



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a meeting of members of County International Limited (the "Company") will be held at Level 2, 27-31 Macquarie Place, Sydney NSW 2000 on Tuesday 26<sup>th</sup> November 2019 at 10:30am AEDT for the purpose of transacting the business set out in this Notice.

### BUSINESS

#### Item 1 – Financial Statements

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30<sup>th</sup> June 2019.

#### Item 2 – Remuneration Report

To adopt the Remuneration Report for the year ended 30<sup>th</sup> June 2019.

#### Item 3 – Election of Director – Mr David Miller

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

"That Mr David Miller being a Director who retires by rotation, in accordance with the Company's Constitution, and being eligible, be re-elected as a Director of the Company."

#### Item 4 – Ratification of prior issue of placement shares

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

"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 20,500,000 Shares at an issue price of \$0.006 per share to raise approximately \$123,000 on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or 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.

#### Item 5 – Issue of Options

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

"That, for the purpose of Listing Rule 10.11 of the Listing Rules of the ASX Limited and for all other purposes, the members of the Company approve and authorise the grant of 5,000,000 options over unissued ordinary shares with an exercise price of \$0.03 per option, by the Company to Mr Rod Ruston and such other related parties he so nominates on the terms and conditions described in the Explanatory Note."

**Summary of the Resolution:** Under Listing Rule 10.11 of the Listing Rules of the ASX Limited, shareholders must approve any issue of equity securities to a "related party", unless an exception applies. This resolution seeks the approval for the grant of options over unissued ordinary shares in the Company to Mr Rod Ruston or such other related parties he so nominates and associated with Mr Rod Ruston, who is a "related party" of the Company.

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by:

- Mr Rod Ruston; and
- any associate of Mr Rod Ruston.

However, the entity need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 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.

#### Item 6 – Approval of 10% placement facility

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

"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve for the Company to have the additional capacity to issue Equity Securities under ASX Listing Rule 7.1A of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement accompanying this Notice."

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**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, 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.

### Appointment of Proxy

- (a) A member who is unable to attend and vote at the meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below. The proxy need not be a member of the Company.
- (b) If a member wishes to appoint a proxy, and is entitled to cast 2 or more votes, then the member may appoint 2 proxies, and may specify the proportion or number of votes each proxy may cast.
- (c) A proxy form (and the power of attorney (if any) under which it is signed) must be received at the registered office of the Company not less than 48 hours before the time of the holding of the meeting:
  - By hand: Boardroom Pty Limited – Level 12 Grosvenor Place, 225 George Street, Sydney, NSW, 2000
  - By mail: Boardroom Pty Limited – GPO Box 3993, Sydney NSW, 2001
  - By facsimile: (02) 9290 9655

### Corporate Representatives

Corporate members must either:

- appoint a proxy as set out above; or
- appoint a body corporate representative in accordance with the Corporations Act.

The appointment of a body corporate representative must be produced at the meeting.

### Entitlement to Vote

For the purpose of the meeting, those members holding shares at 7pm AEDT on 24<sup>th</sup> November 2019 will be voting members at the meeting.

### Further Information

This Notice should be read in conjunction with the Explanatory Note.

By the Order of the Board of Directors.



T. A. Flitcroft  
Company Secretary  
Dated: 17<sup>th</sup> October 2019

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## EXPLANATORY NOTES ON ITEMS OF BUSINESS

### Item 1: Financial Statements

As required by Section 317 of the Corporations Act 2001 (Cth) (the "Act"), the Financial Report, the Directors' Report and the Auditor's Report of the Company for the most recent financial year will be laid before the meeting. Shareholders will be provided with a reasonable opportunity to ask questions about or make comments on the management of the Company however, there will be no formal resolution put to the meeting.

Shareholders will also be provided with the opportunity to ask the representative of the Company's auditor questions about the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

### Item 2: Remuneration Report

The Directors' Report for the year ended 30 June 2019 contains a Remuneration Report, which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for Directors and certain senior executives.

The Act requires that the agenda for this Annual General Meeting include a resolution for the adoption of the Remuneration Report. The vote on the resolution is advisory only and is not binding on the Directors or the Company.

Shareholders will be provided with a reasonable opportunity to ask questions about and make comments on the Remuneration Report.

### Item 3: Election of Director

Pursuant to the Company's Constitution, Mr David Miller will retire as a Director at the Annual General Meeting and offers himself for re-election.

David Miller is a geologist and businessman. David is currently a Director of ALX Uranium Corp, a uranium and mineral exploration company. He was a Director and CEO of Strathmore Minerals Corp (a TSX listed mining group) until August 2013. David's primary professional focus has been on minerals exploration, development, and mining. His career has spanned over 30 years, with a chain of companies that started with Utah International and evolved into AREVA, the French Nuclear Power Conglomerate. David is an eight term member of the Wyoming Legislature, serving District 55 –Riverton. He is currently Chairman of Travel Recreation and Wildlife Committee, he has served as Majority Floor Leader and has served on Minerals, Revenue, Education, Corporations, and Health & Labor Committees and was an original appointee to the Wyoming Energy Commission. David is a registered professional geologist in Wyoming, a registered member of the Society of Mining Engineers, and a Fellow in the Society of Economic Geologists. David is the architect responsible for assembling the Miller Coal property, now owned by County International.

If re-elected, David Miller will continue as a Director and be subject to retirement by rotation in accordance with the Company's Constitution.

The Board, with exception of Mr Miller, unanimously recommends that Shareholders vote in favour of the re-election of Mr Miller.

### Item 4: Ratification of prior issue of placement of shares

#### **20,500,000 ordinary fully paid shares placed pursuant to issue of shortfall of Share Purchase Plan Offer**

##### *4.1 Background*

On 28 June 2019 the Company announced it had placed 20,500,000 Shares ("Placement Shares") at an issue price of \$0.006 per share to raise approximately \$123,000, being shares which were issued as part of the shortfall of Share Purchase Plan Offer announced on 16 May 2019. This resolution seeks Shareholder approval for the ratification of the issue of these shares.

## EXPLANATORY NOTES ON ITEMS OF BUSINESS

### 4.2 Regulatory Requirements – ASX Listing Rules 7.1 and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. This rule provides that where a company in a general meeting ratifies the previous issue of securities made without shareholder approval under ASX Listing Rule 7.1 (and provided the previous issue did not breach ASX Listing Rule 7.1), those securities shall be deemed to have been made with shareholder approval for the purposes of ASX Listing Rule 7.1.

Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting at which the Shareholders approve the 10% placement capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

This Resolution seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 20,500,000 Placement Shares issued by the Company under Listing Rule 7.1 on 28 June 2019. By ratifying this issue of the Placement Shares, the Company will retain the capacity to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### 4.3 Technical information required by ASX Listing Rule 7.5

Pursuant to, and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 4:

- (a) 20,500,000 Placement Shares were issued;
- (b) the issue price was \$0.006 per Share;
- (c) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing issued Shares;
- (d) the Placement Shares were issued to institutional and sophisticated investors, none of whom are related parties of the Company. No party, either individually or in association with any related entity, was issued securities, which would, if added to existing holdings, result in the holder and their related entities holding in excess of 19.9% of the issued capital of the Company;
- (e) the proceeds from the issue of the Placement Shares are being used for additional working capital; and
- (f) a voting exclusion statement is included in the Notice.

The Board unanimously recommends that Shareholders vote in favour of this resolution.

### Item 5: Issue of Options to Rodney Ruston

ASX Listing Rule 10.11 provides that a company may not issue "equity securities" to a related party without shareholder approval. An "equity security" includes an option over unissued ordinary shares.

Mr Rod Ruston is a director of County International Limited and, as such, is a related party of County International Limited ("County International").

County International has agreed to issue 5,000,000 options over unissued ordinary shares in County International to Mr Rod Ruston and such other related parties he so nominates (Options). The issue provides a long-term incentive to Rod Ruston as the Managing Director of the Company. At the date of this Notice of Meeting, County International has 239,350,008 ordinary shares and 8,000,000 options on issue. As at the date of this notice Mr Ruston is receiving no remuneration from the Company. As at the date of this notice Mr Ruston holds no shares and 5,000,000 options in the Company. Mr Ruston's 5 million options expire on 31 January 2020.

Any funds raised from the exercise of Options will be used for general working capital purposes.

As at the date of this notice the Options if exercised would represent 2.09% of the Company's ordinary shares on issue.

The issue of the Options with shareholder approval under ASX Listing Rule 10.11 is an exception to ASX Listing Rule 7.1 and as such the issue of the Options will not impact the Company's capacity to issue up to 15% of the share capital without shareholder approval.

The Board, with exception of Mr Ruston, unanimously recommends that Shareholders vote in favour of the issue of options to Mr Ruston.

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## EXPLANATORY NOTES ON ITEMS OF BUSINESS (continued)

### Item 5: Issue of Options to Rodney Ruston (continued)

#### Terms of Issue

The Options will be issued on the following terms:

- The exercise price per Option will be a fixed price of 3 cents. Each Option exercised entitles the option holder to be issued with one new ordinary share.
- The Options will be issued for no consideration, no later than 1 month after the date of the Meeting and expire on 31 January 2023
- If at any time prior to the exercise of any of the Options, there is a reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of County International, the outstanding Options will be reorganised in the manner required by the Listing Rules of the ASX Limited on a reconstruction of capital at the time of the reconstruction.
- If County International makes a bonus issue of securities, each outstanding Option confers on each option holder the right to receive on exercise of those outstanding Options an allotment of additional securities, which the option holder would have received if it had participated in that bonus issue.
- The Options are not to be quoted on the ASX.
- The Options will vest progressively, with 1,000,000 options vesting on 1 February 2020, a further 2,000,000 options vesting on 1 February 2021 and a further 2,000,000 options vesting on 1 February 2022.
- The Options cannot be exercised before 31 December 2020 unless:
  - A takeover bid is announced for all or part of the shares in County International; or
  - the Board of County International announces, and the majority of directors recommend, a proposed scheme of arrangement pursuant to which immediately following the implementation of the scheme of arrangement a third party will acquire and/or be the holder of all of the ordinary shares in County International; or
  - any other proposal is announced which involves a third party acquiring all or a majority interest in County International's ordinary shares.
- The option holder cannot participate in new issues without exercising the Options.
- In the event that Mr Ruston's employment is terminated by the Company for any reason after 1 February 2020, other than for breaching any material provision of his employment agreement or being found guilty by a court of a material criminal offence, including but not limited to, any breach of the Corporations Law; any law governing the conduct of business; or any offence involving dishonesty, including without limitation fraud or misappropriation of property, a pro-rata proportion of the options yet to vest after the termination date will be allowed to vest and become the property of Mr Ruston or his nominee based on the number of days that Mr Ruston is employed since the last vesting date of the Options. For the avoidance of doubt, in the event that Mr Ruston's employment is terminated by the Company one and a half a years after 1 February 2020 for reasons other than those mentioned above, an additional 1 million of the Options due to vest on 1 February 2022 will vest.

### Item 6: Approval of 10% placement facility

#### General

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

An eligible entity for the purposes of Listing Rule 7.1A is an entity that:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis). The Company currently has a market capitalisation of \$1,196,750 (based on a share price of 0.005, which is the closing price on 16 October 2019).

The Company is an eligible entity.

## EXPLANATORY NOTES ON ITEMS OF BUSINESS (continued)

### Item 6: Approval of 10% placement facility (continued)

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The Company has not previously sought approval under ASX Listing Rule 7.1A.

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. Further information on the formula is set out in Section 6.1.3 below.

The effect of Item 6 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

#### 6.1 Explanation of Listing Rule 7.1A

##### 6.1.1 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.

##### 6.1.2 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.

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

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

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

**A** is the number of fully paid shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (iv) less the number of fully paid shares cancelled in the 12 months.

**D** is 10%.

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

##### 6.1.4 Minimum Issue Price

The issue price of Equity Securities under Listing Rule 7.1A must be no lower than 75% of the volume weighted average price (VWAP) of Equity Securities in the same class calculated over the 15 Trading Days 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 of the date in paragraph (i) above, the date on which the Equity Securities are issued.

## EXPLANATORY NOTES ON ITEMS OF BUSINESS (continued)

### Item 6: Approval of 10% placement facility (continued)

#### 6.1.5 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and
- (ii) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to that nature of scale of activities) or Listing Rule 11.2 (disposal of main undertaking) (Placement Period).

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

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

- 6.2.1 the Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days 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 of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- 6.2.2 If Resolution 6 is approved by Shareholders and the Company issued Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

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

The table also shows:

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

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## EXPLANATORY NOTES ON ITEMS OF BUSINESS (continued)

### Item 6: Approval of 10% placement facility (continued)

#### 6.2 Specific information required by Listing Rule 7.3A (continued)

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

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.0025 50% decrease in Issue Price	\$0.005 Issue Price	\$0.01 100% increase in Issue Price
<b>Current Variable A</b> 239,350,008 Shares	<b>10% Voting Dilution</b>	23,935,000 Shares	23,935,000 Shares	23,935,000 Shares
	<b>Funds raised</b>	\$59,838	\$119,675	\$239,350
<b>50% increase in current Variable A</b> 359,025,012 Shares	<b>10% Voting Dilution</b>	35,902,501 Shares	35,902,501 Shares	35,902,501 Shares
	<b>Funds raised</b>	\$89,756	\$179,513	\$359,025
<b>100% increase in current Variable A</b> 478,700,016 Shares	<b>10% Voting Dilution</b>	47,870,002 Shares	47,870,002 Shares	47,870,002 Shares
	<b>Funds raised</b>	\$119,675	\$239,350	\$478,700

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) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issues. This is why the voting dilution is shown in each example as 10%.
- (iii) This table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (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.
- (vi) The issue price is \$0.005, being the closing price of Shares on ASX on 16 October 2019.

6.2.3 The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the 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 that nature of scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

6.2.4 The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration for the acquisition of new resource assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such an acquisition), continued exploration expenditure on the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

## EXPLANATORY NOTES ON ITEMS OF BUSINESS (continued)

### Item 6: Approval of 10% placement facility (continued)

#### 6.2 Specific information required by Listing Rule 7.3A (continued)

6.2.5 The Company's allocation policy will be dependent on the purpose of the proposed issue and the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of Equity Securities, where the issue is made for cash consideration, will be determined on a case-by-case basis having regard to, but not limited to, 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 security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

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

Further, if the Company is successful in acquiring new resource assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resource assets or investment.

6.2.6 A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Board unanimously recommends that Shareholders vote in favour of this resolution.

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