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## Notice of Annual General Meeting

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Firefinch Limited (**Firefinch** or **Company**) advises that in accordance with ASX Listing Rule 3.13.1, its next Annual General Meeting (**AGM**) will be held at 3.00pm (AWST) on Thursday, 27 May 2021. A Notice of Annual General Meeting and Explanatory Memorandum is appended with full details of the meeting's business.

In addition, the closing date for the receipt of nominations from persons wishing to be considered for election as a director of the Company is Wednesday, 5 May 2021. Any nominations must be received in writing by no later than 5.00pm (AWST) on Wednesday, 5 May 2021 at the Company's registered office.

The Notice of Meeting will also be available on the Company's website at [www.firefinchlimited.com](http://www.firefinchlimited.com).

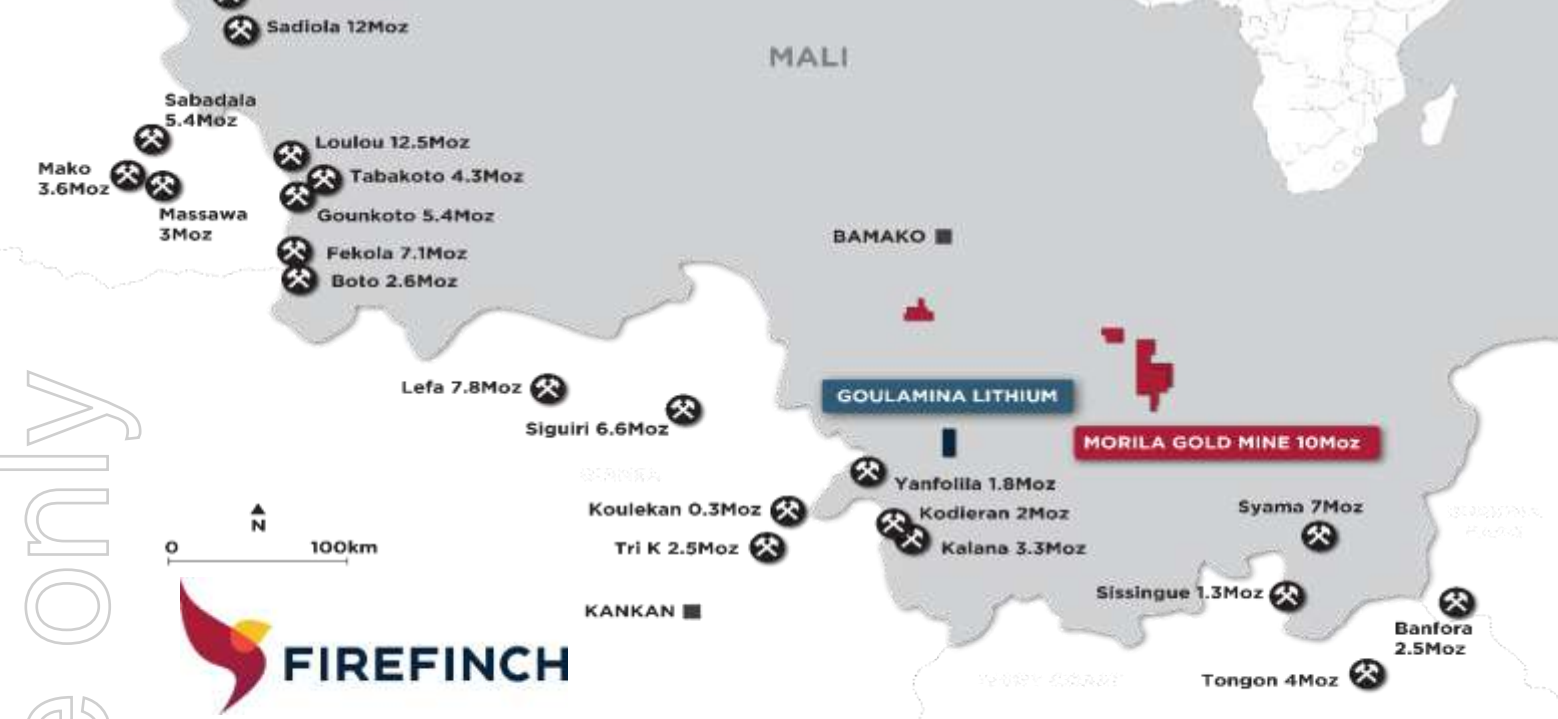
This announcement has been approved for release to the ASX by the Board.

### For Enquiries

Dr Michael Anderson  
Managing Director  
Firefinch Limited  
[info@firefinchlimited.com](mailto:info@firefinchlimited.com)  
+61 8 6149 6100

Dannika Warburton  
Principal  
Investability Partners  
[dannika@investability.com.au](mailto:dannika@investability.com.au)  
+61 401 094 261

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Firefinch is a Mali focussed gold miner and lithium developer. It has an 80% interest in the Morila Gold Mine which has produced 7.5 million ounces of gold since 2000. Firefinch is ramping up production at the 4.5mtpa mill and mine from a current annual production profile of 40,000 ounces of gold per annum from tailing treatment towards a target of 70 to 90,000 ounces of gold per annum through mining of small open pits, stocks and tailings from mid 2021. In 2022, the company plans to further increase production to target 150,000 to 200,000 ounces of gold per annum by re-commencing mining from the main Morila pit to fully exploit the 2.35 million ounces of gold in the Global Resource at Morila. (Measured: 3.15 million tonnes at 0.5g/t gold, Indicated: 22.80 million tonnes at 1.59g/t gold and Inferred: 22.23 million tonnes at 1.58g/t gold). A production target of 150,000 to 200,000 ounces of gold per annum has been set by the Company.

Morila was one of the world’s highest grade open pits 12 to 20 years ago but its limits are not well understood. Exploration is a major focus at Morila, its satellite resources and multiple targets on the 685km<sup>2</sup> of surrounding tenure.

The Goulamina Lithium Project is one of the world’s largest undeveloped deposits and has the potential to be one of the lowest cost producers. All permits are in place, a Definitive Feasibility Study is complete and a Global Resource of 109 million tonnes at 1.45% Li<sub>2</sub>O with 1.57 million tonnes of contained Li<sub>2</sub>O has been declared comprising 8.4 million tonnes at 1.57% Li<sub>2</sub>O in the Measured category, 56.2 million tonnes at 1.48% Li<sub>2</sub>O in the Indicated category and 43.9 million tonnes at 1.45% Li<sub>2</sub>O in the Inferred category. Firefinch intends to demerge Goulamina into a new ASX listed Company and is conducting a process to investigate partnering, offtake and financing options for the Project.

Firefinch is a responsible miner. We support positive social and economic change through contributing to the communities in which we operate. We seek to buy local, employ local and safeguard the environment and our people’s health, safety and wellbeing.

The Company confirms that it is not aware of any new information or data that materially affects the Mineral Resources at Goulamina and Morila and the production estimates for Goulamina. The Company also confirms that all material assumptions and parameters underpinning the Mineral Resource estimates and production estimates continue to apply and have not materially changed. Please refer to ASX Announcements of 8 July 2020 and 20 October 2020 (Goulamina), 31 August 2020, 26 November 2020, 8 February and 9 February 2021 (Morila), 7 September 2020 (Morila Tailings), 24 November 2020 (N’Tiola, Viper, Domba), 8 January 2021 (Gold Production) and 22 January 2021 (N’Tiola).

## NOTICE OF ANNUAL GENERAL MEETING

Firefinch Limited's 2021 Annual General Meeting will be held on 27 May 2021 at 3.00pm (AWST) at the Celtic Club, 48 Ord Street, West Perth, Western Australia (**AGM**). A copy of the Notice of Meeting is available at [www.firefinchltd.com](http://www.firefinchltd.com) (**Notice**).

You are encouraged to participate in the AGM by either attending in person and asking questions and voting in the manner described below and in the Notice of Meeting. We will do our utmost to ensure that members are able to ask questions of the auditor, Board members and management.

### How you can participate remotely

1. Shareholders are encouraged to appoint the Chair as proxy ahead of the AGM. Shareholders can complete the proxy form to provide specific instructions on how their vote is to be exercised on each item of business and the Chair must follow your instructions.
2. Shareholders are encouraged to submit questions ahead of the AGM to either the Company or the auditor in the manner set out in the Notice.

The situation is constantly evolving and accordingly, we may make alternative arrangements to the way in which the AGM is held. If this occurs, we will notify any changes by way of announcement on ASX and the details will also be made available on our website at [www.firefinchltd.com](http://www.firefinchltd.com). The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

For personal use only



**FIREFINCH**

**FIREFINCH LIMITED**

ABN: 11 113 931 105

# **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM**

**Date of Meeting**

27 May 2021

**Time of Meeting**

3.00pm (AWST)

**Place of Meeting**

Celtic Club, 48 Ord Street, West Perth, 6005

**A Proxy Form is enclosed**

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

For personal use only

**FIREFINCH LIMITED**  
**ABN 11 113 931 105**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of Shareholders of Firefinch Limited (ABN 11 113 931 105) will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia 6005 on 27 May 2021 at 3.00pm AWST for the purpose of transacting the following business referred to in this Notice of Annual General Meeting. Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

**AGENDA**

**Financial Reports**

To receive and consider the financial report of the Company for the year ended 31 December 2020, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

**1 Resolution 1 – Non Binding Resolution to adopt Remuneration Report**

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**:

*"That the Remuneration Report for the year ended 31 December 2020 as set out in the 2020 Annual Report be adopted."*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

**Voting exclusion statement:** The Company will disregard any votes cast on the Resolution by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution **or** the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution and expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution ; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution .

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

## 2 Resolution 2 – Re-election of Mr Brendan Borg as a Director

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

*"That Mr Brendan Borg, who retires in accordance with rule 6.1(f) of the Constitution and, being eligible for re-election, offers himself for election, be re-elected as a Director."*

## 3 Resolution 3 – Appointment of Mr Brett Fraser as a Director

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

*"That Mr Brett Fraser, who retires in accordance with rule 6.1(e) of the Constitution and, being eligible for election, offers himself for election, be elected as a Director."*

## 4 Resolution 4 – Appointment of Mr Bradley Gordon as a Director

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

*"That Mr Bradley Gordon, who retires in accordance with rule 6.1(e) of the Constitution and, being eligible for election, offers himself for election, be elected as a Director."*

## 5 Resolution 5 – Increase in Directors' fees

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

*"That, pursuant to and in accordance with Listing Rule 10.17 and rule 6.3(a) of the Constitution and for all other purposes, the maximum aggregate Directors' fees which may be paid to non-executive directors of the Company as a whole be increased from \$400,000 per annum to \$600,000 per annum and it is up to the Directors to determine what sum is to be paid to each of them out of this aggregate amount."*

**Voting exclusion statement:** The Company will disregard any votes cast on Resolution 5 by or on behalf of a Director and any Associate of a Director. However, the Company need not disregard a vote if:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way ;

(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and

(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy must not vote on Resolution 5 unless:

(a) the appointment specifies the way the proxy is to vote on Resolution 5; or

(b) the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 5.

Shareholders may also choose to direct the Chairman to vote against Resolution 5 or to abstain from voting.

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

**6 Resolution 6 – Issue of Anderson Performance Rights to Dr Michael Anderson or his nominee(s) under the Awards Plan (Listing Rule 10.14)**

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

"That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue up to:

- (a) 2,266,667 Anderson Performance Rights for no consideration, each Performance Right having an expiry date of 28 May 2024 (**Tranche 1 Performance Rights**);
- (b) 2,266,667 Anderson Performance Rights for no consideration, each Performance Right having an expiry date of 28 May 2024 (**Tranche 2 Performance Rights**);
- (c) 1,133,333 Anderson Performance Rights for no consideration, each Performance Right having an expiry date of 28 May 2024 (**Tranche 3 Performance Rights**);
- (d) 566,667 Anderson Performance Rights for no consideration, each Performance Right having an expiry date of 28 May 2024 (**Tranche 4 Performance Rights**); and
- (e) 566,666 Anderson Performance Rights for no consideration, each Performance Right having an expiry date of 28 May 2024 (**Tranche 5 Performance Rights**),

to Dr Michael Anderson or his nominee(s) under the Awards Plan on the terms and conditions set out in the Explanatory Memorandum (including Annexure A to the Explanatory Memorandum)."

**Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an Associate of that person.

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

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

In accordance with section 224 of the Corporations Act, the Company will also disregard any votes cast on Resolution 6 (in any capacity) by or on behalf a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate (as that term is defined in the Corporations Act) of such a related party. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 6 and it is not cast on behalf of a related party of the Company to whom the resolution would permit a financial benefit to be given or an associate (as that term is defined in the Corporations Act) of such a related party.

\* Note: In the immediately preceding paragraph, the word "associate" has the meaning given to that term in the Corporations Act.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 6 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 6; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 6.

Shareholders may also choose to direct the Chair to vote against Resolution 6 or to abstain from voting.

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

## 7 Resolution 7 – Approval of potential termination benefit in relation to Anderson Performance Rights proposed to be issued to Dr Michael Anderson (Listing Rule 10.19)

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

*“That, subject to the passing of Resolution 6, that for the purposes of Listing Rule 10.19 and sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefit in relation to the Anderson Performance Rights (the subject of Resolution 6) described in the Explanatory Memorandum which may become payable to Dr Michael Anderson (or his nominee), be approved.”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) an officer of the Company or any of its child entities who is entitled to participate in a termination benefit; or
- (b) an Associate of that person.

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

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

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 7 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 7; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 7.

Shareholders may also choose to direct the Chair to vote against Resolution 7 or to abstain from voting.

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

## 8 Resolution 8 – Grant of Non-Executive Director Performance Rights to Mr Brett Fraser or his nominee(s) under the Awards Plan (Listing Rule 10.14)

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, the Directors are authorised to issue up to 750,000 Non-Executive Director Performance Rights for no consideration, each Non-Executive Director Performance Right having an expiry date of 1 July 2023, to Mr Brett Fraser or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexure B to the Explanatory Memorandum).”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee scheme in question; or
- (b) an Associate of those persons.

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



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

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
  - (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

## 9 Resolution 9 - Approval of potential termination benefit in relation to Non-Executive Director Performance Rights proposed to be issued to Mr Brett Fraser (Listing Rule 10.19)

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

*“Subject to the passing of Resolution 8, that for the purposes of Listing Rule 10.19 and sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefit in relation to the Non-Executive Director Performance Rights (the subject of Resolution 8) described in the Explanatory Memorandum which may become payable to Mr Brett Fraser or his nominee(s), be approved.”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) an officer of the Company or any of its child entities who is entitled to participate in a termination benefit; or
- (b) an Associate of those persons.

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

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

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

**10 Resolution 10 – Grant of Non-Executive Director Performance Rights to Mr Bradley Gordon or his nominee(s) under the Awards Plan (Listing Rule 10.14)**

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, the Directors are authorised to issue up to 750,000 Non-Executive Director Performance Rights for no consideration, each Non-Executive Director Performance Right having an expiry date of 1 July 2023, to Mr Bradley Gordon or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum (including Annexure B to the Explanatory Memorandum).”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee scheme in question; or
- (b) an Associate of those persons.

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

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

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

**11 Resolution 11 - Approval of potential termination benefit in relation to Non-Executive Director Performance Rights proposed to be issued to Mr Bradley Gordon (Listing Rule 10.19)**

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

*“Subject to the passing of Resolution 10, that for the purposes of Listing Rule 10.19 and sections 200B and 200E of the Corporations Act, and for all other purposes, the potential termination benefit in relation to the Non-Executive Director Performance Rights (the subject of Resolution 10) described in the Explanatory Memorandum which may become payable to Mr Bradley Gordon or his nominee(s), be approved.”*

**Voting exclusion statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) an officer of the Company or any of its child entities who is entitled to participate in a termination benefit; or
- (b) an Associate of those persons.

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

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

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

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

## **OTHER BUSINESS**

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### **To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.**

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Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

#### **By order of the Board**



Eric Hughes

Company Secretary

Dated: 22 April 2021

**How to vote**

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

**Voting in person (or by attorney)**

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

**Voting by a Corporation**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

**Voting by proxy**

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolutions 1 and 5 – 11 (inclusive) in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by 3.00pm (AWST) on 25 May 2021. Proxies received after this time will be invalid.
- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the address below, or by facsimile, and by 3.00pm (AWST) on 25 May 2021. If facsimile transmission is used, the Power of Attorney must be certified.
- Proxies may be lodged using any of the following methods:
  - By internet:**  
Log on to [www.investorvote.com.au](http://www.investorvote.com.au)  
If you are a custodian and an Intermediary Online subscriber, you can log on to [www.intermediaryonline.com](http://www.intermediaryonline.com)
  - By post:**  
Computershare Investor Services Pty Limited,  
GPO Box 242,  
Melbourne Victoria 3001 Australia
  - By fax:**  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

**Shareholders who are entitled to vote**

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 3.00pm (AWST) on 25 May 2021.

# FIREFINCH LIMITED

ABN 11 113 931 105

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

### Financial Reports

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 31 December 2020, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

the conduct of the audit;

the preparation and content of the independent audit report;

the accounting policies adopted by the Company in relation to the preparation of the financial statements; and

the independence of the Auditor by the Company in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

### 1 Resolution 1 – Non Binding Resolution to adopt Remuneration Report

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2020 Annual Report be adopted. The Remuneration Report is set out in the Company's 2020 Annual Report and is also available on the Company's website (<https://firefinchltd.com/>).

The vote on this Resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors

who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The remuneration report for the financial year ended 31 December 2019 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on 27 July 2020. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Note that a voting exclusion applies to this Resolution in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

## **2 Resolution 2 – Re-election of Mr Brendan Borg as a Director**

Mr Borg is currently a Non-Executive Director of the Company and is Chairman of the Remuneration and Nomination Committee. Pursuant to rule 6.1(f) of the Company's Constitution, Mr Borg, being a Director, retires by way of rotation and, being eligible, offers himself for re-election in accordance with clause 6.1(i) of the Constitution.

Mr Borg is a consultant geologist who has specialised in the "battery materials" sector including lithium, graphite and cobalt mineralisation, participating in numerous successful projects, in an investment and/or operational capacity.

Mr Borg has more than 20 years' experience gained working in management, operational and project development roles in the Exploration and Mining industries, with companies including Rio Tinto Iron Ore, Magnis Resources Limited, IronClad Mining Limited, Lithex Resources Limited and Sibelco Australia Limited. He is also a Director of geological consultancy Borg Geoscience Pty Ltd, and Non-Executive Director of Kuniko Limited, a subsidiary of ASX listed Vulcan Energy Limited (ASX:VUL).

Mr Borg holds a Master of Science in Hydrogeology and Groundwater Management (University of Technology Sydney), a Bachelor of Science in Geology/Environmental Science (Monash University) and is a member of AusIMM and IAH.

Mr Borg was appointed to the Board on 14 November 2018.

The Board considers that Mr Borg, if elected, will continue to be classified as an independent director.

Based on Mr Borg's relevant experience and qualifications, the members of the Board, in the absence of Mr Borg, support the election of Mr Borg as a Director of the Company.

## **3 Resolution 3 – Appointment of Mr Brett Fraser as a Director**

Resolution 3 seeks approval for the election of Mr Fraser as a Director with effect from the end of the Meeting.

Clauses 6.1(e) and 6.1(f) of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy, or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following Annual General

Meeting and is then eligible for election, but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Fraser, having been appointed by the Board on 11 November 2020, retires from office in accordance with the requirements of clause 6.1(f) of the Constitution and submits himself for election in accordance with clause 6.1(i) of the Constitution.

Mr Fraser is an experienced ASX director, currently holding a position as director of central-west African iron ore company, Sundance Resources Limited. Mr Fraser's deep knowledge (acquired over 30 years' corporate finance experience) is a great asset to the Company, particularly regarding business acquisitions, business strategy and restructuring, and corporate governance. Mr Fraser is a Fellow of CPA Australia, a Fellow of Financial Services Institute of Australasia, and a Fellow of the Governance Institute of Australia. He holds a Bachelor of Business (Accounting) and a Graduate Diploma in Finance (SIA).

The Board considers that Mr Fraser, if elected, will be classified as an independent director.

Based on Mr Fraser's relevant experience and qualifications the members of the Board, in the absence of Mr Fraser, support the election of Mr Fraser as a Director of the Company.

#### **4 Resolution 4 – Appointment of Mr Bradley Gordon as a Director**

Resolution 4 seeks approval for the election of Mr Gordon as a Director with effect from the end of the Meeting.

Clauses 6.1(e) and 6.1(f) of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy, or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following Annual General Meeting and is then eligible for election, but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Gordon, having been appointed by the Board on 1 April 2021, retires from office in accordance with the requirements of clause 6.1(f) of the Constitution and submits himself for election in accordance with clause 6.1(i) of the Constitution.

Mr Gordon is a seasoned resource industry executive with 30 years' experience in the gold, copper and mineral sands industries.

Mr Gordon has significant African experience, particularly as CEO of Acacia Mining. Mr Gordon grew LSE listed Acacia Mining's market capitalisation from approximately £450 million to £2.5 billion (A\$800 million to A\$4.5 billion), transforming the business into a significant cash generating operation.

Mr Gordon was CEO of Intrepid Mines for 5 years during which its market capitalisation increased to A\$1.4 billion through a series of corporate deals with the value primarily driven by the discovery and development of the world-class Tujuh Bukit gold-copper-silver project in Indonesia.

Mr Gordon has deep operational and gold industry experience, both in large scale open pit mining and underground operations. He was CEO of Emperor Mines in Fiji and Managing Director of Placer Dome Asia Pacific. He has supervised operations at mines such as Porgera in PNG, Kanowna Belle, Paddington and Kundana all in Western Australia. Mr Gordon holds a Mining Engineering degree from the Western Australia School of Mines (Curtin University) and an Executive MBA from INSEAD, France.

The Board considers that Mr Gordon, if elected, will be classified as an independent director.

Based on Mr Gordon's relevant experience and qualifications the members of the Board, in the absence of Mr Gordon, support the election of Mr Gordon as a Director of the Company.

## 5 Resolution 5 – Increase in Directors' fees

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 10.17 and clause 6.3(a) of the Constitution and for all other purposes, for the Company to be authorised to increase the aggregate amount of fees paid to its Non-Executive Directors by \$200,000 per annum from \$400,000 per annum to an aggregate amount of \$600,000 per annum.

If Resolution 5 is passed, the Company will increase the aggregate amount of fees paid to its Non-Executive Directors by \$200,000 per annum to an aggregate amount of \$600,000 per annum.

If Resolution 5 is not passed, the Company will not increase the aggregate amount of fees paid to its Non-Executive Directors.

It will be for the Directors to determine the allocation of the approved aggregate amount of fees to be paid which is different to what Shareholders previously approved. It is more usual for the Directors to determine the allocation, rather than have Shareholders impose an individual limit. The Board considers it is reasonable and appropriate at this time to seek an increase in the remuneration pool for Non-Executive Directors for the following reasons:

- the maximum aggregate fees payable to Non-Executive Directors has not been increased since it was set at \$400,000 per annum in August 2017; and
- given the demands placed upon your Non-Executive Directors and in particular, in the Company's case with overseas production, development and exploration activities it is essential for the Company to have the financial capacity to attract, retain and reward the most suitable candidates as Non-Executive Directors.

It is not intended to fully utilise the increased aggregate fees in the immediate future.

In accordance with Listing Rule 10.17, the following information is provided to Shareholders:

Item	Detail			
The amount of the increase	\$200,000 per annum			
The maximum aggregate amount of directors' fees that may be paid to all of the Non-Executive Directors	\$400,000 per annum			
Details of any Securities issued to a Non-Executive Director under Listing Rule 10.11 or 10.14 with Shareholder approval in the preceding 3 years	<b>Director</b>	<b>Class of Securities</b>	<b>Number</b>	<b>Terms</b>
	Dr Alistair Cowden	Shares	2,125,000	Issued at \$0.16 for cash – Tranche 2 of placement to sophisticated investors
		Performance Rights	2,000,000	As set out in the explanatory memorandum



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Item	Detail			
				accompanying the notice of meeting for the meeting held on 23 October 2020
		Listed \$0.15 Options	750,000	Exercise price of \$0.15 and expiry date of 17 October 2021.
	Mr Brendan Borg	Shares	1,207,500	<p>Issued at \$0.16 for cash – Tranche 2 of placement to sophisticated investors</p> <p>As set out in the explanatory memorandum accompany notice of meeting for the meeting held on 23 October 2020</p>
		Shares	1,200,000	<p>Issued at \$0.17 for cash – Tranche 2 of placement to sophisticated investors</p> <p>As set out in the explanatory memorandum accompany notice of meeting for the meeting held on 20 February 2019</p>
		Performance Rights	750,000	As set out in the explanatory memorandum accompany notice of meeting for the meeting held on 23 October 2020
		Listed \$0.15 Options	1,075,000	Exercise price of \$0.15 and expiry date of 17 October 2021.
	Mr Mark Hepburn	Shares	300,000	Issued at \$0.16 for cash – Tranche 2 of placement to sophisticated investors
		Shares	600,000	Issued at \$0.17 for cash – Tranche 2 of

Item	Detail			
				placement to sophisticated investors  As set out in the explanatory memorandum accompany notice of meeting for the meeting held on 20 February 2019
		Performance Rights	750,000	As set out in the explanatory memorandum accompany notice of meeting for the meeting held on 23 October 2020
		Unlisted \$0.40 Options	2,000,000	As set out in the explanatory memorandum accompany notice of meeting for the meeting held on 20 February 2019
		Listed \$0.15 Options	75,000	Exercise price of \$0.15 and expiry date of 17 October 2021.
	Mr Brett Fraser	None	None	None
	Mr Bradley Gordon	None	None	None

**6 Resolution 6 – Issue of Anderson Performance Rights to Dr Michael Anderson under the Awards Plan**

As announced on 10 March 2020, the Company has entered into an executive services agreement with Dr Michael Anderson (**Executive Services Agreement**) pursuant to which Dr Anderson is employed as the Managing Director of the Company.

Dr Anderson is required to perform such duties as are normally entrusted to the Managing Director of a public listed company by the Board.

Dr Anderson’s salary is \$550,000 per annum which is inclusive of statutory superannuation. This will be subject to annual review. In addition, the Company has agreed, subject to Shareholder approval, to issue Dr Anderson the Anderson Performance Rights the subject of Resolution 6 on the terms set out below and in Annexure A to this Explanatory Memorandum, and otherwise in accordance with the Awards Plan.

Pursuant to Resolution 6, the Company proposes to grant a total of 6,800,000 Anderson Performance Rights to Dr Anderson or his nominee(s) for nil cash consideration, each with an expiry date of 28 May 2024.

In accordance with the Executive Services Agreement and the Awards Plan, the Company proposes to issue following securities to Dr Anderson or his nominee(s):

- (a) 2,266,667 Anderson Performance Rights for no consideration, each Performance Right having an expiry date of 28 May 2024 (**Tranche 1 Performance Rights**);
- (b) 2,266,667 Anderson Performance Rights for no consideration, each Performance Right having an expiry date of 28 May 2024 (**Tranche 2 Performance Rights**);
- (c) 1,133,333 Anderson Performance Rights for no consideration, each Performance Right having an expiry date of 28 May 2024 (**Tranche 3 Performance Rights**);
- (d) 566,667 Anderson Performance Rights for no consideration, each Performance Right having an expiry date of 28 May 2024 (**Tranche 4 Performance Rights**); and
- (e) 566,666 Anderson Performance Rights for no consideration, each Performance Right having an expiry date of 28 May 2024 (**Tranche 5 Performance Rights**),

each on the terms and conditions set out in Annexure A to this Explanatory Memorandum.

## 6.1 Related Party Transactions Generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a *related party* of the public company *unless* either:

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Dr Anderson is a related party of the Company.

Resolution 6 relates to the proposed issue of Anderson Performance Rights to Dr Anderson (or his nominee), which is a financial benefit that requires Shareholder approval for the purposes of section 208 of the Corporations Act.

## 6.2 Information Requirements – Chapter 2E of the Corporations Act

For the purposes of Chapter 2E of the Corporations Act, the following information is provided.

### ***The related parties to whom the proposed Resolutions would permit the financial benefit to be given and the nature of the financial benefit***

Subject to Shareholder approval, the proposed financial benefit to be given is the issue of the Anderson Performance Rights to Dr Anderson (or his nominee(s)) for no consideration.

No amounts are required to be paid for the grant or exercise of the Anderson Performance Rights.

***The details of the financial benefit including reasons for giving the type and quantity of the benefit***

The terms of the Anderson Performance Rights are set out in Annexure A to this Explanatory Memorandum.

The issue of Anderson Performance Rights encourages Dr Anderson to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through Share ownership. Under the Company's current circumstances, the Directors consider (in the absence of Dr Anderson) that the incentives intended for Dr Anderson represented by the issue of these Anderson Performance Rights is a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of Anderson Performance Rights to be issued to Dr Anderson has been determined based upon a consideration of:

- (a) the remuneration of Dr Anderson;
- (b) the extensive and relevant experience and reputation of Dr Anderson within the mining industry;
- (c) the current price of Shares;
- (d) the Directors' wish to ensure that the remuneration offered is competitive with market standards or/and practice. The Directors have considered the proposed number of Anderson Performance Rights to be issued and will ensure that Dr Anderson's overall remuneration is in line with market practice;
- (e) attracting and retaining a suitably qualified Managing Director; and
- (f) incentives to attract and ensure continuity of service of a Managing Director who has appropriate knowledge and expertise, while maintaining the Company's cash reserves. The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Anderson Performance Rights upon the terms proposed.

***Dr Anderson's Current Holdings***

Dr Anderson currently holds 1,000,000 Shares jointly with his spouse, Mrs Lisa Jane Anderson.

***Dilution effect of issue of Anderson Performance Rights on existing members' interests***

If passed, Resolution 6 will give the Directors power to issue the Anderson Performance Rights, on the terms and conditions as set out in Annexure A to this Explanatory Memorandum and as otherwise mentioned above.

If all Anderson Performance Rights are exercised, and assuming all existing Options on issue have been exercised, the effect would be to dilute the shareholding of existing Shareholders by 0.83%.

The Anderson Performance Rights do not have an exercise price, therefore the market price of the Shares during the period of the Anderson Performance Rights is less likely to have an impact on whether Dr Anderson exercises the Anderson Performance Rights.

***Dr Anderson's total remuneration package***

Dr Anderson's fees per annum (including superannuation) and the total financial benefit to be received by him in this current period, as a result of the issue of the Anderson Performance Rights the subject of Resolution 6, is as follows:

Fees p.a. (A\$) (inclusive of superannuation)	Total Value of Anderson Performance Rights (A\$)	Total Financial Benefit (A\$)
\$550,000	\$1,749,867	\$2,299,867

The indicative valuation of \$1,781,600 is a theoretical valuation of the aggregate of the Anderson Performance Rights using the valuation models as set out below.

#### **Valuation of Anderson Performance Rights**

The Company's advisers have valued the Anderson Performance Rights using the barrier up-and-trinomial model for the Tranche 1 Performance Rights and the Black Scholes model for the Tranche 2 Performance Rights, Tranche 3 Performance Rights, Tranche 4 Performance Rights and Tranche 5 Performance Rights. The value of the Anderson Performance Rights calculated by the Black Scholes model is a function of a number of variables. The valuation of the Anderson Performance Rights has been prepared using the following assumptions:

Item	Tranche 1 Performance Rights	Tranche 2 Performance Rights	Tranche 3 Performance Rights	Tranche 4 Performance Rights	Tranche 5 Performance Rights
Underlying Security spot price	\$0.27	\$0.27	\$0.27	\$0.27	\$0.27
Exercise price	Nil	Nil	Nil	Nil	Nil
Valuation date	14 April 2021	14 April 2021	14 April 2021	14 April 2021	14 April 2021
Expiration date	28 May 2024	28 May 2024	28 May 2024	28 May 2024	28 May 2024
Share price barrier <sup>1</sup>	\$0.235	\$0.235	\$0.235	\$0.235	\$0.235
Volatility <sup>2</sup>	80%	80%	80%	80%	80%
Commencement of performance period	6 April 2021	6 April 2021	6 April 2021	6 April 2021	6 April 2021
Final performance measure date	6 April 2024	6 April 2024	6 April 2024	6 April 2024	6 April 2024
Performance period <sup>3</sup>	3 years	3 years	3 years	3 years	3 years
Dividend yield <sup>4</sup>	Nil	Nil	Nil	Nil	Nil
Risk-free rate <sup>5</sup>	0.11%	0.11%	0.11%	0.11%	0.11%
Remaining life of the Performance Rights <sup>6</sup>	3.12 years	3.12 years	3.12 years	3.12 years	3.12 years
Number of Performance Rights	2,266,667	2,266,667	1,133,333	566,667	566,666
Valuation per Performance Right	\$0.232	\$0.27	\$0.27	\$0.27	\$0.27
Valuation per Tranche	\$525,867	\$612,000	\$306,000	\$153,000	\$153,000

Notes:

1. Given that the Anderson Performance Rights are yet to be issued, the Company's advisers have calculated the 10-day VWAP of the Share price at the valuation date (14 April 2021). The 10-day VWAP of the Shares as at 14 April 2021 was \$0.235.
2. The recent volatility of the share price of the Company was calculated for one, two and three year periods, using data extracted from Bloomberg. A future estimated volatility level of 80% for the Company has been used in the model.
3. The performance period is from 6 April 2021 to 6 April 2024.
4. The Company is currently unlikely to pay a dividend during the life of the Anderson Performance Rights and therefore a dividend yield of nil has been assumed.
5. The risk-free rate is based on the Australian Government Bond Rate as 14 April 2021 for bonds with a three year term.
6. The remaining life of the Anderson Performance Rights is based on the expiry date.

### **Company's historical Share price**

The following table gives details of the highest, lowest and latest closing prices of the Company's Shares trading on ASX over the past 12 months ending on 22 April 2021:

Highest Price (A\$)/Date	Lowest Price (A\$)/Date	Latest Price (A\$)/Date
\$0.335 / 22 April 2021	\$0.048 / 22 April 2020	\$0.335 / 22 April 2021

### **Information Requirements - Listing Rules 10.14 and 10.15**

Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- a director of the Company (Listing Rule 10.14.1);
- an Associate of a director of the Company (Listing Rule 10.14.12); or
- a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

The proposed grant of the Anderson Performance Rights to Dr Anderson (or his nominee(s)) pursuant to Resolution 6, falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

If this Resolution is passed, the Company will grant the Anderson Performance Rights to Dr Anderson (or his nominee(s)) as noted above.

If this Resolution is not passed, the Company will not grant the Anderson Performance Rights to Dr Anderson (or his nominee(s)) and will need to consider alternative methods by which to incentivise Dr Anderson.

The following information in relation to the Anderson Performance Rights to be issued pursuant to Resolution 6 is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) the Anderson Performance Rights will be granted to Dr Anderson (or his nominee(s)) as noted above;
- (b) Dr Anderson is a Director of the Company, and the grant of the Anderson Performance Rights the subject of this Resolution is intended to remunerate or incentivise Dr Anderson, whose current total remuneration package is set out above;

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- (c) the maximum number of Anderson Performance Rights to be issued is 6,800,000 Anderson Performance Rights;
  - (d) Dr Anderson has not previously been issued any Securities under the Awards Plan;
  - (e) the Anderson Performance Rights will be granted on a date which will be no later than 3 years after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
  - (f) the Anderson Performance Rights will be granted for no consideration;
  - (g) the terms and conditions of the Anderson Performance Rights are set out in Annexure A to this Explanatory Memorandum;
  - (h) the issue of Anderson Performance Rights encourages Dr Anderson to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through Share ownership;
  - (i) Australian Accounting Standards require the Anderson Performance Rights to be valued and expensed over the period in which they are expected to vest. Should the Anderson Performance Rights vest, the cost will in most circumstances be claimable as a tax deduction;
  - (j) the valuation methods used by the Company's advisers to value the Anderson Performance Rights is set out above at section 6.2. Based on the assumptions set out above, it is considered that the estimated average value of the Anderson Performance Rights to be granted to Dr Anderson (or his nominee(s)) is \$0.257 per Anderson Performance Right;
  - (k) a summary of the material terms of the Awards Plan is set out in Annexure C to this Explanatory Memorandum;
  - (l) details of any Securities issued under the Awards Plan will be published in the annual report of the Company relating to a 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 the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule; and
  - (n) a voting exclusion statement applies to this Resolution as set out in the Notice of Meeting.

If approval is given for the issue of the Anderson Performance Rights under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

### 6.3 Other Information

Under the Australian Equivalent of the International Financial Reporting Standards (**IFRS**), the Company is required to expense the value of the Anderson Performance Rights in its statement of financial performance for the current financial year.

Other than as disclosed in this Explanatory Memorandum, the Directors do not consider that from an economic and commercial point of view, there are any costs or detriments including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in issuing the Anderson Performance Rights pursuant to Resolution 6.

Neither the Directors nor the Company are aware of other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolution 6.

#### **6.4 Directors' recommendation**

Dr Michael Anderson declines to make a recommendation about Resolution 6 as he may have a material personal interest in the outcome of the Resolution as it relates to the proposed issue of Anderson Performance Rights to him individually (or his nominee(s)).

ASIC Regulatory Guide 76: Related Party Transactions notes at paragraph 76.103 that it is good practice for directors to avoid making a recommendation for resolutions about each other's remuneration as there may be a conflict of interest.

Accordingly, each of the Directors declines to make a recommendation with respect to Resolution 6.

The Board is not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 6 .

#### **6.5 Voting**

Note that a voting exclusion applies to Resolution 6 in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on these Resolutions.

### **7 Resolution 7 – Approval of potential termination benefits in relation to the issue of Anderson Performance Rights to Dr Anderson**

As noted above, the Company proposes to issue Dr Anderson (or his nominee(s)) the Anderson Performance Rights on the terms and conditions set out in Annexure A.

The Performance Rights will only vest and become capable of exercise if the vesting conditions are satisfied. The relevant vesting conditions for the Anderson Performance Rights are set out in Annexure A to this Explanatory Memorandum.

In particular, the Anderson Performance Rights will automatically vest on a Change of Control Event occurring, or where Dr Anderson ceases to be an Eligible Person for a Specified Reason.

If Resolution 6 is not approved at the Meeting, Resolution 7 will not be put to the Meeting.

#### **7.1 Sections 200B and 200E of the Corporations Act**

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E of the Corporations Act or an exemption applies.

Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries, which includes Dr Anderson.

The term "benefit" has a wide operation and would include any automatic or accelerated vesting of the Anderson Performance Rights the subject of Resolution 7 upon termination or cessation of employment in accordance with their terms.

Accordingly, Shareholder approval is sought for the purposes of section 200E of the Corporations Act to allow the Company to deal where to do so would involve giving a "benefit" to Dr Anderson in



connection with him ceasing to hold a managerial or executive office.

The approval is sought in relation to the Anderson Performance Rights proposed to be issued to Dr Anderson (or his nominee(s)) under Resolution 6 in this Notice of Meeting.

The value of any benefit relating to the Anderson Performance Rights the subject of Resolution 7 given in connection with Dr Anderson ceasing to hold managerial or executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

- (a) the number of Anderson Performance Rights held by Dr Anderson prior to termination or cessation of his employment;
- (b) the number of Anderson Performance Rights that vest; and
- (c) the market price of the Company's Shares on ASX on the date Shares are issued to Dr Anderson upon exercise of the Anderson Performance Rights.

## 7.2 Listing Rule 10.19

Shareholder approval of the benefits that may be given to Dr Anderson by virtue of the vesting of the Anderson Performance Rights upon termination or cessation of Dr Anderson's employment is sought under Listing Rule 10.19.

Listing Rule 10.19 provides that without shareholder approval, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules.

Depending upon the value attributed to the vesting of the Anderson Performance Rights, and the equity interests of the Company at the time of any vesting of the Anderson Performance Rights upon termination or cessation of Dr Anderson's employment, it is uncertain if such payment would exceed this 5% threshold. Accordingly, Shareholder approval is being sought in case such termination benefit does exceed this 5% threshold.

The Chairman intends to vote all available proxies in favour of Resolutions 6 and 7.

## 8 Resolutions 8 and 10 – Grant of Non-Executive Director Performance Rights to Messrs Brett Fraser and Bradley Gordon (or their nominee(s)) under the Awards Plan (Listing Rule 10.14)

The Company proposes to grant Non-Executive Director Performance Rights under the Awards Plan to Mr Fraser and Mr Gordon (**Relevant Directors**), or their nominees as follows:

Relevant Director	Number of Non-Executive Director Performance Rights under the Awards Plan
Mr Brett Fraser, or his nominee(s)	750,000
Mr Bradley Gordon, or his nominee(s)	750,000
<b>Total</b>	<b>1,500,000</b>

Each Non-Executive Director Performance Right will be granted on the terms and conditions as set out in Annexure B to this Explanatory Memorandum.

## 8.1 Related Party Transactions Generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, each of Messrs Fraser and Gordon is a related party of the Company. Resolutions 8 and 10 relate to the proposed grant of Non-Executive Director Performance Rights to the Relevant Directors, which is a financial benefit that requires Shareholder approval for the purposes of section 208 of the Corporations Act.

Under section 208 of the Corporations Act, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Shareholder approval is not being sought for the purposes of section 208 of the Corporations Act on the basis that the benefit is considered by the Board to constitute reasonable remuneration and, therefore, the exception in section 211 of the Corporations Act applies. Section 211 provides that Shareholder approval is not required for the purposes of section 208 in circumstances where the benefit constitutes remuneration which would be reasonable given the Company's and the related party's circumstances.

Having considered the Company's circumstances and the Relevant Directors' respective positions with the Company, the Board (in the absence of the Relevant Directors) considers that the financial benefits conferred by the issue of Non-Executive Director Performance Rights to the Relevant Directors (or their nominee(s)) is reasonable given:

- (a) the respective experience of the Relevant Directors;
- (b) the total remuneration package, including the proposed issue of the Non-Executive Director Performance Rights to compensate the Relevant Directors, is benchmarked to a peer group of a similar size and stage of development; and
- (c) the Non-Executive Director Performance Rights together with Relevant Directors' personal holdings in the Company will be individually meaningful to Relevant Directors and therefore aligning each Relevant Director to long term Shareholder and value creation.

Therefore, the exception in section 211 of the Corporations Act applies.

## 8.2 Information Requirements – Listing Rules 10.14 and 10.15

Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire equity securities under an employee scheme:

- (a) a director of the Company (Listing Rule 10.14.1);
- (b) an Associate of a director of the Company (Listing Rule 10.14.12); or

- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its Shareholders.

The proposed grant of Non-Executive Director Performance Rights to the Relevant Directors (or their nominee(s)) pursuant to Resolutions 8 and 10 falls within Listing Rule 10.14.1 and therefore requires the approval of Shareholders under Listing Rule 10.14.

If Resolutions 8 and 10 are passed, the Company will be able to proceed with the issue and grant of the Non-Executive Director Performance Rights to the Relevant Directors (or their nominee(s)) as noted above.

If Resolutions 8 and 10 are not passed, the Company will not be able to proceed with the issue and will not grant the Non-Executive Director Performance Rights to the Relevant Directors (or their nominee(s)).

The following further information is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) the Non-Executive Director Performance Rights will be granted to Messrs Fraser and Gordon, or their nominees, as noted in the table above;
- (b) each of Messrs Fraser and Gordon is a Director and therefore falls within the scope of Listing Rule 10.14.1;
- (c) a total of 1,500,000 Non-Executive Director Performance Rights will be granted to the Relevant Directors (or their nominee(s)) (750,000 Non-Executive Director Performance Rights to Mr Fraser or his nominee(s) and 750,000 Non-Executive Director Performance Rights to Mr Gordon or his nominee(s));
- (d) Messrs Fraser and Gordon are Directors of the Company and the issue the subject of Resolutions 8 and 10 (respectively) is intended to remunerate or incentivise each of them. The current total remuneration package of each Relevant Director is set out below:

Relevant Director	Non-Executive Director Fees p.a. (A\$)	Committee fees PA (\$A)	Value of Non-Executive Director Performance Rights (A\$)	Total Financial Benefit (A\$)
Mr Brett Fraser	72,000	9,000	162,000	243,000
Mr Bradley Gordon	72,000	Nil	162,000	234,000

- (e) no Securities have previously issued to the Relevant Directors under the Awards Plan;
- (f) the terms and conditions of the Non-Executive Director Performance Rights are set out in Annexure B to this Explanatory Memorandum;
- (g) the issue of Non-Executive Director Performance Rights encourages the Relevant Directors to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through Share ownership;
- (h) Australian Accounting Standards require the Non-Executive Director Performance Rights to be valued and expensed over the period in which they are expected to vest. Should the Non-

Executive Director Performance Rights vest, the cost will in most circumstances be claimable as a tax deduction;

- (i) the Company's advisors have valued the Non-Executive Director Performance Rights using the barrier up-and- trinomial method. Based on the assumptions set out below, it is considered that the estimated average value of the Non-Executive Director Performance Rights to be granted to the Relevant Directors is A\$0.216 per Non-Executive Director Performance Right;
- (j) the Non-Executive Director Performance Rights will be granted on a date which will be no later than 3 years after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (k) the Non-Executive Director Performance Rights will be granted for no consideration;
- (l) no funds will be raised from the issue or exercise of the Non-Executive Director Performance Rights;
- (m) a summary of the material terms of the Awards Plan is set out in Annexure C to this Explanatory Memorandum;
- (n) details of any securities issued under the Awards Plan will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14;
- (o) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule; and
- (p) a voting exclusion statement applies to these Resolutions as set out in the Notice of Meeting.

### 8.3 Valuation assumptions

The Company's advisors have valued the Non-Executive Director Performance Rights to be granted to the Relevant Directors using the barrier up-and- trinomial model for the Non-Executive Director Performance Rights. The value of a Non-Executive Director Performance Right calculated using the barrier up-and- trinomial model is a function of a number of variables. The barrier up-and trinomial model has been used because it is assumed NED Test 1 (being a market-based performance hurdle) is likely to be one of the two performance hurdles that is satisfied to permit the vesting of the Non-Executive Director Performance Rights.

The valuation of the Non-Executive Director Performance Rights has been prepared using the additional following assumptions:

Variable	Input - Performance Rights
Underlying Security spot price	\$0.27
Exercise price	Nil
Valuation date	14 April 2021
Expiration date	1 October 2023
Share price barrier <sup>1</sup>	\$0.235
Volatility <sup>2</sup>	80%

Variable	Input - Performance Rights
Commencement of performance period	28 May 2021
Final performance measure date	1 July 2023
Performance period	2.09 years
Dividend yield <sup>3</sup>	Nil
Risk-free rate <sup>4</sup>	0.07%
Remaining life of the Performance Rights <sup>5</sup>	28 May 2021 to 1 July 2023, being 2.47 years
Number of Performance Rights	1,500,000
Valuation per Performance Right	\$0.216
Valuation of Performance Rights	\$324,000

Notes:

1. Given that the Non-Executive Director Performance Rights are yet to be issued, the Company's advisers have calculated the 10-day VWAP of the Share price at the valuation date (14 April 2021). The 10-day VWAP of the Shares as at 14 April 2021 was \$0.235.
2. The recent volatility of the share price of the Company was calculated for one, two and three year periods, using data extracted from Bloomberg. A future estimated volatility level of 80% for the Company has been used in the model.
3. The Company is currently unlikely to pay a dividend during the life of the Non-Executive Director Performance Rights and therefore a dividend yield of nil has been assumed.
4. The risk-free rate is based on the Australian Government 2-year bond rate as at 14 April 2020.
5. The remaining life of the Non-Executive Director Performance Rights is based on the expiry date.

Any change in the variables applied in the above valuation between the date of the valuation and the date the Non-Executive Director Performance Rights are granted would have an impact on their value.

Based on the assumptions, it is considered that the estimated average value of the Non-Executive Director Performance Rights to be granted is A\$0.216 per Non-Executive Director Performance Right.

#### 8.4 Directors' recommendation

Mr Fraser declines to make a recommendation about Resolution 8 as he may have a material personal interest in the outcome of the Resolution as it relates to the proposed issue of Non-Executive Director Performance Rights to him individually (or his nominee(s)).

Mr Gordon declines to make a recommendation about Resolution 10 as he may have a material personal interest in the outcome of the Resolution as it relates to the proposed issue of Non-Executive Director Performance Rights to him individually (or his nominee(s)).

ASIC Regulatory Guide 76: Related Party Transactions notes at paragraph 76.104 that it is good practice for directors to avoid making a recommendation for resolutions about each other's remuneration as there may be a conflict of interest.

Accordingly, each of the Directors declines to make a recommendation with respect to Resolutions 8 and 10. The Directors are not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass these Resolutions.

## 8.5 Voting

Note that a voting exclusion applies to the Resolution in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on the Resolutions.

## 9 Resolutions 9 and 11 - Approval of potential termination benefit in relation to Non-Executive Director Performance Rights issued to Messrs Fraser and Gordon (Listing Rule 10.19)

### 9.1 Background

As noted above, the Company proposes to issue to Messrs Fraser and Gordon (or their nominee(s)) the Non-Executive Director Performance Rights on the terms and conditions set out in Annexure B and are subject to the terms and conditions of the Awards Plan.

The Non-Executive Director Performance Rights will only vest and become capable of exercise if the vesting conditions are satisfied. The relevant vesting conditions for the Non-Executive Director Performance Rights are set out in Annexure B.

In particular, the Non-Executive Director Performance Rights will automatically vest on a Change of Control Event occurring, or where a Relevant Director (as applicable) ceases to be an Eligible Person for a Specified Reason. The benefits noted above are in addition to statutory entitlements, any payment in lieu of notice and accrued contractual entitlements, comprised of any outstanding remuneration and any accrued leave entitlements as at the date of termination.

If Resolution 8 is not approved at the Meeting, Resolution 9 will not be put to the Meeting.

If Resolution 10 is not approved at the Meeting, Resolution 11 will not be put to the Meeting.

### 9.2 Sections 200B and 200E of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E of the Corporations Act or an exemption applies.

Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries, which includes the Relevant Directors.

The term "benefit" has a wide operation and would include any automatic or accelerated vesting of the Non-Executive Director Performance Rights the subject of Resolutions 8 and 10 upon termination or cessation of employment in accordance with their terms.

Accordingly, Shareholder approval is sought for the purposes of section 200E of the Corporations Act to allow the Company to deal with the Non-Executive Director Performance Rights upon termination or cessation of employment of Messrs Fraser and Gordon (as applicable) in accordance with terms and conditions of the Non-Executive Director Performance Rights (set out in Annexure B) where to do so would involve giving a "benefit" to the Relevant Director in connection with him ceasing to hold a managerial or executive office.

The approval is sought in relation to the Non-Executive Director Performance Rights proposed to be issued to the Relevant Directors (or their nominee(s)) under Resolutions 8 and 10.

The value of any benefit relating to the Non-Executive Director Performance Rights the subject of Resolutions 8 and 10 given in connection with Messrs Fraser and Gordon (as applicable) ceasing to hold managerial or executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

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- (a) the number of Non-Executive Director Performance Rights held by a Relevant Director prior to termination or cessation of his employment;
  - (b) the number of Non-Executive Director Performance Rights that vest; and
  - (c) the market price of the Company's Shares on ASX on the date Shares are issued to Messrs Fraser and Gordon (as applicable) upon exercise of Non-Executive Director Performance Rights.

### 9.3 Listing Rule 10.19

Shareholder approval of the benefits that may be given to the Non-Executive Directors by virtue of the vesting of the Non-Executive Director Performance Rights upon termination or cessation of that Relevant Director's employment is sought under Listing Rule 10.19.

Listing Rule 10.19 provides that without shareholder approval, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules (**5% Threshold**).

Depending upon the value of the termination benefits (see above), and the equity interests of the Company at the time such benefits may crystallise, it is uncertain if such payment would exceed the 5% Threshold. In the event of such termination benefits crystallising, the Company will comply with Listing Rule 10.19.

If Resolutions 9 and 11 are passed, the Company will be able to give termination benefits which may exceed the 5% Threshold to Messrs Fraser and Gordon (as applicable) in connection with Fraser and Gordon (as applicable) ceasing to hold that managerial or executive office in accordance with the rules of the Awards Plan.

If Resolutions 9 and 11 are not passed, the Company will not be able to give termination benefits to Messrs Fraser and Gordon (as applicable) where those termination benefits along with termination benefits payable to all officers together exceed the 5% Threshold.

The Chairman intends to vote all available proxies in favour of Resolutions 9 and 11.

## GLOSSARY

**\$** means Australian dollars.

**Accounting Standards** has the meaning given to that term in the Corporations Act.

**Anderson Performance Rights** means 6,800,000 Performance Rights issued under the Awards Plan on the terms and conditions as set out in Annexure A to this Explanatory Memorandum, comprising the Tranche 1 Performance Rights, Tranche 2 Performance Rights, Tranche 3 Performance Rights, Tranche 4 Performance Rights and Tranche 5 Performance Rights.

**Annual Report** means the annual report of the Company for the year ended 31 December 2020.

**Associate** has the meaning given to that term in the Listing Rules.

**Associated Body Corporate** has the meaning given in Annexure C to this Explanatory Memorandum.

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

**Auditor** means the Company's auditor from time to time (if any).

**Auditor's Report** means the report of the Auditor contained in the Annual Report for the year ended 31 December 2020.

**Awards Plan** means the Company's awards plan approved by Shareholders at the meeting held on 27 May 2019.

**AWST** means western standard time as recognised in Perth, Western Australia.

**Board** means the Directors.

**Chair or Chairman** means the individual elected to chair any meeting of the Company from time to time in accordance with rule 5.6 of the Constitution.

**Change of Control Event** has the meaning given in Annexure C to this Explanatory Memorandum.

**Closely Related Party** has the meaning given to that term in the Corporations Act.

**Company** means Firefinch Limited ABN 11 113 931 105.

**Constitution** means the Company's constitution, as amended from time to time.

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

**Directors** means the directors of the Company from time to time.

**Eligible Person** has the meaning given in Annexure C to this Explanatory Memorandum.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Executive Services Agreement** means the executive services agreement between the Company and Michael Anderson dated on or around 25 March 2021.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Group Company** has the meaning given in Annexure C to this Explanatory Memorandum.

**Key Management Personnel** has the meaning given to that term in the Accounting Standards.

**Listing Rules** means the ASX Listing Rules.

**Meeting** means the Annual General Meeting convened by the Notice.

**NED Test 1** has the meaning given in Annexure B to this Explanatory Memorandum.

**Non-Executive Directors** has the non-executive directors of the Company from time to time.

**Non-Executive Director Performance Rights** means 1,500,000 Performance Rights issued under the Awards Plan on the terms and conditions as set out in Annexure B to this Explanatory Memorandum.

**Notice** or **Notice of Meeting** means this Notice of Annual General Meeting.

**Option** means an option to acquire a Share.

**Performance Right** means a right to acquire a Share subject to satisfaction of performance hurdles.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Body Corporate** has the meaning given in Annexure C to this Explanatory Memorandum.

**Relevant Directors** has the meaning given on page 21.

**Relevant Period** has the meaning set out on page 7.

**Remuneration Report** means the remuneration report set out in the Annual Report for the year ended 31 December 2020.

**Resolution** means a resolution contained in the Notice.

**Restricted Voter** means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.



**Securities** means Shares, Options and Performance Rights.

**Shareholder** means a member of the Company from time to time.

**Shares** means fully paid ordinary shares in the capital of the Company.

**Specified Reason** has the meaning given in Annexure C.

**Spill Meeting** has the meaning given on page 9.

**Spill Resolution** has the meaning set out on page 9.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**Tranche 1 Performance Rights** means 2,266,667 Anderson Performance Rights.

**Tranche 2 Performance Rights** means 2,266,667 Anderson Performance Rights.

**Tranche 3 Performance Rights** means 1,133,333 Anderson Performance Rights.

**Tranche 4 Performance Rights** means 566,667 Anderson Performance Rights.

**Tranche 5 Performance Rights** means 566,666 Anderson Performance Rights.

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## ANNEXURE A

### Terms and Condition of Anderson Performance Rights

The terms and conditions of the Performance Rights are set out below:

- (a) Each Anderson Performance Right entitles the holder to be issued one Share, subject to the satisfaction of vesting conditions on or before the expiry date (as set out below) and the terms and conditions below and in the Awards Plan.
- (b) The Anderson Performance Rights will expire on 28 May 2024.
- (c) The performance period is from 6 April 2021 to 6 April 2024.
- (d) Each tranche of the Anderson Performance Rights will vest at such time when the Board has determined that the relevant performance hurdles as set out in paragraph (e) below are satisfied, provided that the absolute hurdles as set out in paragraph (f) are met as at the relevant test date, as determined by the Board.
- (e) Performance hurdles are the conditions relating to the performance of the Company (and the manner in which performance will be tested) for the purposes of determining the number of Anderson Performance Rights which may vest in the relevant tranches. The applicable performance hurdles and test dates for the Anderson Performance Rights are as set out below:

Performance Hurdles	Number of Anderson Performance Rights	Test Date/s
<p><i>Share Price appreciation</i></p> <p>Measure: The 10-day VWAP of the Company's share price is at a 15 cent premium to the 10-day VWAP of the Company's share price prior to the date of grant.</p>	2,266,667 Tranche 1 Performance Rights	End Year 2 (6 April 2023) and End Year 3 (6 April 2024) <sup>(1)</sup>
<p><i>Gold production</i></p> <p>Measure: Vesting will occur on the Company achieving a minimum of 250,000 ounces of gold production per annum.</p>	2,266,667 Tranche 2 Performance Rights	End Year 2 (6 April 2023) and End Year 3 (6 April 2024) <sup>(1)</sup>
<p><i>Ore reserves</i></p> <p>Measure: Morila Gold's Ore Reserves (with the meaning given to that definition in the 2012 JORC Code) at the end of the performance period (being 6 April 2024) are equal to or greater than 1,000,000 ounces of gold.</p>	1,133,333 Tranche 3 Performance Rights	End Year 3 (6 April 2024)

Performance Hurdles	Number of Anderson Performance Rights	Test Date/s
<p><i>Safety metric</i></p> <p>Measure: Completion of 36 months of 0 Lost Time Injuries</p>	566,667 Tranche 4 Performance Rights	End Year 3 (6 April 2024)
<p><i>ESG metric</i></p> <p>Measure: Aligning Environmental Social Governance reporting to a company adopted international standard/framework as determined by the Board</p>	566,666 Tranche 5 Performance Rights	End Year 3 (6 April 2024)

- (1) The Board may determine whether the performance hurdles for each of the Tranche 1 Performance Rights and Tranche 2 Performance Rights have been satisfied, and the number of Tranche 1 Performance Rights and Tranche 2 Performance Rights that vest, as soon as reasonably practicable following the first test date at the end of year 2 (6 April 2023). Any Tranche 1 Performance Rights and/or Tranche 2 Performance Rights which have not vested, will be subject to further review by the Board as soon as reasonably practicable following the second test date at the end of year 3 (6 April 2024).
- (f) In addition to the performance hurdles set out in paragraph (e) above, the following baseline conditions (or absolute hurdles) relating to the Anderson Performance Rights must be met and satisfied at each of the testing dates:
- (i) nil workplace fatalities at the Company's premises and operational sites; and
  - (ii) 2 years of continuous service by Dr Anderson in the role as Managing Director of the Company.
- (g) The Anderson Performance Rights are not transferable, do not confer any right to vote, do not confer any entitlement to a dividend, do not confer any right to a return of capital, do not confer any right to participate in the surplus profit or assets upon a winding up and do not confer any right to participate in new issues of securities such as bonus issues or entitlement issues.
- (h) The terms of the Anderson Performance Rights are otherwise as set out in the Awards Plan, as summarised in Annexure C to this Explanatory Memorandum.

## ANNEXURE B

### Terms and conditions of Non-Executive Director Performance Rights

The terms and conditions of the Non-Executive Director Performance Rights are set out below:

- (a) Each Non-Executive Director Performance Right entitles the holder to be issued one Share, subject to the satisfaction of vesting conditions on or before the expiry date (as set out below) and on the terms and conditions below and in the Awards Plan.
- (b) The Non-Executive Director Performance Rights will expire on 1 October 2023.
- (c) The performance period is from 28 May 2021 to 1 July 2023.
- (d) Each Non-Executive Director Performance Right will vest at such time when the Board has determined that at least two (2) of the performance hurdles set out in paragraph (e) are satisfied, provided that the absolute hurdles as set out in paragraph (f) are met, as at the test date of 28 May 2022 or thereafter until 1 July 2023, as determined by the Board.
- (e) Performance hurdles are the conditions relating to the performance of the Company (and the manner in which performance will be tested) for the purposes of determining the number of Non-Executive Director Performance Rights which may vest in the relevant tranches. The applicable performance hurdles for the Non-Executive Director Performance Rights are as set out below:

Performance hurdles	
1.	The 10-day VWAP of the Company's share price is at a 15 cent premium to the 10-day VWAP of the Company's share price prior to the date of grant. <b>(NED Test 1)</b> .
2.	Definition of a JORC Code compliant Ore Reserve* of at least 1,500,000 ounces of gold on the Morila Exploitation Permits and the Company's Malian subsidiary's tenements adjoining the Morila Exploitation Permit at a minimum average grade of 1.0 grams per tonne of gold.
3.	The Company commencing production from the Morila Superpit.
4.	The Company successfully completing the demerger of the Goulamina Lithium Project, with "LithiumCo" successfully listing on the ASX (or other recognised exchange) and achieving a market capitalisation of at least AUD200 million.

*\*-The JORC Code compliant Mineral Resource needs to be prepared and signed off by a Competent Person independent of the Directors.*

- (f) In addition to the performance hurdles set out in paragraph (e) above, the following baseline conditions (or absolute hurdles) relating to the Non-Executive Director Performance Rights must be met and satisfied in order for the Non-Executive Director Performance Rights to vest:
- (g) the Non-Executive Director has continued to hold office as a Director for at least 18 months following the date of their appointment as a Director; and
- (h) the Non-Executive Director remains a Director at the time of vesting.
- (i) The Non-Executive Director Performance Rights are not transferable, do not confer any right to vote, do not confer any entitlement to a dividend, do not confer any right to a return of capital, do not confer any right to participate in the surplus profit or assets upon a winding up and do not confer any right to participate in new issues of securities such as bonus issues or entitlement issues.

- (j) The terms of the Non-Executive Director Performance Rights are otherwise as set out in the Awards Plan, as summarised in Annexure C to this Explanatory Memorandum.

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## ANNEXURE C

### Summary of material terms of Awards Plan

Under the Awards Plan, the Board may offer the opportunity to full-time or part-time employees, certain contractors or Directors of a Group Company (**Eligible Persons**) or their eligible nominees to participate in the Awards Plan and subscribe for such number of Awards as the Board may decide and on the terms set out in the rules of the Awards Plan. Awards issued under the Awards Plan will be offered on the basis of the Board's view of the contribution of the Eligible Person to a Group Company.

Awards will be issued subject to exercise conditions or performance hurdles, which must be satisfied (or waived) before either the Performance Rights vest.

The following is a summary of Part B of the Awards Plan, which relates to Performance Rights:

- (a) **Nature of Performance Rights:** A Performance Right is a right to receive a Share on the terms set out in the Awards Plan for the relevant performance period and subject to satisfaction of the applicable performance hurdles. The performance period, performance hurdles and test dates for measuring the performance hurdles will be determined by the Board from time to time.
- (b) **Not transferable:** Except upon the death of a holder, a Performance Right may not be transferred, assigned or novated except with the approval of the Board.
- (c) **No payment:** An Eligible Person will not pay anything for the issue of Performance Rights and no amount will be payable by the holder of a Performance Right on the automatic exercise of the Performance Right.
- (d) **Not listed:** The Company will not apply for quotation of the Performance Rights on ASX.
- (e) **Vesting:** Performance Rights may vest in the following ways:
  - (i) if the applicable performance hurdles are satisfied as at the relevant test date;
  - (ii) if the holder ceases to be an Eligible Person because of a "specified event", the Board may determine that unvested Performance Rights will vest, in which case the Board will have regard to the contribution of the Eligible Person to the Company and the circumstance in which the Eligible Person ceased to be an Eligible Person; or
  - (iii) unvested Performance Rights that have not lapsed will vest if:
    - (A) a takeover bid (as defined in the Corporations Act) to acquire Shares becomes unconditional;
    - (B) at any time after a "Change of Control Event" (as defined below) has occurred; or
    - (C) if a merger by way of scheme of arrangement under the Corporations Act has been approved by the Court.
- (f) **Exercise of Performance Rights:** Vested Performance Rights may be exercised at any time before the relevant expiry date.
- (g) **New Issues:** Performance Rights do not confer on the holder a right to participate in new issues of Shares by the Company, including by way of bonus issue, rights issue, or otherwise.
- (h) **Variations of capital:** If there are certain variations of the share capital of the Company including a capitalisation or rights issue, sub-division, consolidation or reduction of share

capital, a demerger or other distribution in specie, the Board may make one of the following adjustments as it considers appropriate, in accordance with the provisions of the Listing Rules: (a) the number of Shares which may be issued or transferred upon exercise of any of the Performance Share Rights; or (b) where Performance Rights have been exercised but no Shares have been issued or transferred following the exercise, the number of Shares, which may be issued or transferred.

- (i) **Lapse:** Unless otherwise determined by the Board, a Performance Right lapses on the earlier to occur of:
- (i) where performance hurdles have not been satisfied on the test date - the date the Board makes a determination that the Performance Right will lapse;
  - (ii) if an Eligible Person ceases to be an Eligible Person because of a Specified Reason (as defined below) any Performance Rights held by the Eligible Person (or his or her permitted nominee) may be exercised within 6 months of the relevant "specified reason" event, or such longer period as the Board determines, subject to the Board determining the Performance Rights will vest. Performance Rights not exercised within the 6 months or the longer period set by the Board will automatically lapse.
  - (iii) if an Eligible Person ceases to be an Eligible Person for any reason other than a Specified Reason (as defined below) – the date they so cease;
  - (iv) the day the Board makes a determination that the Performance Rights lapse for breach, fraud or dishonesty by the holder; and
  - (v) the expiry date of the Performance Rights.

**Definitions:**

**Associated Bodies Corporate** in relation to the Company, means:

- (a) a body corporate that is a Related Body Corporate of the Company; or
- (b) a body corporate that has voting power in the Company of not less than 20%; or
- (c) a body corporate in which the Company has voting power of not less than 20%.

**Change of Control Event** occurs where:

- (d) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional; or
- (e) the Court orders a meeting of members (or a class of members) or creditors (or a class of creditors) under Part 5.1 of the Corporations Act in relation to a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (f) any other merger, consolidation or amalgamation involving the Company occurs which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 50 per cent or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation; or

- (g) any Group Company enters into agreements to sell in aggregate a majority in value of the businesses or assets (whether or not in the form of shares in a Group Company) of the Group to a person, or a number of persons, none of which are Group Companies; or
- (h) a shareholder, or group of associated shareholders, being entitled to sufficient Shares to give it or them the ability, and that ability is successfully exercised, in a general meeting, to replace all or a majority of the Board .

**Group Company** means the Company or any of its Associated Bodies Corporate.

**Related Body Corporate** has the same meaning as in section 50 of the Corporations Act.

**Specified Reason** means:

- (a) retirement by the Eligible Person from the Company at age 60 or over or such earlier age as considered appropriate by the Board;
- (b) that the Eligible Person has, in the opinion of the Board and with effect on a date determined by the Board, after considering such medical and other evidence as it sees fit, become incapacitated to such an extent as to render the Eligible Person unlikely ever to engage in any occupation for which he is reasonably qualified by education, training or experience;
- (c) a determination by the Board that the Company's need to employ a person for the particular kind of work carried out by that Eligible Person has ceased (but, for the avoidance of doubt, does not include the dismissal of an Eligible Person for personal or disciplinary reasons or where the Eligible Person leaves the employ of the Company on his or her own accord; or
- (d) death.





**Firefinch Limited**  
 ABN 11 113 931 105

FFX

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](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3:00 PM (AWST) on Tuesday, 25 May 2021.**

# 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 corporate shareholder 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.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



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

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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 Firefinch Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Firefinch Limited to be held at the Celtic Club, 48 Ord Street, West Perth, WA 6005 on Thursday, 27 May 2021 at 3:00 PM (AWST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 5, 6, 7, 8, 9, 10 and 11 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 5, 6, 7, 8, 9, 10 and 11 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**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 Items 1, 5, 6, 7, 8, 9, 10 and 11 by marking the appropriate box in step 2.

## Step 2 Items of Business

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

	For	Against	Abstain		For	Against	Abstain
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. 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

