



# GEOPACIFIC RESOURCES LIMITED

ACN 003 208 393

---

## NOTICE OF ANNUAL GENERAL MEETING

&

## EXPLANATORY STATEMENT

---

**For the meeting to be held at 10:00am (WST) on Tuesday, 31 May 2022**

**At**

**Level 1, 278 Stirling Highway  
Claremont  
Western Australia**

**and**

**Via teleconference**

As a result of the uncertainty and potential health risks created by the Coronavirus (COVID-19) pandemic, the Board has determined that the Annual General Meeting will be held as a hybrid meeting with Shareholders able to attend in person at Level 1, 278 Stirling Highway, Claremont, WA 6010 or via teleconference. Further information on how to access the teleconference facility are set out in the proceeding section of this Notice of Annual General Meeting.

The Company encourages its Shareholders to consider lodging a directed proxy in advance of the Annual General Meeting. The Company is happy to accept and answer questions prior to the close of proxy voting via email. Such questions should be forwarded to the following email address [info@geopacific.com.au](mailto:info@geopacific.com.au).

If the situation in relation to COVID-19 were to change in a way that materially affects the position above, the Company will provide a further update ahead of the Meeting via the ASX Market Announcements Platform and on the Company's website at [www.geopacific.com.au](http://www.geopacific.com.au).

In accordance with the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth) (Act), the notice of meeting, accompanying explanatory statement and annexures (including an online meeting guide and proxy form) are being made available to shareholders electronically, unless you have requested to receive a hard copy since the Act has come into force.

<p>This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional advisor without delay. Should you wish to discuss the matters in this Notice of Annual General Meeting and Explanatory Statement, please do not hesitate to contact the Company Secretary on + 61 8 6143 1820.</p>
---

28 April 2022

Dear Shareholder

Please find enclosed the Notice of Annual General Meeting for the Shareholders' Meeting to be held at 10:00am (WST) on Tuesday, 31 May 2022 as a hybrid meeting with Shareholders able to attend in person at Level 1, 278 Stirling Highway, Claremont, WA 6010 and via teleconference.

As a result of the uncertainty and potential health risks created by the Coronavirus (COVID-19) pandemic, your Directors have decided to hold the Annual General Meeting as a hybrid meeting. The Company requests that any Shareholder who is not feeling well on the day and wishes to participate in the meeting elects to participate in the meeting by telephone.

Shareholders who plan to attend the Meeting by telephone and who wish to vote at the meeting rather than to vote by submitting a proxy form should contact the Company at [info@geopacific.com.au](mailto:info@geopacific.com.au) prior to 5:00pm (WST) on Wednesday, 25 May 2022, at which point the Company will email you a personalised poll form for the purpose of voting on a poll at the Meeting. Further information is set out in proceeding section of this Notice of Annual General Meeting.

The purpose of the meeting is to seek shareholder approval in accordance with the *Corporations Act 2001* (Cth) and the ASX Listing Rules to a number of resolutions, which are set out in the attached Notice of Annual General Meeting.

Your Directors seek your support and look forward to your participation at the meeting.

Yours faithfully



**Andrew Bantock**  
Chairman

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Geopacific Resources Limited (**Geopacific** or **Company**) will be convened at 10:00am (WST) on Tuesday, 31 May 2022 at Level 1, 278 Stirling Highway, Claremont, WA 6010 and via teleconference.

Terms used in this Notice of Annual General Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

## **ORDINARY BUSINESS**

### **Discussion of Financial Statements and Reports**

---

To discuss the Annual Financial Report, the Directors' Report and Auditor's Report for the year ended 31 December 2021.

**Note:** there is no requirement for Shareholders to approve these Reports.

### **Resolution 1 - Adoption of the Remuneration Report**

---

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding resolution**:

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the financial year ended 31 December 2021."*

#### **Voting Prohibition Statement**

In accordance with the Corporations Act, the Company will disregard any votes cast on this Resolution:

- by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or their Closely Related Parties (including spouses, dependants and controlled companies), regardless of the capacity in which the votes are cast; or
- by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on the Resolution:

- in accordance with a direction as to how the proxy is to vote on the Resolution; or
- the person is the Chair of the Meeting and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on the Resolution; and
  - expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### **Resolution 2 - Election of Director – Mr Andrew Bantock**

---

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

*"That, for the purpose of clause 12.7 of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Andrew Bantock, be elected as a Director."*

### **Resolution 3 – Approval of additional capacity to issue Equity Securities**

---

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

*"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, the issue of up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement, be approved."*

### **Resolution 4 – Ratification of issue of Equity Securities to Sprott**

---

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue of 5,404,655 shares and 2,702,328 options to Sprott Private Resource Lending II (Co), Inc (**Sprott**) on 29 June 2021, be ratified."*

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

**Voting Exclusion Statement**

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

- Sprott; or
- any associate of those persons.

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

- 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 this way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 5 – Approval of employee incentive plan**

---

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

*“That, for the purpose of ASX Listing Rule 7.2 (Exception 13) and for all other purposes, the Company’s Securities Incentive Plan (**Employee Incentive Plan**) is approved for a period of three years from the date of the Meeting and the Company may grant up to 25,962,332 incentives and allot and issue ordinary shares upon the exercise or vesting of the incentives under the terms of that plan as described in the Explanatory Statement, as an exception to ASX Listing Rule 7.1.”*

**Voting prohibition statement**

The Company will disregard any votes cast in favour of Resolution 5 by:

- any person who is eligible to participate in the Incentive Plan; or
- any associates of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- 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
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Resolution 6 – Approval to amend the Constitution**

---

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

*“That, for the purposes of section 136(2) of the Corporations Act, and for all other purposes, Shareholders approve the amendment to the Constitution of the Company in the manner set out in the Explanatory Statement with effect from the close of the Meeting.”*

**Resolution 7 – Approval of Proportional Takeover Provisions**

---

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

*“That, for the purposes of section 648G of the Corporations Act and for all other purposes, the proportional takeover provisions contained in Rule 9 of the Company’s Constitution be renewed for a period of three years, with effect from the date of this Meeting.”*

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

## **GENERAL NOTES**

The Explanatory Statement to Shareholders attached to this Notice of Annual General Meeting is hereby incorporated into and forms part of this Notice of Annual General Meeting.

### **Coronavirus (COVID-19)**

---

The Company's Annual General Meeting is due to be held at 10:00am (WST) on Tuesday, 31 May 2022 at Level 1, 278 Stirling Highway, WA 6010 and via teleconference.

As a result of the uncertainty and potential health risks created by the Coronavirus (COVID-19) pandemic, your Directors have decided to hold the Annual General Meeting as a hybrid meeting. The Company requests that any Shareholder who is not feeling well on the day elects to participate by telephone.

The Company encourages its Shareholders to consider lodging a directed proxy in advance of the Meeting. To lodge your directed proxy in advance of the Meeting, please follow the steps set out in your enclosed personalised Proxy Form and lodge it by 10:00am (WST) on Sunday, 29 May 2022.

If you wish to ask questions of the Board, Shareholders are encouraged to lodge questions in advance of the Meeting by emailing [info@geopacific.com.au](mailto:info@geopacific.com.au) by no later than 5:00pm (WST) on Wednesday, 25 May 2022.

If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available via the Company's ASX platform at [www.asx.com.au](http://www.asx.com.au) (ASX Code: GPR) and on the Company's website.

### **Voting eligibility**

---

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 Shareholders at 5:00pm (WST) on Sunday, 29 May 2022.

### **Attendance by teleconference**

---

In order to participate in the Meeting by telephone, please utilise the following dial-in details:

#### **Teleconference service number:**

Australia:	1800 062 923
Germany:	0800 183 0410
Singapore:	8006 161 778
South Africa:	0800 993 135
USA:	18 667 007 019
International:	+61 7 3025 7522

#### **Access Passcode:**

Shareholder Access:	785 145 483 827
---------------------	-----------------

### **Voting at the Annual General Meeting**

---

All resolutions at the Meeting will be decided by poll, based on votes submitted by proxy and at the Meeting by Shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out below.

The Directors instruct all Shareholders who would like to have their vote counted to either:

- (i) vote by lodging a proxy form as explained below; **or**
- (ii) Shareholders who wish to vote at the Meeting and who will be attending by telephone should contact the Company at [info@geopacific.com.au](mailto:info@geopacific.com.au) prior to 5:00pm (WST) on Wednesday, 25 May 2022 at which point the Company will email you a personalised poll form for the purpose of voting on a poll at the Meeting. The personalised poll form must be completed and returned to the Company after the poll has been called and prior to the close of polling, which will be half an hour after the Meeting closes on Tuesday, 31 May 2022. During the Meeting, the Chair will notify you when and how you are able to complete and return the poll form.

A separate personalised poll form must be completed for each Shareholder. Voting for multiple Shareholders cannot be combined into one form.

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

## **Voting by Proxy**

---

A Shareholder entitled to vote at the Meeting is entitled to appoint not more than 2 proxies. As noted above, the Company encourages its Shareholders to consider lodging a directed proxy in advance of the Meeting.

Where more than 1 proxy is appointed, each proxy may be appointed to represent a specified number or proportion of votes. If no such number or proportion is specified, each proxy may exercise half of the Shareholder's votes. A proxy does not have to be a Shareholder of the Company.

Shareholders are encouraged to consider how they wish to direct their proxies to vote.

The proxy form must be signed by the Shareholder or his or her attorney in accordance with the directions on the proxy form. To be valid the proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy) must be received by the Company at the address listed below not later than 48 hours before the time for holding the meeting, that is 10:00am (WST) on Sunday, 29 May 2022.

To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) deliver the proxy form:
  - by hand to the Company's share registry, Boardroom Pty Limited at Level 12, 225 George Street, Sydney NSW 2000; or
  - by post to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001;
- (b) fax the proxy form to Boardroom Pty Limited on facsimile number (61) 2 9290 9655; or
- (c) vote online at <https://www.votingonline.com.au/gpragm2022> and follow the prompts.

**To be valid the proxy form must be received by no later than 10:00am (WST) on Sunday, 29 May 2022. Proxy forms received after this date will be invalid.**

A company wishing to appoint a person to act as its representative in the Meeting must provide the person with:

- a letter or certificate executed in accordance with the Corporations Act authorising that person as the corporate Shareholder's representative at the Meeting; or
- a copy of the resolution appointing that person as the corporate Shareholder's representative at the Meeting, certified by a secretary or director of the corporate shareholder.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair of the Meeting, who must vote the proxies as directed.

### ***Proxy vote if appointment specifies way to vote***

Section 250BB (1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (as directed);
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (as directed).

### ***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and

either of the following applies:

- the proxy is not recorded as attending the meeting; or
- the proxy does not vote on the resolution;

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

***Undirected proxies***

The Chair intends to vote all valid undirected proxies for all Resolutions in favour of those Resolutions.

In particular, any undirected proxy given to the Chair for Resolutions 1 and 5 by a Shareholder entitled to vote on those Resolutions, will be voted by the Chair in favour of those Resolutions, in accordance with the express authorisation on the Proxy Form.

**BY ORDER OF THE BOARD**



**Matthew Smith**  
**Company Secretary**

28 April 2022

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

## **EXPLANATORY STATEMENT**

The purpose of the Explanatory Statement is to provide Shareholders with information concerning the Resolutions in the Notice of Annual General Meeting.

### **Discussion of Financial Statements and Reports**

---

The Corporations Act requires the Annual Financial Report, Directors' Report and the Auditor's Report (**Annual Financial Statements**) to be received and considered at the Annual General Meeting. The Annual Financial Statements for the period ended 31 December 2021 are included in the Company's Annual Report, a copy of which can be accessed online at [www.geopacific.com.au](http://www.geopacific.com.au). Alternatively, a hard copy will be made available on request.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Statements. However, the Annual Financial Statements will be placed before the Meeting thereby giving Shareholders the opportunity to discuss those documents and to ask questions.

Representing the Company's auditor, Ernst & Young will be attending the Annual General Meeting and will be available to answer any questions relevant to the conduct of the audit and Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted to the Company no later than 5:00pm (WST) on Wednesday, 26 May 2022.

## **1. Resolution 1 - Adoption of Remuneration Report**

---

### **1.1. Background**

In accordance with the requirements of subsection 250R(2) of the *Corporations Act*, the Board submits the Remuneration Report for the year ended 31 December 2021 to Shareholders for consideration and adoption.

The Remuneration Report sets out the remuneration policies of the Company and explains the remuneration arrangements in place for executive and non-executive directors and senior management.

The Remuneration Report forms part of the Directors' Report and is set out in the Company's Annual Report, which can be found on the Company's website [www.geopacific.com.au](http://www.geopacific.com.au).

The *Corporations Act* requires each listed company to put to a vote at its Annual General Meeting, a non-binding resolution to shareholders to adopt the remuneration report for the relevant financial year. Whilst the vote on this Resolution is advisory only and does not bind the Directors or the Company, the Directors will take into account the outcome of the vote when reviewing remuneration policies and practices.

During consideration of this Resolution there will be opportunity for Shareholders at the Meeting to comment on and ask questions about the Remuneration Report. The Remuneration Report is set out in the Directors' Report section of the Company's Annual Report.

Pursuant to the *Corporations Act*, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those meetings on a resolution (**Spill Resolution**) that another meeting be held within 90 days (**Spill Meeting**), at which all of the Company's Directors who were Directors at the time when the resolution to make the Directors' Report was passed (excluding the Managing Director) cease to hold office immediately before the Spill Meeting and may stand for re-election at the Spill Meeting.

The Company's Remuneration Report did not receive an 'against' vote of 25% or more at the Company's previous Annual General Meeting held on 31 May 2021. Accordingly, a Spill Resolution will not be put to

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

the Meeting even if 25% or more of the votes cast in respect of the Remuneration Report are against the adoption of the Remuneration Report.

The Board considers that its current practices of setting executive and non-executive remuneration are within normal industry expectations, and provides an effective balance between the need to attract and retain the services of the highly skilled Key Management Personnel that the Company requires. As such the Directors recommend that Shareholders vote in favour of the Company's Remuneration Report.

With respect to Resolution 1, the vote is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

**1.2. Recommendation of Directors**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chair intends to vote all valid undirected proxies in favour of this Resolution in accordance with the express authorisation on the Proxy Form.

**2. Resolution 2 - Election of Director – Mr Andrew Bantock**

---

**2.1. Background**

Resolution 2 seeks approval for the confirmation of the election of Mr Andrew Bantock as a Director and Chair of the Company. Mr Bantock was appointed to the Board as a Director on 14 January 2022.

Mr Bantock has significant experience leading listed and private businesses, both in Australia and offshore, with an acknowledged track record in corporate finance and commercial leadership. Throughout his career, Mr Bantock has established a track record for successfully building and improving businesses' operations and financial structures, developing and communicating their vision and strategy and building and leading high performing teams.

After qualifying as a Chartered Accountant with a leading global firm, working in Australia and the UK, Mr Bantock commenced his commercial career with ASX/NZSE listed GRD Group, owner of New Zealand's largest gold producer, Macraes Mining (later Oceana Gold), and well-known resource project design and construction engineer, GRD Minproc.

Mr Bantock later become Finance Director of GRD, also serving six years as a non-executive Director of Western Australia's water utility, Water Corporation, where he chaired the Audit and Compliance Committee. Mr Bantock subsequently helped to establish and co-lead an ASX listed exploration group, in various roles, including as founding Executive Chairman of Chalice Gold Mines Ltd and founding Managing Director of Liontown Resources Ltd, before being recruited back to a senior finance role, as CFO of Glencore's Australian nickel business.

Mr Bantock is currently a Senior Managing Director of FTI Consulting, an independent global business advisory firm where he leads the Perth Business Transformation practice and co-leads the national mining advisory practice, assisting clients to develop and implement business improvement and growth strategies, supported by detailed business case analysis, financing strategies and hands-on execution. Andrew is also Chairman of Elevate Uranium Limited.

**2.2. Recommendation of Directors**

The Directors (other than Mr Bantock) unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chair intends to vote all valid undirected proxies in favour of this Resolution.

### **3. Resolution 3 – Approval to access additional capacity to issue Equity Securities without Shareholder approval**

---

#### **3.1. Background**

Listing Rule 7.1A enables eligible entities, who have obtained Shareholder approval at an annual general meeting, to issue Equity Securities of up to 10% of its issued share capital through placements over a 12-month period after the entity's Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of \$300 million or less, as at the time of the entity's Annual General Meeting. The Company is an eligible entity as at the time of this Notice of Meeting and is expected to be an eligible entity as at the time of the Company's Annual General Meeting.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility for a period of 12-months after the Company's Annual General Meeting.

Resolution 3 is a special resolution and therefore requires 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer below).

#### **3.2. Description of Listing Rule 7.1A**

##### **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at the Annual General Meeting.

##### **Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being fully paid ordinary shares.

##### **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

- A** is the number of fully paid shares on issue 12-months before the date of issue or agreement:
- (i) plus the number of fully paid shares issued in the 12-months under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
  - (ii) plus the number of fully paid shares issued in the 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
    - a. the convertible securities were issued or agreed to be issued before the 12 month period; or
    - b. the agreement to issue was approved, or taken to have been approved under Listing Rule 7.1 or 7.4;
  - (iii) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
    - a. the agreement was entered into before the 12 month period; or

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

- b. the agreement to issue was approved, or taken to have been approved under Listing Rule 7.1 or 7.4;
- (iv) plus the number of partly paid shares that became fully paid in the 12-months;
- (v) plus the number of fully paid shares issued in the 12-months with approval of holders of shares under Listing Rule 7.1 and 7.4;
- (vi) less the number of fully paid shares cancelled in the 12-months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12-months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.4.

**Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 519,246,646 Shares and would have capacity to issue 79,103,044 Equity Securities under Listing Rule 7.1. It does not have any capacity to issue shares under Listing Rule 7.1A as this approval was not sought at its last AGM on 31 May 2021.

**Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be in an existing quoted class of Equity Securities and issued for cash consideration per Equity Security which is not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the fifteen (15) trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within ten (10) trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

**Issue Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting until the earlier of:

- (i) the date that is 12 months after the date of the Annual General Meeting;
- (ii) the time and date of the Company's next Annual General Meeting; or
- (iii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX (**10% Placement Period**).

The Company will only issue Equity Securities during the 10% Placement Period.

**Dilution Risk**

If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

**GEO PACIFIC RESOURCES LIMITED**  
NOTICE OF MEETING AND EXPLANATORY STATEMENT

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		[0.105] 50% decrease in issue price	[0.21] issue price	[0.315] 50% increase in issue price
<b>519,246,646</b> <b>Current Variable A</b>	<b>10% voting dilution in shares</b>		51,246,646	
	<b>Funds raised</b>	5,380,898	10,761,796	16,142,693
<b>778,869,969</b> <b>50% increase in Current Variable</b>	<b>10% voting dilution in shares</b>		77,886,997	
	<b>Funds raised</b>	8,178,135	16,356,269	24,534,404
<b>1,038,493,292</b> <b>100% increase in Current Variable</b>	<b>10% voting dilution in shares</b>		103,849,329	
	<b>Funds raised</b>	10,904,180	21,808,359	32,712,539

The table has been prepared on the following assumptions:

- (i) Variable A is 519,246,646 being the number of ordinary securities on issue at the date of this Notice.
- (ii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes listed Options, it is assumed that those listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The issue price is \$0.21 being the closing price of the Shares on ASX on 14 December 2021 (i.e. the trading day just prior to the Company entering voluntary suspension).

### 3.3. Purpose of Issue

The Company may seek to issue the Equity Securities for cash consideration to fund the ongoing development and exploration activities at the Woodlark Gold Project and/or for acquisition of new assets or investments (including expenses associated with such acquisition) and general working capital.

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

**Allocation Policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

**Previous issues of Equity Securities under Listing Rule 7.1A**

The Company did not seek Shareholder approval under Listing Rule 7.1A at its 2021 Annual General Meeting. Accordingly, the Company did not issue any equity securities under Listing Rule 7.1A.2 in the 12-months preceding this Notice.

**No Voting Exclusion**

At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A if approved at the Meeting and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

**3.4. Recommendation of Directors**

The Directors believe that the 10% Placement Facility is beneficial for the Company as it will give the Company flexibility to issue further securities representing up to 10% (to a total of 25%) of the Company's Share capital during the next 12-months. Accordingly, the Board unanimously recommend that Shareholders approve Resolution 3.

The Chair intends to vote all valid undirected proxies in favour of this Resolution.

**4. Resolution 4 – Ratification of Equity Securities issue to Sprott**

---

**4.1. Background**

As disclosed in its announcements of 29 and 30 June 2021, the Company issued to Sprott Private Resource Lending II (Co) Inc (**Sprott**):

- (i) 5,404,655 fully paid ordinary shares (**Subscription Shares**); and
- (ii) 2,702,328 unlisted options with an exercise price of \$0.322 and an expiry date of 29 September 2026 (**Subscription Options**),

together the (**Subscription Securities**). The Subscription Securities were issued on 29 June 2021 under the Company's 15% capacity limit under ASX Listing Rule 7.1 (ie a disclosure document was not required to be issued at the time).

The Subscription Securities were issued under the terms of a Subscription Agreement between the Company and Sprott dated 24 June 2021 and formed part of the US\$100m project debt financing arrangements associated with the development of the Woodlark Gold Project announced to ASX on 28 June 2021. Whilst the financing arrangements have now been terminated, as announced to the ASX on 1 April 2022, the securities remain on issue pursuant to their terms and so ratification of their issue is still required.

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

**4.2. Regulatory requirements**

Listing Rule 7.1 permits an issue of new Equity Securities equivalent in number to not more than 15% of its capital in any 12 month period without the prior approval of its Shareholders.

Listing Rule 7.4 allows Shareholders to refresh the Company's Listing Rule 7.1 capacity by ratifying an issue of securities which has been made, as it is treated as having been made with the approval for the purposes of Listing Rule 7.1 if Shareholders ratify it and the issue did not breach Listing Rule 7.1.

Equity securities issued with Shareholder approval under Listing Rules 7.1 or 7.4 do not count towards the 15% limit under Listing Rule 7.1 or the 10% limit under Listing Rule 7.1A. The Company confirms that the issue of the Subscription Securities to Spratt did not breach Listing Rule 7.1.

Resolution 4 seeks Shareholder ratification under Listing Rule 7.4 for the issue of Subscription Securities to Spratt. Accordingly, this resolution is solely for the purpose of refreshing the Company's new issue capacity under Listing Rule 7.1.

If Resolution 4 is not passed, the Subscription Securities issued to Spratt will continue to be counted towards the new issue capacity limit in Listing Rule 7.1. In these circumstances, the Company's issue capacity under Listing Rule 7.1 will not be refreshed and the Company may require Shareholder approval to issue securities in the future to the extent that it does not have remaining capacity under Listing Rule 7.1.

**4.3. Listing Rule 7.5 information**

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following information:

- (i) **(number)** the number of Equity Securities allotted and issued was 5,404,655 Subscription Shares and 2,702,328 Subscription Options;
- (ii) **(issue price)** the issue price for the Subscription Shares was \$0.249 and nil for the Subscription Options;
- (iii) **(terms)** the Subscription Shares are fully paid ordinary shares which rank equally with other shares on issue and the Subscription Options were issued with an exercise price of \$0.322 and an expiry date of 29 September 2026;
- (iv) **(date)** the securities were issued on 29 June 2021;
- (v) **(name of subscriber)** the Shares were issued and allotted to Spratt, to whom the Shares could be offered without disclosure under Chapter 6D of the Corporations Act;
- (vi) **(use of funds)** the funds raised from the issue of the Shares are to be used by the Company to finance the development of Woodlark and for general working capital purposes; and
- (vii) **(summary of relevant agreements)** the Subscription Securities were issued in accordance with subscription documents containing standard terms for a transaction of this nature.

**4.4. Recommendation of Directors**

The Board unanimously recommends Shareholders vote in favour of Resolution 4 as an ordinary resolution.

The Chair intends to vote all valid undirected proxies in favour of this Resolution.

## **5. Resolution 5 – Approval of Employee Incentive Plan**

---

### **5.1. Background**

Under Listing Rule 7.2 Exception 13(b), for issues of Equity Securities under an employee incentive scheme not to count towards the 15% capacity to issue share capital in a 12-month period without Shareholder approval, Shareholder approval of the employee incentive scheme is required:

- every three years; or
- if there is a material change to the terms of an approved employee incentive scheme.

At the annual general meeting of the Company held on 30 May 2018, Shareholders approved the Geopacific Securities Incentive Plan (**Employee Incentive Plan**). A summary of the terms and conditions of the Employee Incentive Plan is set out in Schedule 1 to this Notice of Meeting. This resolution seeks your approval of the Employee Incentive Plan on the same terms as previously.

### **5.2. Purpose of the Employee Incentive Plan**

The primary purpose of the Employee Incentive Plan is to retain, attract and motivate key personnel. The Board believes that the future success of the Company depends in large on the skills and motivation of the people engaged in the management of the Company's business, it is therefore important that the Company is able to retain and attract people of the highest calibre for the Company's operations. The Employee Incentive Plan forms an important part of a comprehensive remuneration strategy for the Company's management, employees and consultants, aligning their interests with those of Shareholders by linking their rewards to the long term success of the Company and its financial performance.

The primary purpose of the grant of Incentives under the Employee Incentive Plan is not to raise capital, but to form part of the employee or consultant's remuneration package. No funds will be raised from the grant of the Incentives. If Performance Rights are granted and vest, then no funds will be raised upon the issue of the Shares. However, if Options are granted and are exercised, then the net exercise price paid upon the issue of the Shares will be used for general working capital purposes. An employee or consultant must contribute their own money to the Company to fund the exercise price of any Options.

There are no significant opportunity costs to the Company or benefits foregone by the Company in granting the Incentives upon the terms of the Employee Incentive Plan proposed.

### **5.3. Purpose of approval**

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. Listing Rule 7.2 Exception 13(b) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Listing Rule 7.2 Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 Exception 13(b). Listing Rule 7.2 Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting seeking shareholder approval to the scheme for the purposes of that exception.

Shareholder approval in accordance with ASX Listing Rule 7.2 Exception 13(b) will exempt grants under the Employee Incentive Plan from the calculation of the 15% capacity on the grant of new securities without prior Shareholder approval, for a period of three years from the date of the passing of Resolution 5. If Resolution 5 is not passed, the Company will still be able to proceed with an issue of Equity Securities under the Incentive Plan to eligible participants, but any issues of Equity Securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 months following the issue. The Board is also seeking Shareholder approval for the

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

Employee Incentive Plan in accordance with the ASX Corporate Governance Council's Best Practice Recommendations.

**5.4. Maximum number of securities proposed to be issued**

The maximum number of securities proposed to be issued under the Employee Incentive Plan within the three year period from the date of the Meeting is 25,962,332 securities, being 5% of the issued share capital of the Company as at 26 April 2022. The maximum number is not intended to be a prediction of the actual number of securities to be issued under the Employee Incentive Plan, simply a ceiling for the purposes of Listing Rule 7.2 Exception 13(b).

**5.5. Regulatory requirements**

In accordance with Listing Rule 7.2 (Exception 13(b)), the following information is disclosed to Shareholders for the purposes of Resolution 5:

- A summary of the terms and conditions of the Employee Incentive Plan is set out in Schedule 1 to this Notice of Meeting.
- The following securities have been issued under the Employee Incentive Plan since it was last approved on 30 May 2018<sup>1</sup>:
  - 1,237,995 Class A Plan Options;
  - 2,793,865 Class B Plan Options;
  - 2,896,636 Class C Plan Options;
  - 2,430,723 Share Appreciation Rights; and
  - 3,112,442 Performance Rights.
- There is no change to the terms of existing instruments previously issued under the Employee Incentive Plan.

**5.6. Recommendation of Directors**

As the Directors may have a personal interest in Resolution 5, the Directors make no recommendation as to how Shareholders should vote on this resolution and have only considered the Resolution to the extent necessary to put the resolution to Shareholders in accordance with section 195(4) of the *Corporations Act*.

The Chair intends to vote all valid undirected proxies in favour of this Resolution in accordance with the express authorisation on the Proxy Form.

---

**6. Resolution 6 – Approval to amend the Constitution**

**6.1. Background**

In anticipation of certain recent and potential changes to the Corporations Act, ASX Listing Rules and ASX Settlement Operating Rules, and following a general legal review of the Constitution, it is proposed that certain amendments be made to the Constitution.

A summary of the principal amendments to the Constitution are set out below. As it is a summary, it is not exhaustive. A copy of the proposed amendments is available on the Company's website.

**6.2. Summary of proposed changes**

**Hybrid Meetings**

The Constitution already contemplates a general meeting being held at a physical location, or at two or more locations using technology to facilitate attendance by Shareholders online (**Hybrid Meeting**). If Resolution 6 is approved, the amended Constitution will provide greater flexibility and clarity around

---

<sup>1</sup> Where relevant, the number of securities issued under the Securities Incentive Plan have been adjusted for the 25:1 share consolidation that was approved by shareholders on 9 December 2019.

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

how the Company may conduct Hybrid Meetings in the future, particularly if the Corporations Act is permanently amended to be more facilitative of such meetings.

More specifically, the amended Constitution will confirm the ability of the Company to hold meetings using or with the assistance of any technology approved by the directors or in any manner permitted by law (subject to it being a Hybrid Meeting). Consequential provisions are also included to provide clarity around procedural matters, including to ensure that 'online' attendees are treated as being present at the meeting and are counted for a quorum, and to confirm that the Directors may prescribe the detailed procedures by which meetings held with technological assistance may be conducted.

The amendments do not permit wholly 'virtual' online meetings.

Other related amendments include confirming that Shareholders can return instruments appointing a proxy, attorney or corporate representative to the Company in any manner specified by the Directors for that purpose in the notice of meeting and that Board meetings may be convened and held in any manner permitted by law.

**Increase to maximum joint holders of shares**

In April 2017, ASX announced that the current Australian Clearing House Electronic Subregister System (**CHESS**) was to be replaced with a new system that uses distributed ledger technology (e.g. 'blockchain' technology) and will be known as the ASX Clearing and Settlement Platform (CSP). It was expected that the CSP would be operative in April 2023 but there are suggestions that this may be delayed.

Nevertheless, in preparation for the CSP, ASX has recommended that listed companies change their constitutions to enable the registration of up to four joint holders as permitted to be registered under CSP.

Rule 2.5(a) of the Constitution currently allows up to three joint holders to be recorded in relation to Shares. It is proposed that Rule 2.5(a) of the Constitution be amended to allow the Company to register the maximum number of joint holders permitted under the ASX Settlement Operating Rules. This will ensure that the Company's Constitution will enable the maximum number of joint holders to be registered once the CSP becomes operative.

**Amendments provide flexibility, clarity and efficiency**

The Board considers the proposed amendments are in the best interests of Shareholders because they provide flexibility, clarity and efficiency in relation to the governance of the Company. In light of certain amendments (both past and anticipated) to the Corporations Act, ASX Listing Rules and ASX Settlement Operating Rules, the proposed amendments align the Constitution with the requirements of the current regulatory regime and will prepare for the Company for the implementation of the CSP.

For this Resolution 6 to be passed, it must be approved by a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

This resolution does not encompass the proposed renewal of proportional takeover provisions into the Constitution, which is the subject of Resolution 7 and requires separate approval independent of the outcome of this resolution. In other words, if this Resolution 6 were to be passed, these amendments to the Constitution would take effect irrespective of the outcome of Resolution 7.

**6.3. Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of approving the amended Constitution in Resolution 6.

The Chair intends to vote all valid undirected proxies in favour of this Resolution.

**7. Resolution 7 – Approval of Proportional Takeover Provisions**

---

**7.1. Background**

The Company's constitution (**Constitution**) currently contains proportional takeover approval provisions requiring Shareholders to approve any takeover offer for only a proportion of each Shareholder's Shares

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

(Rule 9). These provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company.

In accordance with the Corporations Act and the Constitution, the proportional takeover approval provisions expire three years from their adoption, or if renewed, from the date of renewal.

The Company last renewed its proportional takeover provisions on 31 May 2016, accordingly Rule 9 of the Constitution ceased to operate from 30 May 2019.

Renewal of the proposed proportional takeover provisions must be approved by a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Rule 9 is set out in full in Schedule 2 of this Notice.

**7.2. No Change to Existing Proportional Takeover Provisions**

If renewed, the proposed proportional takeover provisions will be in exactly the same terms as the existing provisions and will have effect for a three year period commencing on the date of the Meeting.

**7.3. Effect**

If a proportional takeover bid is made, the Directors must:

- convene a general meeting no less than 14 days before the end of the bid period; and
- allow Shareholders to vote on a resolution to approve the proportional takeover bid.

The bidder and its associates are not allowed to vote on the resolution.

If the bid is rejected, binding acceptances are required to be rescinded, and all unaccepted offers and offers failing to result in binding contracts are taken to have been withdrawn.

If the bid is approved, the transfers resulting from the bid may be registered provided they comply with other provisions of the Corporations Act and the Constitution.

If no resolution is voted on by the above deadline, a resolution approving the bid is taken to have been passed.

The proportional takeover provisions do not apply to full takeover bids and will only apply until 30 May 2025, unless again renewed by Shareholders.

**7.4. Reasons for Renewal**

As a proportional takeover bid involves an offer for only a proportion of each Shareholder's Shares, a bidder may acquire control of the Company:

- without Shareholders having the chance to sell all their Shares, leaving them as part of a minority interest in the Company; and
- without payment of an adequate control premium.

The Board considers that the proportional takeover provisions should be renewed as they lessen the risk of a bidder obtaining control without adequately compensating existing Shareholders as they allow Shareholders to decide collectively whether a proportional takeover bid is acceptable and appropriately priced.

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

**7.5. Potential Advantages and Disadvantages**

Advantages	Disadvantages
<p>Renewal of the proportional takeover provisions provide Shareholders:</p> <ul style="list-style-type: none"><li>• the right to decide whether a proportional takeover bid should proceed;</li><li>• protection from being locked in as a minority Shareholder;</li><li>• increased bargaining power; and</li><li>• the view of majority of Shareholders which may assist individual Shareholders to decide whether to accept or reject an offer under a proportional takeover bid.</li></ul>	<p>Renewal of the proportional takeover provisions may:</p> <ul style="list-style-type: none"><li>• discourage proportional takeover bids;</li><li>• reduce Shareholders' opportunities to sell Shares at a premium;</li><li>• restrict the ability of individual Shareholders to deal with their Shares as they see fit; and</li><li>• reduce the likelihood of a proportional takeover bid succeeding.</li></ul>

The Board considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages.

**7.6. Knowledge of Acquisition Proposals**

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

**7.7. Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of the approval of the proportional takeover provisions in Resolution 7.

The Chair intends to vote all valid undirected proxies in favour of this Resolution.

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

**SCHEDULE 1**

**SUMMARY OF THE TERMS AND CONDITIONS OF THE EMPLOYEE INCENTIVE PLAN**

The Geopacific Resources Limited Securities Incentive Plan (Plan) is being considered for approval by Shareholders at the General Meeting. The full terms of the Plan may be inspected at the registered office of the Company during normal business hours.

A summary of the terms of the Plan is set out below:

- (a) **Eligible Participant:** Eligible Participant means a person that:
- (i) is an "eligible participant" (as that term is defined in ASIC Class Order 14/1000) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order 14/1000); and
  - (ii) has been determined by the Board to be eligible to participate in the from time to time.
- (b) **Purpose:** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
  - (ii) link the reward of Eligible Participants to Shareholder value creation; and
  - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of securities.
- (c) **Plan administration:** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.
- (d) **Eligibility, invitation and application:** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities (a security in the capital of the Company) on such terms and conditions as the Board decides.

On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company.

The Board may accept an application from an Eligible Participant in whole or in part.

If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

- (e) **Grant of Securities:** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (f) **Terms of Convertible Securities:** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

- (g) **Vesting of Convertible Securities:** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
- (h) **Exercise of Convertible Securities and cashless exercise:** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

- (i) **Market Value:** means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation. A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.
- (j) **Delivery of Shares on exercise of Convertible Securities:** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (k) **Forfeiture of Convertible Securities:** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
  - (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- (l) **Change of control:** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (m) **Rights attaching to Plan Shares:** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
- (n) **Disposal restrictions on Plan Shares:** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction. For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:
  - (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
  - (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
- (o) **Adjustment of Convertible Securities:** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- (p) **Participation in new issues:** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (q) **Amendment of Plan:** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (r) **Plan duration:** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

**SCHEDULE 2**  
**ITEM 9 OF CONSTITUTION**

**9 PROCEDURE TO APPROVE PROPORTIONAL TAKEOVER BID**

**9.1 Definitions**

In this article:

**Approving Resolution** means a resolution to approve the Proportional Takeover Bid;

**Approving Resolution Deadline** means the day that is 14 days before the last day of the bid period during which offers under the Proportional Takeover Bid remain open or a later day allowed by ASIC;

**Eligible Member** has the meaning given in **article 9.2(a)(iii)**; and

**Proportional Takeover Bid** has the meaning given in the Corporations Act.

**9.2 Resolution to approve Proportional Takeover Bids**

- (a) Where offers have been made under a Proportional Takeover Bid in respect of Securities:
- (i) the registration of a transfer giving effect to a takeover contract for the Proportional Takeover Bid is prohibited unless and until an Approving Resolution is passed or is taken to have been passed in accordance with this article ;
  - (ii) the Approving Resolution shall be voted on in either of the following ways as determined by the Directors:
    - (A) at a meeting; or
    - (B) by means of a postal ballot;
  - (iii) a person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the Proportional Takeover Bid was made, held bid class securities (Eligible Member) is entitled to vote on the Approving Resolution;
  - (iv) an Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected; and
  - (v) the Directors must ensure that the Approving Resolution is voted on in accordance with this **article 9.2** before the Approval Resolution Deadline.
- (b) If the Directors determine that the Approving Resolution shall be voted on at a meeting, then the provisions of this Constitution that apply to a general meeting of the Company shall apply with such modifications as the circumstances require as if the meeting were a general meeting of the Company.
- (c) If the Directors determine that the Approving Resolution shall be voted on by means of a postal ballot:
- (i) the Directors shall dispatch to Eligible Members:
    - (A) a notice proposing the Approving Resolution;
    - (B) a ballot paper for the purpose of voting on the Approving Resolution;
    - (C) a statement setting out the details of the Proportional Takeover Bid; and
    - (D) a memorandum explaining the postal ballot procedure which is to govern voting in respect of the Approving Resolution;
  - (ii) a vote recorded on a ballot paper shall not be counted for the purposes of determining whether or not the Approving Resolution is passed, unless the ballot paper is:
    - (A) correctly completed and signed under the hand of the Eligible Member or that person's attorney duly authorised in writing or if the Eligible Member is a body corporate, in a manner set out in section 127(1) or (2) of the Corporations Act or under the hand of its attorney so authorised; and
    - (B) received at the Registered Office on or before the time and date specified for its return in the notice proposing the Approving Resolution, such date to be not less than 18 days before the end of the period during which offers under the Proportional Takeover Bid remain open; and
  - (iii) on the date specified for the return of ballot papers in the notice proposing the Approving Resolution or the Business Days following that date, the Directors shall arrange for a count of the ballot papers returned and determine whether the Approving Resolution has been passed or

**GEOPACIFIC RESOURCES LIMITED**  
**NOTICE OF MEETING AND EXPLANATORY STATEMENT**

rejected and shall upon completion of counting disclose the results of the ballot and the Approving Resolution shall accordingly be deemed to have been voted on upon the date of such declaration.

- (d) Subject to **article 9.2(f)**, to be effective, an Approving Resolution must be passed before the Approving Resolution Deadline.
- (e) Where a resolution to approve the Proportional Takeover Bid is voted on before the Approving Resolution Deadline in accordance with this **article 9.2**, the Company must, on or before the Approving Resolution Deadline, give:
  - (i) the bidder; and
  - (ii) if the Company is listed - each relevant financial market, a written notice stating that a resolution to approve the Proportional Takeover Bid has been voted on and whether the resolution has been passed or rejected.
- (f) Where, as at the end of the day before the Approving Resolution Deadline, no resolution to approve the Proportional Takeover Bid has been voted on in accordance with this **article 9.2**, a resolution to approve the Proportional Takeover Bid is taken to have been passed on the Approving Resolution Deadline in accordance with this **article 9.2**.
- (g) If an Approving Resolution is voted on before the Approving Resolution Deadline in accordance with this **article 9.2** and is rejected,
  - (i) despite section 652A of the Corporations Act:
    - (A) all offers under the Proportional Takeover Bid that have not been accepted as at the end of the Approving Resolution Deadline; and
    - (B) all offers under the Proportional Takeover Bid that have been accepted, and from whose acceptance binding contracts have not resulted, as at the end of the Approving Resolution Deadline, are taken to be withdrawn at the end of the Approving Resolution Deadline;
  - (ii) as soon as practicable after the Approving Resolution Deadline, the bidder must return to each person who has accepted an offer referred to in **article 9.2(g)(i)(B)**, any documents that the person sent the bidder with the acceptance of the offer;
  - (iii) the bidder:
    - (A) is entitled to rescind; and
    - (B) must rescind as soon as practicable after the Approving Resolution Deadline, each bidding takeover contract for the Proportional Takeover Bid; and
  - (iv) a person who has accepted an offer made under the Proportional Takeover Bid is entitled to rescind the takeover contract between such person and the bidder.

**9.3 Sunset**

**Articles 9.1** and **9.2** cease to have effect on the third anniversary of the date of their adoption or, if those articles have been renewed in accordance with the Corporations Act, the third anniversary of the date of their last renewal.

**GEOPACIFIC RESOURCES LIMITED**  
NOTICE OF MEETING AND EXPLANATORY STATEMENT

## Glossary

In the Notice of Meeting and Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

<b>Annual Report</b>	the Company's annual report for the financial year ended 31 December 2021.
<b>ASX</b>	ASX Limited or the securities market operated by ASX Limited, as the context requires.
<b>Board</b>	board of Directors.
<b>Chair</b>	chair of the Annual General Meeting.
<b>Company or Geopacific</b>	Geopacific Resources Limited (ACN 003 208 393).
<b>Constitution</b>	constitution of the Company as amended from time to time.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Director</b>	director of the Company.
<b>Directors' Report</b>	the Directors' report contained in the Annual Report.
<b>Equity Securities</b>	includes a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.
<b>Explanatory Statement</b>	the explanatory statement that accompanies this Notice of Annual General Meeting.
<b>Listing Rules or ASX Listing Rules</b>	official listing rules of the ASX.
<b>Meeting or Annual General Meeting</b>	the Annual General Meeting convened by this Notice of Annual General Meeting.
<b>Notice, Notice of Annual General Meeting or Notice of Meeting</b>	this notice of Annual General Meeting.
<b>Proxy Form</b>	the proxy form enclosed with this Notice of Annual General Meeting.
<b>Remuneration Report</b>	the report contained in the Directors' Report dealing with the remuneration of the Key Management Personnel for the year ended 31 December 2021.
<b>Resolution</b>	resolution contained in this Notice of Annual General Meeting.
<b>Share</b>	fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	holder of one or more shares in the Company.
<b>Sprott</b>	Sprott Private Resource Lending II (Co) Inc
<b>WST</b>	Australian Western Standard Time.

#### All Correspondence to:

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (WST) on Sunday, 29 May 2022**

### 🖥 TO VOTE ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/gpragm2022>

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

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



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

##### Appointment of a Second Proxy

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

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

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

#### STEP 3 SIGN THE FORM

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

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

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

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

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

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (WST) on Sunday, 29 May 2022**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

##### Proxy forms may be lodged:

- 🖥 **Online** <https://www.votingonline.com.au/gpragm2022>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

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

☐

#### Your Address

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

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

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Geopacific Resources Limited** (Company) and entitled to attend and vote hereby appoint:

☐

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Level 1, 278 Stirling Highway, Claremont, Western Australia on 10:00am (WST) on Tuesday, 31 May 2022** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, 4 & 5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1, 4 & 5 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1, 4 & 5). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Mr Andrew Bantock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of additional capacity to issue Equity Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of issue of Equity Securities to Sprott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of employee incentive plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to amend the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Proportional takeover Provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022