



Todd River Resources Limited
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NOTICE OF GENERAL MEETING

**The General Meeting will be held at
Quest Kings Park, 54 Kings Park Road West Perth Western Australia 6005
at 11.00 am (WST) on 26 August 2020.**

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

This Notice of 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 GENERAL MEETING

Notice is hereby given that a 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 6005 on 26 August 2020 at 11.00 am (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 24 August 2020 that is 2 days prior to the date of the meeting at 5:00 pm (WST).

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

COVID-19 Information

In light of the easing of restrictions on gatherings in Western Australia, the Meeting will be held in person (and not by virtual means). The Company has taken steps to ensure that all attendees will be able to participate in the Meeting while maintaining their health and safety and abiding by social distancing requirements.

Shareholders do not need to attend the Meeting in order to cast their vote(s). The Company therefore recommends that Shareholders who do not wish to attend the Meeting in person, but who wish to vote, appoint the Chairman as their proxy (and where desired, direct the Chairman how to vote on a Resolution) rather than attending in person.

AGENDA

Part A – Issue of Shares pursuant to the Marlee Transaction and the Moonknight Transaction

Resolution 1 – Issue of Shares pursuant to the Marlee Transaction

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, Shareholders approve the issue of 66,666,667 Shares to Marlee Minerals Pty Ltd, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Marlee Minerals Pty Ltd, Avenger Projects Limited or any of their shareholders or any other 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 any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this 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 chairman 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 chairman to vote on the Resolution as the chairman 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 2 – Issue of Shares pursuant to the Moonknight Transaction

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, Shareholders approve the issue of 33,333,334 Shares to Avenger Projects Limited, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Marlee Minerals Pty Ltd, Avenger Projects Limited or any of their shareholders or any other 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 any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this 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 chairman 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 chairman to vote on the Resolution as the chairman 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.*

Part B – Issue of Options under the Incentive Option Plan

Resolution 3 – Issue of Options to Mr William Dix

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 2,000,000 Options under the Incentive Option Plan to Mr William Dix, or his nominee, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director who is eligible to participate in the Incentive Option Plan or Mr Ian Murray or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this 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 chairman 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 chairman to vote on the Resolution as the chairman 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 4 – Issue of Options to Mr Edward Fry

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 2,000,000 Options under the Incentive Option Plan to Mr Edward Fry, or his nominee, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director who is eligible to participate in the Incentive Option Plan or Mr Ian Murray or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this 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 chairman 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 chairman to vote on the Resolution as the chairman 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 5 – Issue of Options to Dr Mark Bennett

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 2,000,000 Options under the Incentive Option Plan to Dr Mark Bennett, or his nominee, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director who is eligible to participate in the Incentive Option Plan or Mr Ian Murray or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this 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 chairman 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 chairman to vote on the Resolution as the chairman 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 6 – Issue of Options to Mr Stuart Crow

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 2,000,000 Options under the Incentive Option Plan to Mr Geoffrey (Stuart) Crow, or his nominee, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director who is eligible to participate in the Incentive Option Plan or Mr Ian Murray or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this 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 chairman 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 chairman to vote on the Resolution as the chairman 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 7 – Issue of Options to Mr Ian Murray

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

“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 2,000,000 Options under the Incentive Option Plan to Mr Ian Murray, or his nominee, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Ian Murray or any Director who is eligible to participate in the Incentive Option Plan or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this 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 chairman 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 chairman to vote on the Resolution as the chairman 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.

Part C – Issue of Options to service providers

Resolution 8 – Issue of Options to Mr John Bartlett

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, Shareholders approve the issue of 2,000,000 Options to Mr John Bartlett, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr John Bartlett or any other 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 any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this 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 chairman 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 chairman to vote on the Resolution as the chairman 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 – Issue of Options to Mr Andrew Thompson

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, Shareholders approve the issue of 2,000,000 Options to Mr Andrew Thompson, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Andrew Thompson or any other 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 any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this 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 chairman 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 chairman to vote on the Resolution as the chairman 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 – Issue of Options to Mr Markus Staubmann

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, Shareholders approve the issue of 2,000,000 Options to Mr Markus Staubmann, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Markus Staubmann or any other 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 any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this 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 chairman 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 chairman to vote on the Resolution as the chairman 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.

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



Simon Robertson
Company Secretary

Dated: 24 July 2020

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 General Meeting to be held at Quest Kings Park, 54 Kings Park Road West Perth Western Australia 6005 on 26 August 2020 at 11.00 am (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 – Issue of Shares pursuant to the Marlee Transaction and the Moonknight Transaction

Background to Resolutions 1 and 2

The Company refers to its announcement dated 1 July 2020 (**1 July Announcement**) in relation to the sale agreements (**Sale Agreements**) the Company entered into to purchase all of the shares in Marlee Base Metals Pty Ltd (**MBM**) and Moonknight Pty Ltd (**Moonknight**) (being the **Marlee Transaction** and the **Moonknight Transaction** respectively).

Each of MBM and Moonknight hold tenements (or tenement applications) in Western Australia as set out in the following table.

| Tenement | Tenement Type | Status | Owner/Applicant |
|----------|---------------------|-------------|-----------------|
| E70/5385 | Exploration licence | Live | MBM |
| E09/2363 | Exploration licence | Application | MBM |
| E70/5289 | Exploration licence | Application | MBM |
| E08/3161 | Exploration licence | Application | MBM |
| E70/5204 | Exploration licence | Live | Moonknight |

The key terms of the Sale Agreements (as set out in the 1 July Announcement) are set out below and the total aggregate consideration for the purchase of both companies is A\$100,000 and 100,000,001 Shares at an issue price of \$0.015.

| Item | Marlee Transaction | Moonknight Transaction |
|----------------------|--|--|
| Parties | The Company and Marlee Minerals Pty Ltd (Marlee) | The Company, Avenger Projects Limited (Avenger) and Brockman South Pty Ltd (Brockman) |
| Consideration | Cash: \$60,000 at completion Completion Shares: 66,666,667 Shares at an issue price of \$0.015, subject to Shareholder approval being obtained. | Cash: \$20,000 cash on signing the Sale Agreement (which has been paid)*, plus a further \$20,000 cash at completion Completion Shares: 33,333,334 Shares at an issue price of \$0.015, subject to Shareholder approval being obtained. |

*This amount must be repaid to the Company if completion does not occur.

All consideration payable under the Moonknight Transaction is payable to Avenger, which is the ultimate parent company of Brockman and Moonknight. All cash payments required at completion of the transactions

will be paid from the Company's existing cash reserves. None of Marlee, Brockman or Avenger are related parties of the Company.

Each Sale Agreement is:

1. inter-conditional on completion of the other occurring;
2. conditional on Shareholders approving the issue of the relevant Shares for that Sale Agreement for the purposes of Listing Rule 7.1; and
3. conditional on TRT's satisfactory due diligence.

In addition, the Marlee Transaction is conditional on there being no change to the material terms of the Moonknight Transaction. To date, there has been no change to the material terms of the Moonknight Transaction and the Company has no reason to expect that there will be. The Company also confirms that the due diligence condition is likely to be satisfied shortly.

Despite the fact that the transactions were negotiated with Marlee and Avenger/Brockman simultaneously and on similar terms, Marlee and Avenger/Brockman were each separately represented and have confirmed to the Company that they are not associated with each other or acting in concert in respect of the Company.

The Shares to be issued under these transactions will be issued on completion, which is anticipated to occur within several business days after the Meeting (assuming that Shareholders pass both Resolutions 1 and 2).

Marlee has agreed that 40,000,000 Shares in respect of the Marlee Transaction will be held in voluntary escrow and Avenger has agreed that 20,000,000 Shares in respect of the Moonknight Transaction will be held in voluntary escrow. In each case, the voluntary escrow will be for a period of 6 months and will involve a holding lock being applied to those Shares. Following this voluntary escrow period, those parties have each agreed that for a further period of 6 months they will use reasonable endeavours to only sell those Shares in an orderly manner so that during any one week rolling period the number of Shares disposed of does not exceed the average weekly trading volume of Shares over the last 6 months prior to that disposal (without the Company's prior written consent).

At completion of the Marlee Transaction, Marlee will be entitled to appoint a nominee director to the Company's board (and an alternate for that director) for so long as it retains a relevant interest in at least 10% of the Shares on issue. It is envisaged that Ian Murray (Marlee's largest shareholder) will be nominated by Marlee with Darren Holden as his alternate. Short biographies of each of Ian Murray and Darren Holden are set out in the 1 July Announcement.

Dr Mark Bennett, a director of the Company, has a non-controlling interest in Marlee and excluded himself from attending, participating in, or voting at, the Company's board meeting to consider the above transactions. Accordingly, Dr Bennett has abstained from providing a recommendation to Shareholders as to how to vote on the Resolutions.

Please refer to the 1 July Announcement for more information.

Resolution 1 – Issue of Shares pursuant to the Marlee Transaction

Please refer to the "Background to Resolutions 1 and 2" above.

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

The proposed issue of Shares under the Marlee Transaction does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the limit in Listing Rule 7.1 (both individually and when aggregated with the Moonknight Transaction). Therefore, the issue requires the approval of Shareholders under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval for the issue of 66,666,667 Shares to Marlee under the Marlee Transaction (**Marlee Issue**) under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Marlee Issue can proceed which will allow completion of the Marlee Transaction to occur (assuming all other conditions precedent are satisfied or waived). In addition, if approved the Marlee Issue 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.

If this Resolution is not passed, the Marlee Issue will not occur, the Marlee Transaction and the Moonknight Transaction will not complete (given the inter-conditional nature of the two transactions) and the Company will not acquire (indirectly) the tenements listed in the "Background to Resolutions 1 and 2" above.

If completion of these transactions does not occur, the Company's business operations may also be adversely affected, particularly in the current COVID-19 environment where financial markets remain unpredictable and uncertain.

For illustration purposes only, the table below sets out the Shares held as at 14 July 2020 (as far as the Company is aware) by Marlee (and its associates) and the number of Shares it will hold after Shares are issued to Marlee under the Marlee Transaction (based on the post-issue share capital of the Company assuming that the Marlee Transaction and Moonknight Transaction complete and assuming that no other Shares are issued or convertible securities are exercised and that current holdings are maintained). Marlee (and its associates) do not hold any convertible securities in the Company either directly or indirectly (as far as the Company is aware).

| Shares held | Shares to be issued pursuant to the Marlee Transaction | Shares held after the issue of Shares under the Marlee Transaction | Interest in the Company after the issue of Shares under the Marlee Transaction and Moonknight Transaction |
|-------------|--|--|---|
| 0 | 66,666,667 | 66,666,667 | 19.24% |

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

- (a) 66,666,667 Shares will be issued to Marlee.
- (b) The Shares to be issued will be fully paid ordinary shares in the capital of the Company.
- (c) Subject to receipt of Shareholder approval, the Shares will be issued at completion of the Marlee Transaction which is expected to occur on or around the date for completion set out above under “Background to Resolutions 1 to 2”. In any event, the Shares will be issued no later than 3 months after the date of the Meeting (unless an ASX waiver is obtained).
- (d) The Shares to be issued will be issued at \$0.015 per Share.
- (e) The Shares will be issued as partial consideration for the acquisition of MBM. The Company will not raise any funds as a result of the issue.
- (f) A summary of the material terms of the Marlee Sale Agreement is set out above under “Background to Resolutions 1 to 2”. Please also refer to the Company’s 1 July Announcement for further information.

Board Comment and Recommendation

The Board (other than Mark Bennett, who abstains) unanimously recommends that Shareholders vote in favour of Resolution 1.

Resolution 2 – Issue of Shares pursuant to the Moonknight Transaction

Please refer to the “Background to Resolutions 1 and 2” above and the Explanatory Memorandum for Resolution 1 for information about Listing Rule 7.1.

The proposed issue of Shares under the Moonknight Transaction does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the limit in Listing Rule 7.1 (both individually and when aggregated with the Marlee Transaction). Therefore, the issue requires the approval of Shareholders under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval for the issue of 33,333,334 Shares to Avenger under the Moonknight Transaction (**Moonknight Issue**) under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Moonknight Issue can proceed which will allow completion of the Moonknight Transaction to occur (assuming all other conditions precedent are satisfied or waived). In addition, if approved the Moonknight Issue 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.

If this Resolution is not passed, the Moonknight Issue will not occur, the Moonknight Transaction and the Marlee Transaction will not complete (given the inter-conditionality of the two transactions) and the Company will not acquire (indirectly) the tenements listed in the “Background to Resolutions 1 and 2” above.

If completion of these transactions does not occur, the Company’s business operations may also be adversely affected, particularly in the current COVID-19 environment where financial markets remain unpredictable and uncertain.

For illustration purposes only, the table below sets out the Shares held as at 14 July 2020 (as far as the Company is aware) by Avenger (and its associates) and the number of Shares it will hold after Shares are issued to Avenger under the Moonknight Transaction (based on the post-issue share capital of the Company

assuming that the Marlee Transaction and Moonknight Transaction complete and assuming that no other Shares are issued or convertible securities are exercised and that current holdings are maintained). Avenger (and its associates) do not hold any convertible securities in the Company either directly or indirectly (as far as the Company is aware).

| Shares held | Shares to be issued pursuant to the Moonknight Transaction | Shares held after the issue of Shares under the Moonknight Transaction | Interest in the Company after the issue of Shares under the Marlee Transaction and Moonknight Transaction |
|-------------|--|--|---|
| 0 | 33,333,334 | 33,333,334 | 9.62% |

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

- (a) 33,333,334 Shares will be issued to Avenger.
- (b) The Shares to be issued will be fully paid ordinary shares in the capital of the Company.
- (c) Subject to receipt of Shareholder approval, the Shares will be issued at completion of the Moonknight Transaction which is expected to occur on or around the date for completion set out above under “Background to Resolutions 1 to 2”. In any event, the Shares will be issued no later than 3 months after the date of the Meeting (unless an ASX waiver is obtained).
- (d) The Shares to be issued will be issued at \$0.015 per Share.
- (e) The Shares will be issued as partial consideration for the acquisition of Moonknight. The Company will not raise any funds as a result of the issue.
- (f) A summary of the material terms of the Moonknight Sale Agreement is set out above under “Background to Resolutions 1 to 2”. Please also refer to the Company’s 1 July Announcement for further information.

Board Comment and Recommendation

The Board (other than Mark Bennett, who abstains) unanimously recommends that Shareholders vote in favour of Resolution 2.

Part B – Issue of Options under the Incentive Option Plan

Resolutions 3 to 6 – Issue of Options to Directors

General

The Board intends to make offers under the Incentive Option Plan. The Incentive Option Plan was established 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 Incentive Option Plan also assists the Company to attract and retain skilled and experienced personnel and align their interests with the interests of Shareholders. The issue of securities under the Incentive Option Plan was approved by Shareholders at the Company’s 2019 Annual General Meeting for the purposes of former Listing Rule 7.2, Exception 9(b).

The Company is proposing to issue a total of 8,000,000 Options under the Incentive Option Plan to the Directors of the Company, Mr William Dix, Mr Edward Fry, Dr Mark Bennett, and Mr Geoffrey (Stuart) Crow, or their respective nominees (**Proposed Current Director Issues**). Each Option will be exercisable at a price equal to 1.43 multiplied by the 5-day VWAMP of Shares up to the date the Options are issued and each Option will expire three years after the date they are issued.

A summary of the material terms of the Incentive Option Plan and the Options to be issued under the Incentive Option Plan is set out in Schedule 2.

Purpose of approval sought

Listing Rule 10.11 requires a listed entity to obtain shareholder approval for the issue of securities to related parties, which includes a director of the Company.

Listing Rule 10.12, Exception 8 provides that approval under Listing Rule 10.11 is not required for an issue of equity securities under an employee incentive scheme made, or taken to have been made, with the approval of the issuing entity's shareholders under Listing Rule 10.14.

Listing Rule 10.14 provides that a listed company must not permit a director (or certain other persons) to acquire equity securities under an employee incentive scheme unless it obtains the approval of its shareholders.

The Proposed Current Director Issues fall within Listing Rule 10.14 and therefore require the approval of Shareholders. Resolutions 3 to 6 seek the required Shareholder approval to the Proposed Current Director Issue for the purposes of Listing Rule 10.14.

Mr William Dix, as Managing Director of the Company, Mr Edward Fry, as Non-Executive Chairman of the Company, and Dr Mark Bennett and Mr Geoffrey (Stuart) Crow, as Non-Executive Directors of the Company, are entitled to participate in the Incentive Option Plan. The Board considers that the issue of Options to the those Directors or to their respective nominees, under the Incentive Option Plan, is in the Company's interests as it further aligns the interests of those Directors with the interests of Shareholders in order to maximise Shareholder value. Further, the Proposed Current Director Issues provide cost effective remuneration to the Directors in their roles and will assist in retaining their services, which the Board considers to be important to the future success of the Company.

The proposed issue of Options constitutes an equity-based incentive for each Director and the Options will lapse three years after the date they are issued.

The Board has considered the Proposed Current Director Issues and, taking into account the circumstances of the Company and its subsidiaries, the circumstances of the Directors, and the remuneration practices of other similar entities, considers that the financial benefits provided to the Directors by way of the Options (together with the other elements of their remuneration packages) constitute reasonable remuneration. Accordingly, approval under Chapter 2E of the Corporations Act is not being sought.

As at the date of this notice, the 5-day VWAMP of Shares is \$0.0344. Assuming the exercise price of each Option is \$0.0491, if all 8,000,000 Options are ultimately exercised the Company will raise an amount equal to \$392,800 (before costs). The Company intends to apply any funds raised from the exercise of these Options towards the continued development of its projects and for general working capital purposes.

If Resolution 3 is passed, the Company will be able to proceed with the proposed issue of Options to Mr Dix and issue up to a total of 2,000,000 Options to Mr Dix or his nominee.

If Resolution 4 is passed, the Company will be able to proceed with the proposed issue of Options to Mr Fry and issue up to a total of 2,000,000 Options to Mr Fry or his nominee.

If Resolution 5 is passed, the Company will be able to proceed with the proposed issue of Options to Dr Bennett and issue up to a total of 2,000,000 Options to Dr Bennett or his nominee.

If Resolution 6 is passed, the Company will be able to proceed with the proposed issue of Options to Mr Crow and issue up to a total of 2,000,000 Options to Mr Crow or his nominee.

If any of Resolutions 3, 4, 5 or 6 are not passed, the Company will not be able to proceed with the proposed issue of Options the subject of that Resolution.

Information required by Listing Rule 10.15

Listing Rule 10.15 requires the following information to be provided in relation to these Resolutions:

- (a) The persons to acquire Options under the Incentive Option Plan are Mr William Dix, Mr Edward Fry, Dr Mark Bennett and Mr Geoffrey (Stuart) Crow (or their respective nominees). Mr Dix is the Managing Director of the Company, and Mr Fry, Dr Bennett, and Mr Crow are Non-Executive Directors of the Company (Mr Fry is Non-Executive Chairman of the Company).
- (b) Mr Dix, Mr Fry, Dr Bennett and Mr Crow fall within Listing Rule 10.14.1, being directors of the Company. Their nominees (if applicable) would fall within Listing Rule 10.14.2, being associates of the above mentioned Directors.

- (c) The maximum number of Options that may be acquired by each Director (or their nominees) under the Incentive Option Plan pursuant to each Resolution is 2,000,000 Options (exercisable into 2,000,000 Shares).
- (d) The current total remuneration package for each Director who will participate in the Proposed Current Director Option Issues is set out in the table below:

| Director | Current total remuneration package* |
|------------------------------------|--|
| Mr William Dix (Managing Director) | \$300,000 per annum plus superannuation at the maximum concessional limit per year |
| Mr Edward Fry | \$80,000 per annum plus any expenses incurred |
| Dr Mark Bennett | \$60,000 per annum plus any expenses incurred |
| Mr Geoffrey (Stuart) Crow | \$60,000 per annum plus any expenses incurred |

- (e) Mr Dix, Mr Fry, and Mr Crow have previously been issued Options under the Incentive Option Plan as follows:

| Director | Date of Issue | Number | Key terms | Status |
|------------------------------------|---------------|-----------|--|----------|
| Mr William Dix (Managing Director) | 1 May 2018 | 1,000,000 | Exercisable at \$0.30 on or before 22 March 2020 | Expired |
| | 1 May 2018 | 1,000,000 | Exercisable at \$0.175 on or before 1 May 2021 | On issue |
| Mr Edward Fry | 22 March 2017 | 2,000,000 | Exercisable at \$0.30 on or before 22 March 2020 | Expired |
| Mr Geoffrey (Stuart) Crow | 22 March 2017 | 2,000,000 | Exercisable at \$0.30 on or before 22 March 2020 | Expired |

Dr Bennett has not previously been issued Options under the Incentive Option Plan.

- (f) A summary of the material terms of the Incentive Option Plan and the Options to be issued under the Incentive Option Plan is set out in Schedule 2.
- (g) The Options are being used to provide cost effective remuneration for Directors and as an incentive, alignment and retention tool for Directors.
- (h) The indicative total value of the Options to be issued to each Director is \$0.02 using a Black-Scholes option pricing model. This valuation was undertaken by BDO based on the following assumptions:

| | |
|--|--------------|
| Underlying Security Value | \$0.032 |
| 5 Day VWAP | \$0.036 |
| Exercise Price | \$0.051 |
| Valuation Date | 13 July 2020 |
| Expiration Date | 13 July 2023 |
| Life of the Options | 3 years |
| Volatility | 100% |
| Risk free rate | 0.29% |
| Number of Options to be issued to each Director | 2,000,000 |
| Valuation per Option | \$0.017 |
| Valuation of Options to be issued to each Director | \$34,000 |

- (i) It is proposed that the Directors (or their respective nominees) will be issued the Options as soon as practicable (and in any event within 3 years) after the date of the Meeting.
- (j) The Options will be issued to each Director (or their nominees) for nominal cash consideration of \$1 in total (in line with the terms of the Incentive Option Plan), as part of their remuneration package.
- (k) No loan will be provided in relation to the acquisition of the Options.

- (l) Details of any Options issued under the Incentive Option Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Options under the Incentive Option Plan after the resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.
- (n) Voting exclusion statements in respect of Resolutions 3 to 6 are set out in the Notice.

If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

Board Comment and Recommendation

The Board does not make a recommendation to Shareholders in respect of how to vote on Resolutions 3 to 6 given that those Resolutions relate to the remuneration of current Directors.

Resolution 7 – Issue of Options to Mr Ian Murray

General

As stated under the “Background to Resolutions 1 and 2” above, at completion of the Marlee Transaction, Marlee will be entitled to appoint a nominee director to the Board (and an alternate to that director) for so long as it retains a relevant interest in at least 10% of the Company’s Shares. It is envisaged that Marlee will nominate Mr Ian Murray as its nominee director to the Board.

The Board intends to offer 2,000,000 Options to Mr Murray (or his nominee) under the Incentive Option Plan, which may only be accepted subject to Mr Murray becoming a Director (**Proposed Murray Issue**). Accordingly, Mr Murray is eligible to participate in the Incentive Option Plan as a “prospective participant” which is a person to whom an offer is made under the Incentive Option Plan but who can only accept if an arrangement has been entered into that will result in the person becoming a Director, secretary, employee or contractor of the Company (as specified in the Incentive Option Plan).

The Options to be issued to Mr Murray (or his nominee) will be on the same terms as the Options to be issued to each of Mr Dix, Mr Fry, Dr Bennett and Mr Crow (that is, each Option will be exercisable at a price equal to 1.43 multiplied by the 5-day VWAMP of Shares up to the date the Options are issued and each Option will expire three years after the date they are issued).

Please refer to the Explanatory Memorandum for Resolutions 3 to 6 for information about the Incentive Option Plan and Schedule 2 for a summary of the material terms of the Incentive Option Plan and the Options to be issued under the Incentive Option Plan.

Purpose of approval sought

Please refer to the Explanatory Memorandum for Resolutions 3 to 6 for information about Listing Rules 10.11 and 10.14.

Mr Murray is not yet a Director but will likely become a director at completion of the Marlee Transaction. The Proposed Murray Issue will only take place if Mr Murray is a Director at the time he (or his nominee) is to acquire the Options meaning that the Proposed Murray Issue falls within Listing Rule 10.14 and therefore requires the approval of the Company’s Shareholders. Resolution 7 seeks the required Shareholder approval to the Proposed Murray Issue for the purposes of Listing Rule 10.14.

The Board considers that the issue of Options to Mr Murray or to his nominee under the Incentive Option Plan, subject to Mr Murray becoming a Director, is in the Company’s interests as it aligns the interests of Mr Murray with the interests of Shareholders in order to maximise Shareholder value. Further, the Proposed Murray Issue will provide cost effective remuneration to Mr Murray in his role of Director and assist in retaining Mr Murray’s services, which the Board considers to be important to the future success of the Company.

The proposed issue of Options constitutes an equity-based incentive for Mr Murray and the Options will lapse three years after the date they are issued.

The Board has considered the Proposed Murray Issue and, taking into account the circumstances of the Company and its subsidiaries, the circumstances of Mr Murray, and the remuneration practices of other similar entities, considers that the financial benefits to be provided to Mr Murray by way of the Options (together with the other elements of his remuneration package if he is appointed as a Director) constitute

reasonable remuneration. Accordingly, approval under Chapter 2E of the Corporations Act is not being sought.

As at the date of this notice, the 5-day VWAMP of Shares is \$0.0344. Assuming the exercise price of each Option is \$0.0491, if all 2,000,000 Options are ultimately exercised the Company will raise an amount equal to \$98,200 (before costs). The Company intends to apply any funds raised from the exercise of these Options towards the continued development of its projects and for general working capital purposes.

If Resolution 7 is passed, the Company will be able to proceed with the Proposed Murray Issue and issue up to a total of 2,000,000 Options to Mr Murray or his nominee.

If Resolution 7 is not passed, the Company will not be able to proceed with the Proposed Murray Issue.

Information required by Listing Rule 10.15

Listing Rule 10.15 requires the following information to be provided to in relation to this Resolution:

- (a) The person to acquire Options under the Proposed Murray Issue is Mr Ian Murray (or his nominee). The Options will only be acquired if Mr Murray becomes a director of the Company.
- (b) Mr Murray would fall within Listing Rule 10.14.1 because at the time he acquires the options he will be a director of the Company. His nominee (if applicable) would fall within Listing Rule 10.14.2, being an associate of Mr Murray.
- (c) The maximum number of Options that may be acquired by Mr Murray (or his nominee) under the Incentive Option Plan pursuant to this Resolution is 2,000,000 Options (exercisable into 2,000,000 Shares).
- (d) In addition to the Options, Mr Murray will be entitled to director fees of \$60,000 per annum and Mr Murray has indicated he will direct the payment of that amount to his nominating entity, Marlee .. Mr Murray does not currently receive remuneration from the Company.
- (e) Mr Murray has not previously been issued Options under the Incentive Option Plan.
- (f) A summary of the material terms of the Incentive Option Plan and the Options to be issued under the Incentive Option Plan is set out in Schedule 2.
- (g) The Options would be used to provide cost effective remuneration to Mr Murray and as an incentive, alignment and retention tool for Mr Murray.
- (h) The indicative total value of the Options to be issued to Mr Murray is \$0.02 using a Black-Scholes option pricing model. This valuation was undertaken by BDO based on the following assumptions:

| | |
|--|--------------|
| Underlying Security Value | \$0.037 |
| 5 Day VWAP | \$0.036 |
| Exercise Price | \$0.051 |
| Valuation Date | 13 July 2020 |
| Expiration Date | 13 July 2023 |
| Life of the Options | 3 years |
| Volatility | 100% |
| Risk free rate | 0.29% |
| Number of Options to be issued to Mr Murray | 2,000,000 |
| Valuation per Option | \$0.017 |
| Valuation of Options to be issued to Mr Murray | \$34,000 |

- (i) It is proposed that Mr Murray (or his nominee) will be issued the Options as soon as practicable (and in any event within 3 years) after the date of the Meeting subject to Mr Murray being a Director at the time of issue.
- (j) The Options would be issued to Mr Murray (or his nominee) for nominal cash consideration of \$1 in total (in line with the terms of the Incentive Option Plan), as part of his remuneration package.

- (k) No loan will be provided in relation to the acquisition of the Options.
- (l) Details of any Options issued under the Incentive Option Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (m) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Options under the Incentive Option Plan after this resolution is approved and who were not named in the Notice will not participate until approval is obtained under that rule.
- (n) A voting exclusion statement in respect of Resolution 7 is set out in the Notice.

If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

Board Comment and Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 7.

Part C – Issue of Options to service providers

Resolutions 8 to 10 – Issue of Options to Mr John Bartlett, Mr Andrew Thompson and Mr Markus Staubmann

Mr John Bartlett, Mr Andrew Thompson and Mr Markus Staubmann (the **Service Providers**) are employees of S2 Resources Ltd (**S2R**) (the Company's largest shareholder) and each provide geological services to the Company under a Shared Services Agreement between the Company and S2R.

The Board has recently resolved to issue, subject to shareholder approval, 2,000,000 Options to each of the Service Providers (**Proposed Service Provider Issues**) to give an incentive to the Service Providers to focus on the Company's longer term goals, to assist in their reward, retention and motivation, and to align their interests with the interests of Shareholders. The issue price and expiry date of these Options will be the same as the issue price and expiry date of the Options to be issued to the Directors and Mr Ian Murray as described in the Explanatory Memorandum for Resolutions 3 to 6 and Resolution 7 (that is, each Option will be exercisable at a price equal to 1.43 multiplied by the 5-day VWAMP of Shares up to the date the Options are issued and each Option will lapse three years after the date they are issued).

Please refer to the "Background to Resolutions 1 and 2" above and the Explanatory Memorandum for Resolution 1 for information about Listing Rule 7.1.

While the Proposed Service Provider Issues do not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the Proposed Service Provider Issues under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval for the Proposed Service Provider Issues under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Proposed Service Provider Issues 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.

If this Resolution is not passed, the Proposed Service Provider Issues can still proceed but they will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the Proposed Service Provider Issues.

Listing Rule 7.3 requires the following information to be provided in relation to these Resolutions:

- (a) Up to 2,000,000 Options may be issued to each of Mr John Bartlett, Mr Andrew Thompson and Mr Markus Staubmann.
- (b) The Options will be issued 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 Options will be issued at a nil issue price, with an exercise price equal to 1.43 multiplied by the 5-day VWAMP of Shares up to the date the Options are issued and an expiry date of three years from the date of issue. Further terms of the Options are set out in Schedule 3.

- (d) The Options will be issued to Mr John Bartlett, Mr Andrew Thompson and Mr Markus Staubmann.
- (e) As at the date of this notice, the 5-day VAMP of Shares is \$0.0344. Assuming the exercise price of each Option is \$0.0491, if all 6,000,000 Options are ultimately exercised the Company will raise an amount equal to \$294,600 (before costs). The Company intends to apply any funds raised from the exercise of these Options towards the continued development of its projects and for general working capital purposes.

A voting exclusion statement is included in the Notice.

Board Comment and Recommendation

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

Voting prohibition by proxy holders

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 3 to 6 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 3 to 6, by signing and returning the Proxy Form (including via an online facility), 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:

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

BDO means BDO Advisory (WA) Pty Ltd.

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.

Explanatory Memorandum means the explanatory memorandum to this Notice.

Group Company means the Company or any of its Subsidiaries.

Incentive Option Plan means the Todd River Resources Limited Incentive Option Plan.

Listing Rules means the Listing Rules of ASX.

Marlee means Marlee Minerals Pty Ltd.

Marlee Transaction has the meaning given in the Explanatory Memorandum under “Resolution 1”.

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

Notice means this notice of meeting.

Option means an unlisted option to acquire a Share.

Proxy Form means the proxy form attached to this Notice.

Resolution means a resolution contained in this Notice.

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 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 Incentive 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 Incentive Option Plan. An offer under the Incentive 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 Incentive Option Plan.
- (c) **Consideration:** Each Option granted under the Incentive 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 Incentive 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 Incentive 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 Services Providers' 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 equal to a price equal to 1.43 multiplied by the 5-day VWAMP of Shares up to the date the Options are issued (**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) **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.

(12) **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.

(13) **Voting and dividend rights**

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

(14) **No quotation**

The Options will not be quoted on ASX.

(15) **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 **11:00am (WST)** Monday, 24 August 2020.

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: I999999999

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 General Meeting of Todd River Resources Limited to be held at Quest Kings Park, 54 Kings Park Road, West Perth, Western Australia on Wednesday, 26 August 2020 at 11:00am (WST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions:

If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 3 to 6, even though the Resolutions are connected directly or indirectly with the remuneration of key management personnel.

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 3 to 6 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 |
|----|--|--------------------------|--------------------------|--------------------------|
| 1 | Issue of Shares pursuant to the Marlee Transaction | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 | Issue of Shares pursuant to the Moonknight Transaction | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | Issue of Options to Mr William Dix | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 | Issue of Options to Mr Edward Fry | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 | Issue of Options to Dr Mark Bennett | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 | Issue of Options to Mr Stuart Crow | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 | Issue of Options to Mr Ian Murray | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8 | Issue of Options to John Bartlett | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9 | Issue of Options to Andrew Thompson | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10 | Issue of Options to Markus Staubmann | <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. 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

