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**Todd River Resources Limited**  
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**NOTICE OF GENERAL MEETING**

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**The General Meeting will be held at  
Level 4, 130 Stirling Street, Perth WA  
at 11:00am (WST) on Monday 6 November 2023.**

**Shareholders are encouraged 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.**

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# Todd River Resources Limited

A B N 4 5 6 0 0 3 0 8 3 9 8

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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 Level 4, 130 Stirling Street, Perth WA on Monday 6 November 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 4 November 2023 (being 2 days prior to the date of the meeting) at 11.00am (WST).

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

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 attend 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 – Issue of Shares to the Ross-MAC Vendors pursuant to the Proposed Acquisition

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 260,000,000 Shares to the Ross-MAC Vendors (or their nominees) pursuant to the Proposed Acquisition, 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 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 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 2 – Issue of Performance Rights to the Ross-MAC Vendors pursuant to the Proposed Acquisition

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 500,000,000 Performance Rights to the Ross-MAC Vendors (or their nominees) pursuant to the Proposed Acquisition, 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 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 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 3 – Issue of Shares to the Halo-Yuri Vendors pursuant to the Proposed Acquisition

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 80,600,000 Shares to the Halo-Yuri Vendors (or their nominees) pursuant to the Proposed Acquisition, 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 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 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 Pamplona**

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 14,423,077 Shares to Pamplona (or its nominee), 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 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 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 Performance Rights to Pamplona**

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 14,423,077 Performance Rights to Pamplona (or its nominee), 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 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 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 pursuant to the 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 491,500,000 Shares to certain sophisticated and institutional investors (or their nominees) under the 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 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 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 7 – Issue of Shares pursuant to the Placement to Mr William Dix**

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, the issue by the Company of 2,500,000 Shares to Mr William Dix (or his nominee) under the 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 Mr William Dix (or his nominee) or any other 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 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 8 – Issue of Shares pursuant to the Placement to Mr Geoffrey Stuart Crow**

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, the issue by the Company of 5,000,000 Shares to Mr Geoffrey Stuart Crow (or his nominee) under the 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 Mr Geoffrey Stuart Crow (or his nominee) or any other 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 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 9 – Issue of Shares pursuant to the Placement to Ms Su-Mei Sain**

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, the issue by the Company of 1,000,000 Shares to Ms Su-Mei Sain (or her nominee) under the 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 Ms Su-Mei Sain (or her nominee) or any other 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 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:
  - (iii) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (iv) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## **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**



**Kevin Hart**  
Company Secretary

Dated: 6 October 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 Level 4, 130 Stirling Street, Perth WA on Monday 6 November 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

#### *Proposed Acquisition*

On 27 September 2023, the Company announced to ASX that it was proposing to expand its portfolio of assets through the acquisition of a 100% interest in the mineral claims comprising the Ross-MAC Lithium Project and the Halo-Yuri Lithium Project (together, the **Canadian Projects**), each located in the Northwest Territories of Canada.

The Vendors of the Canadian Projects are DRGM and Hale (for the Ross-MAC Lithium Project), and 877384, Zimtu and NWT (for the Halo-Yuri Lithium Project).

Part of the consideration payable to the Vendors includes the issue of a total of:

- (a) 340,600,000 Shares at an issue price of \$0.010 per Share (**Consideration Shares**); and
- (b) 500,000,000 Performance Rights, subject to the vesting conditions set out below and the terms and conditions set out in Schedule 2 (**Vendor Performance Rights**),

each subject to Shareholder approval.

The other components of the consideration payable to the Vendors are cash payments totalling CAD\$1,350,000 and a 2% royalty payable on a gross revenue and/or net smelter return basis.

A breakdown of the consideration to be received by each Vendor is set out below:

<b>Ross-MAC Acquisition</b>	<b>DRGM</b>	<b>Hale</b>	<b>Total</b>
Cash Payment (AUD\$) <sup>1</sup>	\$1,058,000	\$264,500	<b>\$1,322,500</b>
Consideration Shares	208,000,000	52,000,000	<b>260,000,000</b>
<i>Tranche 1 Performance Rights</i>	80,000,000	20,000,000	<b>100,000,000</b>
<i>Tranche 2 Performance Rights</i>	80,000,000	20,000,000	<b>100,000,000</b>
<i>Tranche 3 Performance Rights</i>	240,000,000	60,000,000	<b>300,000,000</b>
<b>Total Performance Rights</b>	<b>400,000,000</b>	<b>100,000,000</b>	<b>500,000,000</b>
<b>Total Securities</b>	<b>608,000,000</b>	<b>152,000,000</b>	<b>760,000,000</b>

<sup>1</sup> Cash Payments converted to Australian dollars using a CAD to AUD exchange rate of 1.15.

Halo-Yuri Acquisition	877384	Zimtu	NWT	Total
Cash Payment (AUD\$) <sup>1</sup>	\$92,000	\$92,000	\$46,000	<b>\$230,000</b>
Consideration Shares	32,240,000	32,240,000	16,120,000	<b>80,600,000</b>

<sup>1</sup> Cash Payments converted to Australian dollars using a CAD to AUD exchange rate of 1.15.

30% of the Consideration Shares received by each Vendor will be subject to voluntary escrow for a period of 6 months, and a further 40% of the Consideration Shares will be subject to voluntary escrow for a period of 12 months.

The Vendor Performance Rights to be issued to the Ross-MAC Vendors will vest in three tranches subject to the following milestones being achieved:

Tranche	Milestone	Milestone Date
<b>Tranche 1</b> (100,000,000)	Performance Rights shall vest and be exercisable into Shares where the Company announces results of rock chip sampling undertaken at any of the mineral claims comprising the Ross Lake Lithium Project or the MAC Lithium Project of at least 3 rock chips with grade of at least 1.00% Li <sub>2</sub> O prior to the Expiry Date <sup>1</sup> .	Two (2) years from completion.
<b>Tranche 2</b> (100,000,000)	Performance Rights shall vest and be exercisable into Shares where the Company achieves either: (a) a drilled intercept of at least 10m @ 1.00% Li <sub>2</sub> O; or (b) announces a surface channel sample interval of at least 10m of 1.00% Li <sub>2</sub> O at any of the mineral claims comprising the Ross Lake Lithium project or the MAC Lithium Project prior to the Expiry Date <sup>1</sup> .	Three (3) years from completion.
<b>Tranche 3</b> (300,000,000)	Performance Rights shall vest and be exercisable into Shares where the Company delineates a JORC compliant Mineral Resource of at least 10Mt with grade of at least 1.00% Li <sub>2</sub> O at the Ross Lake Lithium Project or MAC Lithium Project, as verified by an independent competent person under the JORC Code 2012, prior to the Expiry Date <sup>1</sup> . Tranche 3 shall vest on a pro-rata basis in accordance with the size of the tonnage announced from time to time, for example, if 5Mt is delineated, 50% of the Performance Rights shall vest with the remaining Performance Rights remaining on issue in accordance with the Performance Rights terms.	Four (4) years from completion

<sup>1</sup> The Vendor Performance Rights have an expiry date of 5 years from the date of issue (**Expiry Date**) and, subject to the respective milestone being achieved by the relevant Milestone Date, must be exercised prior to the Expiry Date (otherwise such performance rights will lapse).

The Halo-Yuri Vendors will not be issued any Performance Rights.

### **Placement**

On 27 September 2023, the Company also announced to ASX that it was proposing to undertake a placement in connection with the Proposed Acquisition to raise A\$5.0 million (before costs) at an issue price of A\$0.010 per Share (being the same issue price as the Consideration Shares) (**Placement**). The issue of Shares under the Placement is subject to Shareholder approval, and completion of the Placement and the Proposed Acquisition are inter-conditional. Mr William Dix (Managing Director), Mr Stuart Crow (Non-Executive Director) and Ms Su-Mei Sain (Finance Director) have all subscribed for Shares under the Placement, subject to Shareholder approval.

### **Issue of securities to corporate adviser**

The Company also proposes to issue 14,423,077 Shares and 14,423,077 Performance Rights (**Facilitator Performance Rights**) to Pamplona in consideration for services provided by Pamplona in connection with the Proposed Acquisition and the Placement. For completeness, Pamplona will also receive a cash fee of



6% (plus GST) on any funds raised by the Company during the term of the mandate (12 months) from investors introduced to the Company by Pamplona.

The Facilitator Performance Rights will be issued in three separate tranches with the same performance milestones as the Vendor Performance Rights (as described above). Tranche 1 will comprise 2,884,615 Performance Rights, Tranche 2 will comprise 2,884,616 Performance Rights, and Tranche 3 will comprise 8,653,846 Performance Rights. The Facilitator Performance Rights will otherwise be issued on the terms and conditions set out in Schedule 3 (which are substantially similar to the terms of the Vendor Performance Rights).

### **Listing Rule 7.1**

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.

### **Resolutions 1 to 3 – Issue of Shares and Performance Rights to the Ross-Mac Vendors and Halo-Yuri Vendors pursuant to the Proposed Acquisition**

Please refer to the “Background to Resolutions” section above for information about the Proposed Acquisition and Listing Rule 7.1.

The proposed issue of Shares and Performance Rights to the Ross-MAC Vendors (Resolutions 1 and 2) and the proposed issue of Shares to the Halo-Yuri Vendors (Resolution 3) does not fit within any of the exceptions to Listing Rule 7.1.

Under Resolution 1, the Company seeks Shareholder approval for the issue of 260,000,000 Shares to the Ross-MAC Vendors (or their nominees) under and for the purposes of Listing Rule 7.1 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.

Under Resolution 2, the Company seeks Shareholder approval for the issue of 500,000,000 Performance Rights to the Ross-MAC Vendors (or their nominees) under and for the purposes of Listing Rule 7.1 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.

Under Resolution 3, the Company seeks Shareholder approval for the issue of 80,600,000 Shares to the Halo-Yuri Vendors (or their nominees) under and for the purposes of Listing Rule 7.1 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 Resolutions 1, 2 and 3 are passed, the issue of Shares to the Ross-MAC Vendors and the Halo-Yuri Vendors, and the issue of Performance Rights to the Ross-MAC Vendors, 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. The Proposed Acquisition and Placement are also inter-conditional.

The Company obtaining Shareholder approval to the issue of Shares and Performance Rights to the Ross-MAC Vendors and the Halo-Yuri Vendors (as applicable) is a condition precedent to completion of the Proposed Acquisition. As such, if any (or all) of Resolutions 1, 2 or 3 are not passed, the Company will be unable to issue Shares or Performance Rights to the Ross-MAC Vendors and/or the Halo-Yuri Vendors (as applicable), and the Proposed Acquisition will not proceed.

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to the proposed issues of securities under Resolution 1.

- (a) Shares will be issued to the Ross-MAC Vendors, being DG Resource Management Ltd. and Hale Court Holdings Pty Ltd (or their nominees).
- (b) 260,000,000 fully paid ordinary shares in the capital of the Company will be issued.
- (c) The Shares will be issued as soon as practicable (and in any event within 3 months) after the date of the Meeting.
- (d) The Shares will be issued to the Ross-MAC Vendors as part of the consideration payable by the Company for its acquisition of the Ross-MAC Lithium Project and will be issued at an issue price of \$0.010 per Share.
- (e) The purpose of the issue of the Shares is for the Company to acquire the Canadian Projects, which will expand the Company’s portfolio of assets.
- (f) There are no further material terms to disclose in respect of the issue of these Shares.

(g) A voting exclusion statement in respect of Resolution 1 is set out in the Notice.

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to the proposed issues of securities under Resolution 2.

- (a) Performance Rights will be issued to the Ross-MAC Vendors, being DG Resource Management Ltd. and Hale Court Holdings Pty Ltd (or their nominees).
- (b) 500,000,000 Performance Rights will be issued.
- (c) A summary of the material terms of the Performance Rights is set out in Schedule 2 and the relevant performance milestones are set out under the heading “Background to Resolutions” above.
- (d) The Performance Rights will be issued as soon as practicable (and in any event within 3 months) after the date of the Meeting.
- (e) The Performance Rights will be issued to the Ross-MAC Vendors as part of the consideration payable by the Company for its acquisition of the Ross-MAC Lithium Project.
- (f) The purpose of the issue of the Performance Rights is for the Company to acquire the Canadian Projects, which will expand the Company’s portfolio of assets.
- (g) There are no further material terms to disclose in respect of the issue of these Performance Rights.
- (h) A voting exclusion statement in respect of Resolution 2 is set out in the Notice.

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to the proposed issues of securities under Resolution 3.

- (a) Shares will be issued to the Halo-Yuri Vendors, 507976 N.W.T. Ltd., 877384 Alberta Ltd. and Zimtu Capital Corp (or their nominees).
- (b) 80,600,000 fully paid ordinary shares in the capital of the Company will be issued.
- (c) The Shares will be issued as soon as practicable (and in any event within 3 months) after the date of the Meeting.
- (d) The Shares will be issued to the Halo-Yuri Vendors as part of the consideration payable by the Company for its acquisition of the Halo-Yuri Lithium Project and will be issued at an issue price of \$0.010 per Share.
- (e) The purpose of the issue of the Shares is for the Company to acquire the Canadian Projects, which will expand the Company’s portfolio of assets.
- (f) There are no further material terms to disclose in respect of the issue of these Shares.
- (g) A voting exclusion statement in respect of Resolution 3 is set out in the Notice.

#### **Directors’ Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolutions 1, 2 and 3.

#### **Resolutions 4 and 5 – Issue of Shares and Performance Rights to Pamplona**

Please refer to the “Background to Resolutions” section above for information about the Proposed Acquisition, the Placement, the related services provided by Pamplona to the Company and Listing Rule 7.1.

The proposed issue of Shares (Resolution 4) and Performance Rights (Resolution 5) to Pamplona does not fit within any of the exceptions to Listing Rule 7.1.

Under Resolution 4, the Company seeks Shareholder approval for the issue of 14,423,077 Shares to Pamplona (or its nominee) under and for the purposes of Listing Rule 7.1 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.

Under Resolution 5, the Company seeks Shareholder approval for the issue of 14,423,077 Performance Rights to Pamplona (or its nominee) under and for the purposes of Listing Rule 7.1 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 Resolutions 4 and 5 are passed, the issue of Shares and Performance Rights to Pamplona 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 either (or both) of Resolutions 4 and 5 are not passed, the Company will be unable to issue the Shares or Performance Rights (as applicable) to Pamplona, and will have to compensate Pamplona by alternative means (for example, cash payments).

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to the proposed issue of securities under Resolution 4.

- (a) Shares will be issued to Pamplona Capital Pty Ltd (or its nominee).
- (b) 14,423,077 fully paid ordinary shares in the capital of the Company will be issued.
- (c) The Shares will be issued as soon as practicable (and in any event within 3 months) after the date of the Meeting.
- (d) The Shares will be issued to Pamplona as part of the consideration for the services provided by Pamplona to the Company in connection with the Proposed Acquisition.
- (e) The purpose of the issue of the Shares is to provide cost effective compensation to Pamplona for the professional services that they have provided to the Company.
- (f) There are no further material terms to disclose in respect of the issue of these Shares.
- (g) A voting exclusion statement in respect of Resolution 4 is set out in the Notice.

For the purposes of Listing Rule 7.3, the following information is provided to Shareholders in relation to the proposed issue of securities under Resolution 5.

- (a) Performance Rights will be issued to Pamplona Capital Pty Ltd (or its nominee).
- (b) 14,423,077 Performance Rights will be issued.
- (c) A summary of the material terms of the Performance Rights is set out in Schedule 3 and the relevant performance milestones are set out under the heading "Background to Resolutions" above.
- (d) The Performance Rights will be issued as soon as practicable (and in any event within 3 months) after the date of the Meeting.
- (e) The Performance Rights will be issued to Pamplona as part of the consideration for the services provided by Pamplona to the Company in connection with the Proposed Acquisition and the Placement.
- (f) The purpose of the issue of the Performance Rights is to provide cost effective compensation to Pamplona for the professional services that they have provided to the Company.
- (g) There are no further material terms to disclose in respect of the issue of these Performance Rights.
- (h) A voting exclusion statement in respect of Resolution 5 is set out in the Notice.

#### **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolutions 4 and 5.

#### **Resolution 6 – Issue of Shares pursuant to the Placement to investors**

Please refer to the "Background to Resolutions" section above for information about the Placement and Listing Rule 7.1.

Under this Resolution, the Company seeks Shareholder approval for the issue of 491,500,000 Shares to certain sophisticated and institutional investors that participated in the 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 6 is passed, the Company will be able to proceed with the issue of Shares to 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 6 is not passed, the Company will not be able to proceed with the issue and will not be able to raise any funds under the Placement. As described above, completion of the Proposed Acquisition and the Placement are inter-conditional, which means that if Resolution 6 is not passed, the Proposed Acquisition will not proceed.

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

- (a) Shares will be issued to certain sophisticated or institutional investors, each of whom expressed an interest in participating in the Placement. None of these investors are related parties of the Company, members of key management personnel, advisors or associates who are being issued more than 1% of the Company's current issued capital.
- (b) Up to 491,500,000 fully paid ordinary shares in the capital of the Company may be issued under Resolution 6.

- (c) The Shares will be issued as soon as practicable (and in any event within 3 months) after the date of the Meeting.
- (d) The Shares will be issued at an issue price of \$0.010.
- (e) Funds raised under the Placement will be used on exploration and development at the Company's existing projects, on exploration and development at the Canadian Projects (assuming the Proposed Acquisition completes and the Company acquires the Canadian Projects), and for general working capital purposes.
- (f) A voting exclusion statement is included in the Notice.

**Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 6.

**Resolutions 7, 8 and 9 – Issue of Shares pursuant to the Placement to Directors**

Please refer to the "Background to Resolutions" section above for information about the Proposed Acquisition, the Placement and Listing Rule 7.1.

The following Directors (or their nominees) have subscribed for Shares under the Placement (together the **Director Placement Issues**), shareholder approval at the Meeting, pursuant to Listing Rule 10.11.

<b>Director</b>	<b>Subscription Shares</b>	<b>Subscription amount</b>
Mr William Dix (Managing Director)	2,500,000	\$25,000
Mr Geoffrey Stuart Crow (Non-Executive Director)	5,000,000	\$50,000
Ms Su-Mei Sain (Finance Director)	1,000,000	\$10,000
<b>TOTAL</b>	<b>8,500,000</b>	<b>\$85,000</b>

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 (among others) a related party or an associate (as defined in the Listing Rules) of a related party unless it obtains the approval of its shareholders.

The Director Placement Issues fall within Listing Rule 10.11.1 and do not fall within any of the exceptions in Listing Rule 10.12. They therefore require the approval of Shareholders under Listing Rule 10.11.

Resolutions 7, 8 and 9 seek the required Shareholder approval to the Director Placement Issues under and for the purposes of Listing Rule 10.11.

If those Resolutions are passed, the Company will be able to proceed with the Director Placement Issues which will allow the Company to raise subscription funds pursuant to those issues.

If those resolutions are not passed, the Company will not be able to proceed with the Director Placement Issues and the Company will not be able to raise subscription funds pursuant to those issues.

Listing Rule 10.13 requires the following information to be provided in relation to the Director Placement Issues:

- (a) The persons to acquire Shares under the Director Placement Issues are Mr William Dix, Mr Geoffrey Stuart Crow and Ms Su-Mei Sain (or their respective nominees). Mr Dix is the Managing Director of the Company, Mr Geoffrey Stuart Crow is a Non-Executive Director of the Company and Ms Su Mei Sain the Finance Director of the Company.
- (b) Mr Dix, Mr Crow and Ms Sain fall within Listing Rule 10.11.1, being Directors of the Company. Their nominees (if applicable) would fall within Listing Rule 10.11.4, being associates (as defined in the Listing Rules) of the above mentioned Directors.
- (c) The number of Shares that may be acquired by each Director (or their nominees) under the Director Placement Issues pursuant to each Resolution is, in the case of Mr Dix, 2,500,000 Shares, in the case of Mr Crow, 5,000,000 Shares and in the case of Ms Sain, 1,000,000 Shares.
- (d) The Shares will be fully paid ordinary shares in the capital of the Company.

- (e) Subject to receipt of Shareholder approval, the Shares will be issued in full following receipt of subscription funds and no later than 1 month after the date of the Meeting (unless an ASX waiver is obtained).
- (f) The Shares will be issued at \$0.01 per share.
- (g) Funds raised will be used on exploration and development at the Company's existing projects, on exploration and development at the Canadian Projects (assuming the Proposed Acquisition completes and the Company acquires the Canadian Projects), and for general working capital purposes.
- (h) The Director Placement Issues are not intended to remunerate or incentivise Mr Dix, Mr Crow or Ms Sain. The Director Placement Issues are on the same terms as the rest of the Placement, except that they are subject to approval under Listing Rule 10.11 (and not Listing Rule 7.1) at the Meeting.
- (i) There are no further material terms to disclose in respect of this arrangement.
- (j) A voting exclusion statement in respect of each of Resolutions 7, 8 and 9 are set out in the Notice.

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

***Directors' Recommendation***

The Board does not make a recommendation to Shareholders in respect of how to vote on Resolutions 7, 8 and 9.

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## 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, 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.

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## Schedule 1 – Definitions

In this Explanatory Memorandum, Notice and Proxy Form:

**877384** means 877384 Alberta Ltd., a company incorporated in Alberta, Canada.

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

**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.

**Canadian Projects** has the meaning given in the Explanatory Memorandum under the heading “Background to Resolutions”.

**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).

**Consideration Shares** has the meaning given in the Explanatory Memorandum under the heading “Background to Resolutions”.

**Constitution** means the constitution of the Company.

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

**DGRM** means DG Resources Management Ltd., a company incorporated in Alberta, Canada.

**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.

**Facilitator Performance Rights** has the meaning given in the Explanatory Memorandum under the heading “Background to Resolutions”.

**Hale** means Hale Court Holdings Pty Ltd (ACN 636 136 046).

**Halo-Yuri Lithium Project** means the mineral claims comprising the Halo-Yuri Lithium Project (also known as the Munn Lake Lithium Project) located in the Northwest Territories, Canada.

**Halo-Yuri Vendors** means each of 877384, Zimtu and NWT.

**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.

**NWT** means 507976 N.W.T. Ltd., a company incorporated in the Northwest Territories, Canada.

**Pamplona** means Pamplona Capital Pty Ltd (ACN 150 332 700).

**Performance Right** means a right to subscribe to one ordinary share in the capital of the Company upon the satisfaction of applicable vesting conditions.

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

**Proposed Acquisition** means the proposed acquisition of a 100% interest in the mineral claims comprising the Ross-MAC Lithium Project and the Halo-Yuri Lithium Project.

**Proxy Form** means the proxy form attached to this Notice.

**Resolution** means a resolution contained in this Notice.

**Ross-MAC Lithium Project** means the mineral claims comprising the Ross Lake Lithium Project and the MAC Lithium Project, both located in the Northwest Territories, Canada.

**Ross-MAC Vendors** means each of DGRM and Hale.

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

**Shareholder** means a shareholder of the Company.

**Vendor Performance Rights** has the meaning given in the Explanatory Memorandum under the heading “Background to Resolutions”.

**Vendors** means each of the Halo-Yuri Vendors and the Ross-MAC Vendors.

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

**Zimtu** means Zimtu Capital Corp., a company incorporated in British Columbia, Canada.

## Schedule 2 – Terms and Conditions of Vendor Performance Rights

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Set out below are the terms and conditions of the Vendor Performance Rights.

(a) **Milestone and Expiry Date**

The Vendor Performance Rights shall be subject to the Milestones set out under the heading “Background to Resolutions” in the Explanatory Memorandum.

(b) **Notification to holder**

The Company shall notify the holders in writing within 3 Business Days of becoming aware that the relevant Milestone has been satisfied (**Vesting Notice**).

(c) **Conversion**

Upon vesting, each Vendor Performance Right will at the election of the holder be entitled to convert into one TRT Share.

(d) **Expiry Date**

The Vendor Performance Rights will expire at 5.00pm (AWST) on the date that is five years from the date of issue (**Expiry Date**).

(e) **Exercise**

At any time between receipt of a Vesting Notice and the Expiry Date, the holder may apply to exercise Vendor Performance Rights by delivering a signed notice of exercise to the Company Secretary (in a form provided by the Company Secretary). The holder is not required to pay a fee to exercise the Vendor Performance Rights.

(f) **Lapse of a Vendor Performance Right**

If the Milestone attaching to a Vendor Performance Right has not been satisfied by the Milestone Date, that Vendor Performance Right will automatically lapse. If a vested Vendor Performance Right has not been exercised by the Expiry Date, such Vendor Performance Right will automatically lapse.

(g) **TRT Share ranking**

All TRT Shares issued upon the vesting of a Vendor Performance Right will, upon issue, rank equally in all respects with other TRT Shares.

(h) **Application to ASX**

The Vendor Performance Rights will not be quoted on the ASX. The Company must apply for the official quotation of a TRT Share issued on conversion of a Vendor Performance Right on ASX within the time period required by the ASX Listing Rules.

(i) **Timing of issue of Shares on conversion**

Within 5 business days after date that a Vendor Performance Right is converted, the Company will:

- (i) issue the number of TRT Shares required under these terms and conditions in respect of the number of Vendor Performance Rights converted;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the TRT Shares does not require disclosure to investors; and
- (iii) apply for official quotation on ASX of TRT Shares issued pursuant to the conversion of a Vendor Performance Right.

(j) **Transfer of Vendor Performance Rights**

A Vendor Performance Right is not transferable.



(k) **Participation in new issues**

A Vendor Performance Right does not entitle a holder (in their capacity as a holder of a Vendor Performance Right) to participate in new issues of capital offered to holders of TRT Shares such as bonus issues and entitlement issues without exercising the Vendor Performance Right.

(l) **Reorganisation of capital**

If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.

(m) **No adjustment for bonus issues or rights issues**

If the Company makes a bonus issue of TRT Shares or other securities to the Company's existing shareholders or carries out a rights issue, no changes will be made to the Vendor Performance Rights.

(n) **Dividend and voting rights**

A Vendor Performance Right does not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(o) **No rights to return of capital**

A Vendor Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(p) **Rights on winding up**

A Vendor Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(q) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Vendor Performance Rights to ensure compliance with the ASX Listing Rules, provided that, subject to compliance with the ASX Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.

(r) **No other rights**

A Vendor Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

(s) **Takeover or Scheme of arrangement**

If prior to the earlier of the conversion of the Vendor Performance Rights and the Expiry Date a Change in Control Event occurs, then each Vendor Performance Right will automatically and immediately convert into a Share.

A "**Change of Control Event**" occurs when:

- (i) **takeover bid:** the occurrence of a third party offeror under a takeover offer in respect of all TRT Shares announcing that it has achieved acceptances in respect of more than 50.1% of shares and that takeover bid has become unconditional; or
- (ii) **scheme of arrangement:** the announcement by the Company that the Shareholders have at a Court-convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all the securities on issue in the Company are to be either cancelled or transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement.

(t) **Change of control**

All Vendor Performance Rights automatically vest and convert to TRT Shares if any of the following occur:

- (i) the Company enters into a binding agreement which will result in the acquisition of a Relevant Interest (as defined in the Corporations Act) in 50.1% or more of the issued share capital of the Company by a third party or parties;
- (ii) the Company enters into a binding agreement with a third party which will result in the issue of 50.1% or more of the issued Share capital of the Company; or
- (iii) the Company (or any of its subsidiaries) enters into a binding agreement with a third party to dispose, in a single transaction or in a series of related transactions, of all or any part of the Projects, unless the disposal is to a Related Body Corporate (as defined in the Corporation Act) of the Company.

For the purposes of paragraphs (s) and (t), "third party" means any entity or person other than the Vendors or any Associate (as defined in Section 12 of the Corporations Act) of the Vendors and which does not control the Company at the time the Vendor Performance Rights are issued.

## Schedule 3 – Terms and Conditions of Facilitator Performance Rights

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Set out below are the terms and conditions of the Facilitator Performance Rights.

(a) **Milestone and Expiry Date**

The Facilitator Performance Rights shall be subject to the Milestones set out under the heading “Background to Resolutions” in the Explanatory Memorandum.

(b) **Notification to holder**

The Company shall notify the holders in writing within 3 business days of becoming aware that the relevant Milestone has been satisfied (**Vesting Notice**).

(c) **Conversion**

Upon vesting, each Facilitator Performance Right will at the election of the holder be entitled to convert into one Share.

(d) **Expiry Date**

The Facilitator Performance Rights will expire at 5.00pm (AWST) on the date that is five years from the date of issue (**Expiry Date**).

(e) **Exercise**

At any time between receipt of a Vesting Notice and the Expiry Date, the holder may apply to exercise Facilitator Performance Rights by delivering a signed notice of exercise to the Company Secretary (in a form provided by the Company Secretary). The holder is not required to pay a fee to exercise the Facilitator Performance Rights.

(f) **Lapse of a Facilitator Performance Right**

If the Milestone attaching to a Facilitator Performance Right has not been satisfied by the Milestone Date, that Facilitator Performance Right will automatically lapse. If a vested Facilitator Performance Right has not been exercised by the Expiry Date, such Facilitator Performance Right will automatically lapse.

(g) **Share ranking**

All Shares issued upon the vesting of a Facilitator Performance Right will, upon issue, rank equally in all respects with other Shares.

(h) **Application to ASX**

The Facilitator Performance Rights will not be quoted on the ASX. The Company must apply for the official quotation of a Share issued on conversion of a Facilitator Performance Right on ASX within the time period required by the Listing Rules.

(i) **Timing of issue of Shares on conversion**

Within 5

- i. issue the number of Shares required under these terms and conditions in respect of the number of Facilitator Performance Rights converted;
- ii. if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

iii. apply for official quotation on ASX of Shares issued pursuant to the conversion of a Facilitator Performance Right.

(j) **Transfer of Facilitator Performance Rights**

A Facilitator Performance Right is not transferable.

(k) **Participation in new issues**

A Facilitator Performance Right does not entitle a holder (in their capacity as a holder of a Facilitator Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues without exercising the Facilitator Performance Right.

(l) **Reorganisation of capital**

If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable Listing Rules and the Corporations Act at the time of reorganisation.

(m) **No adjustment for bonus issues or rights issues**

If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders or carries out a rights issue, no changes will be made to the Facilitator Performance Rights.

(n) **Dividend and voting rights**

A Facilitator Performance Right does not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.

(o) **No rights to return of capital**

A Facilitator Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

(p) **Rights on winding up**

A Facilitator Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.

(q) **ASX Listing Rule compliance**

The Board reserves the right to amend any term of the Facilitator Performance Rights to ensure compliance with the Listing Rules, provided that, subject to compliance with the ASX Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.

(r) **No other rights**

A Facilitator Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

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](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00am (AWST) on Saturday, 4 November 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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](http://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 Level 4, 130 Stirling Street, Perth, WA 6000 on Monday, 6 November 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 Issue of Shares to the Ross-MAC Vendors pursuant to the Proposed Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Issue of Performance Rights to the Ross-MAC Vendors pursuant to the Proposed Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Issue of Shares to the Halo-Yuri Vendors pursuant to the Proposed Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of Shares to Pamplona	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Issue of Performance Rights to Pamplona	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Issue of Shares pursuant to the Placement to investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Issue of Shares pursuant to the Placement to Mr William Dix	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Issue of Shares pursuant to the Placement to Mr Geoffrey Stuart Crow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Issue of Shares pursuant to the Placement to Ms Su-Mei Sain	<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

