

PEAKO LIMITED

(ABN 79 131 843 868)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (**Meeting**) of the Members of Peako Limited (**Company**) will be held at The Institute of Chartered Accountants in Australia on Level 18 of 600 Bourke Street, Melbourne, Victoria on Thursday 28 November 2019 commencing at **3.15pm** (AEDT).

AGENDA

ORDINARY BUSINESS

Annual Financial Report

To receive and consider the Consolidated Financial Statements of the Company for the year ended 30 June 2019 and the reports of the Directors and Auditor thereon.

Resolution 1.

Adoption of the Remuneration Report for the year ended 30 June 2019

To consider and if thought fit, to pass the following as a non-binding and advisory resolution in accordance with section 250R of the Corporations Act:

“To adopt the Remuneration Report as included in the Directors’ Report for the year ended 30 June 2019.”

Resolution 2.

To consider the election of DJ Clark as a Director of the Company

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

“That Dr Darryl James Clark, who retires as a Director pursuant to the Constitution and, being eligible, offers himself for election and is hereby elected as a Director of the Company.”

Resolution 3.

Re-election of Ernest Geoffrey Albers as a Director of the Company

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

“That Mr Ernest Geoffrey Albers, who retires as a Director pursuant to the Constitution and, being eligible, offers himself for re-election and is hereby elected as a Director of the Company.”

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Resolution 4.

Issue of Options to Ms R.L Clark or her nominee

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

“That, for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.1, approval is given to grant Ms R.L. Clark (or her nominee) 2,000,000 options to acquire ordinary fully paid shares in the capital of the Company at an exercise price of \$0.04 cents per option expiring at 5.00pm AEDT on 28 November 2022 and grant Ms R.L. Clark (or her nominee) 2,000,000 options to acquire ordinary fully paid shares in the capital of the Company at an exercise price of \$0.05 cents per option expiring at 5.00pm AEDT on 28 November 2023 and further described in the Explanatory Memorandum.

Resolution 5.

Issue of Options to Dr DJ Clark or his nominee

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

“That, for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.1, approval is given to grant Dr DJ Clark (or his nominee) 1,000,000 options to acquire ordinary fully paid shares in the capital of the Company at an exercise price of \$0.04 cents per option expiring at 5.00pm AEDT on 28 November 2022 and further described in the Explanatory Memorandum.

Resolution 6.

Grant of Options to executives

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

“That, in accordance with, and for the purposes of Listing Rule 7.1 and in accordance with Listing Rule 7.3., approval is given to grant executives to the Company (or their respective nominee) 2,000,000 options to acquire ordinary fully paid shares in the capital of the Company at an exercise price of \$0.04 cents per option expiring at 5.00pm AEDT on 28 November 2022, with such options being granted on the terms and conditions set out in out in Note 6 of the Notes to this Notice of Meeting which terms and conditions are hereby incorporated into and form part of this resolution.

SPECIAL BUSINESS

Resolution 7.

10% Placement Capacity under Listing Rule 7.1A

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

“That for the purposes of Listing Rule 7.1A and for all other purposes, the issue of up to 10% of the Company’s share capital, calculated in accordance with Listing Rule 7.1A and on the terms and conditions set out in the Explanatory Memorandum, is approved.”

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OTHER BUSINESS

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

NOTES

Requisite Majorities

Resolutions 1 and 2 are ordinary resolutions and will be passed only if supported by a simple majority of the votes cast by Shareholders entitled to vote on the resolutions.

Voting Exclusion Statement

Resolution 1 - Remuneration Report

A vote may not be cast (in any capacity) on Resolution 1 by or on behalf of any of the following persons:

- (a) a member of the *Key Management Personnel*, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of a member of the Key Management Personnel.

However, a person described in (a) or (b) may cast a vote on Resolution 1 if:

- (c) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a person described in (a) or (b).

Resolution 4 – Grant of Options to RL Clark

In accordance with the provisions of Chapter 2E of the Corporations Act 2001 and the requirements of ASX Listing Rule 10.13 the Company will disregard any votes cast on Resolution 4 by RL Clark and any Associate of RL Clark within the meaning of the Corporations Act. However, the Company will not disregard a vote if:

- (a) it is cast by any such person or any of its associates as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 5 – Grant of Options to DJ Clark

In accordance with the provisions of Chapter 2E of the Corporations Act 2001 and the requirements of ASX Listing Rule 10.13 the Company will disregard any votes cast on Resolution 5 on by DJ Clark and any Associate of DJ Clark within the meaning of the Corporations Act. However, the Company will not disregard a vote if:

- (c) it is cast by any such person or any of its associates as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

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

Please note, in accordance with sections 250BD(1) and (2) of the Corporations Act, the Chairman will not vote any undirected proxies in relation to these Resolutions unless the Shareholder expressly authorises the Chairman to vote in accordance with the Chairman's stated voting intentions.

Resolution 7 – 10% Placement Capacity

A vote may not be cast (in any capacity) on Resolution 6 by or on behalf of a person who may participate in the proposed issue 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.

The Company will not disregard a vote if it is cast 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.

At the date of the Notice the Company had not approached any Member or an identifiable class of Members to participate in the issue of equity securities. No Member's vote will therefore be excluded under the voting exclusion statements in the Notice.

Members should be aware that the Directors and their Associates may not participate in the placement of any equity securities pursuant to this resolution by virtue of the restrictions contained in LR 10.11 relating to placements of securities to related parties.

Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Meeting is incorporated in and comprises part of this Notice of Meeting.

By order of the Board
PEAKO LIMITED



Robert Wright
Company Secretary
18 October 2019

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Explanatory Notes to the Business of the Meeting

Note 1: Annual Financial Report of the Company

The Consolidated Financial Statements and related reports for the last financial year are contained in the Company's 2019 Annual Report and will be laid before the Meeting. While no resolution is required, Members are encouraged to ask questions of the Directors and the Auditor and make comments on the Consolidated Financial Statements and reports.

The Auditor responsible for preparing the Auditor's Report for the year ended 30 June 2019, (or his representative) will attend the Meeting. The Chairman will also allow a reasonable opportunity for Members to ask the Auditor questions about the:

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

To assist the Directors and the Auditor in responding to questions, please submit your questions by email (info@peako.com.au), fax (+61 (0)3 8610 4799) or mail (Peako Limited, Level 21, 500 Collins Street, Melbourne 3000), so they are received by no later than 5:00pm (AEDT) on Thursday, 21 November 2019, being five (5) business days prior to the Meeting.

As required under section 250PA of the Corporations Act, at the Meeting the Company will distribute a list setting out the questions directed to the Auditor that have been received in writing from Members, being questions the Auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the Consolidated Financial Statements for the year ended 30 June 2019. The Chairman will allow reasonable opportunity for the Auditor to respond to the questions set out in this list.

Note 2: Resolution 1 - Remuneration Report

The Remuneration Report, which is included in the Directors' Report section of the Company's 2019 Annual Report, will be laid before the Meeting. While the resolution to adopt it is not binding on the Company or the Directors, Members are encouraged to ask questions and make comments on the Remuneration Report. You should also note that voting restrictions apply in relation to voting on the Remuneration Report.

The Directors unanimously recommend eligible Members vote in favour of adopting the Remuneration Report.

Note 3: Resolutions 2 and 3- Election and Re-election of Director

Resolution 2. The Company's Constitution requires that where a person is appointed as an additional director since the last Annual General Meeting that person must retire from office under Rule 8.1 (f) of the Constitution but is eligible for election. Ms Clark retires in accordance with that Rule and is seeking election at the Meeting. The Directors, other than Ms Clark, unanimously recommend all Members vote in favour of the election of Ms Clark.

Resolution 3. The Company's Constitution requires that where a person is appointed as an additional director since the last Annual General Meeting that person must retire from office under Rule 8.1 (f) of the Constitution but is eligible for election. Dr Clark retires in accordance with that Rule and is seeking election at the Meeting. The Directors, other than Dr Clark, unanimously recommend all Members vote in favour of the election of Dr Clark.

Note 4: Resolutions 4-5 – Grant of Options

Background

The Company does not pay directors fees to directors and the Board believes that the grant of Options to the Directors in Resolutions 4 to 5 is reasonable and appropriate and constitutes an important incentive for Directors.

The Board considers that the grant of the Options is a cost effective method of aligning the interests of Directors and shareholders whilst maintaining the Company's cash reserves.

The Board resolved on 18 October 2019 to (subject to Shareholder approval) issue unlisted Options to two of the directors and an executive of Peako.

As at the date the Board resolved to issue Options to the directors the 5 day VWAP of the Company's shares was \$0.0275 per share.

Terms of options

The proposed terms of grant of options are as follows:

- (a) 3,000,000 of the options granted to RL Clark and DJ Clark entitles the holder to subscribe for one ordinary share in Peako Limited (the Company) upon the payment of an amount of \$0.04. 2,000,000 of the options granted to RL Clark entitles the holder to subscribe for one ordinary share in Peako Limited (the Company) upon the payment of an amount of \$0.05.
- (b) 3,000,000 of the options granted to RL Clark and DJ Clark will lapse at 5.00pm (AEDT) on 28 November 2022 (**Expiry Date**). 2,000,000 of the options granted to RL Clark will lapse at 5.00pm (AEDT) on 28 November 2023 (**Expiry Date**).
- (c) The options are not transferable to any person other than an Associate of the grantee (within the meaning of the Corporations Act 2001) without the prior approval of the Board of Directors of the Company.
- (d) There are no participating rights or entitlements inherent in these options and holders of the options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the option or in the payment of any dividend without having exercised the option prior to the record date to determine entitlements to any such entitlements or distributions.
- (e) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the options will be re-organised in respect to number and exercise price as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (f) The option shall be exercisable at any time during the period ending on or before the Expiry Date (**Exercise Period**), subject to holders' continuing involvement with the company in the form of ongoing employment and/or consultancy arrangements, by the delivery to the registered office of the Company of a notice in writing (**Notice**) stating the intention of the optionholder accompanied by an Option Certificate or Holding Statement and a cheque made payable to the Company for the subscription monies for the shares to be issued on exercise of the options the subject of the Notice. The Notice and cheque must be received by the Company during the Exercise Period. An exercise of only some options shall not affect the rights of the optionholder to the balance of the options held by him.
- (g) The Company shall allot the resultant shares and deliver a statement of shareholdings with a Holders' Identification Number within 5 business days of exercise of the options.
- (h) The shares allotted shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects.

Application of Listing Rules 10.11 and 10.13

In compliance with Listing Rules 10.11 and 10.13 the following information is provided in relation to resolutions, 4, 5 and 6 on the Notice of Meeting.

- (i) The names of the grantees of the Options are as set out in resolutions resolutions 4 and 5;
- (j) The maximum number of Options which will be issued under resolution 4 is 4,000,000 options. The maximum number of Options which will be issued under resolution 5 is 1,000,000 options. In aggregate, a total of 5,000,000 options will be granted under resolutions 4 and 5.
- (k) The date by which the Company will issue the Options will be will be not later than 27 December 2019 which is not later than one (1) month after the date of the Meeting.
- (l) The grantees of the Options the subject of resolutions 4 and 5 are each directors of the Company as named in the resolutions (or their respective nominees who will be their respective Associates within the meaning of the Corporations Act).
- (m) The Options are issued free of cost as incentive Options. The exercise price of 3,000,000 Options is \$0.04 and 2,000,000 Options is \$0.05.
- (n) No funds will be raised by the grant of the Options.
- (o) A voting exclusion for each resolution is included in the Notice of Meeting.

In relation to each of resolutions 4, 5 and 6, if approval is given by such resolution to grant options to the director named in such resolution (or to that director's nominee) under Listing Rule 10.11 further approval to grant such options is not required under Listing Rule 7.1.

3,000,000 Options – Exercise Price 4 cents – Expiry Date 28 Nov 2022

The options proposed to be granted have been valued based on current share prices using Black Scholes binomial model. That valuation has determined a value of \$0.0113 for each option with total values as shown in the table below:

<i>Name of Director</i>	<i>No. of Options</i>	<i>Black Scholes Valuation</i>
RL Clark	2,000,000	\$22,572
DJ Clark	1,000,000	\$11,286
Total	3,000,000	\$33,858

Separate from director's remuneration various director related entities received payment for services provided on normal commercial terms and conditions as set out in note 14 to the 2019 Annual Financial Statements.

Each Director has a relevant interest in existing securities in the capital of the Company as follows.

Name of Director	No. of Fully Paid Shares held
RL Clark	Nil
DJ Clark	300,000

Option Valuation

The valuation of the options as at 18 October 2019 using a binomial model shows a value per option of \$0.0113 per option, based on the following assumptions:

- A current share price of \$0.026;
- an exercise price of \$0.04
- the options being granted on 18 October 2019 and expiring on 28 November 2022;
- a risk free rate of 0.78% for Commonwealth Treasury Bond yields with a maturity approximating the expiry date of the options.

- a volatility factor of 83% calculated by reference to the average volatility of various other relevant companies.

2,000,000 Options – Exercise Price 5 cents – Expiry Date 28 Nov 2023

The options proposed to be granted have been valued based on current share prices using Black Scholes binomial model. That valuation has determined a value of \$0.0120 for each option with total values as shown in the table below:

<i>Name of Director</i>	<i>No. of Options</i>	<i>Black Scholes Valuation</i>
RL Clark	2,000,000	\$24,082

Option Valuation

The valuation of the options as at 18 October 2019 using a binomial model shows a value per option of \$0.0120 per option, based on the following assumptions:

- A current share price of \$0.026;
- an exercise price of \$0.05
- the options being granted on 18 October 2019 and expiring on 28 November 2023;
- a risk free rate of 0.78% for Commonwealth Treasury Bond yields with a maturity approximating the expiry date of the options.
- a volatility factor of 83% calculated by reference to the average volatility of various other relevant companies.

Recent market prices of Peako shares on ASX

During the 90-day period to 30 September 2019, the shares traded in a range of \$0.12 to \$0.026 per share. Volume weighted average share price (“VWAP”) for various periods are set out below:

VWAP Period	VWAP	Volume	Value Traded \$
30 Day	\$ 0.0212	2,015,954	42,705
90 Day	\$ 0.0209	2,180,732	45,663

Related Party Requirements of Chapter 2E of the Corporations Act 2001

The requirements of Section 219 of the Act as set out in Chapter 2E thereof require that certain information must be provided to members to enable them to vote in relation to each of the resolutions to be put to the meeting.

Each Director named in the resolution proposing the grant of options to that Director has an interest in the outcome of that resolution. The nature of the financial benefit which may be obtained by each of the named Directors as related parties of the Company is that those Directors (or their nominees) will be granted the options which have values as summarised above.

It is important for members to recognise that for the value in the related party benefit constituted by the grant of the options to be realisable by the optionholder, that the options must be exercised as they are, generally, not transferable.

The acquisition by any person of options does not change voting power. That voting power will only change in accordance with changes in the relevant interests in shareholdings of any member or of those of his associates.

Director's recommendations

The Corporations Act requires in Section 219, inter alia, that, in relation to each director of the company, it must be set out herein:

- if the director wanted to make a recommendation to members about the proposed resolution—the recommendation and his or her reasons for it; or
- if not—why not; or
- if the director was not available to consider the proposed resolution—why not.

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Accordingly the following information is provided. Insofar as each resolution relating to the issue of options to the specific Director named in the resolution is concerned, that Director in each case refrains from making any recommendation on the outcome of that resolution because that Director is interested in the outcome of the resolution.

Note 5: Resolution 6: Proposed grant of options to executives

Item 1: Application of Listing Rules 7.1 and 7.3

In compliance with Listing Rules 7.1 and 7.3 the following information is provided in relation to resolution 6 on the Notice of Meeting.

- (a) The maximum number of Options which will be issued under the resolution is 2,000,000 Options as specified in resolution 6.
- (b) The date by which Peako will issue the Options will be not later than 28 December 2019 which is not later than one (1) month after the date of the Meeting.
- (c) The Options are issued free of cost as incentive Options.
- (d) The persons to whom the options will be granted are Robert Wright and Brett Maltz.
- (e) The terms of the options to be granted to such persons are the same terms as are set out in full in Note 4 for DJ Clark above and are the same terms as the options proposed to be granted to DJ Clark.
- (f) No funds will be raised by the grant of the Options.
- (g) In accordance with the requirements of ASX Listing Rule 7.3 the Company advises that it will disregard any votes cast on Resolution 9 on the Notice of Meeting by any of the persons named in paragraph (d) above and any Associate of any such persons within the meaning of the Corporations Act. However, the Company will not disregard a vote if:
 - (i) it is cast by any such person or any of its associates as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - (ii) 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.

Note 6: Resolution 7 - Approval of 10% Placement Capacity under Listing Rule 7.1A

Under Resolution 7, the Company is seeking Members' approval of a Special Resolution to renew the Company's capacity to issue the maximum number of additional equity securities permitted under ASX Listing Rule 7.1A. This Listing Rule (LR) permits the placement of new equity securities (calculated in accordance with LR 7.1A.2) of up to 10% of the number of fully paid ordinary shares (**Shares**) in the Company on issue 12 months before the issue date or the date of agreement to issue the additional equity securities (**10% Placement**). As Resolution 3 is a Special Resolution, it requires approval of 75% of the votes cast by Members present and eligible to vote at the Meeting. The 10% Placement may comprise any equity securities as defined by ASX Listing Rules.

Eligibility criteria

Under LR 7.1A an eligible entity may, subject to shareholder approval by way of special resolution, make such a 10% Placement in addition to the 15% new issue capacity available to ASX-listed entities under LR 7.1. An eligible entity for the purposes of LR 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is not included in the S&P/ASX 300 Index and has a market capitalisation of significantly less than \$300 million, so is an eligible entity.

Placement capacity under Listing Rule 7.1A

As at the date of this Notice, the Company had 126,767,904 ordinary shares on issue. Therefore, in addition to any equity securities it can issue under LR 7.1, if Resolution 3 is approved, the Company will have capacity to issue up to 12,676,790 equity securities under LR 7.1A, being up to 10% of the 126,767,904 fully paid ordinary shares presently on issue. However, the number of equity securities that may be issued under LR 7.1A may increase beyond 126,767,904, as the actual number of fully paid shares on issue may increase by the date of any issue that may be made should Resolution 3 be approved.

Minimum issue price

In accordance with LR 7.1A, equity securities issued under the 10% Placement can only be issued at a price that is equivalent to not less than 75% of the volume weighted average price (**VWAP**) of the Company's equity securities of the same class calculated over the 15 trading days on which trades in its Shares were recorded immediately before:

- the date on which the issue price of the equity securities is agreed; or
- the issue date (if the equity securities are not issued within five trading days of the date on which the issue price is agreed).

Placement period

Shareholder approval of the 10% Placement under LR 7.1A is valid from the date of the Meeting until the earlier to occur of:

- 12 months after the date of the Meeting; and
- the date of approval by Members of a transaction under LR 11.1.2 (a significant change to the nature or scale of activities) or LR 11.2 (disposal of main undertaking), or such longer period if allowed by ASX. (The approval of Members to the 10% Placement under LR 7.1A will cease to be valid in the event that Members approve a transaction under LR 11.1.2 or 11.2.)

Shareholder approval under LR 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or it is included in the S&P/ASX 300 Index at some time during the placement period; provided the Company meets the criteria under LR 7.1A on the date of the Meeting.

Dilution to existing shareholdings

If Resolution 3 is approved by Members and the Company issues equity securities under the 10% Placement, there is a potential risk of economic and voting dilution to existing Shareholders as a result.

Further, as the market price of the equity securities may be significantly lower on the issue date of the 10% Placement than on the date of approval at the Meeting, and because equity securities may be issued at a price that is at a discount to the market price on the issue date, there is a risk that the 10% Placement may raise less funding than it would of if based on current market prices.

The economic dilution will reflect that existing Shareholders who do not participate in the 10% Placement will have their underlying economic interests in the Company's assets diluted pro rata to the dilution in their shareholdings.

Additionally, as the issue price of any equity securities issued under the 10% Placement capacity may be at a discount to the equivalent VWAP of the Company's Shares traded over the 15 trading days prior to their issue price being set or the equity securities being issued, a further economic effect of such a placement may be a reduction in the market price or value of their then existing equity holding in the capital of the Company. Whether such a reduction in market price or value occurs, and if so for how long it continues, will depend on factors not presently known, including the purpose for which the 10% Placement may be made. The converse outcomes may also occur.

It is not possible to set out further economic effects which may arise from the 10% Placement, as they are unknown in advance of such a placement being made.

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Details of all issues of equity securities by Peako during the 12 months preceding the date of the meeting as required by Listing Rule 7.3A6.

Date of Issue:	Number Issued:	Class/Type of equity security:	Summary of terms:	Names of persons who received securities or basis on which those persons was determined:	Price at which equity securities were issued:	Discount to market price (if any):				
							Total cash consideration received:	Amount of cash consideration spent:	Use of cash consideration:	Intended use for remaining amount of cash (if any):
16/8/19	38,489,359	Fully paid ordinary shares	Ordinary fully paid shares ranking equally with all other ordinary shares on issue	Rights issue – not applicable	.025	None	\$756,945	\$492,000	Drilling and Working capital	Drilling and Working capital

Table showing various hypothetical scenarios as required by Listing Rule 7.3A.2

As required by LR 7.3A.2, the table below shows a number of hypothetical scenarios for the 10% Placement where Variable “A” in the formula in LR 7.1A.2 (representing the Company’s share capital) has increased by either 50% or 100% and the share price has decreased by 50% or increased by 100% from the approximate share price as at the date of this Notice.

DILUTION				
Variable “A” in LR 7.1A.2 is presently 126,767,904 fully paid shares		10% Placement Issue Price \$0.013	10% Placement Issue Price \$0.026	10% Placement Issue Price \$0.052
		(being a 50% decrease in Issue Price below current share price)	(being the current Share Price)	(being a 100% increase in Issue Price above current share price)
Current Capital comprises 126,767,904 shares No increase in capital.	Number of Shares	12,676,790	12,676,790	12,676,790
	Funds raised (excluding capital raising costs) ¹	\$164,798	\$329,597	\$659,193
50% increase in capital to 190,151,856 shares by issue of 63,383,952 shares. Variable A increases to 190,151,856 shares	Number of Shares ²	19,015,186	19,015,186	19,015,186
	Funds raised ¹	\$114,091	\$228,182	\$456,364
100% increase in capital ² to 253,535,808 shares by issue of 126,767,904 shares. Variable A increases to 253,535,808 fully paid shares	Number of Shares ³	25,353,581	25,353,581	25,353,581
	Funds raised ¹	\$329,597	\$659,193	\$1,318,386

¹ Rounded to nearest whole dollar

² No of Shares rounded to nearest whole Share

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The table has been prepared on the following hypothetical assumptions but the Company does not represent the assumptions will necessarily occur:

- the Company issues the maximum number of Shares available under the 10% Placement.
- any increase in Variable A (being the Company's issued share capital at the time of issue under the 10% Placement) is due solely to an issue of Shares which is an exception in LR 7.2; for example a pro-rata rights issue. However, a 15% placement under LR 7.1 does not increase Variable "A" for the purposes of calculating the placement capacity under LR 7.1A.
- the table shows only the effect of issues of shares under LR 7.1A, not under the 15% placement capacity available to ASX listed entities under LR 7.1.
- the table does not show the dilution that may be caused to any particular Shareholder by reason of placements of Shares under LR 7.1A, based on that Shareholder's holding at the date of the Meeting. For instance, Shareholders will have different outcomes depending on whether or not they participate in a pro-rata issue which has the effect of increasing Variable "A"; and
- the current price for shares is assumed to be \$0.026, being the price on 16 October 2019 immediately prior to lodgement of this Notice with ASX.

Purpose of the 10% Placement

The Company may seek to issue equity securities under the 10% Placement:

- at a cash issue price, in which case the Company would use the funds for existing projects, to fund new venture opportunities, as working capital generally or for other corporate purposes; or
- for a non-cash consideration, such as for the acquisition of new assets or investments, subject to any applicable ASX requirements.

In either case, the cash issue price or the value of the non-cash consideration must comply with the minimum issue price noted above.

The most probable purpose of a 10% Placement will be to fund ongoing working capital generally or, if the Company should make any acquisition(s), fund or partially fund such acquisition(s).

If equity securities under the 10% Placement are issued for a non-cash consideration then the Company will provide, and release to the market, a valuation of the non-cash consideration that demonstrates the issue price of the equity securities under the 10% Placement complies with the requirements of LR 7.1A. Such a valuation may be provided by an independent expert or by the Directors, provided in the latter case the Directors have appropriate expertise to value the relevant non-cash consideration and the report contains a similar level of analysis and is of a similar standard to an independent expert's report.

Allocation policy

The allottees of any equity securities to be issued under the 10% Placement capacity have not yet been determined. However, the allottees of equity securities could consist of current shareholders or new investors (or both), none of whom will be related parties of the Company.

No priority of application will be accorded to existing shareholders and, unless the 10% Placement was made with disclosure, the allottees will be excluded offerees under section 708(8), 708(10) or 708(11) of the Corporations Act.

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Subject to the above provisos, the Company will determine the allottees and the manner of their selection at the time of the issue of the 10% Placement, having regard for the following factors:

- the purpose of the issue of equity securities;
- alternative methods for raising funds available to the Company at that time including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- the effect of the issue of equity securities on the control of the Company;
- the circumstances of the Company including, but not limited to, the financial position and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisors (if applicable).

Recommendation

As at the date of the Notice containing these Explanatory Notes, the Company has no plans to raise additional capital utilising the 10% Placement authority provided by Resolution 5. However, many eligible resource companies are, as a matter of corporate prudence, seeking to obtain this form of available shareholder approval to enable capital raisings to be made, if appropriate, during the 12 months following the Meeting. Accordingly, Members' approval of Resolution 3 is considered prudent.

The Directors believe Resolution 7 will provide the Company with the flexibility to raise capital quickly if advantageous terms are available or if required for funding the Company and where doing so is in the best interests of the Company.

The Directors unanimously recommend that all Members vote in favour of Resolution 7.

ADDITIONAL INFORMATION

The directors are not aware of any other information that:

- (h) is reasonably required by members in order to decide whether or not it is in the Company's interests to pass each of the proposed resolution; and,
 - (i) is known to the Company or to any of its directors;
- that has not previously been disclosed either direct to members or generally to the market in accordance with the Company's continuing disclosure obligations under the Listing Rules of ASX.

Voting Generally

- The Company has determined that, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cwth), the holders of shares of the Company who are on the Company's share register as at 3.15pm (AEDT) on 26 November 2019 will be taken for the purposes of the Meeting to be held by the persons who held them at that time. Accordingly, those persons will be entitled to attend and vote at the Meeting.
- A Member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Member's voting rights.
- A proxy duly appointed need not be a Member.
- A proxy form accompanies this Notice and, to be effective, the executed proxy form and any document necessary to show the validity of the proxy form must be lodged with the Company not less than 48 hours before the time appointed for the Meeting. Any proxy form lodged after that time will be treated as invalid.
- Directors and Officers of corporate shareholders should note that unless the corporate shareholder either:
 - (a) completes and lodges with the Company a valid form of appointment of proxy in accordance with the instructions on the enclosed proxy form; or
 - (b) completes and either lodges with the Company prior to the Meeting a form of appointment of personal representative in accordance with the provisions of Section 250D of the Corporations Act or causes such personal representative to attend the Meeting with such form of appointment; or
 - (c) has appointed an attorney,and such proxy, personal representative or attorney attends the Meeting, then such corporate shareholder will be unable to exercise any votes at the Meeting.
- Proxy and corporate appointment of representative forms may be returned to the Company in the manner detailed at point 6 on the reverse of the proxy form.
- Corporate shareholders should comply with the execution requirements set out above and on the reverse of the proxy form and otherwise comply with the provisions of Section 127 of the Corporations Act, as detailed at point 7 on the reverse of the proxy form.
- Completion of a proxy form will not prevent individual Members from attending the Meeting in person if they wish. Where a Member completes and lodges a valid proxy form and attends the Meeting in person then the proxy's authority to speak and vote for that Member is suspended while the Member is present at the Meeting.
- Where a proxy form or form of appointment of personal representative is lodged and is executed under power of attorney the power of attorney must be lodged in like manner as a proxy.

PROXY FORM
PEAKO LIMITED

(ABN 79 131 843 868)

The Company Secretary
Peako Limited
Level 21, 500 Collins Street
Melbourne, Victoria 3000

I/We (name of Member)

of (address)

being a Member/Members of Peako Limited (**Company**) HEREBY APPOINT

(name) or, failing that person, then the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at The Institute of Chartered Accountants in Australia on Level 18 of 600 Bourke Street, Melbourne, Victoria on Thursday 28th November 2019 commencing at **3.15pm** (AEDT) and at any adjournment thereof.

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

Mark to indicate your instructions

If no directions are given my/our proxy may vote as he/she thinks fit or may abstain. Otherwise my/our proxy is to vote as follows:

FOR AGAINST ABSTAIN

Ordinary resolutions

Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of D.J. Clark as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of E.G. Albers as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of Issue of Options to R.L Clark or her nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of Issue of Options to D.J. Clark or his nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval of Issue of Options to executives or their nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special resolution

Resolution 7 Approval of 10% placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Chair's voting intention in relation to undirected proxies

Subject to the operation of the express voting exclusions contained in the Explanatory Notes to the Notice of Meeting, the Chair's intention is to vote an undirected proxy in favour of each resolution to be put to the Meeting, even if he has an interest in the outcome of the resolution/s. You should be aware that votes so cast by the Chair of the Meeting as your proxyholder will not be disregarded because of that interest.

If no direction is given above or if more than one box is marked in relation to a resolution, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of that resolution at the Meeting and any adjournment thereof.

If you are appointing more than one proxy, you must complete the following statement

My total voting right is _____ shares. This Proxy is appointed to represent _____ % of my voting right or if 2 proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my total votes. If no direction is given above or if more than one box is marked in relation to a resolution, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of that resolution at the Meeting and any adjournment thereof.

Signature(s)

Date

Individual or
Joint Shareholder 1

Director/ Sole Director with no
Company Secretary

Joint Shareholder 2

Director/Company Secretary

Joint Shareholder 3

Sole Director & Sole Company
Secretary

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A Member entitled to attend and vote at a General Meeting of the Company is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Member's voting rights.
2. A duly appointed proxy need not be a Member.
3. This proxy form and any document necessary to show the validity of the form must be lodged with the Company not less than 48 hours before the time appointed for the meeting. Any proxy lodged after that time will be treated as invalid.

4. In the case of joint holders of shares in the Company, all holders must sign.

5. Directors and Officers of corporate shareholders should note that unless the corporate shareholder either:

- (i) completes and lodges with the Company a valid form of appointment of proxy; or
- (ii) completes and either lodges with the Company a form of appointment of or certificate of appointment of personal representative in accordance with the provisions of Section 250D of the Corporations Act (**Act**) or causes such personal representative to attend the meeting with such form of appointment or certificate; or
- (iii) has appointed an attorney,

and such proxy, personal representative or attorney attends the relevant meeting, then such corporate shareholder will be unable to exercise any votes at the relevant meeting.

6. Proxy and corporate representative appointment forms may be returned to the Company by delivery (by hand, mail, courier or facsimile) to the Company Secretary, Peako Limited at its Registered Office:

Level 21
500 Collins Street
Melbourne
Victoria 3000
Facsimile: +61 (0)3 8610 4799

7. Corporate shareholders should comply with the provisions of Section 127 or Section 204A of the Act as applicable. Section 127 of the Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company; or
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary - that director. In this case the signatory must state this next to their signature.

Section 204A of the Act permits a proprietary company that does not have a company secretary to validly execute an instrument appointing a proxy if it is executed by the sole company director of that company and the person signing the proxy states that next to their signature.

For the Company to rely on the assumptions set out in sections 129(5) and (6) of the Act, a document must appear to have been executed in accordance with section 127(1) or (2) or section 204A of the Act. This effectively means the status of the person(s) signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) or section 204A as applicable. In all cases the person or persons signing the instrument of proxy will be deemed to have warranted and represented to the Company that the proxy is executed in accordance with sections 129(5) and (6) of the Act or section 204A of the Act as relevant.

8. Where a Member completes and lodges a valid proxy form and attends a meeting in person then the proxy's authority to speak and vote for that Member is suspended while the Member is present at that meeting.

9. Where a proxy form or form of appointment of or certificate of appointment of personal representative is lodged and is executed under power of attorney the power of attorney must be lodged in like manner as a proxy.