company's current issued capital.
- (b) The Shares will be issued as soon as practicable (and in any event within 3 months) after the date of the Meeting.
- (c) The Shares will be issued at an issue price of \$0.018.
- (d) The issue of Shares to the investors is part of Tranche 2 of the November 2022 Placement. Funds raised under the November 2022 Placement will be used to fast track drilling at a number of the Company's exploration projects through the first half of 2023 and for general working capital purposes.
- (e) A voting exclusion statement is included in the Notice.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

Resolutions 3 – 6 Issue of Shares to Directors under the November 2022 Placement

Please refer to the "Background to Resolutions" above for information about the November 2022 Placement and Listing Rule 10.11.

The Company is proposing to issue Shares under Tranche 2 of the November 2022 Placement to Mr William Dix, Mr Edward Fry, Mr Geoffrey Stuart Crow and Mrs Su-Mei Sain, each of whom is a Director, or their respective nominees (**Proposed Current Director Issues**). The proposed number of Shares to be issued to each Director (or their nominee) under Tranche 2 of the November 2022 Placement pursuant to each Resolution set out in the table below.

Director	Shares
Mr William Dix	1,664,444
Mr Edward Fry	555,555
Mr Geoffrey Stuart Crow	5,555,555
Mrs Su-Mei Sain	1,111,111
Total	8,886,667

The Proposed Current Director Issues fall within Listing Rule 10.13 and therefore require the approval of Shareholders. Resolutions 3 to 6 seek the required Shareholder approvals to the Proposed Current Director Issues for the purposes of Listing Rule 10.13.

If Resolution 3 is passed, the Company will be able to proceed with the proposed issue of Shares to Mr Dix and issue up to a total of 1,664,444 Shares to Mr Dix or his nominee.

If Resolution 4 is passed, the Company will be able to proceed with the proposed issue of Shares to Mr Fry and issue up to a total of 555,555 Shares to Mr Fry or his nominee.

If Resolution 5 is passed, the Company will be able to proceed with the proposed issue of Shares to Mr Crow and issue up to a total of 5,555,555 Shares to Mr Crow or his nominee.

If Resolution 6 is passed, the Company will be able to proceed with the proposed issue of Shares to Mrs Sain and issue up to a total of 1,111,111 Shares to Mrs Sain or her nominee.

If any of Resolutions 3, 4, 5 or 6 are not passed, the Company will not be able to proceed with the proposed issue of Shares the subject of that Resolution.

Information required by Listing Rule 10.13

Listing Rule 10.13 requires the following information to be provided in relation to these Resolutions:

- (a) The persons to acquire Shares under Tranche 2 of the November 2022 Placement the subject of Resolutions 3 to 6 are Mr William Dix, Mr Edward Fry, Mr Geoffrey Stuart Crow and Mrs Su-Mei Sain (or their respective nominees). Mr Dix is the Managing Director of the Company, Mr Fry is the Non-Executive Chairman of the Company, Mr Crow is the Non-Executive Director of the Company and Mrs Sain is the Finance Director of the Company.
- (b) Mr Dix, Mr Fry, Mr Crow and Mrs Sain fall within Listing Rule 10.11.1 as they are Directors of the Company. Their nominees (if applicable) would fall within Listing Rule 10.11.4, as associates of the above-mentioned Directors.
- (c) The total number of securities to be issued is 8,886,667 fully paid ordinary shares in the capital of the Company. The number of Shares to be issued to each Director (or their nominee) is set out in the table above.
- (d) It is proposed that the Directors (or their respective nominees) will be issued the Shares as soon as practicable (and in any event within 1 month) after the date of the Meeting.
- (e) The Shares will be issued to each Director (or their nominees) at an issue price of \$0.018 per Share.
- (f) The issue of Shares to the Directors (or their nominees) is part of Tranche 2 of the November 2022 Placement. Funds raised under the November 2022 Placement will be used to fast track drilling at a number of the Company's exploration projects through the first half of 2023 and for general working capital purposes.
- (g) Voting exclusion statements in respect of Resolutions 3 to 6 are set out in the Notice.

If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Board recommendation

The Board does not make a recommendation to Shareholders in respect of how to vote on Resolutions 3 to 6 given that those Resolutions relate to the issue of securities to current Directors.

Action to be taken by Shareholders

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, to sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

If you appoint the Chairman as your proxy, or the Chairman is appointed as your proxy by default, please note that the Chairman intends to vote all undirected proxies held by him, and which are able to be voted, **in favour** of all Resolutions.

Schedule 1 – Definitions

In this Explanatory Memorandum, Notice and Proxy Form:

ASX means ASX Limited ABN 98 008 624 691 and where the context requires, means the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Chairman means the person appointed to the chair of the Meeting convened by this Notice.

Company means Todd River Resources Limited ABN 45 600 308 398.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum to this Notice.

Listing Rules means the Listing Rules of ASX.

Meeting has the meaning given in the introductory paragraph of this Notice.

Notice means this notice of meeting.

November 2022 Placement has the meaning given in the Explanatory Memorandum under the heading “Background to Resolutions”.

Proxy Form means the proxy form attached to this Notice.

Resolution means a resolution contained in this Notice.

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

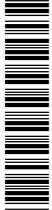
Shareholder means a shareholder of the Company.

SPP has the meaning given in the Explanatory Memorandum under the heading “Background to Resolutions”.

WST means Australian Western Standard Time, being the time in Perth, Western Australia.

TRTRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030



Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AWST) on Wednesday, 22 March 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Todd River Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Todd River Resources Limited to be held at 4/24 Parkland Rd, Osborne Park WA 6017 on Friday, 24 March 2023 at 11:00am (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Ratification of issue of Shares pursuant to the November 2022 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Issue of Shares pursuant to the November 2022 Placement to investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Issue of Shares to Mr William Dix under the November 2022 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of Shares to Mr Edward Fry under the November 2022 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Issue of Shares to Mr Geoffrey Stuart Crow under the November 2022 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Issue of Shares to Mrs Su-Mei Sain under the November 2022 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically