

AGM Results, Board Changes and Chairman's Contract

AGM Results

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, Cape Lambert Resources Limited (ASX: CFE) (**Cape Lambert** or **the Company**) advises details of the resolutions and the proxies received in respect of each resolution are set out in the attached proxy summary. Each resolution was decided by a poll and, other than resolution 2 (Re-election of Director - Stefan Muller), was carried.

Board Changes

The Company advises that Non-Executive Director Mr Stefan Müller has retired by rotation as a non-executive Director of the Company effective from today. The Board would like to thank Mr Müller for his service to the Company and wishes him the best with his future endeavors.

Following Mr Müller's retirement, the Board is pleased to announce the appointment of Mr Mark Hancock as a Non-Executive Director of the Company with effect from 11 February 2020.

Mr Mark Hancock has over 30 years' experience in key financial, commercial and marketing roles across a variety of industries with a strong focus on natural resources. During his 13 years at Atlas Iron Ltd, Mr Hancock served in numerous roles including CCO, CFO, Executive Director and Company Secretary. Mr Hancock has also served as a director on a number of ASX listed entities and is currently a director of Centaurus Metals Ltd and Fe Limited. Mr Hancock holds a Bachelor of Business (B.Bus) degree, is a Chartered Accountant (CA), and a Fellow of the Financial Services Institute of Australia (F FIN).

Executive Chairman Contract

The Company makes the following disclosure in connection with a new consultancy agreement entered into with Okewood Pty Ltd (**Okewood**) to provide the services of Chairman of Cape Lambert. This disclosure is made in accordance with ASX Listing Rule 3.16.4.

The Cape Lambert Remuneration Committee (Remuneration Committee) has been in discussion with Okewood regarding terms and conditions of a new contract since the previous contract expired on 31 October 2019 (refer ASX Announcement dated 7 October 2019).

The Company confirms the key terms of the new agreement with the Company as:

- Addendum entered into covering the period 31 October 2019 to 31 December 2019 based on a set fee of \$400,000 (plus GST) per annum;
- three year term (effective from 1 January 2020) consultancy contract to provide the services of Chairman
 of the Company and specific responsibility for all negotiations and strategic networking to facilitate the
 acquisition and disposal of assets of the Company;
- set fee of \$400,000 (plus GST) per annum; and
- 3 month termination notice (or payment in lieu of notice, subject to the Corporations Act and Listing Rules), without cause, for either party.

The revised set fee represents a 43% reduction from the previous fee of \$700,000 per annum.





The Remuneration Committee acknowledges the importance of aligning the interests of Cape Lambert's shareholders with those of the Chairman. As such, the agreement provides market capitalisation linked incentives:

- If the market capitalisation of CFE exceeds \$AUD 30 million continuously for more than one month the consultancy fee is to increase to \$525,000 (plus GST) per annum.
- If the market capitalisation of CFE exceeds \$AUD 60 million continuously for more than one month the consultancy fee is to increase to \$700,000 (plus GST) per annum.

The Remuneration Committee considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the agreement because the benefits under the agreement, reached as part of the remuneration package for Mr Sage, is considered reasonable remuneration in the circumstances. In reaching this view, the Remuneration Committee has considered Mr Sage's position, experience, responsibility and his overall remuneration package and the need of the Company to effective incentivise its Executive Chairman, while aligning the incentive with increasing shareholder value.

This announcement is authorised to be given to ASX by Mr Tony Sage, Cape Lambert's Executive Director and Mr Timothy Turner, Cape Lambert's Chairman of the Remuneration Committee. Security holders and other interested parties can contact Mr Sage on +61 8 9380 9555 if they have any queries.

Yours faithfully Cape Lambert Resources Limited

Tony Sage Executive Chairman

For further information please contact:

Investor Relations



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CAPE LAMBERT RESOURCES LIMITED ANNUAL GENERAL MEETING Tuesday, 11 February 2020 Voting Results

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Remuneration Report (Non-binding)	Ordinary	152,162,279 94.41%	8,009,891 4.97%	1,004,150 0.62%	372,916	154,359,429 95.05%	8,034,891 4.95%	372,916	Carried
2 Re-election of Director - Stefan Muller	Ordinary	4,446,899 2.76%	155,715,571 96.49%	1,216,150 0.75%	77,937,297	5,733,049 3.55%	155,740,571 96.45%	79,060,297	Not Carried
3 Approval of 10% Placement Facility	Special	231,114,460 97.33%	5,352,235 2.25%	1,009,150 0.42%	1,840,072	233,341,610 97.76%	5,352,235 2.24%	1,840,072	Carried
4 Ratification of Prior Issue of Winance Notes	Ordinary	230,816,057 97.22%	5,614,638 2.36%	1,009,150 0.42%	1,876,072	233,023,207 97.64%	5,634,638 2.36%	1,876,072	Carried
5 Approval to Replace Winance Notes (Debt Securities)	Ordinary	229,774,198 96.78%	6,628,638 2.79%	1,021,009 0.43%	1,892,072	231,993,207 97.21%	6,648,638 2.79%	1,892,072	Carried
6 Ratification of Prior Issue of Magna Notes	Ordinary	229,746,057 97.03%	6,014,638 2.54%	1,009,150 0.43%	2,546,072	231,973,207 97.47%	6,014,638 2.53%	2,546,072	Carried
7 Approval to replace Magna Notes	Ordinary	229,666,057 97.02%	5,975,638 2.52%	1,089,150 0.46%	2,585,072	231,973,207 97.49%	5,975,638 2.51%	2,585,072	Carried
8 Ratification of Prior Issue of Magna Shares	Ordinary	229,586,460 96.97%	5,788,235 2.44%	1,409,150 0.59%	2,532,072	232,213,610 97.57%	5,788,235 2.43%	2,532,072	Carried
9 Issue Shares to First Investments Holding Limited	Ordinary	229,592,460 96.11%	6,783,735 2.84%	2,511,806 1.05%	427,916	233,322,266 97.17%	6,783,735 2.83%	427,916	Carried
10 Issue of Shares to Okewood Pty Limited	Ordinary	153,233,935 95.09%	6,909,235 4.29%	1,004,150 0.62%	78,168,597	155,436,085 95.73%	6,929,235 4.27%	78,168,597	Carried
11 Issue of Shares to DGWA	Ordinary	231,015,616 96.69%	6,903,235 2.89%	1,009,150 0.42%	387,916	233,242,766 97.13%	6,903,235 2.87%	387,916	Carried
12 Issue of Shares to CRMS	Ordinary	231,000,616 96.68%	6,850,235 2.87%	1,077,150 0.45%	387,916	233,295,766 97.15%	6,850,235 2.85%	387,916	Carried

13 Issue of Shares to AusZam Mining Ltd	Ordinary	231,069,616 96.71%	6,849,235 2.87%	1,009,150 0.42%	387,916	233,296,766 97.15%	6,849,235 2.85%	387,916	Carried
14 Issue of Shares to Bellatrix Corporate Pty Ltd	Ordinary	231,391,616 96.85%	6,527,235 2.73%	1,009,150 0.42%	387,916	232,718,766 97.27%	6,527,235 2.73%	1,287,916	Carried

^{*} Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.