



Todd River Resources Limited
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NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting will be held at
Quest Kings Park, 54 Kings Park Road, West Perth, Western Australia
at 12.00pm (WST) on Wednesday, 13 November 2019.**

**Shareholders are urged to attend the meeting or vote by lodging the
Proxy Form attached to this Notice.**

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 6166 0255.

Todd River Resources Limited
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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Todd River Resources Limited (the "**Company**") will be held at Quest Kings Park, 54 Kings Park Road, West Perth, Western Australia on Wednesday, 13 November 2019 at 12.00pm (WST) (the "**Meeting**").

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Monday, 11 November 2019 at 4:00 pm (WST).

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

AGENDA

ORDINARY BUSINESS

Part A – Financial and Other Reports

Financial and Other Reports

To receive and consider the financial report for the year ended 30 June 2019 and the related Directors' Report, Directors' Declaration and Auditors' Report.

Resolution 1 – Adopt Remuneration Report

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

“That the Remuneration Report of the Company for the financial year ended 30 June 2019 be adopted.”

Under the Corporations Act, this Resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion

To the extent required by section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) *a member of a Group Company's key management personnel details of whose remuneration are included in the Remuneration Report; or*
- (b) *a Closely Related Party of such a member.*

However, a person (the "voter") may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of such a member or a Closely Related Party of such a member and either:

- (c) *the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or*
- (d) *the voter is the chair of the meeting and the appointment of the chair as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of a Group Company's key management personnel.*

Part B – Election of Directors

Resolution 2 – Re-election of Mr Stuart Crow

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

“That Mr Geoffrey (Stuart) Crow, who retires in accordance with Article 6.3(c) of the Constitution and, being eligible, offers himself for election, be re-elected as a Director with effect from the close of the Meeting.”

Resolution 3 – Election of Dr Mark Bennett

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

“That Dr Mark Bennett, who retires in accordance with Article 6.3(j) of the Constitution and, being eligible, offers himself for election, be elected as a Director with effect from the close of the Meeting.”

SPECIAL BUSINESS

Part C – Ratification of prior issues

Resolution 4 – Ratification of issue of Shares pursuant to the September 7.1 Placement

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue by the Company of 17,114,176 Shares on 10 September 2019 (pursuant to the Company’s Listing Rule 7.1 capacity), as described in the Explanatory Memorandum, is approved and ratified.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of:

- (a) *any person who participated in the issue; or*
- (b) *an associate of those persons.*

However, the Company will not disregard a vote if:

- (c) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (d) *it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Resolution 5 – Ratification of issue of Shares pursuant to the September 7.1A Placement

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue by the Company of 15,144,824 Shares on 10 September 2019 (pursuant to the Company’s Listing Rule 7.1A capacity), as described in the Explanatory Memorandum, is approved and ratified.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of:

- (a) *any person who participated in the issue; or*
- (b) *an associate of those persons.*

However, the Company will not disregard a vote if:

- (c) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (d) *it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.*

Part D – Approval of 10% Placement Facility

Resolution 6 – Approval of 10% Placement Facility under Listing Rule 7.1A

To consider and, if thought fit, to 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 that the Company may issue (or enter into agreements to issue) Equity Securities representing up to 10% of the issued capital of the Company (calculated in accordance with the formula prescribed in Listing Rule 7.1A.2) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of:

- (a) *a person who is expected to participate in, or who will obtain a material benefit as a result of, the 10% Placement Facility*

(as defined in the Explanatory Memorandum) (except a benefit solely in the capacity of a holder of Shares); or

(b) any associates of such persons.

However, the Company will not disregard a vote if:

(c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(d) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Part E – Approval of the Issue of Options under the Incentive Option Plan

Resolution 7 – Approval of the issue of Options under the Incentive Option Plan

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

“That, for the purposes of Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the issue of Options under the Todd River Resources Ltd Incentive Option Plan on the terms and conditions summarised in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 7 by or on behalf of:

(a) any director of the Company (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company); or

(b) any associates of such persons.

However, the Company will not disregard a vote if:

(c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(d) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Part F – Issues of Shares and Options

Resolution 8 – Issue of Shares to Cratonix Pty Ltd

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue by the Company of up to a maximum of 833,333 Shares to Cratonix Pty Ltd, as described in the Explanatory Memorandum, is approved.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 8 by or on behalf of:

(a) Cratonix Pty Ltd, or any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an associate of those persons.

However, the Company will not disregard a vote if:

(c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or

(d) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 9 – Issue of Options to Hartleys Limited

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, the issue by the Company of 2,870,000 Options to Hartleys Limited (or its nominee), as described in the Explanatory Memorandum, is approved.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 9 by or on behalf of:

- (a) Hartleys Limited (or its nominee), or any person who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an associate of those persons.

However, the Company will not disregard a vote if:

- (c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (d) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Part G – Board Spill Meeting (Contingent Resolution)

Resolution 10 – Board Spill Meeting (Contingent Resolution)

Note – the following Resolution will only be put to the Meeting if at least 25% of votes cast on Resolution 1 (to adopt the Remuneration Report) are “against” that Resolution. If less than 25% of the votes cast on Resolution 1 are against that Resolution, then there will be no second strike and Resolution 10 will not be put to the Meeting.

If put, the Meeting is to consider the following as an ordinary resolution:

“That, as required by Division 9 of Part 2G.2 of the Corporations Act:

- (a) a meeting of the Company’s members be held within 90 days of the date of this Meeting (the **Spill Meeting**);
- (b) all of the Directors in office when the Board resolution to approve the Directors’ Report for the financial year ended 30 June 2019 was passed (excluding the Managing Director, Mr William Dix) who remain in office as Directors at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.”

Voting exclusion

To the extent required by section 250V(2) of the Corporations Act, a vote on Resolution 10 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of a Group Company’s key management personnel details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the “voter”) may cast a vote on Resolution 10 as a proxy if the vote is not cast on behalf of such a member or a Closely Related Party of such a member and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 10; or
- (d) the voter is the chair of the meeting and the appointment of the chair as proxy does not specify the way the proxy is to vote on Resolution 10 and expressly authorises the chair to exercise the proxy even if Resolution 10 is connected directly or indirectly with the remuneration of a member of a Group Company’s key management personnel.

OTHER BUSINESS

To consider any other business which may properly be brought before the Meeting in accordance with the Company's Constitution and the Corporations Act.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "S. Robertson".

Simon Robertson
Company Secretary

Dated: 8 October 2019

Todd River Resources Limited

ABN 45 600 308 398

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at Quest Kings Park, 54 Kings Park Road, West Perth, Western Australia on Wednesday, 13 November 2019 at 12.00 pm (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

This Explanatory Memorandum includes information to assist Shareholders in deciding how to vote on each of the Resolutions contained in the Notice.

Part A – Financial and Other Reports

Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the financial report for the year ended 30 June 2019, the Directors' Report, and the Auditor's Report.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at [www. https://trrltd.com.au/](https://trrltd.com.au/);
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, accounting policies adopted by the Company and the independence of the auditor.

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

- (a) the preparation and content of the Auditor's Report; and
- (b) the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

Resolution 1 – Adopt Remuneration Report

Section 250R(2) of the Corporations Act requires listed companies to put a Remuneration Report relating to director and executive remuneration for each financial year to a resolution of members at their annual general meeting. The Remuneration Report is included in the Directors' Report of the Company's Annual Report.

Under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

However, under the “two strikes” rule, the Company will be required to put a resolution to Shareholders to hold new elections of Directors if, at two consecutive annual general meetings, more than 25% of the votes cast on a resolution to adopt the Remuneration Report (such as Resolution 1) are cast against that resolution.

At the Company's 2018 annual general meeting, approximately 29.60% of the votes were cast against the resolution to adopt the Remuneration Report. Accordingly, if 25% or more of the votes cast at the Meeting on Resolution 1 are against that Resolution, then the Company will be required to propose a resolution (the contingent resolution set out as Resolution 10) to hold another general meeting within the following 90 days (a **Spill Meeting**). If more than 50% of Shareholders vote in favour of Resolution 10, then at the Spill Meeting all Directors (other than the Managing Director) will cease to hold office immediately before the end of the Spill Meeting but may, if eligible, stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved would (together with the Managing Director) be the Directors of the Company. For further details, see the Explanatory Memorandum for Resolution 10 below.

Key management personnel, details of whose remuneration are included in the Remuneration Report, and their Closely Related Parties (as defined in the Corporations Act), are prohibited from voting on Resolution 1, except in the circumstances described in the voting exclusion set out in the Notice.

The Chairman will allow a reasonable opportunity for Shareholders at the Meeting to ask about, or make comments on, the Remuneration Report.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that Shareholders vote in favour of the adoption of the Remuneration Report.

Part B –Election of Directors

Resolution 2 – Re-election of Mr Stuart Crow

Resolution 2 seeks the re-election of Mr Geoffrey (Stuart) Crow as a Non-Executive Director of the Company. Mr Crow was first appointed as a Director of the Company on 24 June 2014.

Mr Crow is required to retire in accordance with Article 6.3(c) of the Constitution. Article 6.3(c) provides that at the Annual General Meeting in every year, if the Company has more than three directors, one-third of the Directors (rounded down to the nearest whole number and excluding the Managing Director and any Directors who must retire pursuant to Article 6.3(j) of the Constitution) must retire from office. Article 6.3(f) of the Constitution provides that a Director who retires under Article 6.3(c) is eligible for re-election.

Mr Crow has more than 29 years' experience in all aspects of corporate finance, stockbroking and investor relations in Australia and international markets and has owned and operated his own businesses in these areas for the last seventeen years.

Mr Crow is a non-executive director of Ironridge Resources Ltd and a non-executive director of Lake Resources NL.

If re-elected, the Board considers that Mr Crow will qualify as an independent Non-Executive Director.

Being eligible, Mr Crow offers himself for re-election as a Non-Executive Director.

Directors' recommendation

After appropriate consideration, and taking into account his past performance, contributions to the Company and the current and future needs of the Board and the Company, the Board's members (excluding Mr Crow) unanimously resolved that Mr Crow's distinct set of skills and experience, including as stated above, are of obvious and on-going benefit to the Board.

The Board (other than Mr Crow, who abstained) unanimously recommends that Shareholders vote in favour of Resolution 2.

Resolution 3 – Election of Dr Mark Bennett

Resolution 3 seeks the election of Dr Mark Bennett as a Non-Executive Director of the Company. Dr Bennett was first appointed as a Director of the Company by the Directors on 30 November 2018.

Dr Bennett is required to retire in accordance with Article 6.3(j) of the Constitution. Article 6.3(j) provides that a Director appointed by the Directors must retire at the first annual general meeting of the Company following their appointment and is eligible for re-election.

Dr Bennett is a director of both S2 Resources Ltd (ASX: S2R), and its wholly-owned subsidiary Southern Star Exploration Pty Ltd (which is the Company's largest shareholder) (S2).

Dr Bennett was the Managing Director and CEO of Sirius Resources Ltd from its inception to its merger with Independence Group, and was Non-Executive Director of Independence Group following the merger until June 2016.

Dr Bennett is a geologist with 28 years of experience in gold, nickel and base metal exploration and mining. Dr Bennett holds a BSc in Mining Geology from the University of Leicester and a PhD from the University of Leeds and is a Member of the Australasian Institute of Mining and Metallurgy, a Fellow of the Geological Society of London, a Fellow of the Australian Institute of Geoscientists and a Member of the Australian Institute of Company Directors.

Dr Bennett has worked in Australia, West Africa, Canada, USA and Europe, initially for LionOre Mining International Limited and WMC Resources Limited at various locations including Kalgoorlie, Kambalda, St.Ives, LionOre's nickel and gold mines throughout Western Australia, the East Kimberley, and Stawell in Victoria. His more recent experience, as Managing Director of Sirius Resources and S2 Resources and as a director of private Canadian company True North Nickel has been predominantly in Western Australia (the

Fraser Range including Nova-Bollinger, and the Polar Bear project in the Eastern Goldfields), Quebec (the Raglan West nickel project), British Columbia, Sweden, Finland, and Nevada.

Positions held include various technical, operational, executive and board positions including Managing Director, Chief Executive Officer, Executive Director, Non-executive director, Exploration Manager and Chief Geologist. Dr Bennett is a two times winner of the Association of Mining and Exploration Companies "Prospector Award" for his discoveries which include the Thunderbox Gold Mine, the Waterloo nickel mine and most recently the world class Nova-Bollinger nickel-copper mine.

In addition to his technical expertise, Dr Bennett is very experienced in corporate affairs, equity capital markets, investor relations and community engagement and has led Sirius from prior to the discovery of Nova all the way through feasibility, financing, permitting and construction, and latterly through the schemes of arrangement to merge with Independence and to demerge S2.

The Board considers that Dr Bennett, if elected, will not qualify as an independent director of the Company given that he is a director of S2.

Other than in relation to Dr Bennett's position as a director of the Company's largest shareholder, the Company is not aware of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, Dr Bennett's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company as a whole rather than in the interests of an individual shareholder or other party.

The Company confirms that in relation to Dr Bennett, the Company has conducted appropriate checks into Dr Bennett's background and experience which have not revealed any information of concern.

Being eligible, Dr Bennett offers himself for election as a Non-Executive Director.

Directors' recommendation

After appropriate consideration, and taking into account his past performance, contributions to the Company and the current and future needs of the Board and the Company, the Board's members (excluding Dr Bennett) unanimously resolved that Dr Bennett's distinct set of skills and experience, including as stated above, are of obvious and on-going benefit to the Board.

The Board (other than Dr Bennett, who abstained) unanimously recommends that Shareholders vote in favour of Resolution 3.

Part C – Ratification of prior issues

Resolutions 4 and 5 – Ratification of issues pursuant to the September Placement

On 10 September 2019 the Company announced to ASX that it had issued a total of 32,259,000 Shares at an issue price of \$0.031 per Share via a placement to institutional and sophisticated investors (the "**September Placement**"). Of those Shares, 17,114,176 were issued pursuant to the Company's Listing Rule 7.1 capacity ("**September 7.1 Placement**"). The remainder of 15,144,824 Shares were issued pursuant to the Company's Listing Rule 7.1A capacity ("**September 7.1A Placement**").

Listing Rule 7.1 restricts the number of Equity Securities a company may issue (or agree to issue) in any 12 month period without shareholder approval to 15% of the number of ordinary securities on issue at the commencement of that 12 month period (subject to specified exceptions).

Listing Rule 7.1A enables an eligible entity to issue Equity Securities representing up to a further 10% of its issued ordinary share capital through placements over a 12 month period following the entity's annual general meeting, if shareholders have approved the placement capacity at that meeting. The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 2 November 2018 which means that the Company had this additional placement capacity available to it in relation to the issue of Shares under the September Placement (as described above). The Listing Rules provide that issues made with approval under Listing Rule 7.1A can be ratified.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

The issue of Shares pursuant to the September Placement has restricted the Company's ability to issue further Equity Securities without Shareholder approval. Shareholder approval is therefore sought pursuant to Listing Rule 7.4 to reinstate the Company's capacity to issue:

- Equity Securities representing up to 15% of its issued ordinary capital, if required, without prior Shareholder approval, pursuant to the Company's Listing Rule 7.1 capacity; and
- Equity Securities representing up to 10% of its issued ordinary capital (in addition to the Company's 15% placement capacity under Listing Rule 7.1), if required, without prior Shareholder approval, pursuant to the Company's Listing Rule 7.1A capacity.

For the purposes of Listing Rule 7.5, the following information is provided to Shareholders in relation to the issue of the Shares under the September Placement:

- (a) the total number of securities issued pursuant to the September 7.1 Placement was 17,114,176 Shares. The total number of securities issued pursuant to the September 7.1A Placement was 15,144,824 Shares;
- (b) the Shares were issued at an issue price of \$0.031 per Share;
- (c) the Shares were issued on the same terms as the other Shares on issue;
- (d) the Shares were issued to institutional and sophisticated investors, including S2, none of whom are related parties of the Company. The placees were existing shareholders of the Company or were introduced to the Company by Hartleys Limited, the lead manager of the September Placement;
- (e) as announced to ASX on 10 September 2019, funds raised under both the September 7.1 Placement and the September 7.1A Placement (along with funds to be raised under the Company's entitlement offer announced on 2 September 2019) will be used to further the Company's exploration program at the Mt Hardy Project, and to fund a drilling program to test a number of new base metal targets with the focus being the Hendrix South and North West, Gilly, Laver and Linda Jane prospects. Funds will also be used to advance the Petermann Range Project where negotiations for land access are progressing towards a conclusion, and for general working capital purposes; and
- (f) a voting exclusion statement in respect of each of Resolutions 4 and 5 is set out in the Notice.

Directors' Recommendation

The Board (other than Dr Bennett, who abstains given S2's participation in the September Placement) unanimously recommends that Shareholders vote in favour of each of Resolutions 4 and 5.

Part D – 10% Placement Facility

Resolution 6 – Approval of the 10% Placement Facility under Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue (or agree to issue) Equity Securities representing up to 10% of their issued share capital through placements for up to 12 months after their annual general meeting (the "**10% Placement Facility**"). A 10% Placement Facility is in addition to an eligible entity's 15% placement capacity under Listing Rule 7.1 and provides the Directors with additional flexibility to efficiently manage the Company's capital requirements.

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 an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue (or agree to issue) Equity Securities under a 10% Placement Facility.

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

The Company notes that proposed amendments to the Listing Rules (which ASX released on 28 November

2018) are scheduled to come into force on 1 December 2019 (“**Listing Rules Amendment Date**”). Some of the proposed changes relate to Listing Rule 7.1A and the information requirements of Listing Rule 7.3A which will apply to the Company for the purposes of its next Annual General Meeting (in 2020). For the purposes of this Notice and this Explanatory Memorandum, the Company has provided all information required by existing Listing Rule 7.3A and where relevant has also provided practical commentary in relation to the proposed amended Listing Rules as they relate to this Resolution.

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 (which requires the approval of 75% of the votes cast by Shareholders present and eligible to vote on the Resolution).

(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.

(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 period of approval, a number of Equity Securities calculated in accordance with the following formula:

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

where:

- A** is the number of fully paid ordinary securities on issue 12 months before the issue date or date of agreement to issue:
- (i) plus the number of fully paid ordinary securities issued in the previous 12 months under an exception in Listing Rule 7.2;
 - (ii) plus the number of partly paid ordinary securities that became fully paid in the previous 12 months;
 - (iii) plus the number of fully paid ordinary securities issued in the previous 12 months with approval of holders of ordinary securities under Listing Rules 7.1 or 7.4. This does not include an issue of fully paid ordinary securities under the entity’s 15% placement capacity without Shareholder approval pursuant to Listing Rule 7.1 or ratification pursuant to Listing Rule 7.4;
 - (iv) less the number of fully paid ordinary securities cancelled in the previous 12 months.

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

D is 10%.

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

(d) Listing Rule 7.1 and Listing Rule 7.1A

As mentioned above, the ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity’s 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 183,707,247 Shares and has capacity to issue 5,057,061 Equity Securities 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 (or entry into an agreement to issue) of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to paragraph (c) (Formula for calculating 10% Placement Facility) above).

(e) **Minimum issue price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average market price (“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; or
- (ii) if the Equity Securities are not issued within 5 trading days (proposed to be changed to 10 trading days on the Listing Rules Amendment Date) of the date in paragraph (i), the date on which the Equity Securities are issued.

(f) **10% Placement Facility 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 Shareholder approval is obtained to the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which Shareholder approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking),

(the “10% Placement Period”).

The Company notes that on and from the Listing Rules Amendment Date the 10% Placement Period will be the period from the date of the Annual General Meeting until the earlier of the following to occur:

- (i) the date that is 12 months after the date of the Annual General Meeting;
- (ii) the time and date of the Company’s next Annual General Meeting; and
- (iii) the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Specific information required by Listing Rule 7.3A

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

- (a) The Equity Securities will be issued at an issue price of not less than the amount described in paragraph (e) (Minimum issue price) above.
- (b) If Resolution 6 is approved by Shareholders at the Meeting and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders’ economic interest may be diluted if the Equity Securities are issued at a discount. Further, the existing Shareholders’ voting power in the Company will be diluted by up to 9.09%. There is a risk that:
 - (i) the market price for the Company’s Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of Shareholder approval at 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 and also on the Company's Share price post issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current Share price and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice (see paragraph (c) (Formula for calculating 10% Placement Facility) above).

The table also shows:

- (iii) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro-rata entitlement offer or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved by Shareholders at this Meeting or at future Shareholder meetings; and
- (iv) two examples where the issue price of Shares has changed – in one example it has decreased by 50% and in another it has increased by 50% against the current Share price (which, for the purposes of this table, is \$0.03 being the closing price of the Shares on ASX as at 27 September 2019).

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		Assuming 50% decrease in issue price \$0.015	Issue price \$0.03	50% increase in issue price \$0.045
Current Variable A 183,707,247	Number of Shares that could be issued under 10% Placement Facility	18,370,725 Shares	18,370,725 Shares	18,370,725 Shares
	Funds that could be raised	\$275,561	\$551,122	\$826,683
50% increase in current Variable A 275,560,871	Number of Shares that could be issued under 10% Placement Facility	27,556,087 Shares	27,556,087 Shares	27,556,087 Shares
	Funds that could be raised	\$413,341	\$826,683	\$1,240,024
100% increase in current Variable A 367,414,494	Number of Shares that could be issued under 10% Placement Facility	36,741,449 Shares	36,741,449 Shares	36,741,449 Shares
	Funds that could be raised	\$551,122	\$1,102,243	\$1,653,365

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

- (ii) In each case, an issue of the maximum number of Shares under the 10% Placement Facility would dilute the Shareholders as at the date immediately prior to the issue by up to 9.09%. For example, based on the current number of Shares on issue as at the date of this Notice, existing Shareholders would have 183,707,247 votes out of a total post-issue number of 202,077,971 Shares, representing 90.91% of the post-issue total number of shares (or a dilution of 9.09%) if all Resolutions are passed and all issued Shares included in the calculation of Variable A.
 - (iii) The table does not show the economic dilution that may be caused to a particular Shareholder's shareholding by reason of placements under the 10% Placement Facility.
 - (iv) 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.
 - (v) The issue of Equity Securities under the 10% Placement Facility consists only of Shares (although the Company also has listed and unlisted Options on issue as at the date of this Notice).
 - (vi) The base issue price is assumed to be \$0.03 being the closing price of the Shares on ASX on 27 September 2019.
 - (vii) The issue price is assumed to be the current Share price as at 27 September 2019 of \$0.03 (rather than being based on the 15 trading day VWAP).
 - (viii) No Options are exercised before the issue of Equity Securities under the 10% Placement Facility.
- (c) The Company may only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue Equity Securities under the 10% Placement Facility to raise funds towards acquisitions of new assets or investments (including expenses associated with such acquisitions or repayment of debt drawn down to fund such acquisitions), for capital expenditure on the Company's current assets for continued exploration and development of its current projects and/or for general working capital.

While at present, the Company may seek to issue the Equity Securities for non-cash consideration, given the likely introduction of the amended Listing Rules on the Listing Rules Amendment Date, the option to issue Equity Securities under Listing Rule 7.1A for non-cash consideration is likely to cease being available to the Company as under the amended Listing Rules, securities can only be issued under Listing Rule 7.1A for cash consideration.

The Company will comply with its disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities under the 10% Placement Facility.

- (e) The Company's allocation policy for issues of new Shares under the 10% Placement Facility is dependent on the prevailing market conditions at the time of any proposed issue. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to, without limitation, the following factors:
- (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 Shareholders can participate and other forms of equity and debt financing;
 - (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).

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

- (f) The total number of Equity Securities issued by the Company in the 12 months preceding the date of the Meeting (as at 27 September 2019) is 114,534,324 representing 96.9% of the total number of Equity Securities on issue at the commencement of that 12 month period.

- (g) Set out below are the details of all issues of Equity Securities by the Company during the 12 months preceding the date of the Meeting (as at 27 September 2019):

Date of issue:	5 November 2018
Number issued and class of security issued:	10,000,000 unlisted Options
Summary of terms:	Unlisted Options exercisable at \$0.131 on or before 4 November 2021.
Names of persons who received securities or basis on which those persons was determined:	The unlisted Options were issued to the Company's Directors (Edward Fry, Paul Burton, Rex Turkington and Geoffrey Crow) and Managing Director William Dix.
Price:	The unlisted Options were issued for nil consideration. Value at time of issue (using the Black Scholes pricing model): a) 10,000,000 unlisted Options – \$0.05 per Option. Value at date of this Notice (using the Black Scholes pricing model with input assumptions as at date of issue other than underlying share price and time to expiry): b) 10,000,000 unlisted Options – \$0.01 per Option.
Total cash consideration received:	Nil
Amount of cash consideration spent:	N/A
Use of Cash Consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A

Date of issue:	8 November 2018
Number issued and class of security issued:	8,230,000 Shares
Summary of terms:	Fully paid ordinary Shares.
Names of persons who received securities or basis on which those persons was determined:	Institutional and sophisticated investors in Australia
Price:	\$0.08 per Share.
Discount to market price (if any):	N/A. The issue price of \$0.08 per Share represented a discount of 1.23% to the closing market price on the date of issue, being \$0.081.

Total cash consideration received:	\$658,400 (before costs)
Amount of cash consideration spent:	\$658,400
Use of Cash Consideration:	To fund ongoing exploration, focusing on the drilling and down-hole geophysics at the Mt Hardy Project, including the next phase of diamond and Reverse Circulation drilling target extensions to the EM1 zone of high-grade base metal mineralisation, to test other targets adjacent to and surrounding EM1, to fund drilling at the Rover Gold-Copper Project in 2019, and for general working capital.

Date of issue:	8 November 2018
Number issued and class of security issued:	5,987,516 listed Options
Summary of terms:	Listed Options exercisable at \$0.25 on or before 22 March 2020.
Names of persons who received securities or basis on which those persons was determined:	Institutional and sophisticated investors in Australia
Price:	The listed Options were issued for nil consideration. The Listed Options were issued as free attaching options to investors participating in the capital raising.
Total cash consideration received:	Nil
Amount of cash consideration spent:	N/A
Use of Cash Consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A

Date of issue:	8 November 2018
Number issued and class of security issued:	1,000,000 unlisted Options
Summary of terms:	Unlisted Options exercisable at \$0.134 on or before 7 November 2021.
Names of persons who received securities or basis on which those persons was determined:	The unlisted Options were issued to the Company Secretary, Simon Robertson.
Price:	The unlisted Options were issued for nil consideration.

	<p>Value at time of issue (using the Black Scholes pricing model):</p> <p>a) 1,000,000 listed Options – \$0.049 per Option.</p> <p>Value at date of this Notice (using the Black Scholes pricing model with input assumptions as at date of issue other than underlying share price and time to expiry):</p> <p>b) 1,000,000 listed Options – \$0.01 per Option.</p>
Total cash consideration received:	Nil
Amount of cash consideration spent:	N/A
Use of Cash Consideration:	N/A
Intended use for remaining amount of cash (if any):	N/A

Date of issue:	30 November 2018
Number issued and class of security issued:	57,057,808 Shares
Summary of terms:	Fully paid ordinary Shares.
Names of persons who received securities or basis on which those persons was determined:	<p>a) 35,711,008 Shares to professional and sophisticated investors, including S2 Resources Limited, subscribing for shortfall shares in the pro rata entitlement offer which closed on 17 October 2018.</p> <p>b) 21,346,800 Shares to S2 Resources Limited pursuant to the subscription agreement announced to ASX on 22 November 2018.</p>
Price:	<p>a) 35,711,008 Shares at \$0.08 per Share</p> <p>b) 21,346,800 Shares at \$0.094 per Share</p>
Discount to market price (if any):	<p>N/A.</p> <p>a) The issue price of \$0.08 per Share represented a discount of 4.76% to the closing market price on the date of issue, being \$0.084.</p> <p>b) The issue price of \$0.094 per Share represented a premium of 111.90% to the closing market price on the date of issue, being \$0.084.</p>
Total cash consideration received:	\$4,866,052 (before costs).
Amount of cash consideration spent:	Approximately \$4,500,000
Use of Cash Consideration:	Costs of the offer, to accelerate drilling at the Mt Hardy zinc-copper discovery in the Northern Territory and for general working capital.

Intended use for remaining amount of cash (if any):	To further exploration programs at the Mt Hardy Project, to fund a drilling program to test a number of new base metal targets with the focus being the Hendrix South and North West, Gilly, Laver and Linda Jane prospects, to advance the Petermann Range Project where negotiations for land access are progressing towards a conclusion, and for general working capital.
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Date of issue:	10 September 2019
Number issued and class of security issued:	32,259,000 Shares
Summary of terms:	Fully paid ordinary Shares.
Names of persons who received securities or basis on which those persons was determined:	Sophisticated and professional investors.
Price:	\$0.031 per Share
Discount to market price (if any):	N/A. The issue price of \$0.031 per Share represented a discount of 3.13% to the closing market price on the date of issue, being \$0.032
Total cash consideration received:	\$1 million (before costs).
Amount of cash consideration spent:	\$64,539
Use of Cash Consideration:	Costs of the offer.
Intended use for remaining amount of cash (if any):	To further exploration programs at the Mt Hardy Project, to fund a drilling program to test a number of new base metal targets with the focus being the Hendrix South and North West, Gilly, Laver and Linda Jane prospects, to advance the Petermann Range Project where negotiations for land access are progressing towards a conclusion, and for general working capital.

Date of issue:	Expected to be on or around 11 October 2019
Number issued and class of security issued:	Up to 61,235,749 Shares (ignoring the effect of rounding of entitlements) pursuant to a 1-for-3 non-renounceable pro-rata Entitlement Offer, the details of which were announced to ASX on 2 September 2019.
Summary of terms:	Fully paid ordinary Shares.

Names of persons who received securities or basis on which those persons was determined:	Eligible Shareholders who satisfy the criteria set out in the ASX announcement dated 2 September 2019. The balance of the Entitlement Offer is fully underwritten by Hartleys Limited and sub-underwritten by other existing shareholders and new qualified sophisticated and professional investors.
Price:	\$0.031 per Share
Discount to market price (if any):	N/A. The issue price of \$0.031 per Share represented a discount of 8.82% to the closing market price on 2 September 2019, being \$0.034.
Total cash consideration received:	Up to approximately \$1.9 million (before costs)
Amount of cash consideration spent:	Nil
Use of Cash Consideration:	Costs of the offer, to further exploration program at the Mt Hardy Project, to fund a drilling program to test a number of new base metal targets with the focus being the Hendrix South and North West, Gilly, Laver and Linda Jane prospects, to advance the Petermann Range Project where negotiations for land access are progressing towards a conclusion, and for general working capital.
Intended use for remaining amount of cash (if any):	As above.

(h) A voting exclusion statement is included in the Notice.

Directors' Recommendation

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

Part E – Approval of the issue of Options under the Incentive Option Plan

Resolution 7 – Approval of the issue of Options under the Incentive Option Plan

Resolution 7 seeks Shareholder approval in accordance with Listing Rule 7.2, Exception 9(b) for the approval of the issue of securities under the Todd River Resources Incentive Option Plan (“**Option Plan**”).

For the purpose of Listing Rule 7.2 Exception 9(b), a summary of the terms of the Option Plan is set out in Schedule 2.

Resolution 7 is an ordinary resolution.

The main purposes of the Option Plan are to give an incentive to the “Eligible Participants” (which includes, among others, directors (executive and non-executive) and employees) to focus on the Company’s longer term goals and to assist in the reward, retention and motivation of Eligible Participants. The Option Plan will also enable the Company to attract and retain skilled and experienced personnel and align their interests with the interests of Shareholders.

The Option Plan contemplates the issue to Eligible Participants of Options.

Listing Rule 7.1 places restrictions on the number of Equity Securities, including options, which a listed company may issue in any 12 months. However, certain issues are exempt from this Listing Rule and are effectively disregarded for the purposes of counting the number of securities which a company may issue.

Exempt issues include an issue of securities to persons participating in an employee incentive scheme where Shareholders have approved the issue of securities under the scheme as an exemption from Listing Rule 7.1. Shareholder approval must be given at a general meeting held not more than 3 years before the date of issue where the Notice contains or is accompanied by certain prescribed information (set out below).

In order to take advantage of the exemption from Listing Rule 7.1, and to allow the Company greater flexibility to issue securities, Shareholders are requested to approve the Option Plan as an exemption from Listing Rule 7.1.

This approval will be effective for a period of 3 years from the date of the passing by Shareholders of Resolution 7.

For the purposes of Listing Rule 7.2, Exception 9(b), the Option Plan was established before the Company was listed on the ASX (which occurred on 4 April 2017) and a summary of the Option Plan was included in the Company's Prospectus. A total of 24,500,000 Options have been issued under the Option Plan since the Company was listed on ASX.

Noting that each Director has a personal interest in this Resolution as they are "Eligible Participants" under the Option Plan, the Board unanimously recommends that Shareholders vote in favour of this Resolution.

A voting exclusion statement is included in the Notice.

Part F – Issues of Shares and Options

Resolution 8 – Issue of Shares to Cratonix Pty Ltd

The Company refers to its announcement dated 4 October 2019 (**October Announcement**) in relation to the farm-in agreement (**Farm-in Agreement**) entered into between the Company's wholly-owned subsidiary Todd River Metals Pty Ltd (**TRM**) and Cratonix Pty Ltd (**Cratonix**), under which (among other things) TRM will be granted an option to acquire an 80% legal and beneficial interest in exploration licence E08/2942 (currently held by Cratonix) (**Tenement Option**), subject to various conditions precedent being satisfied.

Under the Farm-in Agreement, the consideration payable to Cratonix for entry into the Farm-in Agreement and the grant of the option to TRM is \$10,000 in cash and, subject to Shareholder approval, Shares in the Company to the value of \$25,000 based on an issue price equal to the 5-day VWAMP of Shares immediately preceding the date that all conditions precedent under the Farm-in Agreement are satisfied (**Execution Shares**). The Farm-in Agreement provides that if the issue price for the Execution Shares is calculated as being \$0.03 or less, the issue price for the Execution Shares will be \$0.03 per Share, which means that the maximum number of Shares that may be issued to Cratonix for entry into the Farm-in Agreement is 833,333 Execution Shares.

Please refer to the October Announcement for further information about the Farm-in Agreement, including the consideration payable to Cratonix in the event that TRM exercises its option to acquire an 80% interest in exploration licence E08/2942.

Under this Resolution, the Company seeks Shareholder approval for the issue of up to a maximum of 833,333 Execution Shares to Cratonix under the Farm-in Agreement under Listing Rule 7.1 so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of securities by the Company in the next 12 months.

Please also refer to the Explanatory Memorandum for Resolutions 4 and 5 for further information about Listing Rule 7.1.

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

- (a) Up to 833,333 Execution Shares may be issued.
- (b) The Execution Shares will be issued in one parcel no later than 3 months after the date of the Meeting (or by such later date as permitted by any waiver or modification of the Listing Rules) in accordance with the terms of the Farm-in Agreement.
- (c) The Execution Shares will be issued at an issue price equal to the 5-day VWAMP of Shares immediately preceding the date that all conditions precedent under the Farm-in Agreement are satisfied, provided that if the issue price is calculated as being \$0.03 or less, the issue price for the Execution Shares will be \$0.03 per Share.
- (d) The Execution Shares to be issued will be fully paid ordinary shares in the capital of the Company.

- (e) The Execution Shares will be issued to Cratonix.
- (f) The Company will not raise any funds from the issue of the Execution Shares, however the issue of the Execution Shares will be issued as consideration to Cratonix for the grant of the Tenement Option to TRM.

A voting exclusion statement is included in the Notice.

The Board unanimously recommends that Shareholders vote in favour of Resolution 8.

Resolution 9 – Issue of Options to Hartleys Limited

The Company refers to its announcement dated 2 September 2019 (**September Announcement**) in relation to the Company's 1 for 13 non-renounceable underwritten entitlement offer to raise approximately \$1.9 million (before costs) (**Entitlement Offer**).

As set out in the September Announcement, Hartleys Limited (**Hartleys**) acted as lead manager and underwriter of the Entitlement Offer and as part of Hartleys' fees for acting in that capacity, the Company will issue to Hartleys (or its nominee) 2,870,000 unlisted Options with an exercise price of \$0.112 and an expiry date of 3 years from the date of issue subject to shareholder approval being obtained and provided the Entitlement Offer is completed (**Hartleys Options**).

Under this Resolution, the Company seeks Shareholder approval for the issue of 2,870,000 Hartleys Options to Hartleys (or its nominee) under Listing Rule 7.1 so as to limit the restrictive effect of Listing Rule 7.1 on any further issues of securities by the Company in the next 12 months.

Please refer to the Explanatory Memorandum for Resolutions 4 and 5 for further information about Listing Rule 7.1.

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

- (a) 2,870,000 Hartleys Options may be issued.
- (b) The Hartleys Options will be issued in one parcel no later than 3 months after the date of the Meeting (or by such later date as permitted by any waiver or modification of the Listing Rules).
- (c) The Hartleys Options will be issued at a nil issue price, with an exercise price of \$0.112 and an expiry date of 3 years from the date of issue. Further terms of the Hartleys Options are set out in Schedule 3.
- (d) The Hartleys Options will be issued to Hartleys (or its nominee).
- (e) The Company will not raise any funds from the issue of the Hartleys Options as they will be issued as part of Hartleys' fees for acting as lead manager and underwriter of the Entitlement Offer. If all of the Hartleys Options are ultimately exercised, the Company will raise \$321,440 (before costs) and the Company intends to use such funds towards further development of the Company's projects and for general working capital purposes.

A voting exclusion statement is included in the Notice.

The Board unanimously recommends that Shareholders vote in favour of Resolution 9.

Part G – Board Spill Meeting (Contingent Resolution)

Resolution 10 – Board Spill Meeting (Contingent Resolution)

Resolution 10 (the **Spill Resolution**) is a contingent Resolution and will only be put to the Meeting and voted on if 25% or more of the votes cast on Resolution 1 are cast against the adoption of the Remuneration Report, which means the Company receives a "second strike". If less than 25% of votes cast are against the Remuneration Report at this Meeting, then there will be no "second strike" and Resolution 10 will not be put to the Meeting.

If put, the Spill Resolution will be considered as an ordinary resolution. If this Spill Resolution is passed and becomes effective, then it will be necessary for the Board to convene a further general meeting of Shareholders (the **Spill Meeting**), within 90 days of this Meeting in order to consider the composition of the Board.

Mechanics of the potential Spill Meeting

Shareholders should note the following if the Spill Resolution is approved and a Spill Meeting is required to be held by the Company.

- (a) All of the Directors who remain in office as Directors at the time of the Spill Meeting and who were in office when the Board resolution to approve the Directors' Report was passed (but excluding the Managing Director, Mr William Dix), being each of:
 - (i) Mr Edward Fry;
 - (ii) Dr Mark Bennett; and
 - (iii) Mr Geoffrey (Stuart) Crow,(the **Relevant Directors**), will automatically vacate their office immediately before the end of the Spill Meeting unless they are willing to stand for re-election and are re-elected at the Spill Meeting. For the avoidance of doubt, this includes Dr Mark Bennett and Mr Geoffrey (Stuart) Crow, despite those Directors already being subject to election and re-election (respectively) at this Meeting.
- (b) No voting exclusions will apply to any resolutions appointing Directors at a Spill Meeting. Accordingly, there is no barrier for any Shareholder exercising their voting rights to support the re-appointment of the existing Directors at the subsequent Spill Meeting. If the Spill Resolution is passed, each of the Relevant Directors intends to stand for re-election at the Spill Meeting and if such Spill Meeting is held, may vote their own Shares in support of their re-appointment.
- (c) Shareholders will be able to put forward their own nominees for consideration and potential election at the Spill Meeting.

The Corporations Act requires the Company to have a minimum of three Directors (including at least two Directors who ordinarily reside in Australia). If, following the Spill Meeting, the Company has fewer than three Directors (including the Managing Director), then the persons with the highest percentage of votes in favour of their election at Spill Meeting are taken to be appointed, even if less than half the votes cast on the Resolution were in favour of their appointment. If two or more persons have the same percentage of votes in favour of their appointment, the other Directors will choose one of those persons as the appointed Director.

The 3rd edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations recommend that a listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively. The board also should be large enough to comprise a variety of perspectives and skills, and to represent the best interests of the Company as a whole. The 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations makes similar recommendations. The skills and experience matrix of the current members of the Board may not be reflected in the Board elected as a result of the Spill Meeting.

Consequences of voting "for" for Spill Resolution

The impact of the Spill Resolution on the composition of the Board should be considered carefully by Shareholders.

If the Spill Resolution is put to the Meeting and passes:

- (a) the Company will need to incur expenses (including legal, printing, mail out and registry costs);
- (b) the Spill Meeting is likely to disrupt the Board and the Company's focus away from core business operations due to the necessary diversion of resources and time toward organising the Spill Meeting; and
- (c) there will be uncertainty as to the composition and continuity of the Board until the Spill Meeting is held. Such uncertainty may create instability within the Company and may have a negative effect on the Company's share price, and potentially on its operations.

Board Comment and Recommendation

If Resolution 10 is put to Shareholders and you support your current Directors and wish them to continue as Directors, you should vote against the Spill Resolution (Resolution 10).

If it is required to be put to the Meeting, the Board unanimously recommends that Shareholders vote against Resolution 10.

Action to be taken by Shareholders

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

Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions provided. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

If you appoint the Chairman as your proxy, or the Chairman is appointed as your proxy by default, please note that the Chairman intends to vote all undirected proxies held by him, and which are able to be voted, **in favour** of all Resolutions, except Resolution 10 (in respect of which the Chairman intends to vote **against** the Resolution).

Voting Exclusions

To the extent required by section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolutions 1, 7 or 10 if the person is either a member of a Group Company's key management personnel or a Closely Related Party of such a member and the appointment does not specify the way the proxy is to vote on the relevant Resolution. However, the proxy may vote if the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of a Group Company's key management personnel.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on any of Resolutions 1, 7 or 10, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of a Group Company's key management personnel.

Schedule 1 – Definitions

In this Explanatory Memorandum, Notice and Proxy Form:

10% Placement Facility means a placement facility to issue Equity Securities representing up to 10% of an entity's issued capital pursuant to Listing Rule 7.1A.

Annual General Meeting means an annual general meeting of the Company.

Annual Report means the annual report for the Company.

Article means a clause of the Constitution.

associates has the same meaning as in the Corporations Act.

ASX means ASX Limited ABN 98 008 624 691 and where the context requires, means the Australian Securities Exchange operated by ASX Limited.

Auditors' Report means the Auditors' report included in the Annual Report for the year ended 30 June 2019.

Board means the board of Directors.

Chairman means the person appointed to the chair of the Meeting convened by this Notice.

Closely Related Party has the meaning given in section 9 of the Corporations Act.

Company means Todd River Resources Limited ABN 45 600 308 398.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Directors' Declaration means the directors' declaration included in the Annual Report for the year ended 30 June 2019.

Directors' Report means the directors' report included in the Annual Report for the year ended 30 June 2019.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum to this Notice.

Group Company means the Company or any of its Subsidiaries.

Listing Rules means the Listing Rules of ASX.

Meeting has the meaning given in the introductory paragraph of this Notice.

Non-Executive Director means a non-executive director of the Company.

Notice means this notice of meeting.

Option means an option to acquire a Share.

Option Plan means the Company's incentive option plan, details of which are summarised in Schedule 2.

Prospectus means the Company's prospectus dated 31 January 2017.

Proxy Form means the proxy form attached to this Notice.

Remuneration Report means the remuneration report included in the annual report for the year ended 30 June 2019.

Resolution means a resolution contained in this Notice.

S2 means Southern Star Exploration Pty Ltd.

September 7.1 Placement has the meaning given in the Explanatory Memorandum for Resolutions 4 and 5.

September 7.1A Placement has the meaning given in the Explanatory Memorandum for Resolutions 4 and 5.

September Placement has the meaning given in the Explanatory Memorandum for Resolutions 4 and 5.

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

Shareholder means a shareholder of the Company.

Subsidiary has the meaning given in the Corporations Act.

VWAMP has the same meaning as given to the term 'volume weighted average market price' in Chapter 19 of the Listing Rules.

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

Schedule 2 – Summary of Incentive Option Plan

The principle terms of the Option Plan are summarised below:

- (a) **Eligibility and Grant of Options:** The Board may make a written offer of Options to an “Eligible Participant” (which includes, among others, directors and employees) who is declared by the Board to be eligible to receive grants of Options under the Option Plan. An offer under the Option Plan will be made in the form of an “Offer Document”.
- (b) **Nominee:** Upon receipt of an offer, an Eligible Participant may, by notice in writing to the Board, nominate a “nominee” in whose favour the Eligible Participant wishes to renounce the offer. The “nominee” must be a person that satisfies specific criteria under the Option Plan.
- (c) **Consideration:** Each Option granted under the Option Plan will be granted for no more than nominal cash consideration.
- (d) **Number of Options:** Each Option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company.
- (e) **Exercise Price and Expiry Date:** The exercise price and expiry date for Options granted under the Plan will be determined by the Board prior to the grant of the Options.
- (f) **Exercise Restrictions:** The Options granted under the Plan may be subject to conditions on exercise as may be fixed by the Directors prior to grant of the Options. Any restrictions imposed by the Directors must be set out in the offer for the Options.
- (g) **Lapsing of Options:** An unexercised Option will lapse:
 - (i) on its expiry date;
 - (ii) if any exercise condition is unable to be met and is not waived, as determined by the Board; or
 - (iii) subject to certain good leaver exceptions or a determination by the Board, where the Eligible Participant ceases to be an Eligible Participant.
- (h) **Disposal of Options:** Options will not be transferable except to the extent the Plan or any offer provides otherwise.
- (i) **Quotation of Options:** Options will not be quoted on the ASX, except to the extent provided for by the Option Plan or unless an offer provides otherwise.
- (j) **Trigger Events:** The Company may permit Options to be exercised in certain circumstances, including where there is a change in control of the Company (including by takeover) or entry into a scheme of arrangement.
- (k) **Participation generally:** There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (l) **Transfers:** Options granted under the Option Plan may only be transferred, assigned, disposed or encumbered in special circumstances or by force of law upon death to the participant’s legal personal representative or upon bankruptcy to the participant’s trustee in bankruptcy.

- (m) **No change to exercise price or underlying number of Shares:** An Option does not confer the right to a change in the exercise price of the Option or in the number of underlying Shares over which the Option can be exercised.
- (n) **Reorganisation:** If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), the terms of the Options will be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.
- (o) **Limitations on Offers:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of options offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on ASIC Class Order [14/1000] at any time during the previous 3 year period under an employee incentive scheme covered by ASIC Class Order [14/1000] or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.

Schedule 3 – Terms of Hartleys Options

(1) **Entitlement**

Subject to adjustment in accordance with these terms and conditions, each Option entitles the Optionholder to subscribe for one (1) unissued Share upon payment of the Exercise Price (as defined below) before the Expiry Date (as defined below).

(2) **Exercise Price**

The exercise price of each Option is \$0.112 (**Exercise Price**)

(3) **Expiry Date**

An Option is exercisable at any time for 3 years after the date of issue (**Expiry Date**). Options that are not exercised by the Expiry Date shall lapse.

(4) **Notice of Exercise**

The Options may be exercised by notice in writing to the Company and payment of the Exercise Price for each Option being exercised. Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(5) **Minimum number of Options exercised**

The Optionholder may not exercise less than 1,000 Options at any one time, unless the Optionholder has less than 1,000 Options in which case the Optionholder must exercise all their Options together.

(6) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the Shares of the Company on issue.

(7) **Quotation of shares on exercise**

Application will be made by the Company to ASX for official quotation of Shares issued upon the exercise of the Options.

(8) **Certificate**

A certificate or holding statement will be issued for the Options.

(9) **Timing of issue of Shares**

After an Option is validly exercised, the Company must as soon as possible:

- (i) issue the relevant Shares to be issued on exercise of the Options; and
- (ii) do all such acts matters and things to obtain the grant of quotation for the Share on ASX no later than 10 Business Days from the date of exercise of the Option.

(10) **Participation in new issues**

An Optionholder may participate in new issues of equity securities to holders of Shares if and to the extent that:

- (i) an Option has been exercised; and
- (ii) a Share has been issued in respect of the exercise before the record date for determining entitlements to the new issue.

Optionholders do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where required pursuant to the Listing Rules, provide Optionholders with notice prior to the record date to determine entitlement to any new issue of securities made to Shareholders generally, in accordance with the requirements of the Listing Rules.

(11) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(12) **Adjustment for rights issue**

If the Company makes a pro-rata issue of Shares to existing Shareholders (other than a bonus issue), the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = \frac{O - E [P - (S+D)]}{N+1}$$

- O = the old Exercise Price of the Option
- E = the Number of underlying Shares into which one (1) Option is exercisable
- P = the volume weighted average market price per Share during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price of a Share under the pro-rata issue.
- D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro-rata issue).
- N = the number of Shares with rights or entitlements that must be held to receive a right to one (1) new Share.

(13) **Adjustments for reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Optionholder may be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation.

(14) **Exercise instructions**

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

(15) **Voting and dividend rights**

The Options carry no rights to vote at a meeting of Shareholders, and no rights to dividends.

(16) **No quotation**

The Options will not be quoted on ASX.


(17) **No transfer**


The Options are not transferable except with the Company's prior written consent and any purported transfer of the Options without the Company's prior written consent is void.



TRT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (WST)** Monday, 11 November 2019

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Todd River Resources Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Todd River Resources Limited to be held at Quest Kings Park, 54 Kings Park Road, West Perth, Western Australia on Wednesday, 13 November 2019 at 12:00pm (WST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 7 and 10 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 7 and 10 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 10 where the Chairman of the Meeting intends to vote against.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 7 and 10 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain		For	Against	Abstain
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Resolution 10 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
 By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

