



**CONSOLIDATED AFRICA LIMITED**  
**ACN 605 659 970**

# **Notice of Annual General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Friday 8 January 2021**

Time of Meeting:  
**11:30am (AEDT)**

**Due to the ongoing COVID-19 pandemic, the meeting will be held via an audio and video conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting please contact the Company by email to [kevin@victoriangoldmines.com.au](mailto:kevin@victoriangoldmines.com.au) or by phone to +61 3 8630 3321. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of General Meeting.**

*This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.  
If Shareholders are in doubt as to how they should vote, they should seek advice from their  
accountant, solicitor or other professional advisor without delay.*

# CONSOLIDATED AFRICA LIMITED

ACN 605 659 970

Registered Office: Level 28, 1 Market Street, Sydney, NSW, 2000

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Consolidated Africa Limited (the “Company”) will be held virtually at 11:30am (AEDT) on Friday 8 January 2021 (“General Meeting” or “Meeting”).

### IMPACTS OF COVID-19 ON THE MEETING

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19, in particular in Victoria. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Board at the time of the Notice, the Company intends to conduct the Meeting virtually via Zoom.

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chair as early as possible and in any event prior to the cut-off for proxy voting as set out in the Notice (being Wednesday 6 January 2021). Instructions for lodging proxies are included on your personalised proxy form.

Arrangements for attendance by Zoom, with the ability to ask questions, can be made by contacting the Company Secretary by email [kevin@victoriangoldmines.com.au](mailto:kevin@victoriangoldmines.com.au) at least two business days before the meeting. Where applicable, arrangements may be made for direct voting at the meeting by shareholders, proxies, corporate representatives and holders of powers of attorney.

In addition, the Company is happy to accept and answer questions submitted at least two business days prior to the Meeting by email to [kevin@victoriangoldmines.com.au](mailto:kevin@victoriangoldmines.com.au). The Company reserves the right to not respond to any unreasonable and/or offensive questions at its discretion.

Because the conditions and potential restrictions and other requirements for meetings relating to COVID-19 are rapidly changing, if it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice of Annual General Meeting the Company will announce the alternative arrangements to NSX. Shareholders are encouraged to check for announcements of the Company at the NSX website [www.nsx.com.au](http://www.nsx.com.au), search code “CRA”.

## AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

### ORDINARY BUSINESS

#### Receipt and Consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2020.

*Note: Except for as set out in Resolution 1, there is no requirement for Shareholders to approve these reports. Accordingly, no Resolution will be put to Shareholders on this item of business.*

#### Resolution 1: Adoption of Remuneration Report

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

*“That for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors’ Report) for the financial year ended 30 June 2020 be adopted.”*

## **Resolution 2: Re-election of Ms Mei Zhang as a Director of the Company**

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

*"That Ms Mei Zhang, who retires by rotation pursuant to the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

## **Resolution 3: Approval to increase the Company's Non-Executive Directors' Fee Pool**

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

*"That, for the purposes of Listing Rules, the Company's Constitution and for all other purposes, the aggregate maximum amount of remuneration of the Non-Executive Directors be increased to \$120,000 per annum effective from conclusion of this Meeting."*

## **Resolution 4: Approval to Issue Fully Paid Ordinary Shares**

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

*"That, for the purpose of Listing Rule 6.26 and for all other purposes, approval is given for the issue of up to 2,500,000 Shares in the Company with an issue price of \$0.02 (2 cents) per Share to Director, Mr Douglass Cahill, in relation to settlement of outstanding Directors fees as described in the Explanatory Statement which accompanies and forms part of this Notice."*

## **Resolution 5: Approval to Issue Fully Paid Ordinary Shares**

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

*"That, for the purpose of Listing Rule 6.25 and for all other purposes, approval is given for the issue of up to 900,000 Shares in the Company with an issue price of \$0.02 (2 cents) per Share to Director, Mr Graeme Watchirs, in relation to settlement of outstanding Directors fees as described in the Explanatory Statement which accompanies and forms part of this Notice."*

## **Resolution 6: Appointment of Auditor**

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

*"That, subject to the Australian Securities and Investment Commission granting its consent to the resignation of the Company's previous auditor Mr. George Georgiou, for the purposes of Section 327B of the Corporations Act and for all other purposes, Connect National Audit Pty Ltd, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company."*

DATED: 7 December 2020

By order of the Board

**Kevin Nichol**  
Company Secretary

## Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00pm on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
  - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
  - b. Each shareholder has a right to appoint one or two proxies.
  - c. A proxy need not be a shareholder of the Company.
  - d. If a shareholder is a company it must execute the Proxy Form under its common seal or otherwise in accordance with its constitution or the Corporations Act.
  - e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
  - f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
  - g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
  - h. To be effective, proxy forms must be received by the Company's share registry (Computershare Investor Services Pty Limited) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than Wednesday 6 January 2021. Any proxy received after that time will not be valid for the scheduled meeting.

#### 4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

#### 5. How the Chairman will vote undirected proxies

Subject to the restrictions set out below, the Chairman of the Meeting intends to vote all undirected proxies on, and in favour of, all of the proposed Resolutions.

#### 6. Voting Exclusion Statement:

##### Resolution 1

The Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote:

- in accordance with a direction on the Proxy Form; or
- by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chairman's box on the Proxy Form, you acknowledge that the Chairman of the Meeting will vote in favour of this item of business as your proxy.

##### Resolutions 2 and 6

There are no voting exclusions on these Resolutions.

##### Resolution 3

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director or any associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, for the purposes of section 250BD(1) of the Corporations Act, a vote must not be cast on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel or a closely related party of such a member acting as proxy for a person entitled to vote, if their appointment does not specify the way the proxy is to vote on this Resolution. This restriction on voting undirected proxies does not apply to the Chairman acting as proxy for a person entitled to vote on this Resolution because the Company's proxy appointment expressly authorises the Chairman to exercise undirected proxies even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If the Chairman is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chairman will vote any proxies which do not indicate on their proxy form the way the Chairman must vote, in favour of this Resolution.

#### **Resolutions 4 and 5**

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of a person who is to receive securities in relation to the Company or any associate of that person.

However, the Company need not disregard a vote on this Resolution if:

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

#### **7. Enquiries**

Shareholders are invited to contact the Company Secretary, Kevin Nichol on (03) 8630 3321 if they have any queries in respect of the matters set out in these documents.

## EXPLANATORY STATEMENT

### Receipt and Consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2020 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report and the Auditors Report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 8630 3321, and you may request that this occurs on a standing basis for future years. Alternatively, you may access the Annual Report at the Company's website: <https://consolidatedafrica.wixsite.com/cra1/announcements> or via the Company's announcement platform on NSX. Except as set out in Resolution 1, no resolution is required on these reports.

### Resolution 1: Adoption of Remuneration Report

#### **Background**

Section 250R(2) of the Corporations Act requires that a non-binding resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2020 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the remuneration report at the Annual General Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that, in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's 2019 Annual General Meeting, the votes cast against the remuneration report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for this Annual General Meeting.

#### **Board Recommendation**

The Board encourages all eligible Shareholders to cast their votes in favour of Resolution 1. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

### Resolution 2: Re-election of Ms Mei Zhang as a Director of the Company

#### **Background**

The Constitution of the Company requires that at every Annual General Meeting, one-third or the closest number to one-third of the directors shall retire by rotation from office and provides that such Directors are eligible for re-election at that Annual General Meeting. Ms Zhang, who retired by rotation in accordance with the Constitution and, being eligible, offers herself for re-election.

Ms Zhang has a Finance/Marketing and Technology background and has worked for American Energy Investment Corporation in China. She adds a great deal of Asian connectivity to the company.

#### **Board Recommendation**

The Board (with Ms Zhang abstaining), recommends that Shareholders vote in favour of Resolution 2. The Chairman of the Meeting intends to vote undirected proxies in favour of Ms Zhang's election.

### **Resolution 3: Approval to increase the Company's Non-Executive Directors' Fee Pool**

In accordance with the NSX Listing Rules and the Company Constitution the Company must not increase the aggregate fee pool for Non-Executive Directors' remuneration (**Fee Pool**) without the approval of Shareholders.

Directors' fees include all fees payable by the entity or any of its child entities to a non-executive director for acting as a director of the entity or any of its child entities (including attending and participating in any board committee meetings), superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine "special exertion" fees paid in accordance with an entity's constitution, or securities issued to a non-executive director under NSX Listing Rules and the Company's Constitution with the approval of the holders of its ordinary securities.

It is proposed that the Fee Pool be increased to A\$120,000 per annum, effective from conclusion of this Meeting. The Fee Pool is inclusive of statutory entitlements (including superannuation).

The Board considers that the proposed increase in the Fee Pool will provide the Company with greater flexibility in providing remuneration for non-executive directors that is consistent with current market based payments. In particular, the Company expects that an increased Fee Pool will enable it to:

- (a) maintain market competitiveness by enabling future increases to be made to the remuneration of non-executive directors;
- (b) maintain a sufficient reserve in the Fee Pool in order to continue to attract new and appropriately skilled and qualified non-executive directors to the Company; and
- (c) recruit high calibre non-executive directors to fill any casual vacancies which arise on the Board from time to time.

The Board does not intend to increase the remuneration of the existing Directors in the current financial year.

#### ***Board Recommendation***

Given the interest of the Non-Executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

### **Resolutions 4 and 5: Approval to issue shares to Directors of the Company**

The Company proposes to settle outstanding Directors fees through the issue of fully paid ordinary shares in order to preserve cash resources of the Company.

A summary of the proposed issue of Shares to be issued to the Directors for settlement of outstanding Director's fees and the relevant periods are noted below:

<b>Resolution</b>	<b>Director*</b>	<b>Period</b>	<b>Amount outstanding</b>	<b>Issue Price</b>	<b>Proposed number of Shares to be issued</b>
4	Douglass Cahill	1 September 2017 – 30 October 2019	\$50,000	\$0.02	2,500,000
5	Graeme Watchirs	1 February 2019 – 30 October 2019	\$18,000	\$0.02	900,000
-	<b>Total</b>		<b>\$68,000</b>		<b>3,400,000</b>

\* Shares proposed to be issued to Directors, or their nominees.

## Corporations Act

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a related party without approval of the company's members.

Section 228 of the Corporations Act defines a "related party" for the purposes of Chapter 2E to include:

- directors of the public company (section 228(2)(a)); and
- an entity controlled by directors of the public company (section 228(4)).

Each of the proposed recipients of Shares under Resolutions 4 and 5 is a Director of the Company and is therefore a related party of the Company for the purposes of Chapter 2E of the Corporations Act.

A "financial benefit" is defined in section 229 of the Corporations Act and includes the issue of fully paid ordinary shares to a related party.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a related party, where the financial benefit is on terms that would be reasonable in the circumstances if the public company and the related party were dealing at arm's length.

The Company considers the proposed issue of Shares to the Directors (and/or their nominee(s)) under Resolutions 4 and 5 will be made on arm's length and form the basis of reasonable remuneration.

As such, the Company considers that the proposed issue of Shares to the Directors (and/or their nominee(s)) as set out in Resolutions 4 and 5 falls within the exception set out in section 210 of the Corporations Act.

The nature of the financial benefit to be given to the Directors is the interest in the Shares subscribed for by each of the Directors (and/or their nominee(s)) as set out in the table above.

## NSX Listing Rules

Listing Rule 6.26 restricts the number of securities which a listed entity may issue in any 12 month period without the approval of shareholders to 15% of the number of shares on issue at the start of the period subject to certain adjustments and permitted exceptions. The passing of this resolution will mean that the shares described below do not count towards the 15% limit, thereby providing the Company with considerable flexibility in meeting any short-term requirements for raising additional capital should it be necessary.

## Disclosures for the purposes of NSX Listing Rule 6.26

The following disclosures are made for the purposes of NSX Listing Rule 6.26:

- (a) the Shares will be issued to the following individuals, each of whom is a Director of the Company (and/or their nominee(s)):
  - Mr Douglass Cahill and/or his nominee(s) – 2,500,000 Ordinary Shares.
  - Mr Graeme Watchirs and/or his nominee(s) – 900,000 Ordinary Shares.
- (b) the maximum number of securities to be issued is 3,400,000 fully paid ordinary shares in accordance with the split noted at (a) and in the table above;
- (c) Shares the subject of Resolutions 4 and 5 respectively will be issued and allotted no later than one (1) month after that date of the Meeting (or such later date as may be permitted by an NSX waiver of the Listing Rules, the Corporations Act and/or the Australian Securities and Investments Commission);
- (d) A voting exclusion statement is included in this Notice; and
- (e) The issue of shares will be used to settle the outstanding Directors fees payable by the Company. No funds will be raised through the issue of shares.



### **Board Recommendation**

The Board (other than Mr Cahill and Mr Watchirs, who abstain from the respective Resolutions affecting their own personal interests) recommend that Shareholders vote in favour of Resolutions 4 and 5. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 4 and 5.

### **Resolutions 6: Appointment of Auditor**

The appointment of the Company's current auditor, Mr. George Georgiou, was approved by Shareholders at the Annual General Meeting prior to the Company being listed on NSX. Mr. Georgiou was appointed as an individual, and has recently consolidated his audit engagements under his company Connect National Audit Pty Ltd. As a result, the Directors of the Company appointed Connect National Audit Pty Ltd as auditor on 6 December 2020 in accordance with s327A(1) of the Corporations Act.

Consent to the resignation of the previous auditor by the Australian Securities and Investments Commission (ASIC) has, at the date of this Notice, not yet been received, and as such, this Resolution is subject to ASIC granting its consent for the resignation of Mr. George Georgiou for the purposes of Section 327B of the Corporations Act and for all other purposes.

Under s327A(2) of the Corporations Act, an auditor appointed under s327A(1) holds office until the Company's next Annual General Meeting.

Resolution 6 seeks Shareholder approval for the appointment of Connect National Audit Pty Ltd as the auditor of the Company.

The Company has received a nomination for Connect National Audit Pty Ltd to act as its auditor. A copy of the nomination is annexed to the Explanatory Statement as Attachment 1. The Company confirms that Connect National Audit Pty Ltd has given and not withdrawn its consent to act as auditor as at the date of the Notice.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**\$**” means Australian Dollars;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2020;

“**NSX**” means NSX Limited ABN 38 089 447 058 or the NSX Limited, as the context requires;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Daylight Time.

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Consolidated Africa Limited ACN 605 659 970;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Equity Security**” has the same meaning as in the Listing Rules and Equity Securities has a corresponding meaning;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**Listing Rules**” means the Listing Rules of the NSX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of the Company for the financial year ended 30 June 2020 and which is set out in the 2020 Annual Report.

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by NSX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average price.


## Attachment 1

To:

Consolidated Africa Limited  
Level 28, 1 Market Street  
Sydney NSW 2000

Notice of Nomination of Auditor in accordance with Section 328B of the Corporations Act 2001 (Cth)

I, Graeme Watchirs, of 8 Pacific Highway, Ulmarra, NSW 2462, being a shareholder of Consolidated Africa Limited (ACN 605 659 970), nominate Connect National Audit Pty Ltd of Level 8, 350 Collins Street, Melbourne, Victoria, for appointment to the position of auditor of the Company at the next Annual General Meeting.

(signed)  


Signed by Graeme Watchirs

Dated: 6 December 2020

# CONSOLIDATED AFRICA LIMITED

ACN 605 659 970

## PROXY FORM

The Company Secretary  
Consolidated Africa Ltd

**By post or hand delivery:** Consolidated Africa Ltd, Level 28, 1 Market Street, Sydney, NSW, 2000  
**By email:** [kevin@victoriangoldmines.com.au](mailto:kevin@victoriangoldmines.com.au)

Name of Shareholder:	<input type="text"/>
Address of Shareholder:	<input type="text"/>
Number of Shares entitled to vote:	<input type="text"/>

Please mark  to indicate your directions. Further instructions are provided overleaf.

### STEP 1 – APPOINT A PROXY TO VOTE ON YOUR BEHALF

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

I/We being Shareholder/s of the Company hereby appoint:

**The Chair of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

Or failing the person/body corporate named, or if no person/body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including 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 the Company to be held on Friday 8 January 2021 at 11.30am AEDT, and at any adjournment or postponement of that Meeting.

### CHAIR'S VOTING INTENTIONS IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intentions on any Resolution. In the event this occurs, Shareholders will be notified immediately disclosing the reasons for the change.

### STEP 2 - INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report			
Resolution 2	Re-election of Ms Mei Zhang as a Director of the Company			
Resolution 3	Approval to increase Non-executive Director fee pool			
Resolution 4	Approval to issue fully paid ordinary shares			
Resolution 5	Approval to issue fully paid ordinary shares			
Resolution 6	Appointment of auditor			

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

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

**Authorised signature/s**

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

<sup>1</sup>Insert name and address of Shareholder

<sup>2</sup> Insert name and address of proxy

\*Omit if not applicable

**PROXY NOTES**

A Shareholder entitled to attend and vote at the Annual General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Annual General Meeting. If the Shareholder is entitled to cast 2 or more votes at the Annual General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Annual General Meeting, the representative of the body corporate to attend the Annual General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Annual General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be provided to the Company Secretary at an address provided above (by post, hand delivery or email) not less than 48 hours prior to the time of commencement of the Annual General Meeting AEDT.