

20 December 2021

Dear Shareholder,

**Re: Notice of Meeting on Thursday, 27 January 2022 at 2:00pm (AEDT)**

Notice is hereby given that the Annual General Meeting of Shareholders of Navarre Minerals Limited (**Company**) will be held virtually via a live webcast at 2:00pm (AEDT) on Thursday, 27 January 2022 (**Meeting**).

In accordance with the *Treasury Laws Amendment (2021 Measures No.1) Act 2021*, the Company will not be despatching physical copies of the Notice of Meeting. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company's website <https://www.navarre.com.au/announcements/> or at the Company's share registry's online voting site, at <https://www.votingonline.com.au/nmlagm2021>.
- To register for the meeting please use the following link [https://us02web.zoom.us/webinar/register/WN\\_yISBI55IT02MjuXW4fb1bq](https://us02web.zoom.us/webinar/register/WN_yISBI55IT02MjuXW4fb1bq).
- A complete copy of the Meeting Materials has been posted to the Company's ASX Market Announcements page at [www.asx.com.au](http://www.asx.com.au) under the Company's ASX code "NML".
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at <https://www.investorserve.com.au>. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry, Boardroom, on [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au) or by phone on 1300 737 760 (within Australia) between 8.30am and 5.00pm Monday to Friday, to obtain a copy.

Any shareholders who wish to attend the Meeting should monitor the Company's website and its ASX announcements for any updates about the Meeting. 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 through the ASX website at [asx.com.au](http://asx.com.au) (stock code: NML) and on its website at <https://www.navarre.com.au/>. Shareholders are encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Yours sincerely,



Mathew Watkins  
Company Secretary



**NAVARRE MINERALS LIMITED**  
**ACN 125 140 105**

# **Notice of Annual General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Thursday, 27 January 2022**

Time of Meeting:  
**2.00pm (AEDT)**

*Due to the ongoing COVID-19 pandemic, the meeting will be held via video-conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.*

*Following recent modifications brought to the Corporations Act 2001 which renewed the temporary relief for companies to use electronic communications to send meeting materials, no hard copy of the Notice of Annual General Meeting and Explanatory Memorandum will be circulated. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website (<https://www.navarre.com.au/announcements/>).*

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.*

**NAVARRE MINERALS LIMITED**  
**ACN 125 140 105**  
**Registered Office: 40-44 Wimmera Street, Stawell VIC 3380**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Shareholders of Navarre Minerals Limited (**Company** or **NML**) will be held virtually via a webinar conferencing facility at **2.00pm (AEDT) on Thursday, 27 January 2022** (“Annual General Meeting” or “AGM” or “Meeting”).

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances as a result of COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company will conduct a poll on the resolutions in the Notice using the proxies filed prior to the Meeting.

Shareholders are encouraged to submit their proxies as early as possible and, in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the AGM virtually will be able to ask questions, and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes, on the proposed resolutions at the AGM.

The virtual meeting can be attended using the following details:

**When:** 2:00pm (AEDT) on 27 January 2022

**Topic:** Navarre Minerals Limited - Annual General Meeting

**Register in advance for the virtual meeting:**

[https://us02web.zoom.us/webinar/register/WN\\_yISBI55ITO2MjuXW4fb1bg](https://us02web.zoom.us/webinar/register/WN_yISBI55ITO2MjuXW4fb1bg)

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends that its shareholders lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online. The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions from shareholders during the meeting either by shareholders submitting a question through the Q&A box located on screen or by shareholders raising the hand function, also located on screen, at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to [mwatkins@leydinfreyer.com.au](mailto:mwatkins@leydinfreyer.com.au). The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions). If the situation in relation to COVID-19 changes in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an announcement to ASX.

Any shareholders who wish to attend the AGM online should therefore monitor the Company’s website and its ASX announcements for any updates about the AGM. 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 through the ASX website at [asx.com.au](http://asx.com.au) (ASX: NML) and on its website at <https://www.navarre.com.au/>.

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**ACN 125 140 105**  
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**AGENDA**

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

**ORDINARY BUSINESS**

**Receipt and consideration of Accounts & Reports**

To receive and consider the Financial Report of the Company, together with the Directors' Report (including the Remuneration Report) and Auditor's Report as set out in the Company's Annual Report for the year ended 30 June 2021.

*Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.*

**Resolution 1: Adoption of Remuneration Report**

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

*"That, for the purpose of Section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2021 be adopted."*

**Resolution 2: Election of Mr Garth Campbell-Cowan as a Director of the Company**

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

*"That, Mr Garth Campbell-Cowan, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and, being eligible for election, be elected as a director of the Company."*

**Resolution 3: Re-Election of Mr. Geoffrey McDermott as a Director of the Company**

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

*"That, for the purpose of rule 14.2 of the Constitution and for all other purposes, Mr. Geoffrey McDermott, being a director who retires by rotation and being eligible for re-election, be re-elected as a Director of the Company."*

**Resolution 4: Ratification of issue of 100 million Shares issued on 2 June 2021**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify, and confirm the allotment and issue on 2 June 2021 of 100 million fully paid ordinary shares in the Company at an issue price of \$0.10 (10 cents) per share as described in the Explanatory Statement."*

**Resolution 5: Approval to grant 2,448,980 Performance Rights to Mr Ian Holland**

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

*“That, pursuant to and in accordance with ASX Listing Rule 10.14, and for all other purposes, approval be given to issue under the Company’s Proposed Equity Incentive Plan a total of 2,448,980 Performance Rights to Mr Ian Holland (a Director of the Company) or his nominee, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of the Meeting.”*

**Resolution 6: Approval to grant 1,275,510 Performance Rights to Mr Geoff McDermott.**

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

*“That, pursuant to and in accordance with ASX Listing Rule 10.14, and for all other purposes, approval be given to issue under the Company’s Proposed Equity Incentive Plan a total of 1,275,510 Performance Rights to Mr Geoff McDermott (a Director of the Company), or his nominee, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of the Meeting.”*

**Resolution 7: Approval to grant 275,510 Performance Rights to Mr Kevin Wilson.**

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

*“That, pursuant to and in accordance with ASX Listing Rule 10.14, and for all other purposes, approval be given to issue under the Company’s Proposed Equity Incentive Plan a total of 275,510 Performance Rights to Mr Kevin Wilson (a Director of the Company), or his nominee, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of the Meeting.”*

**Resolution 8: Approval to grant 150,000 Performance Rights to Mr Garth Campbell-Cowan.**

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

*“That, pursuant to and in accordance with ASX Listing Rule 10.14, and for all other purposes, approval be given to issue under the Company’s Proposed Equity Incentive Plan a total of 150,000 Performance Rights to Mr Garth Campbell-Cowan (a Director of the Company), or his nominee, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of the Meeting.”*

**Resolution 9 – Adoption of Equity Incentive Plan**

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

*“That, under and for the purposes of ASX Listing Rule 7.2 Exception 13(b), and for all other purposes including section 259B and 260C of the Corporations Act 2001 (Cth), approval is given for the Company to adopt an equity incentive plan, being the proposed “Equity Incentive Plan” and to issue under the Plan up to the greater of 68,233,607 Equity Securities or the number of Equity Securities which is equal to 5% of the number of issued ordinary shares of the Company at the time of the applicable issue, as described in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**SPECIAL BUSINESS**

**Resolution 10: Approval of 10% Placement Facility**

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”*

#### **Resolution 11: Adoption of New Constitution**

To consider and, if thought fit, pass the following resolution as a **special resolution**:

*“That, for the purposes of Section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal the Constitution and adopt a new constitution in its place in the form as signed by the Chairman of the Meeting for identification purposes.”*

#### **Resolution 12: Approval to give financial assistance in relation to the Mining Mortgages**

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

*That, subject to any procedural requirements under the Corporations Act 2001 (Cth) (Corporations Act), for the purposes of section 260B(2) of the Corporations Act and for all other purposes, approval is given for:*

- (i) Navarre Minerals Queensland Pty Ltd (ACN 653 931 803) (Navarre Minerals Queensland) (a wholly owned subsidiary of the Company) to provide financial assistance to Conquest Mining Pty Limited (ACN 009 232 277) (Conquest Mining) (a wholly owned subsidiary of Evolution Mining Limited (ACN 083 669 036) (Evolution)) by entering into, and complying with its obligations under, the Mining Mortgages, in connection with the issue of shares in the Company to Evolution as part consideration under the Transaction, as outlined in the Explanatory Statement of Resolutions 12 and 13; and*
- (ii) the Company and Navarre Minerals Queensland to execute all documents and do anything else reasonably required in order to procure the giving of the financial assistance referred to in paragraph (i) above.*

#### **Resolution 13: Approval to give financial assistance in relation to the General Security Deed**

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

*That, subject to any procedural requirements under the Corporations Act 2001 (Cth) (Corporations Act), for the purposes of section 260B(2) of the Corporations Act and for all other purposes, approval is given for:*

- (i) Navarre Minerals Queensland (a wholly owned subsidiary of the Company) to provide financial assistance to Conquest Mining and Evolution, by entering into, and complying with its obligation under, a General Security Deed, in connection with the issue of shares in the Company to Evolution as part consideration under the Transaction, as outlined in the Explanatory Statement of Resolutions 12 and 13; and*
- (ii) the Company and Navarre Minerals Queensland to execute all documents and do anything else reasonably required in order to procure the giving of the financial assistance referred to in paragraph (i) above.*

**BY ORDER OF THE BOARD**



**Mathew Watkins**  
**Company Secretary**  
**15 December 2021**

## Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
  - (a) Votes at the General Meeting may be given personally or by proxy, attorney or representative.
  - (b) Each shareholder has a right to appoint one or two proxies.
  - (c) A proxy need not be a shareholder of the Company.
  - (d) If a shareholder is a company, it must execute under its common seal or otherwise in accordance with its Constitution or the Corporations Act.
  - (e) Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
  - (f) If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
  - (g) A proxy form must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority.
  - (h) To be effective, Proxy Forms must be received by the Company's share registry (Boardroom Pty Limited) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 2:00pm (AEDT) on Tuesday, 25 January 2022. Any proxy received after that time will not be valid for the scheduled Meeting.

## 4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

## 5. How the Chair will vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed Resolutions.

## 6. Voting Exclusion Statement:

### Resolution 1

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote must not be cast (in any capacity, including as a proxy), and the Company will disregard any votes purported to be 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 a Closely Related Party of such a member (**KMP voter**), unless the KMP voter is casting a vote on this Resolution on behalf of a person who is not a KMP voter (including as a proxy) and either:

- (a) the KMP voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the KMP voter is by the Chair of the meeting and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on the Resolution; and

- (ii) 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 for the Company or the consolidated entity.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 1. In exceptional circumstances, the Chair may change his or her voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

### **Resolution 2 & 3**

There are no voting exclusions on these Resolutions.

### **Resolution 4**

The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who participated in the issue of shares and any associates of those persons, or any person who is a counterparty to the agreement being approved.

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

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

### **Resolutions 5 to 8**

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of any person who is referred to under ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 and is eligible to participate in the Equity Incentive Plan.

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

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



## **Resolution 9**

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a person who is eligible to participate in the EIP and any associates.

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

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

## **Resolution 10**

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement is not required by Listing Rule 7.3A.7.

## **Resolution 11**

There is no voting exclusion on this Resolution.

## **Resolutions 12 & 13**

The Company will disregard any votes cast in favour on these Resolutions by or on behalf of Evolution Mining Limited and any associates of them, or any person who is a counterparty to the agreement being approved.

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

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

## **7. Special Resolution**

Resolutions 10 through to 13 are proposed as special Resolutions. For a special Resolution to be passed, at least 75% of the votes validly cast on the Resolution by shareholders (by number of shares) must be in favour of the Resolution.

## **8. Enquiries**

Shareholders are invited to contact the Company Secretary, Mathew Watkins on +61 3 9692 7222 if they have any queries in respect of the matters set out in these documents.

## EXPLANATORY STATEMENT

### Purpose of Information

This Explanatory Statement (“**Statement**”) accompanies and forms part of the Company’s Notice of Annual General Meeting (“**Notice**”) for the 2021 Annual General Meeting (“**Meeting**”) will be held virtually via a webinar conferencing facility at 2.00pm (AEDT) on Thursday, 27 January 2022.

The Notice incorporates, and should be read together, with this Statement.

### Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2021 which incorporates the Company’s financial report, reports of the Directors (including the Remuneration Report and the auditors) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at +61 3 5358 8625, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company’s website <https://www.navarre.com.au/announcements/> or via the Company’s announcement platform on ASX (ASX: NML).

Except for as set out in Resolution 1, no resolution is required on these reports.

Shareholders will have the opportunity to ask questions about, or make comments on, the 2021 Annual Report and the management of the Company. The auditor will be invited to attend, and to answer questions about the audit of the Company’s 2021 Annual Financial Statements.

### Resolution 1: Adoption of Remuneration Report

#### **Background**

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors’ Report in the Company’s 2021 Annual Report. The Remuneration Report sets out the Company’s remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent 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 Annual General Meetings on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company’s last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty five (25%) per cent of the total votes cast on that resolution and accordingly, a spill resolution will not under any circumstances be required for the Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company’s remuneration policies.

### ***Board Recommendation***

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors recommend that shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

The Chair of the Meeting intends to vote undirected proxies in favour of this resolution.

### ***Voting Exclusions***

Refer to Note 6 for voting exclusions.

### **Resolution 2: Election of Mr Garth Campbell-Cowan as a Director of the Company**

#### **Background**

In accordance with ASX Listing Rule 14.4 and Rule 16.4 of the Company's Constitution, Mr Garth Campbell-Cowan will retire at the Annual General Meeting and, being eligible, will offer himself for election.

Mr Garth Campbell-Cowan was appointed as a Non-Executive Director on 16 November 2021 and is eligible for election.

Garth has had a distinguished career as a finance executive in the mining industry. Most recently, Garth spent 15 years as Chief Financial Officer of St Barbara Ltd (ASX: SBM) and was part of the team that managed that company's transformation from junior miner to an ASX 200 company.

Garth is a Fellow of Chartered Accountants Australia and New Zealand and has a Diploma of Applied Finance & Investment from the Securities Institute of Australia. He holds a Bachelor of Commerce from the University of Cape Town, South Africa.

#### ***Voting Exclusions***

Refer to Note 6 for voting exclusions.

### ***Board Recommendation***

The Board (with Mr Campbell-Cowan abstaining) recommends that Shareholders vote in favour of the election of Mr Campbell-Cowan.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

### **Resolution 3: Re-Election of Mr. Geoffrey McDermott as a Director of the Company**

#### **Background**

Mr McDermott was the founding Managing Director of Navarre upon its listing in 2011. Mr McDermott retired from his position as Joint Managing Director to become Technical Director in March 2021 and, being eligible, offers himself for re-election to the Board.

Mr Geoff McDermott is an experienced geologist and senior company executive. He was appointed Managing Director on May 19, 2008. Geoff has over 20 years' industry experience working as a geologist in surface and underground metalliferous mining operations, in minerals exploration and as a consultant to the minerals industry. He has a broad range of international experience having worked as a geologist in Canada, Fiji and Australia for companies such as WMC and Rio Tinto as well as with the Government of the Northwest Territories, Canada. From 2002 until 2007, Geoff was Chief Geologist and Group Geologist with MPI Mines Limited and Leviathan Resources Limited. In 2007 Geoff started a consulting business specialising in metalliferous mining geology and minerals exploration.

### ***Board Recommendation***

The Board (with Mr McDermott abstaining) recommends that shareholders vote in favour of the re-election of Mr McDermott.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

### ***Voting Exclusions***

Refer to Note 6 for voting exclusions.

### **Resolution 4: Ratification of issue of 100 million Shares issued on 2 June 2021**

#### ***Background***

The Company is seeking shareholder approval for the issue of 100 million shares fully paid ordinary shares to institutional and sophisticated investors on 2 June 2021 (the "Placement"), in accordance with the ASX announcement dated 2 June 2021. The Placement which raised a total of \$10m (before costs) was undertaken in conjunction with a Share Purchase Plan ("SPP") which was oversubscribed raising \$4.9m (before costs). Canaccord Genuity (Australia) Limited acted as Lead Manager and Bookrunner and Euroz Hartleys Limited acted as Co-Lead Manager to the Placement.

The Shares were issued without shareholder approval from both the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1 and the Company's 10% placement capacity pursuant to ASX Listing Rule 7.1A.

Each of the Directors participated in the SPP.

#### ***ASX Listing Rules***

ASX Listing Rules 7.1 and 7.1A allow the Company to issue new securities up to 25% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, unless one of the exceptions in ASX Listing Rule 7.2 applies. The Placement was within the Company's available placement capacity under ASX Listing Rules 7.1 and 7.1A, with 43,375,785 Shares issued from the Listing Rule 7.1 15% facility and 54,624,215 Shares issued from the Listing Rule 7.1A 10% facility.

ASX Listing Rule 7.1A provides that a company may seek shareholder approval at its annual general meeting to issue additional quoted securities up to 10% of its issued capital, provided that it is an eligible entity (Eligible Entity). An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) must have a market capitalisation of \$300 million or less; and
- (b) must not be included in the S&P/ASX 300 Index.

At the time the approval was obtained (the Company's last Annual General Meeting on 27 November 2020), the Company was an Eligible Entity.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rules 7.1 and 7.1A if the issue did not breach ASX Listing Rules 7.1 and 7.1A at the time and shareholders subsequently approve it. As the Placement was within the Company's ASX Listing Rule 7.1 and 7.1A placement capacity, did not fall within any of the exceptions in ASX Listing Rule 7.2 and was not previously approved by Shareholders, the Company now seeks Shareholder ratification of the Placement pursuant to ASX Listing Rule 7.4 in order to retain as much flexibility as possible to issue additional Equity Securities over the 12 month period following the issue of the Placement Shares, without having to obtain shareholder approval for such issues under Listing Rule 7.1.

If the Resolution is approved, the prior issue of the Shares under the Placement may be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1 and 7.1A. The Company will therefore be able to issue additional equity securities without the Placement Shares the subject of this Resolution counting towards the 15% threshold for the purposes of ASX Listing Rule 7.1 or the 10% facility limit for the purposes of ASX Listing Rule 7.1A.

If this Resolution is not approved, the prior issue of the Shares under the Placement will not be treated by the Company as having been made with Shareholder approval under ASX Listing Rules 7.1. The Company will therefore have the Shares as counting towards the 15% and 10% threshold for the purposes of ASX Listing Rules 7.1 and 7.1A. This will limit the Company's placement capacity under the Listing Rules 7.1 and 7.1A.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the shares were issued to professional and sophisticated investors of which Canaccord Genuity (Australia) Limited acted as Lead Manager and Bookrunner and Euroz Hartleys Limited acted as Co-Lead Manager to the Placement;
- (b) a total of 100 million fully paid ordinary shares were issued;
- (c) the shares were issued on 2 June 2021;
- (d) the shares were issued at a price of \$0.10 (10 cents) per share; and
- (e) the funds raised from the issue were to be used to meet the Company's exploration activities at its portfolio of assets in Victoria, as well as for general working capital and corporate requirements.

### ***Board Recommendation***

The Board recommends that shareholders vote in favour of this Resolution.

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

### ***Voting Exclusions***

Refer to Note 6 for voting exclusions

### **Resolution 5, 6, 7 and 8: Approval to grant Performance Rights to Mr Ian Holland, Mr Geoff McDermott, Mr Kevin Wilson and Mr Garth Campbell-Cowan (Directors)**

### ***Background***

The Company is seeking Shareholder approval to grant Performance Rights, as noted in the table below, to the Directors (or their appointed nominees) as their FY2022 Long Term Incentive (FY22 LTI) on the terms described below.

The Performance Rights will be issued in accordance with the new Equity Incentive Plan (**EIP** or **Plan**) if Resolution 9 is approved by Shareholders. If the new EIP is not approved by Shareholders, the Performance Rights will be issued under the existing Performance Rights Plan, previously approved by Shareholders on 18 November 2019.

The Performance Rights are proposed to be granted to align the interests of Directors with the interests of the Shareholders.

It is proposed that the directors (or their nominees) be granted 4,150,000 Performance Rights (details below), which has been determined with the assistance of an independent remuneration specialist whereby the entitlement for FY22 LTI is determined by the volume average weighted price (**VWAP**) of the Company's shares on the ASX for the first 10 trading days following the commencement of the performance period on 1 July 2021 being A\$0.098 (9.8 cents per security), noting that these numbers have been rounded.

The following details are provided in respect of each proposed issue of Performance Rights:

Resolution	Name of the Allottee (Director or their appointed nominee)	Number of Performance Rights (in 3 separate tranches with vesting conditions)	Valuation of Performance Rights	Remuneration Package
5	Mr Ian Holland	2,448,980	\$240,000 based on a maximum 80% LTI as approved at the Board's discretion for FY22 at the VWAP as defined above.	\$300,000 plus statutory superannuation and he is eligible to receive an annual long-term incentive of up to 80% of the total fixed remuneration on terms decided by the Board, subject to necessary shareholder approvals.
6	Mr Geoff McDermott	1,275,510	\$125,000 based on a 50% LTI as approved at the Boards discretion for FY22 at the VWAP as defined above.	\$250,000 plus statutory superannuation and he is eligible to participate in the Company's long-term incentive arrangements (as amended or replaced) on terms decided by the Board, subject to necessary shareholder approvals.
7	Mr Kevin Wilson	275,510	\$27,000 based on a 45% LTI as approved at the Boards discretion for FY22 at the VWAP as defined above.	\$60,000 plus statutory superannuation and he is eligible to participate in the Company's long-term incentive arrangements (as amended or replaced) on terms decided by the Board, subject to necessary shareholder approvals.
8	Mr Garth Campbell-Cowan	150,000	\$14,700 based on a 31% LTI as approved at the Boards discretion for FY22 at the VWAP as defined above.	\$48,000 plus statutory superannuation and he is eligible to participate in the Company's long-term incentive arrangements (as amended or replaced) on terms decided by the Board, subject to necessary shareholder approvals.
<b>Total</b>		<b>4,150,000</b>		

As the Performance Rights will form part of Director's remuneration, they will be granted at no cost and there will be no amount payable on vesting and exercise. The vested Performance Rights will be exercised upon the Company's receipt of a valid exercise notice. The vested Performance Rights will be exercisable from the vesting date until the first annual anniversary after the vesting date, subject to the Company's securities trading policy. Each Performance Right entitles the holding Director to one ordinary fully paid Share in the Company. Prior to vesting and exercise, Performance Rights do not entitle holding Directors to any dividends or voting rights.

Consistent with the desire to minimise cash expenditures, the Board believes that having regard to the Company's current cash position and in order to compensate the Directors in line with current market practices, Performance Rights provide an appropriate and meaningful remuneration component that is aligned with Shareholder interests.

Approval is being sought in Resolutions 5, 6, 7 and 8 in respect of the proposed grant of Performance Rights to Mr Ian Holland, Mr Geoff McDermott, Mr Kevin Wilson and Mr Garth Campbell-Cowan, respectively (or their appointed nominee) under the Company's Equity Incentive Plan.

**Terms of the Performance Rights**

The Performance Rights will be granted, subject to Shareholder approval. The following additional terms and conditions are attached to the Performance Rights:

- (a) **Grant Date:** Following Shareholder approval;
- (b) **Unvested Rights:** Rights that remain unvested following testing will lapse immediately;
- (c) **Expiry Date:** Vested Rights that are unexercised will expire on the first annual anniversary of their vesting date; and
- (d) **Vesting Conditions:** the Performance Rights will vest and become exercisable upon fulfillment of the following Vesting conditions:

Name of the Director	Number of Performance Rights	Service Condition (Vesting Conditions)
<b>Mr Ian Holland</b>	612,246	That Director continues to hold the position of Managing Director through the period to close of business, 30 June 2022 ( <b>Retention Service Period 1</b> ).  On satisfaction of this vesting condition, the Performance Rights will vest and become exercisable on 5 July 2022.
	918,367	That the Company's share price reaches a 30-day VWAP greater than 16.0 cents per share for any 30-day period between 1 July 2021 to 30 June 2023 ( <b>Performance Period</b> ); and that the Director also continues to hold the position of Managing Director through to close of business, 30 June 2023 ( <b>Retention Service Period 2</b> ).  On satisfaction of these vesting conditions, the Performance Rights will vest and become exercisable on 5 July 2023.
	918,367	That the Company's share price reaches a three month VWAP greater than 14.0 cents per share for the final three months of the Performance Period, i.e. 1 April 2023 to 30 June 2023; and that the Director also continues to hold the position of Managing Director through to close of business, 30 June 2023 ( <b>Retention Service Period 3</b> ). On satisfaction of these vesting conditions, the Performance Rights will vest and become exercisable on 5 July 2023.

Name of the Director	Number of Performance Rights	Service Condition (Vesting Conditions)
Mr Geoff McDermott	382,652	<p>That the Director continues to hold the position of Technical Director through the period to close of business, 30 June 2022 (<b>Retention Service Period 1</b>).</p> <p>On satisfaction of this vesting condition, the Performance Rights will vest and become exercisable on 5 July 2022.</p>
	446,429	<p>That the Company's share price reaches a 30-day VWAP greater than 16.0 cents per share for any 30-day period between 1 July 2021 to 30 June 2023 (<b>Performance Period</b>); and that the Director also continues to hold the position of Technical Director through to close of business, 30 June 2023 (<b>Retention Service Period 2</b>).</p> <p>On satisfaction of these vesting conditions, the Performance Rights will vest and become exercisable on 5 July 2023.</p>
	446,429	<p>That the Company's share price reaches a three month VWAP greater than 14.0 cents per share for the final three months of the Performance Period, i.e. 1 April 2023 to 30 June 2023; and that the Director also continues to hold the position of Technical Director through to close of business, 30 June 2023 (<b>Retention Service Period 3</b>).</p> <p>On satisfaction of these vesting conditions, the Performance Rights will vest and become exercisable on 5 July 2023.</p>
Mr Kevin Wilson	91,836	<p>That the Director continues to hold the position of Chairman through the period to close of business, 30 June 2022 (<b>Retention Service Period 1</b>).</p> <p>On satisfaction of this vesting condition, the Performance Rights will vest and become exercisable on 5 July 2022.</p>
	91,837	<p>That the Company's share price reaches a 30-day VWAP greater than 16.0 cents per share for any 30-day period between 1 July 2021 to 30 June 2023 (<b>Performance Period</b>); and that the Director also continues to hold the position of Chairman through to close of business, 30 June 2023 (<b>Retention Service Period 2</b>).</p> <p>On satisfaction of these vesting conditions, the Performance Rights will vest and become exercisable on 5 July 2023.</p>
	91,837	<p>That the Company's share price reaches a three month VWAP greater than 14.0 cents per share for the final three months of the Performance Period, i.e. 1 April 2023 to 30 June 2023; and that the Director also continues to hold the position of Chairman through to close of business, 30 June 2023 (<b>Retention Service Period 3</b>).</p> <p>On satisfaction of these vesting conditions, the Performance Rights will vest and become exercisable on 5 July 2023.</p>
Mr Garth Campbell-Cowan	50,000	<p>The Director continues to hold the position of Non-Executive Director through the period to close of business, 30 June 2022 (<b>Retention Service Period 1</b>).</p> <p>On satisfaction of this vesting condition, the Performance Rights will vest and become exercisable on 5 July 2022.</p>
	50,000	<p>That the Company's share price reaches a 30-day VWAP greater than 16.0 cents per share for any 30-day period between 1 July 2021 to 30 June 2023 (<b>Performance Period</b>); and that the Director also continues to hold the position of Non-Executive Director through to close of business, 30 June 2023 (<b>Retention Service Period 2</b>).</p> <p>On satisfaction of these vesting conditions, the Performance Rights will vest and become exercisable on 5 July 2023.</p>



Name of the Director	Number of Performance Rights	Service Condition (Vesting Conditions)
	50,000	<p>That the Company's share price reaches a three month VWAP greater than 14.0 cents per share for the final three months of the Performance Period, i.e. 1 April 2023 to 30 June 2023; and that the Director also continues to hold the position of Non-Executive Director through to close of business, 30 June 2023 (<b>Retention Service Period 3</b>).</p> <p>On satisfaction of these vesting conditions, the Performance Rights will vest and become exercisable on 5 July 2023.</p>

#### **Legal Requirements – ASX Listing Rule 10.14**

ASX Listing Rule 10.14 requires that the Company does not permit a Director or their associates to acquire securities under an employee incentive scheme without Shareholder approval (unless an exception applies). The Board is therefore seeking Shareholder approval to grant Performance Rights to Mr Ian Holland, Mr Geoff McDermott, Mr Kevin Wilson and Mr Garth Campbell-Cowan on the terms set out above and under the Company's proposed EIP (as outlined, where approval will be sought under Resolution 9 or, should Resolution 9 not be passed, the existing Performance Rights Plan).

The EIP constitutes an "employee incentive scheme" under the ASX Listing Rules and no relevant exception applies.

If Resolutions 5-8 are passed, the Company will be able to proceed with the issue of the Performance Rights to the Directors (or their nominees).

If Resolutions 5-8 are not passed, the Company will not be able to proceed with the issue of the Performance Rights to the Directors (or their nominees).

#### **Disclosures for the purposes of ASX Listing Rule 10.14**

The following disclosures are made for the purposes of ASX Listing Rule 10.15:

- (a) The related parties are Mr Ian Holland, Mr Geoff McDermott, Mr Kevin Wilson and Mr Garth Campbell-Cowan (**Directors**);
- (b) Approval for Mr Ian Holland, Mr Geoff McDermott, Mr Kevin Wilson and Mr Garth Campbell-Cowan is sought under ASX Listing Rule 10.14.1, being Directors of the Company;
- (c) The number of Performance Rights to be granted is 4,150,000 in total with the details set out in the table above;
- (d) The total remuneration package for each Director is as noted in the table above;
- (e) The securities are proposed to be issued under the new EIP as set out in Resolution 9, and the Company has not previously granted any securities under this plan. Should Resolution 9 not pass the securities will be issued under the existing Performance Rights Plan of which Mr Ian Holland, Mr Geoff McDermott, Mr Kevin Wilson and Mr Garth Campbell-Cowan have previously been granted under the Performance Rights Plan 1,500,000, 1,500,000, nil and nil respectively, each with a nil acquisition price;
- (f) the Performance Rights will vest and become exercisable in three tranches as noted above subject to the satisfaction of the vesting and exercise conditions described above and to be determined by the Board. The holding director (or appointed nominee) will receive one Share in the Company for each Performance Right exercised;

- (g) the entity will issue the Performance Rights no later than three years after the date of this meeting however they are anticipated to be issued within one month after the date of this meeting;
- (h) the Performance Rights will be granted to at nil issue price;
- (i) the material terms of the plan can be found within the explanatory statement to Resolution 9;
- (j) no loan will be made by the Company in relation to the grant of Performance Rights;
- (k) details of any Performance Rights issued under any of the Company's plans will be published in each annual report of the Company relating to a period in which the Performance Rights have been issued in addition to a statement that the securities were issued under ASX Listing Rule 10.14;
- (l) any additional persons referred to in Listing Rule 10.14 who become entitled to participate in the Plan after this Resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14; and
- (m) if approval is given under ASX Listing Rule 10.14, approval will not be sought under ASX Listing Rule 7.1.

### ***Board Recommendation***

The Board, with Mr Ian Holland, Mr Geoff McDermott, Mr Kevin Wilson and Mr Garth Campbell-Cowan abstaining for their respective interests, recommends that Shareholders vote in favour of Resolutions 5, 6, 7 and 8.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 5, 6, 7 and 8.

### ***Voting Exclusions***

Refer to Note 6 for voting exclusions

### **Resolution 9: Adoption of Equity Incentive Plan**

#### ***Background***

Shareholders previously approved Performance Rights and Option Plans which are both proposed to be replaced by the new Equity Incentive Plan (**EIP** or **the Plan**) should it be approved. The Company is seeking Shareholder approval to adopt the EIP in order to assist in the motivation, retention and reward of employees of the Company. A copy of these rules is available on the Company's website at <https://www.navarre.com.au/corporate-governance/>. The EIP is seeking to replace the previous Shareholder approved plans as outlined above.

The Board has considered the new EIP in line with the recent transformational transaction where the Company will (subject to completion of relevant conditions precedents if still outstanding) acquire the Mt Carlton Gold Mine and Crush Creek project, located in Queensland, Australia.

The Board is committed to incentivising and retaining the Company's Directors, employees and consultants in a manner which promotes alignment of their interests with Shareholder interests. Additionally, the Board considers equity-based compensation an integral component of the Company's remuneration platform as it allows it to be fiscally prudent by conserving cash resources while still enabling it to offer market-competitive remuneration arrangements.

The Plan will enable employees, Directors or such other persons as the Board should deem fit, to receive Shares, Options to acquire Shares in the Company, other securities, or Rights or interests such as Performance Rights.

No Directors or their associates can or will be issued Shares, Options or other securities or Rights under the Plan unless Shareholder approval of specific issues to them is obtained. Under the Plan the Company may acquire shares on market to be held on trust for Directors or their associates.

Approval is sought to issue up to 68,233,607 Equity Securities (Shares, Options or other Rights including performance rights each conditionally entitling the applicable holder to one fully paid ordinary shares upon exercise or achievement of the applicable milestone). Any additional issues under the Plan above that number will require further Shareholder approval, unless the total number of securities issued, other than issues to certain parties whose participation in the Plan is excluded from the threshold by operation of the Corporations Act 2001 or the ASX Listing Rules, does not exceed 5% of the then issued shares of the Company.

The objects of the Plan are to:

- provide Eligible Employees with an additional incentive to work to improve the performance of the Company;
- attract and retain Eligible Employees essential for the continued growth and development of the Company;
- promote and foster loyalty and support amongst Eligible Employees for the benefit of the Company;
- enhance the relationship between the Company and Eligible Employees for the long-term mutual benefit of all parties; and
- provide Eligible Employees with the opportunity to acquire Shares, Options or Rights in the Company, in accordance with the Plan rules.

If this Resolution is passed, the Company will be able to issue Equity Securities under the plan to eligible participants over a period of 3 years. The issue of any Equity Securities to eligible participants under the Plan (up to the maximum number of 68,233,607 Securities) will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of Equity Securities under the Plan to eligible participants, but any issues of securities will reduce, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Equity Securities.

### ***ASX Listing Rules***

ASX Listing Rule 7.1 requires that Shareholder approval is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.2 exception 13(b) provides an exception to ASX Listing Rule 7.1 for securities issued under an employee incentive scheme within 3 years after shareholder approval of the scheme. The Company therefore seeks approval of the Plan under ASX Listing Rule 7.2 Exception 13(b) so that issues of securities under the Plan do not impede the capacity of the Company to issue up to a further 15% of its capital without Shareholder approval.

### ***Summary of material terms and conditions of the Company's EIP***

A summary of material terms and conditions of the Company's EIP is set out below. For full details of the EIP, please refer to the Plan itself which are accessible in the manner stated above.

- The EIP sets out the framework for the offer of Shares, Options or Performance Rights by the Company, and is typical for a document of this nature.
- In making its decision to issue Shares, Options or Performance Rights, the Board may decide the number of securities and the vesting conditions which are to apply in respect of the securities. The Board has broad flexibility to issue Shares, Options or Performance Rights having regard to a range of potential vesting criteria and conditions.
- In certain circumstances, unvested Options or Performance Rights will immediately lapse and any unvested Shares held by the participant will be forfeited if the relevant person is a “bad leaver” as distinct from a “good leaver”.
- If a participant acts fraudulently or dishonestly or is in breach of their obligations to the Company or its subsidiaries, the Board may determine that any unvested Performance Rights or Options held by the participant immediately lapse and that any unvested Shares held by the participant be forfeited.
- In certain circumstances, Shares, Performance Rights or Options can vest early, including following a change of control or other events of a similar nature. For the purposes of this rule, a relevant control event occurs in a number of scenarios as outlined within the plan.
- The total number of Shares that would be issued if each Option, Performance Right and Share under the EIP is exercised or vested (as applicable), plus the number of Shares issued in the previous three years under the EIP, must not, subject to certain prescribed exemptions, at any time, exceed 5% of the total number of the Company’s Shares on issue. Shares issued under the EIP will rank equally in all respects with other Shares and the Company must apply for the quotation of such Shares on the ASX.
- The Board has discretion to impose restrictions (except to the extent prohibited by law or the ASX Listing Rules) on Shares issued or transferred to a participant on vesting of an Option or a Performance Right, and the Company may implement appropriate procedures to restrict a participant from so dealing in the Shares.
- In respect of vested Options or Performance Rights, if the Board becomes aware of an event which would have resulted in vesting criteria not being satisfied, such as a material misstatement in the Company’s financial statements during the vesting period, any affected vested Options or Rights may be cancelled for no consideration.
- The Plan allows for a cashless exercise of Options or Rights where the Board may permit the participant to exercise Options or Rights by way of a cashless exercise.
- In the event of any reorganisation of the issued capital of the Company on, or prior to, the expiry of the Performance Rights or Options, the rights of the relevant security holder can be changed in the discretion of the Board, including to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.
- The Board is granted a certain level of discretion under the EIP, including the power to amend the rules under which the EIP is governed and to waive vesting conditions, forfeiture conditions or disposal restrictions.

### ***Corporations Act***

Approval is also sought for the purposes of sections 259B and 260C of the Corporations Act 2001 (Cth).

The Plan provides for the Company to take security over Shares issued under the Plan, and to place restrictions on transfer and voting which may also constitute taking security over its own Shares. Section 259B(1) of the Corporations Act provides that a company must not take security over Shares in itself except as permitted by

the Corporations Act. Section 259B(2) provides that the Company may take security over Shares in itself under an employee share scheme that has been approved by Shareholders at a general meeting.

Under section 260C(4) of the Corporations Act, a company may financially assist a person to acquire its Shares if the financial assistance is given under an employee share scheme that is approved by Shareholders at a general meeting. The Plan provides that the Company may make loans in respect of shares or other securities issued or to be acquired under the Plan and/or acquire shares or other securities to be held on trust for eligible participants. This may be considered to be the Company providing financial assistance for the acquisition of its own shares or other securities.

### **Board Recommendation**

As the Directors of the Company are excluded from voting pursuant to the Listing Rules, they make no recommendation to the shareholders in respect of the EIP. The Chair in his capacity as proxy holder intends to vote undirected proxies in favour of approving this Resolution.

### ***Voting Exclusions***

Refer to Note 6 for voting exclusions

## **SPECIAL BUSINESS**

### **Resolution 10: Approval of 10% Placement Facility**

#### ***Background***

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the 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 capitalisation of \$300 million or less. The Company is, at the date of this Notice, an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of Resolution 10 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period (as described below) without using the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders approve this Resolution, the number of Equity Securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

If Shareholders do not approve this Resolution, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

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

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

### *(a) 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 an annual general meeting. This means it requires 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).

### *(b) 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.

### *(c) 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:

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

where:

- A** is the number of shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12 month period immediately preceding the date of the issue or agreement):
- plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
  - plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
    - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
    - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
  - plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
    - the agreement was entered into before the commencement of the relevant period; or
    - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
  - plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 or 7.4;
  - plus the number of partly paid shares that became fully paid in the relevant period;
  - less the number of fully paid shares cancelled in the relevant period.

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 relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.1 or 7.4.

*(d) 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.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer above).

*(e) Nature of consideration for issue and Minimum Issue Price*

The Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 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 by the Company and the recipient of the securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

*(f) 10% Placement Period*

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the first to occur of the following:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (ii) the time and date of the Company's next Annual General Meeting;
- (iii) the time and 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).

**(10% Placement Period).**

**Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) If this Resolution is approved by Shareholders, the period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained, being 27 January 2022, and expires on the first to occur of the following:
  - (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 27 January 2023;

- (ii) the time and date of the Company's next Annual General Meeting;
  - (iii) the time and 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).
- (b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 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 by the Company and the recipient of the securities; or
  - (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 may be used by the Company include:
- (i) advancements of the Company's current and future exploration tenements; and
  - (ii) general working capital.
- (d) If this Resolution 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. Shareholders may also be exposed to economic risk and voting dilution, including the following:
- (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 Annual General 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.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at 14 December 2021 (**Current Share Price**) 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:

- 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
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.



Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.035 50% decrease in Current Share Price	\$0.07 Current Share Price	\$0.14 100% increase in Current Share Price
<b>Current Variable A</b> 1,364,672,152 Shares	<b>10% Voting Dilution</b>	136,467,215 Shares		
	<b>Funds raised</b>	\$4,776,353	\$9,552,705	\$19,105,410
<b>50% increase in current Variable A</b> 2,047,008,228 Shares	<b>10% Voting Dilution</b>	204,700,823 Shares		
	<b>Funds raised</b>	\$7,164,529	\$14,329,058	\$28,658,115
<b>100% increase in current Variable A</b> 2,729,344,304 Shares	<b>10% Voting Dilution</b>	272,934,430 Shares		
	<b>Funds raised</b>	\$9,552,705	\$19,105,410	\$38,210,820

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - No Options or Performance Rights are exercised into Shares before the date of the issue of the Equity Securities;
  - 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%.
  - 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 Annual General Meeting.
  - 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.
  - The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
  - The Current Share Price is \$0.07 (7 cents), being the closing price of the Shares on ASX on 14 December 2021.
- (e) The Company will comply with the disclosure obligations under Listing Rule 7.1A(4) upon issue of any Equity Securities.

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 relevant 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 issues or other issues 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, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.

### **Equity Issues over the Last 12 Months – Listing Rule 7.3A.6**

The table below shows the total number of Equity Securities issued in the past 12 months preceding the date of the Annual General Meeting under Listing Rule 7.1A.2, and the percentages those issues represent of the total number of Equity Securities on issue at the commencement of the 12-month period.

Number of Equity Securities on issue at commencement of 12-month period	545,142,151
Equity Securities issued in the prior 12-month period under Listing Rule 7.1A.2*	54,624,215
Percentage of Equity Securities represent of total number of Equity Securities on issue at commencement of 12-month period	10.02%

*\*For full details of issues of Equity Securities made by the Company under listing rule 7.1A.2 since the date of the last Annual General Meeting, see Annexure 1.*

- (f) The company has not agreed, before the 12-month period referred to in the preceding paragraph, to issue any Equity Securities under rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

### **Board Recommendation**

The Board believes that Resolution 10 is in the best interests of the Company and recommends that Shareholders vote in favour of this Resolution.

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

### **Voting Exclusions**

Refer to Note 6 for voting exclusions.

### **Resolution 11: Replacement of Constitution**

#### **Background**

The Company is governed by the Constitution. Under section 136(2) of the Corporations Act, a company can modify its constitution or a provision of its constitution by a special resolution. Accordingly, the Company seeks approval to replace its Constitution by a special resolution to reflect current provisions of the Corporations Act and the Listing Rules.

This Resolution is a special resolution and therefore must be approved by at least 75% of the total number of votes cast by Shareholders entitled to vote on the resolution (in person, by proxy, by attorney or, in the case of a body corporate, by a corporate representative).

The Constitution was adopted in 2011, prior to the Company's listing on the ASX. The Constitution has not been amended since then.

The Directors believe that it is preferable to replace the existing Constitution with the Proposed Constitution rather than to amend many specific provisions. The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to:

- (a) updating references to bodies or legislation which have been renamed; and
- (b) expressly providing for statutory rights by mirroring these rights in provisions of the Proposed Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Assistant Company Secretary (+61 3 5358 8625).

Shareholders are invited to contact the Company if they have any queries or concerns.

### ***Summary of material proposed changes***

- (a) Restricted Securities (Clause 9)

The Proposed Constitution complies with Listing Rule 15.12 which was changed in December 2019. ASX now requires certain more significant holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) to execute a formal escrow agreement in the form Appendix 9A to the Listing Rules. However, for less significant holdings (such as non-related parties and non-promoters), ASX will instead permit the Company to issue restriction notices to holders of restricted securities in the form of a new Appendix 9C to the Listing Rules advising them of the restriction rather than requiring signed restriction agreements.

- (b) Non-Marketable Parcels (Clause 10)

Clause 10 of the Proposed Constitution outlines how the Company can manage shareholdings which represent an “unmarketable parcel” of shares, being a shareholding that is less than \$500 based on the closing price of the Shares on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with “unmarketable parcels” outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their shareholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Clause 10 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.

- (c) Proportional takeover provisions (Clause 11)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder’s shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision where a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

<b>Information required by section 648G of the Corporations Act</b>	
<b>Effect of proposed proportional takeover provisions</b>	Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.
<b>Reasons for proportional takeover provisions</b>	A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle and assist in ensuring that any partial bid is appropriately priced.
<b>Knowledge of any acquisition proposals</b>	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.
<b>Potential advantages and disadvantages of proportional takeover provisions</b>	The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.
<b>Advantages</b>	The potential advantages of the proportional takeover provisions for Shareholders include: <ul style="list-style-type: none"> <li>(a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;</li> <li>(b) assisting in preventing Shareholders from being locked in as a minority;</li> <li>(c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and</li> <li>(d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.</li> </ul>
<b>Disadvantages</b>	The potential disadvantages of the proportional takeover provisions for Shareholders include: <ul style="list-style-type: none"> <li>(a) proportional takeover bids may be discouraged;</li> <li>(b) lost opportunity to sell a portion of their Shares at a premium; and</li> <li>(c) the likelihood of a proportional takeover bid succeeding may be reduced.</li> </ul>

(d) **Direct Voting (clause 16.14)**

The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll.

Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.

**Board Recommendation**

The Board believes that Resolution 11 is in the best interests of the Company and recommends that Shareholders vote in favour of this Resolution.

The Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

### ***Voting Exclusions***

Refer to Note 6 for voting exclusions.

## **Resolutions 12 & 13: Approval to give financial assistance in accordance with the Corporations Act**

### ***Background***

This section of the Explanatory Statement relating to Resolutions 12 and 13 is given to Shareholders for the purpose of section 260B(4) of the Corporations Act.

It contains all of the information known to the Company or the Board that is material to deciding how to vote on Resolutions 12 and 13, other than information that it would be unreasonable to require the Company to disclose because the Company has previously disclosed the information to Shareholders. Resolutions 12 and 13 approve the giving of financial assistance by Navarre Minerals Queensland, a wholly owned subsidiary of the Company, in connection with Evolution's acquisition of shares in the Company (**Shares**), pursuant to section 260B(2) of the Corporations Act.

Capitalised terms in this Explanatory Statement are defined in Glossary.

### ***Requirement for Shareholder approval***

Pursuant to section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares in the company or its holding company only if:

- (a) giving the assistance does not materially prejudice:
  - (i) the interests of the company or its shareholders; or
  - (ii) the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

The requirements for shareholder approval under section 260B of the Corporations Act are outlined in the section below.

### ***Shareholder approval of financial assistance***

Under section 260B(1) of the Corporations Act, for a company to financially assist a person to acquire shares in itself or its holding company, the financial assistance must be approved by:

- (a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

Pursuant to Resolutions 12 and 13 being passed, it is proposed that Navarre Minerals Queensland will provide financial assistance to Evolution and/or Conquest Mining in connection with Evolution's acquisition of Shares in the Company, being the holding company of Navarre Minerals Queensland, under the Transaction (as outlined further in the section below).

Approval of the financial assistance under section 260B(1) of the Corporations Act was given by the Company, as sole shareholder of Navarre Minerals Queensland, on 20 December 2021.

Additionally, under section 260B(2) of the Corporations Act, given Navarre Minerals Queensland is a subsidiary of the Company (being a listed domestic corporation), the financial assistance must also be approved by a special Resolution of the Shareholders.

As such, Shareholders are asked to approve the financial assistance for the purposes of section 260B(2).

As required by section 260B(5) of the Corporations Act, copies of this Notice (including this Explanatory Statement) as sent to the Company's Shareholders were lodged with ASIC before their dispatch to the Shareholders.

### **The Transaction**

As announced on 5 October 2021, Navarre Minerals Queensland, the Company and Conquest Mining entered into an asset sale agreement (**Asset Sale Agreement**), pursuant to which:

- (a) Conquest Mining agreed to sell, and Navarre Minerals Queensland agreed to purchase, the assets relating to the gold exploration and mining and related businesses and operations conducted by or on behalf of Conquest Mining at Mt Carlton and Crush Creek in north east Queensland, Australia (the **Mt Carlton Operations**); and
- (b) the Company agreed to guarantee the obligations of Navarre Minerals Queensland under the Asset Sale Agreement,

(the **Transaction**).

As part of the consideration for the Transaction, under the Asset Sale Agreement, Navarre Minerals Queensland has agreed to pay a total of up to A\$90 million to Conquest Mining, comprised of:

- (a) up-front consideration of A\$40 million, payable on completion of the Transaction (**Completion**), of which A\$13.2 million will be satisfied by issuing 176,565,396 Shares to Evolution (the **Share Consideration**). The issue of the Share Consideration was approved by Shareholders at the Extraordinary General Meeting of the Company held on 15 November 2021;
- (b) up to A\$25 million in additional cash consideration payable in three tranches, upon the realization of the following aggregate recoverable gold production milestones from Crush Creek:
  - (i) A\$5 million at 50koz of gold production;
  - (ii) A\$5 million at 100koz of gold production; and
  - (iii) A\$15 million at 175koz of gold production (**Contingent Consideration**); and
- (c) additional cash consideration of up to A\$25 million payable from 1 July 2023 and up to a maximum of 15 years, contingent on certain targets around Gold Spot Price and Quarterly Gold Production being realised for the relevant Quarter, calculated as follows:

*if the average spot gold price in any quarter exceeds the equivalent of A\$2,250/oz, 5% of the average spot gold price multiplied by the aggregate ounces produced from the Mt Carlton Operations and sold in that quarter (**Gold Price Linked Consideration**),*

(together, the **Transaction Consideration**).

Navarre Minerals Queensland's obligations to pay the Contingent Consideration and Gold Price Linked Consideration are set out in the Contingent Consideration Deed and Gold Price Linked Payment Deed, respectively, which were annexed to the Asset Sale Agreement.

For more information about the Transaction, refer to the ASX announcement and investor presentation released by the Company to ASX on 5 October 2021, the Notice of Extraordinary General Meeting released to ASX on 13 October 2021 and the Results of Extraordinary General Meeting released to ASX on 15 November 2021.

The Company has previously described the security arrangements within the Notice of Extraordinary General Meeting dated 4 October 2021 as announced to the ASX on 13 October 2021.

### ***Particulars of the Financial Assistance***

A company may be regarded as giving financial assistance if it gives something needed in order that a transaction be carried out or something in the nature of aid or help. Common examples of financial assistance include issuing a debenture, giving security over the company's assets and giving a guarantee or indemnity in respect of another person's liability.

As part of the Transaction, it is proposed that, subject to Shareholder approval, Navarre Minerals Queensland will enter into the following documents to secure the future payment of certain amounts from Navarre Minerals Queensland to Evolution and/or Conquest Mining (as applicable) in relation to the Transaction:

- (a) **Mining Mortgages:** Navarre Minerals Queensland proposes to enter into two mining mortgages in favour of Conquest Mining (as the Mortgagee) over the mining tenements the subject of the Contingent Consideration Deed and the Gold Price Linked Payment Deed, respectively. Under these documents, Navarre Minerals Queensland will mortgage its right, title and interest from time to time in and to the relevant mining tenements in favour of Conquest Mining, as security for Navarre Minerals Queensland's payment of the Contingent Consideration and the Gold Price Linked Consideration under the Asset Sale Agreement; and
- (b) **General Security Deed:** Navarre Minerals Queensland may be required to provide an environmental bond to the State of Queensland in connection with the Mt Carlton Operations, under the applicable Queensland environmental rehabilitation financial provisioning legislation. If this is the case, Conquest Mining has agreed under the Asset Sale Agreement that either it, Evolution or one of its other related bodies corporate may provide a transitional environmental bond to Navarre Minerals Queensland for the purposes of assisting Navarre Minerals Queensland to satisfy the applicable Queensland legislation for a transitional period. If such transitional environmental bond is provided from Conquest Mining or one of its related bodies corporate, Navarre Minerals Queensland has agreed to enter into the General Security Deed under which it will grant to Conquest Mining and Evolution an all-asset security interest to secure its repayment of the transitional environmental surety, such a security interest to also be secured by the registration of a mining mortgage over all of the tenements relating to the Mt Carlton Operations and Crush Creek project. If the transitional environmental bond is not provided from Conquest Mining or one of its related bodies corporate for any reason, Navarre Minerals Queensland will not be required to enter into the General Security Deed and will only enter into the Mining Mortgages,

(the Mining Mortgages and the General Security Deed are the **Finance Documents**).

The Mining Mortgages and the General Security Deed were annexed to the Asset Sale Agreement in agreed form. For more information about the Transaction, the Transaction Consideration and the Finance Documents, please refer to the ASX announcement and investor presentation released by the Company to ASX on 5 October 2021, the Notice of Extraordinary General Meeting released to ASX on 13 October 2021 and the Results of EGM released to ASX on 15 November 2021.

The entry into, and performance of, the Finance Documents may constitute or involve Navarre Minerals Queensland giving financial assistance to Evolution and/or Conquest Mining in connection with the issue of the Share Consideration to Evolution under the Asset Sale Agreement, for the purposes of section 260A of the Corporations Act. Shareholder approval for the entry into the Finance Documents is therefore being sought under section 260B(2) of the Corporations Act.

### ***Reasons for the proposal to give financial assistance***

Under the Asset Sale Agreement, it is a 'condition subsequent' to the Transaction that Shareholder approval is obtained with respect to the financial assistance the subject of Resolutions 12 and 13 of this Notice.

As disclosed in section 2.4 of the explanatory statement to the Notice of Extraordinary General Meeting released to ASX on 13 October 2021, if Shareholder approval is not obtained for the financial assistance under Resolution 12 in relation to entry into the Mining Mortgages, then the full amount of the Contingent Consideration and the Gold Price Linked Consideration (as applicable) will become immediately payable by Navarre Minerals Queensland, by way of cash payment.

As disclosed in section 2.4 of the explanatory statement to the Notice of Extraordinary General Meeting released to ASX on 13 October 2021, if Shareholder approval is not obtained for the financial assistance under Resolution 13, in circumstances where the General Security Deed is required to be entered into pursuant to the terms of the Asset Sale Agreement, then Navarre Minerals Queensland will be required to (i) repay the face value of the transitional environmental surety and (ii) implement its own financial surety in respect of the transitional environmental bond, to ensure it is not in breach of applicable Queensland environmental legislation in respect of the Mt Carlton Operations.

The financial assistance described in Particulars of the Financial Assistance section above is to enable Navarre Minerals Queensland and the Company to comply with their obligations under the Asset Sale Agreement (and therefore avoid triggering any default provisions under the Asset Sale Agreement), as well as securing the provision of a transitional environmental bond with respect to the Mt Carlton Operations (if required) to satisfy the applicable Queensland environmental legislation.

If Shareholder approval is not obtained for either Resolution 12 or Resolution 13, and both or either of the outcomes above materialise, this would have a significant adverse financial impact on the Company, including its financial position, operations and share price.

### ***Effects of the proposed financial assistance***

The substantive effect of the financial assistance on the Company and Navarre Minerals Queensland is that, following entry into the Mining Mortgages and (if required) the General Security Deed, Navarre Minerals Queensland will have:

- (a) granted mortgages in favour of Conquest Mining over its right, title and interest from time to time in and to the mining tenements the subject of the Contingent Consideration Deed and the Gold Price Linked Payment Deed, in relation to the Mt Carlton Operations; and
- (b) if the General Security Deed is required, granted a security interest in favour of Evolution and Conquest Mining over all of its present and after-acquired property, to secure the payment of certain other amounts by Navarre Minerals Queensland under the Asset Sale Agreement, principally in connection with the granting of a transitional environmental bond by Evolution or Conquest Mining.

The operations of Navarre Minerals Queensland with respect to Mt Carlton will also be restricted by the representations and undertakings given by it when it enters into the Mining Mortgages and (if required) the General Security Deed. For example, Navarre Minerals Queensland must ensure that each mining tenement remains valid and subsisting and that it punctually complies in all material respects with all laws, regulations, rules, by-laws, orders and conditions affecting the mining tenements.

The Board does not currently have any reason to believe that Navarre Minerals Queensland is likely to default on its obligations under the Mining Mortgages or (if required) the General Security Deed. However, if Navarre Minerals Queensland defaults under a Mining Mortgage or (if entered into) the General Security Deed, Evolution and/or Conquest Mining may enforce its security interest (as applicable) pursuant to the relevant Mining Mortgage or (if entered into) the General Security Deed, including requiring that Navarre Minerals Queensland immediately pay the full amount of the Contingent Consideration, the Gold Price Linked Consideration and (if applicable) the transitional environmental bond.



If such an event materialised and payment of these amounts was required in full, it would have a significant adverse financial impact on Navarre Minerals Queensland and, in turn, the Company as Navarre Minerals Queensland's parent.

### ***Advantages of approving the Resolutions***

The advantages to the Company of the Shareholders approving the financial assistance under Resolutions 12 and 13 are that:

- (a) it will allow the Company and Navarre Minerals Queensland to comply with the post-Completion conditions under the Asset Sale Agreement, in connection with the Transaction and therefore avoid the financial penalties that would be triggered if those conditions were not met, including prepayment of the Contingent Consideration and the Gold Price Linked Consideration; and
- (b) it will afford the Company a transitional period to put in place its own financing and environmental bond with respect to the Mt Carlton Operations, in compliance with relevant Queensland environmental rehabilitation financial provisioning legislation.

More generally, the benefits of the Transaction are set out in the investor presentation entitled "Transformational Acquisition of Mt Carlton & Equity Raising" published on Navarre's ASX platform on 5 October 2021.

### ***Disadvantages of approving the Resolutions***

The disadvantages to the Company of Shareholders approving the financial assistance include the following:

- (a) although the Board considers this unlikely, Navarre Minerals Queensland may default under a Mining Mortgage or (if required) the General Security Deed and the counterparties to the Mining Mortgages and General Security Deed may therefore enforce the relevant security interest;
- (b) the operations of Navarre Minerals Queensland with respect to the Mt Carlton Operations will also be restricted by the representations and undertakings given by it under the terms of the Mining Mortgages and (if required) the General Security Deed, as described in the section above; and
- (c) the giving of the financial assistance may impact the Company or Navarre Minerals Queensland's ability to borrow money in the future, as lenders may be deterred by the existing mortgages and security interests granted under the Mining Mortgages and (if required) the General Security Deed.

### ***Board's recommendation***

The Board believes that the giving of financial assistance by Navarre Minerals Queensland as set out in this Explanatory Statement is in the best interests of the Company and its subsidiaries as part of implementing the Transaction. The Board has unanimously approved this Explanatory Statement.

The Board recommends that Shareholders vote **in favour of** Resolutions 12 and 13. The Chair intends to vote undirected proxies in favour of Resolutions 12 and 13.

### ***Voting Exclusions***

Refer to Note 6 for voting exclusions.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**\$ and/or A\$**” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 10;

“**10% Placement Period Facility**” has the meaning as defined in the Explanatory Statement for Resolution 10;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2021;

“**AEDT**” means Australian Eastern Standard Time;

“**AGM**” means Annual General Meeting;

“**Asset Sale Agreement**” has the meaning as outlined in the Explanatory Statement of Resolutions 12 and 13;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chair**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

(a) a spouse or child of the member;

(b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Navarre Minerals Limited ACN 125 140 105;

“**Completion**” has the meaning as outlined in the Explanatory Statement for Resolutions 12 and 13;

“**Contingent Consideration**” has the meaning as outlined in the Explanatory Statement for Resolutions 12 and 13;

“**Conquest Mining**” means Conquest Mining Pty Limited (ACN 009 232 277);

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Eligible Employee**” means an Employee whom the Board determines is to be issued (or transferred) Shares, Options or Rights under the Equity Incentive Plan;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Evolution**” means Evolution Mining Limited (ACN 084 669 036);

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Finance Documents**” has the meaning as outlined in the Explanatory Statement for Resolutions 12 and 13;

**“General Security Deed”** has the meaning as outlined in the Explanatory Statement for Resolutions 12 and 13;

**“Gold Price Linked Consideration”** has the meaning as outlined in the Explanatory Statement for Resolutions 12 and 13;

**“Key Management Personnel”** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

**“Listing Rules”** means the Listing Rules of the ASX;

**“Meeting”** has the meaning given in the introductory paragraph of the Notice;

**“Mining Mortgage”** has the meaning as outlined in the Explanatory Statement for Resolutions 12 and 13;

**“Mt Carlton Operations”** has the meaning as outlined in the Explanatory Statement for Resolutions 12 and 13;

**“Navarre Minerals Queensland”** means Navarre Minerals Queensland Pty Ltd (ACN 653 931 803);

**“Notice”** means this Notice of Meeting including the Explanatory Statement;

**“Options”** means the right of the holder to be issued one new Share on payment of the applicable exercise price;

**“Proposed Constitution”** means the Constitution that is proposed to be adopted by Shareholders under Resolution 11;

**“Proxy Form”** means the Proxy Form attached to the Notice;

**“Remuneration Report”** means the remuneration report which forms part of the Directors’ Report of the Company for the financial year ended 30 June 2021 and which is set out in the 2021 Annual Report;

**“Resolution”** means a resolution referred to in the Notice;

**“Rights”** means a right to acquire a Share, subject to conditions specified by the Board;

**“Section”** means a section of the Explanatory Statement;

**“Share”** means a fully paid ordinary share in the capital of the Company;

**“Share Consideration”** has the meaning as outlined in the Explanatory Statement for Resolutions 12 and 13;

**“Shareholder”** means shareholder of the Company;

**“Share Registry”** means Boardroom Pty Limited (ABN 14 003 209 836);

**“Transaction”** has the meaning as outlined in the Explanatory Statement for Resolutions 12 and 13;

**“Transaction Consideration”** has the meaning as outlined in the Explanatory Statement for Resolutions 12 and 13; and

**“VWAP”** means the volume weighted average price.

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

**ANNEXURE 1**  
**Resolution 10 - Approval of 10% Placement Facility**

**CASH ISSUES UNDER LISTING RULE 7.1A**  
**made within 12 months of the prior AGM**

<b>Date</b>	<b>Number of Securities</b>	<b>Security Type</b>	<b>Terms</b>	<b>Description</b>	<b>Party or Basis</b>	<b>Price</b>	<b>Discount</b>	<b>Total Consideration</b>	<b>Use of Consideration</b>
2 June 2021	54,624,215	FPO	FPO	Issue of shares under Placement	Professional and sophisticated investors of Canaccord Genuity (Australia) Limited who acted as Lead Manager and Bookrunner and Euroz Hartleys Limited acted as Co-Lead Manager to the Placement.	\$0.10	16.7%	\$5,462,421.50	Proceeds to be used to accelerate diamond drilling and general working capital purposes.
<b>Total</b>	54,624,215						<b>Total</b>	\$5,462,421.50	

**Glossary**

*FPO* Fully Paid Ordinary Shares



#### 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
-  **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 2:00pm (AEDT) on Tuesday, 25 January 2022.**

### TO VOTE ONLINE

### BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/nmlagm2021>

**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 2:00pm (AEDT) on Tuesday 25 January 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

 **Online** <https://www.votingonline.com.au/nmlagm2021>

 **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

# Navarre Minerals Limited

ABN 66 125 140 105

## 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 **Navarre Minerals 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 as a **virtual meeting on Thursday 27 January 2022 at 2:00pm (AEDT)** 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, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution/s #1 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). 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 poll and your vote will not be counted in calculating the required majority when the poll is called.

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
<b>Res 1</b>	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 8</b>	Approval to grant 150,000 Performance Rights to Mr Garth Campbell-Cowan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 2</b>	Election of Mr Garth Campbell-Cowan as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 9</b>	Adoption of Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 3</b>	Re-election of Mr Geoffrey McDermott as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 10</b>	Approval of 10% Placement Facility Special	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 4</b>	Ratification of issue of 100 million Shares issued on 2 June 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 11</b>	Adoption of New Constitution Special	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 5</b>	Approval to grant 2,448,980 Performance Rights to Mr Ian Holland	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 12</b>	Approval to give financial assistance in relation to the Mining Mortgages	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 6</b>	Approval to grant 1,275,510 Performance Rights to Mr Geoff McDermott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 13</b>	Approval to give financial assistance in relation to the General Security Deed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 7</b>	Approval to grant 275,510 Performance Rights to Mr Kevin Wilson	<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 / /