



Alicanto Minerals Limited
ACN 149 126 858

Notice of General Meeting

**The General Meeting of the Company will be held at
The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia
on Monday, 26 July 2021 at 10.00am (WST).**

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from a suitably qualified professional advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the
Company Secretary by telephone on (08) 6279 9425.**

Due to the ongoing COVID-19 pandemic, the Company is taking precautions to facilitate an in-person Meeting in accordance with COVID-19 restrictions. If the situation in relation to COVID-19 changes in a way affecting the ability to facilitate an in-person Meeting as currently proposed, the Company will provide a further update ahead of the Meeting by way of an announcement on the ASX market announcements platform.

**Shareholders are urged to attend or vote by lodging the proxy form attached to the
Notice**

Alicanto Minerals Limited
ACN 149 126 858
(Company)

Notice of General Meeting

Notice is given that the general meeting of Alicanto Minerals Limited ACN 149 126 858 will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Monday, 26 July 2021 at 10.00am (WST) (**Meeting**).

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

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

Agenda

Resolution 1 – Ratification of prior issue of Placement Shares

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

'That the issue of:

- (a) *41,000,000 Placement Shares under Listing Rule 7.1; and*
- (b) *5,153,847 Placement Shares under Listing Rule 7.1A,*

at \$0.13 per Share to raise an aggregate total of approximately \$6 million is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'

Resolution 2 - Approval to dispose of major asset

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

"That the sale of the Sale Companies, which hold the key permits comprising the Arakaka Gold Project in Guyana, to Virgin Gold Corporation is approved under and for the purposes of Listing Rule 11.4(b)."

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1(a) or (b) by or on behalf of any person who participated in the issue of the Placement Shares or any of their respective associates;

- (b) Resolution 2 by or on behalf of the acquirer of the asset and any other person who will obtain a material benefit as a result of the transaction (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair 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.

Shares held by or for an employee incentive scheme must only be voted on a Resolution under the Listing Rules if and to the extent that they are held for the benefit of a nominated participant in the scheme; the nominated participant is not excluded from voting on the Resolution under the Listing Rules; and the nominated participant has directed how the Shares are to be voted.

BY ORDER OF THE BOARD



Michael Naylor
Company Secretary
Alicanto Minerals Limited
Dated: 22 June 2021

Alicanto Minerals Limited
ACN 149 126 858
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia on Monday, 26 July 2021, at 10.00am (WST) (**Meeting**).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes information about the following to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attendance information
Section 3	Resolution 1 – Ratification of prior issue of Placement Shares
Section 4	Resolution 2 - Approval to dispose of major asset
Schedule 1	Definitions
Schedule 2	Retained Permits
Schedule 3	Pro-Forma Consolidated Statement of Financial Position

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Voting and attendance information

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

2.1 Impact of COVID-19 on the Meeting

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19.

Based on the best information available to the Board at the time of the Notice, the Board considers it will be in a position to hold an 'in-person' meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting, while complying with the COVID-19 restrictions regarding gatherings. The Company, however, strongly encourages Shareholders to submit proxies prior to the Meeting.

If the situation in relation to COVID-19 were to change in a way that affects the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement on the ASX market announcements platform.

2.2 **Voting in person**

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company will implement arrangements to allow Shareholders to physically attend the Meeting in accordance with COVID-19 protocols and government advice.

The Company will strictly comply with applicable limitations on indoor gatherings in force at the time of the Meeting. If you attend the Meeting in person, you will be required to adhere to COVID-19 protocols in place at the time of the Meeting.

2.3 **Voting by proxy**

Shareholders are encouraged to vote by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice of Meeting.

Proxy Forms can be lodged:

Online:	https://investor.automic.com.au/#/loginsah
By mail:	Automic GPO Box 5193 Sydney NSW 2001
By fax:	+61 2 8583 3040
By email:	meetings@automicgroup.com.au
By mobile:	Scan the QR Code on your Proxy Form and follow the prompts

2.4 **Chair's voting intentions**

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

Subject to the following paragraph, if the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

3. Resolution 1 – Ratification of prior issue of Placement Shares

3.1 General

On 20 November 2020, the Company announced that it had received binding commitments for a placement to raise approximately \$6 million before costs (**Placement**) by the issue of 46,153,847 Shares at \$0.13 each (**Placement Shares**) to sophisticated and professional investors (**Placement Participants**).

On 30 November 2020, the Company issued a total of 46,153,847 Placement Shares to Placement Participants using the Company's placement capacity under Listing Rules 7.1 and 7.1A to raise \$6 million (before costs).

Canaccord Genuity (Australia) Limited acted as Lead Manager and PAC Partners Securities Pty Ltd acted as Co-Manager to the Placement. In consideration for capital raising services, the Company paid:

- (a) a management fee of 1.0%; and
- (b) a capital raising fee of 5.0%,

of the gross proceeds raised under the Placement.

Resolution 1(a) and Resolution 1(b) seek the approval of Shareholders to ratify the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

3.2 Listing Rules 7.1, 7.1A and 7.4

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

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained this approval at its annual general meeting held on 27 November 2020.

The issue of Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% and 10% limits under each of Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the Placement Shares.

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 Listing Rule 7.1 or 7.1A.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, the resolutions which form part of Resolution 1 seek Shareholder approval to the issue of 46,153,847 Placement Shares under and for the purposes of Listing Rule 7.4.

If the resolutions which form part of Resolution 1 are passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% and 10% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Placement Shares.

In the event that Resolution 1(a) is not passed, 41,000,000 Placement Shares will be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval over the 12 month period following the issue of those Placement Shares.

In the event that Resolution 1(b) is not passed, 5,153,847 Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, until the earlier of:

- (a) 27 November 2021;
- (b) the Company's next annual general meeting; or
- (c) the date Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

3.3 **Specific information required by Listing Rule 7.5**

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) the Placement Shares were issued to the Placement Participants, being sophisticated and professional investors to whom a disclosure document does not need to be provided under the Corporations Act, none of whom is a related party of the Company. Canaccord Genuity (Australia) Limited acted as Lead Manager and PAC Partners Securities Pty Ltd acted as Co-Manager to the Placement. The Placement Participants are existing contacts of the Company (including existing Shareholders) and clients of the Lead Manager. The Lead Manager identified investors through a bookbuild process, which involved the Lead manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company. The Placement Participants are not considered to be Material Investors;
- (b) a total of 46,153,847 Placement Shares were issued on 30 November 2020 as follows:
 - (i) 41,000,000 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
 - (ii) 5,153,847 Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;
- (c) the Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Placement Shares were issued at \$0.13 per Share;

- (e) the proceeds from the issue of the Placement Shares are intended to be used towards funding an extensive 20,000m follow-up drilling program at Alicanto's Greater Falun copper-gold project in Sweden as well as for costs of the Placement and general working capital;
- (f) there are no additional material terms with respect to the agreements for the issue of the Placement Shares; and
- (g) a voting exclusion statement is included in the Notice.

3.4 **Board recommendation**

Each of the resolutions which forms part of Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of each of the resolutions which forms part of Resolution 1.

4. **Resolution 2 - Approval to dispose of major asset**

4.1 **General**

As announced on the 1st of June 2021, the Company is proposing, subject to Shareholder approval, to sell the majority of the permits comprising Arakaka Gold Project in Guyana (**Arakaka Project**) to Virgin Gold Corporation (**Virgin Gold**) a company duly established and existing under the laws of British Columbia (**Disposal**) pursuant to a sale agreement (**Sale Agreement**).

The Company owns 100% of the issued capital of:

- (a) StrataGold Guyana Inc.;
 - (b) Calrissian (Guyana) Resources Inc.; and
 - (c) Manticore Resources Inc,
- (together, the **Companies**).

The Companies are the holders of the rights and interests in permits comprising the majority of the Arakaka Gold Project. The Sale Agreement provides for the sale of 100% of the issued capital of Stratagold Guyana Inc. and Manticore Resources Inc (**Sale Companies**). Calrissian (Guyana) Resources Inc. will remain 100% owned by the Company and will hold the Company's retained interest in the permits set out in Schedule 2 (**Retained Permits**).

Virgin Gold is an unlisted company incorporated in Canada that is pursuing a listing transaction on the Canadian Securities Exchange (**CSE**) via a reverse takeover of Goldblock Capital Corp (**Goldblock**).

Virgin Gold is a privately held mining exploration company with its head office in Vancouver, British Columbia. Virgin Gold's mineral exploration activities are focused on underexplored regions of Guyana with an immediate strategy to assemble a portfolio of high-quality gold assets. Virgin Gold has identified the Guiana Shield in Guyana as a stand-out region for gold exploration and is in the process of acquiring several prospecting and mining permits.

Virgin Gold believes gold in Guyana represents a unique opportunity for the following reasons:

- (a) Guyana is home to several significant gold assets.
- (b) The Guiana Shield is a region which has remained relatively under explored for gold.
- (c) Natural resource development remains a top priority for the Guyanese government.
- (d) Assets with mineral resources are identified at reasonable valuations.

Goldblock is a minerals exploration company listed on the CSE. On 16 December 2020, Goldblock entered into an arm's-length non-binding letter with Virgin Gold whereby Goldblock proposes to acquire all of the issued and outstanding securities of Virgin Gold by way of a share exchange. Upon successful completion of the proposed acquisition of the securities of Virgin Gold, it is anticipated that Goldblock (to be renamed Virgin Gold) will be re-listed on the CSE and will carry on the business of Virgin Gold.

Virgin Gold's mineral exploration activities are focused on underexplored regions of Guyana with an immediate strategy to assemble a portfolio of high-quality gold assets. Virgin Gold has interests in a number of assets in Guyana.

4.2 **Listing Rule 11.4**

Under Listing Rules 11.4 and 11.4.1, a listed company can only spin-out a major asset if:

- (a) the securities in the spin-out vehicle (other than those being retained by the company itself) are being offered, issued or transferred pro rata to the holders of the ordinary shares in the company, or in another way that, in ASX's opinion, is fair in all circumstances; or
- (b) the company's shareholders approve the spin out.

The Disposal is regarded as a spin-out of a major asset for these purposes and paragraph (a) above does not apply, so it is a requirement for the Disposal to proceed that the Company's shareholders approve the Disposal under (b) above.

Resolution 2 seeks the required shareholder approval to the Disposal under and for the purposes of Listing Rule 11.4.1(b).

If Resolution 2 is passed, the Company will be able to proceed with the Disposal pursuant to the terms of the Sale Agreement and the Company will be able to focus on its Greater Falun Copper Gold Project in the Bergslagen region in Sweden.

If Resolution 2 is not passed, the Company will not be able to proceed with the Disposal and under the Sale Agreement and will continue to proceed with its focus on its Greater Falun Copper Gold Project while looking for divestment opportunities in respect of the Arakaka Gold Project.

4.3 **Name of the spin-out vehicle**

The Company is proposing to sell its Arakaka Gold Project in Guyana to Virgin Gold, Virgin Gold is pursuing a listing transaction on the CSE via a reverse takeover of Goldblock (**RTO**). Ultimately the spin-out vehicle, for the purposes of the Disposal is Goldblock.

4.4 How the spin-out is intended to be effected

- (a) In consideration for the Disposal, Virgin Gold agrees to procure the payment of the consideration to the Company as follows:
- (i) C\$50,000 in cash within 5 Business Days of execution of the Sale Agreement; and
 - (ii) C\$700,000 in cash at Completion.

In addition, the Company can earn up to C\$C4,000,000 in Goldblock common shares subject to a NI43-101 resource being delineated on the Arakaka Project in the two years following Completion (**Deferred Consideration Shares**). The Deferred Consideration will be issued upon Goldblock achieving the following resource:

Resource	Shares equivalent (C\$)
0.50 Moz Au	1,000,000
0.75 Moz Au	1,000,000
1.00 Moz Au	1,000,000
2.00 Moz Au	1,000,000
TOTAL	4,000,000

The deemed price of the Deferred Consideration Shares will be determined with reference to the 30 day volume weighted average price of Goldblock's common shares following disclosure of the relevant resource.

- (b) In conjunction with the Disposal, Virgin Gold will pursue the RTO of Goldblock and will seek to have its securities reinstated to trading on the CSE.
- (c) At present, Goldblock currently has 12,000,000 common shares on issue on a pre-consolidation basis. In conjunction with the RTO, Goldblock intends to conduct a two to one consolidation and a private placement to raise approximately C\$5,000,000 (**Private Placement**). The Private Placement is subject to a minimum subscription condition of C\$5,000,000 and Goldblock may accept oversubscriptions at its discretion. Goldblock is yet to determine the final pricing and number of shares that will be issued under the Private Placement. In conjunction with the RTO, Goldblock will lodge a listing statement with the CSE (**Listing Statement**). The Listing Statement will confirm the final capital structure of Goldblock at completion of the RTO. Until this time, all numbers are provided on an indicative basis only and are subject to change at the discretion of Goldblock. At completion of the RTO, Goldblock intends to change its name to "Golden Shield Resources Corp".

Given that the number of Deferred Consideration Shares, if issued, will be determined with reference to a deemed cash value based on the trading price of Goldblock's common shares at a future date, the Company does not expect Goldblock's final capital structure at completion of the RTO to be material to the Company or to understanding the value of the Deferred Consideration Shares.

Further information on Goldblock and the proposed RTO can be found at
<https://www.sedar.com/DisplayProfile.do?lang=EN&issuerType=03&issuerNo=00048135>.

- (d) The Sale Agreement does not include provision for the Company's Shareholders to participate in the RTO or the associated Private Placement of common shares in Goldblock, see Section 4.10 for further information.
- (e) Timetable:
- (iii) Completion of the Disposal is expected to occur within a week of the satisfaction of the conditions precedent.
 - (iv) It is not yet known when completion of the RTO and the reinstatement of the Goldblock shares will occur.
 - (v) The issue of the Deferred Consideration Shares will only occur in the event that a resource as set out above, is delineated in the two year period following Completion.

4.5 Summary of the Arakaka Gold Project

Arakaka is located in a world-class gold mining province in Guyana, South America, which also hosts projects such as Las Christinas/Las Brisas, Aurora, and Gros Rosebel.

The Maiden Mineral Resource Estimate for the Arakaka Gold Project was released on 16 November 2020 and is taken from two separate domains, the Purple Heart and Gomes deposits located approximately 6km from one another.

The Company had impaired the value of the Arakaka Project, and accordingly, the value of the Sale Companies on the Company's balance sheet is \$232,476, being the written down value of the property, plant and equipment.

The Company has not undertaken a formal valuation of the Arakaka Gold Project and cautions that the value of the asset is speculative and subject to its owner's ability to prove up a mineral resource, develop the project and enter production. However, based solely on the terms of the Sale Agreement and subject its completion, the Company estimates the market value of the Arakaka Gold Project less the Retained Permits to be between C\$750,000 and C\$4,750,000.

Global Inferred Resources have been grouped into the table below. All resources are classified as inferred:

Lower Cut-Off	Tonnes (Mt)	Grade Gold g/t	Gold Million oz
0.5 g/t Au	13.2	1.4	0.61
0.8 g/t Au	9.1	1.8	0.5
1.0 g/t Au	6.0	2.2	0.43

Note: 0.8 g/t gold lower cut off. Totals rounded to reflect acceptable precision.

The Company confirms that it is not aware of any new information or data which materially affects the mineral resource estimate announced on 16 November 2020 and that all material assumptions and technical parameters underpinning the mineral resource estimate continue to apply.

However, Shareholders should be advised that the Retained Permits will not be transferred to Virgin Gold as part of the Disposal. The Global Inferred Resource includes approximately 270,000 ounces of gold a grade of 2.1 g/t gold which is hosted on the Retained Permits.

4.6 Effect of the Disposal on the Company

The financial impact of the Disposal on the Company is set out in Schedule 3, which will result in an increase of approximately \$560,000 in the Company's net asset position, based on the Company's unaudited consolidated financial position as at 31 March 2021.

4.7 Impact of the Disposal on Shareholders

The Company will not acquire an equity interest in Goldblock unless the relevant milestones are satisfied and the Deferred Consideration Shares are issued, as set out in Section 4.4. In the event the Deferred Consideration Shares are issued, the Company does not currently intend to conduct an in-specie distribution. Accordingly, in the event the Deferred Consideration Shares are:

- (a) issued, Shareholders will retain an indirect interest in the Arakaka Project; and
 - (b) not issued, Shareholders will not retain an interest in the Arakaka Project,
- save for the interest the Company will continue to hold in the Retained Permits.

4.8 Advantages of the Disposal

The Disposal will:

- (a) increase the Company's cash position; and
- (b) significantly reduce the monthly expenditure and limit the Company's exposure to Guyana and allow it to focus on its Greater Falun copper-gold and Sala silver-zinc-lead projects in Sweden.

4.9 Disadvantages of the Disposal

The Disposal will mean that Shareholders no longer retain an indirect interest in the key permits comprising the Arakaka Project, unless and until the milestones pertaining to the Deferred Consideration Shares are issued.

4.10 Reasons why the Directors consider that effecting the Disposal without the offer, issue or transfer referred to in Listing Rule 11.4.1(a) being made is in the interest of Company and its Shareholders

Listing Rule 11.4.1(a) contemplates an offer of consideration shares in the spin-out entity being made pro-rata to the holders of ordinary securities in the entity, or in another way that, in ASX's opinion, is fair in all the circumstances. Such an offer is not in the best interests of the Shareholders for the following reasons:

- (a) the Company considers the Disposal to be the best commercial deal available to the Company, notwithstanding that the terms of the Sale Agreement do not contemplate an in-specie pro-rata distribution of Goldblock common shares to Shareholders;
- (b) there is no guarantee the Deferred Consideration Shares will be issued, accordingly there are no securities that can be offered on a pro-rata basis to Shareholders under the terms of the Sale Agreement; and
- (c) the costs and timing associated with making an offer of Deferred Consideration Shares to the Shareholders is prohibitive, given the size and proposed timing of the Disposal.

4.11 Sale Agreement

The Company and Virgin Gold have entered into the Sale Agreement in relation to the Disposal on 1 June 2021. Pursuant to the Sale Agreement the Company agreed to sell 100% of the issued capital in the Sale Companies to Virgin Gold for the Consideration set out in Section 4.4.

The Sale Agreement is subject to conditions precedent, including that:

- (a) the Company obtains the Shareholder approval the subject of this Resolution 2;
- (b) Goldblock complete a capital raising of not less than C\$5,000,000 through the issue of shares at the Listing Capital Raise Issue Price in connection with the RTO and satisfies the requirements for listing on the CSE;
- (c) Virgin Gold complete due diligence on the Arakaka Project; and
- (d) the Company obtains any necessary third party consents.

The Sale Agreement contains additional provisions, including warranties and indemnities which are considered standard for agreements of this nature.

4.12 Board recommendation

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

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ or A\$	means Australian Dollars.
Arakaka Project or Arakaka Gold Project	means the Arakaka gold project in Guyana, which is comprised of: <ul style="list-style-type: none">(a) all of the rights and interests in the relevant permits held by the Sale Companies; and(b) the permits set out in Schedule 2.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors.
C\$	means Canadian Dollars.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: <ul style="list-style-type: none">(a) a spouse or child of the member; or(b) has the meaning given in section 9 of the Corporations Act.
Company	means Alicanto Minerals Limited (ACN 149 126 858).
Completion	means completion under the Sale Agreement.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
CSE	means the Canadian Securities Exchange.
Director	means a director of the Company.
Deferred Consideration Shares	has the meaning given in Section 4.4.
Disposal	means the sale of the Arakaka Project by the Company to Virgin Gold.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Goldblock	means Goldblock Capital Corp a company listed on the Canadian Securities Exchange.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling

	the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Capital Raise Issue Price	means the price at which Goldblock issues shares under the capital raising for the RTO.
Listing Rules	means the listing rules of ASX.
Material Investor	<p>means, in relation to the Company:</p> <ul style="list-style-type: none"> (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder; (d) an advisor; or (e) an associate of the above, <p>who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.</p>
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Placement	has the meaning given in Section 3.1.
Placement Participants	means the sophisticated and professional investors introduced to the Company by Canaccord Genuity (Australia) Limited acting as Lead Manager and PAC Partners Securities Pty Ltd acting as Co-Manager, who both participated in the Placement.
Placement Shares	means the 46,153,847 Shares issued on 30 November 2020 to the Placement Participants under the Placement, which are the subject of Resolution 1 .
Private Placement	has the meaning given in Section 4.4(c).
Proxy Form	means the proxy form attached to the Notice.
Resolution	means a resolution referred to in the Notice.
Retained Permits	means the exploration permits listed in Schedule 2.
RTO	means the proposed reverse takeover of Virgin Gold by Goldblock and listing on the CSE.
Sale Agreement	means the binding sale agreement between the Company and Virgin Gold dated 1 June 2021.
Sale Companies	means Stratagold Guyana Inc. and Manticore Resources Inc.

Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Trading Day	has the meaning given in the Listing Rules.
Virgin Gold	means Virgin Gold Corporation, a company duly established and existing under the laws of British Columbia.
WST	means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 Retained Permits

Project	Location	Tenement
Arakaka	Guyana	51/1982/028
Arakaka	Guyana	51/1986/020
Arakaka	Guyana	51/1986/021
Arakaka	Guyana	51/1986/022
Arakaka	Guyana	51/1986/023
Arakaka	Guyana	51/1986/024
Arakaka	Guyana	51/1986/043
Arakaka	Guyana	51/1987/093
Arakaka	Guyana	51/1987/094
Arakaka	Guyana	51/1987/101
Arakaka	Guyana	51/1987/102
Arakaka	Guyana	51/1987/110
Arakaka	Guyana	51/1988/104
Arakaka	Guyana	51/1988/136
Arakaka	Guyana	51/1989/259
Arakaka	Guyana	51/1993/005
Arakaka	Guyana	51/1993/006
Arakaka	Guyana	51/1993/007
Arakaka	Guyana	51/1993/008
Arakaka	Guyana	P-9/000, PPMS/76/94
Arakaka	Guyana	P-9/001, PPMS/77/94
Arakaka	Guyana	P-9/002, PPMS/78/94
Arakaka	Guyana	P-8/000/94P-33/MP/000/11

Arakaka	Guyana	P-8/001P-33/MP/001/11
Arakaka	Guyana	P-8/002P-33/MP/002/11

Schedule 3 Pro-Forma Consolidated Statement of Financial Position

As at 31 March 2021

	Note	Consolidated Unaudited 31 March 2021	Proforma 31 March 2021
		\$	\$
Current Assets			
Cash and cash equivalents	1	6,038,830	6,829,044
Trade and other receivables	2	114,478	110,439
Total Current Assets		6,153,308	6,939,483
Non-Current Assets			
Trade and other receivables		486,568	486,568
Property, plant and equipment	3	700,263	467,787
Right of use assets		51,460	51,460
Exploration and evaluation expenditure		1,500,000	1,500,000
Total Non-Current Assets		2,738,291	2,505,815
Total Assets		8,891,599	9,445,298
Current Liabilities			
Trade and other payables	4	148,818	140,216
Right of use lease liabilities		7,958	7,958
Hire purchase for Drill Rig		54,725	54,725
Provisions		21,281	21,281
Total Current Liabilities		232,782	224,180
Non-Current Liabilities			
Right of use lease liabilities		44,801	44,801
Hire purchase for Drill Rig		328,351	328,351
Total Non-Current Liabilities		373,152	373,152
Total Liabilities		605,934	597,332
Net Assets	5	8,285,665	8,847,966
Equity			
Contributed equity		25,775,133	25,775,133
Reserves		4,736,993	4,736,993
Accumulated losses	5	(22,226,461)	(21,664,160)
Total equity		8,285,665	8,847,966

Balance Sheet Movements

1. Net cash increase of \$790,214 being made up of cash consideration of C\$750,000 equivalent to approximately \$799,511, less cash balance held by StrataGold Guyana Inc which was equivalent to \$9,298 as at 31 March 2021.
2. Net decrease of \$4,039 in current trade and other receivables being the equivalent value held by StrataGold Guyana Inc as at 31 March 2021.
3. Net decrease of \$232,476 in property, plant and equipment being the written down value of assets held by StrataGold Guyana Inc as at 31 March 2021.
4. Net decrease of \$8,602 in current trade and other payables being the equivalent value held by StrataGold Guyana Inc as at 31 March 2021.
5. Net increase of \$562,301 in net assets and total equity being the total net movement outlined above.

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (WST) on Saturday, 24 July 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Alicanto Minerals Limited, to be held at **10.00am (WST) on Monday, 26 July 2021 at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

For more information about the study, please contact Dr. John Smith at (555) 123-4567 or via email at john.smith@researchinstitute.org.

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

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Ratification of prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval to dispose of major asset	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3	
Sole Director and Sole Company Secretary Contact Name:	Director	Director / Company Secretary	
Email Address:			
Contact Daytime Telephone	Date (DD/MM/YY)		
Bu providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).			