



8 January 2021

Dear Shareholder,

### **ADDENDUM TO 2020 NOTICE OF ANNUAL GENERAL MEETING**

Consolidated Africa Limited (“the Company”) gives notice to its shareholders that, in relation to the Notice of Annual General Meeting dated 7 December 2020 (“Notice of AGM”) issued to convene the 2020 Annual General Meeting of the shareholders of the Company (“2020 AGM” or “the Meeting”), the Directors have determined to issue an addendum to the Notice of AGM (“Addendum”) that includes an additional resolution to be considered at the 2020 AGM. Further details are set out below.

The Company advises that, as set out in the Notice of AGM and further to the Company’s NSX Announcement of 7 January 2021, the 2020 AGM is scheduled to be held by virtual technology on Friday 22 January 2021 at 11.30am (AEDT) (“the Meeting”). Further details on how to attend the meeting are set out below. An amended proxy form also accompanies this letter.

In accordance with temporary modifications to the Corporations Act under the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, hard copies of the Addendum are not being mailed to shareholders.

The Addendum can be viewed, accessed and downloaded via the following direct link to the Announcements page on the NSX website: <https://www.nsx.com.au/marketdata/company-directory/announcements/CRA/>.

The Notice of AGM which was previously announced on NSX and the letter sent to shareholders is also available via the same link.

#### ***Reasons for the Addendum to Notice of AGM***

The additional resolution (Resolution 3) as set out in the Addendum is to be added to the business to be considered at the AGM. The additional resolution is proposed in the event that the Company receives a second strike at its 2020 AGM if the Remuneration Report is not approved by shareholders.

As set out in the Notice of AGM previously sent to shareholders, the Meeting will be held virtually via Zoom. Shareholders can participate in the AGM virtually via that online platform or by appointing a proxy.

Arrangements for attendance by Zoom, with the ability to vote and ask questions, can be made by contacting Kevin Nichol, the Company Secretary, by email to a [kevin@victoriangoldmines.com.au](mailto:kevin@victoriangoldmines.com.au) at least two business days before the meeting. Arrangements will be made for direct voting by way of a poll at the virtual Meeting by shareholders, proxies, corporate representatives and holders of powers of attorney.

Once logged in, participants can access details on how to vote and ask questions during the Meeting.

Once the Meeting commences, participants will be able to listen to the Chair and others live and in real-time. Participants will also have the ability to ask questions via the only platform and hear all of the discussions that occur at the Meeting, subject to the connectivity of their devices.

**CONSOLIDATED AFRICA LIMITED (NSX code CRA)**

**ACN 605 659 970**

Level 28, 1 Market St  
Sydney, NSW 2000



Each Resolution considered at the Meeting will be determined by way of a poll.

**Further information for shareholders**

Annexed to this letter is a replacement proxy form.

If shareholders wish to have their votes counted by proxy in respect of Resolution 7, shareholders **MUST** use the replacement Proxy Form to vote on ALL resolutions.

In the event that a shareholder provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice of AGM which has been completed and submitted by that shareholder will be disregarded.

In the event a shareholder does not submit a replacement Proxy Form and has already submitted the Proxy Form dispatched with the original Notice of AGM, the votes cast in relation to Resolutions 1 and 2 will remain valid and the shareholder will be considered to not have been cast a vote on Resolution 7.

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chairman before 11.30am (Melbourne time) on Wednesday 20 January 2021. A replacement proxy form is enclosed. Proxies can be lodged in accordance with the instructions in the replacement proxy form enclosed with this letter.

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).

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 the Notice of AGM, the Company will announce the alternative arrangements to NSX. Shareholders are encouraged to check for announcements of the Company at the NSX website <https://www.nsx.com.au/marketdata/company-directory/announcements/CRA/>.

The Company thanks shareholders for their ongoing support.

**For and on behalf of the Board:**

Kevin Nichol  
Company Secretary

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Level 28, 1 Market St  
Sydney, NSW 2000

# CONSOLIDATED AFRICA LIMITED

ACN 605 659 970

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

## ADDENDUM TO THE NOTICE OF THE ANNUAL GENERAL MEETING

This addendum (Addendum) is an addendum to the Company's Notice of Annual General Meeting (Notice) dated 7 December 2020 for the Annual General Meeting (the AGM or the Meeting) to be held by technology at 11.30am (AEDT) on 22 January 2021. Details of how to attend the Meeting are set out in the Notice.

This Addendum varies the Notice and the Explanatory Memorandum (Memorandum) which accompanied and formed part of the Notice, and should be read together with the Notice and the Memorandum.

A new proxy form accompanies this Addendum. The new proxy form replaces the proxy form which accompanied the Notice of Meeting and includes provision to vote on the new resolution in this Addendum. If you have already returned the old proxy form, you can complete and return the new proxy form to vote on the new resolutions (or to change your instructions for any resolutions). Otherwise, your old proxy form will continue to be treated as your proxy form for the purposes of the Meeting.

### NEW RESOLUTION

The Notice is amended to include one additional resolution (Resolution 7) as set out in this Addendum in the business to be considered at the AGM. The additional resolution is proposed in the event that the Company receives a second strike at its 2020 AGM if the Remuneration Report is not approved by shareholders.

The below resolution and voting exclusion statement are added to the Agenda in the Notice after Resolution 6.

### RESOLUTION 7: SPILL RESOLUTION

***If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw Resolution 7.***

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

"That, for the purposes of section 250V(1) of the Corporations Act and for all other purposes, approval is given for:

- (a) the Company to hold another meeting of shareholders within 90 days of the date of this Meeting (Spill Meeting); and
- (b) all directors who were directors of the Company when the resolution to make the directors report considered at the 2020 AGM was passed (other than the managing director) cease to hold office immediately before the end of the Spill Meeting; and
- (c) resolutions to appoint persons to offices that will be vacated pursuant to (b) to be put to vote at the Spill Meeting."

### **Voting Exclusion Statement:**

#### **Resolution 7**

*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 7. 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.*

By order of the Board

Kevin Nichol  
Company Secretary

The accompanying updated Memorandum forms part of the Notice.

## **EXPLANATORY MEMORANDUM – AMENDMENT & ADDITIONAL INFORMATION**

The Company hereby gives notice of the amendment of the Memorandum which accompanied and formed part of the Notice of the AGM as set out in this Addendum, including the following amendment and inclusion of additional information about Resolutions 7.

The information contained herein is to follow the end of the Memorandum text for Resolution 7.

The Company advises that the previous Notice sent to shareholders included a statement that at the 2020 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 would not under any circumstances be required for this Annual General Meeting.

As the 2019 and 2020 Annual General Meetings are being held on the same day, this statement is not able to be confirmed and in the event that there are more than twenty five (25%) per cent of the total votes cast against the remuneration report at both the 2019 and 2020 Annual General Meetings, a spill resolution will be required for this Annual General Meeting.

### **RESOLUTION 7 – SPILL RESOLUTION**

***If less than 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report, the Chair will withdraw Resolution 7.***

#### **Corporations Act Requirements**

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of Directors of the Company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a Remuneration Report resolution are voted against adoption of the Remuneration Report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting.

If Resolution 7 is passed and a Spill Meeting is required, all of the Directors who were in office when the Company's Directors' Report (as included in the Company's Annual Financial Report for the financial year immediately before the second Annual General Meeting) was approved, other than any Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Director is approved will be the Directors of the Company.

The FY2020 Remuneration Report sets out the Company's remuneration arrangements for Directors and Key Management Personnel. The Remuneration Report is part of the Directors' Report contained in the FY2020 Annual Financial Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

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

**Address of Shareholder:**

**Number of Shares entitled to vote:**

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 22 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			
Resolution 7	Spill Resolution			

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
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>
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.