

NOTICE OF ANNUAL GENERAL MEETING

Santana Minerals Limited ACN 161 946 989 (**Company**) gives notice that the Annual General Meeting of Shareholders will be held at:

Address: Piper Alderman Lawyers
Level 26 Riparian Plaza
71 Eagle Street, Brisbane, Queensland

Date: Friday, 15 November 2019

Time: 11.00 am

Notice of Meeting of Shareholders

AGENDA

The business of the Annual General Meeting will be to consider the Financial Reports and the Resolutions set out below. Full details on the nature of the matters to be considered are set out in the Explanatory Statement accompanying this Notice of Meeting.

Capitalised terms are defined in the Glossary to this Notice of Meeting and Explanatory Statement.

FINANCIAL REPORTS

To receive and consider the Financial Statements of the Company for the year ended 30 June 2019, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

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

"That the Remuneration Report for the year ended 30 June 2019 be and is hereby adopted for the purposes of the Corporations Act."

Note: In accordance with section 250R of the Corporations Act, this Resolution 1 is advisory only and does not bind the Directors and the Company. However, if 25% or more votes that are cast on Resolution 1 are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at that second annual general meeting on an additional resolution on whether another meeting should be held at which all of the Company's Directors, other than the Managing Director, must stand for re-election. Please see the Explanatory Statement for further information.

Voting Exclusion

The Company will disregard any votes cast on Resolution 1 by or on behalf of a person who is disclosed in the Remuneration Report as:

- (a) a member of the Key Management Personnel (**KMP**) of the Company (this includes but is not limited to the Directors and the Chairman of the Annual General Meeting); or
- (b) closely related parties of such KMP.

The Company will not disregard any votes cast on Resolution 1 if the Excluded Person votes as proxy for a person who is entitled to vote and the vote is not cast on behalf of the Excluded Person and either:

- (a) the Excluded Person is appointed as proxy and votes as proxy in accordance with the directions on the Proxy Form; or
- (b) the Excluded Person is the Chairman of the Annual General Meeting and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR RICHARD KEEVERS

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

“That, Richard Keevers, who retires by rotation in accordance with clause 11.2 of the Constitution and the ASX Listing Rules, be and is hereby re-elected as a Director.”

RESOLUTION 3: APPROVAL OF THE EXECUTIVE AND STAFF OPTION PLAN

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

“That the issue of securities under the Santana Minerals Limited Executive and Staff Option Plan, as described in the Explanatory Statement accompanying the Notice of Meeting, be approved for the purpose of ASX Listing Rule 7.2, exception 9, and all other purposes.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 3 by the directors of the Company or any associate of such person. The Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting as a proxy for the person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Please refer to the Explanatory Statement attached to this Notice of Meeting for more information regarding Resolutions 1 to 3.

By order of the Board

Craig J. McPherson
Company Secretary
14 October 2019

See the following notes on voting and proxies

Attendance and voting at the Meeting

In accordance with applicable law, the Directors have made a determination that all the Shares of the Company are taken, for the purposes of determining the right of Shareholders to attend and vote at the Annual General Meeting, to be held by persons who hold Shares at 7pm (Sydney time) on Wednesday, 13 November 2019. If you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

You may vote by attending the Annual General Meeting in person or by proxy (see below).

Ordinary resolutions require the support of more than 50% of those Shareholders voting in person, by proxy, by representative or by attorney. Special resolutions require the support of at least 75% of those Shareholders voting in person, by proxy, by representative or by attorney. There are no special resolutions proposed at this Annual General Meeting.

Every question arising at this Annual General Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Constitution.

On a show of hands, every Shareholder who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person who is present in person or by proxy, representative or attorney will have one vote for each Share held by that person.

PROXIES

A Shareholder who is entitled to attend and vote at the Annual General Meeting may appoint a person, who need not be a Shareholder of the Company, as that Shareholder's proxy to attend and vote on behalf of that Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

A proxy form accompanies this Notice of Meeting. Should you wish to appoint a proxy, please complete the Proxy Form and return it at least 48 hours before the Meeting (being by 11.00 am (Brisbane time) on Wednesday, 13 November 2019):

- by email to admin@santanaminerals.com;
- by mail to PO Box 1639, Milton LPO, Qld 4064;
- by facsimile to +61 7 3228 4999; or
- by hand delivery to the Santana Minerals Limited C/- Link Market Services, Level 21, 10 Eagle St, Brisbane QLD 4000.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the Proxy Form.

Explanatory Statement

IMPORTANT NOTICE

This Explanatory Statement contains an explanation of, and information about, the Resolutions to be considered at the Annual General Meeting. Shareholders should read this Explanatory Statement in full. This Explanatory Statement forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Statement does not take into account the individual investment objectives, financial situation and needs of individual shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions.

If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Words or expressions used in the Notice of Meeting and in this Explanatory Statement are defined in the Glossary. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

This Explanatory Statement is dated 14 October 2019.

SHAREHOLDER QUERIES

Shareholders with queries regarding anything in this Explanatory Statement should contact the Company Secretary, Craig McPherson, on +61 7 3221 7501.

Shareholders with queries regarding their shareholding or voting entitlements should contact the Share Registry, Link Market Services, on 1300 554 474 (within Australia) or +61 2 8280 7454 (outside Australia).

RESPONSIBILITY FOR INFORMATION

The information contained in this Explanatory Statement has been prepared by the Company and is the responsibility of the Company.

FINANCIAL REPORTS

The Financial Statements of the Company for the year ended 30 June 2019, together with the Directors' Report and the Auditor's Report as set out in the Annual Report will be presented for consideration.

A copy of the Company's 2019 Annual Report is available on the Company's website at www.santanaminerals.com.

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.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

The Remuneration Report, which can be found on page 22 of the Company's 2019 Annual Report, contains certain prescribed details, sets out the policy adopted by the Board of Directors and discloses the payments to Directors and certain Key Management Personnel (**Noted Persons**).

A copy of the Company's 2019 Annual Report is available on the Company's website at www.santanaminerals.com.

In accordance with section 250R of the Corporations Act, a resolution must be put to Shareholders to adopt the Remuneration Report. The Resolution is advisory only and does not bind the Directors or the

Company. Nevertheless, the Board will take into account the outcome of the vote and comments made by Shareholders on the Remuneration Report when considering future remuneration arrangements of the Company.

Two Strikes

Shareholders should also note that if 25% or more of the votes cast on this non-binding Resolution 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 these annual general meetings on a resolution (a **Spill Resolution**) that another meeting be held within 90 days (**Spill Meeting**), at which:

- (a) all of the Company's Directors (other than the Managing Director) who were directors when the resolution to make the directors' report considered at the alter AGM was passed, must cease to hold office immediately before the end of the Spill Meeting; and
- (b) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting will be put to the vote at the Spill Meeting.

Directors of the Company who ceased to hold office immediately before the end of the Spill Meeting are eligible for re-election to the Board.

The approval threshold for the Spill Resolution is 50% or more of votes that are cast on the Spill Resolution.

During this item of business, shareholders will be given a reasonable opportunity to ask questions, and make comments about the Remuneration Report. In general terms, the Corporations Act prohibits (subject to relevant exceptions) the Noted Persons and closely related persons of the Noted Persons from voting on this Resolution 1. A voting exclusion statement with regard to this is set out in the Notice of Meeting.

Where you have appointed the Chairman of the meeting as your proxy (or the Chairman of the meeting becomes your proxy by default) in relation to this Resolution but you have not directed your proxy how to vote on this Resolution, you are directing the Chairman of the Meeting to vote in favour of this Resolution. The Company encourages you to direct your proxy how to vote.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR RICHARD KEEVERS

In accordance with clause 11.2 of the Constitution and ASX Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment, or 3 years, whichever is longer. Further, at every annual general meeting, one-third of the Directors for the time being (other than any Managing Director), or, if their number is not a multiple of 3, then the whole number nearest to, but not less than, one-third, must retire from office.

A director who retires in accordance with these requirements is eligible for re-election. Accordingly, Mr Keevers retires as Director by rotation and, being eligible, offers himself for re-election to the Board.

Mr Mr Keevers graduated with a Bachelor of Science from the University of New England in NSW. He is a qualified and experienced geologist, having held senior positions with BH South Limited and Newmont during his 20 years in the mining industry. Subsequently he was an executive director of Pembroke Josephson Wright Limited, an Australian share brokerage firm, for ten years.

Mr Keevers is currently also a Director of Renascor Resources Limited and Mekong Minerals Limited.

RESOLUTION 3: APPROVAL OF EXECUTIVE AND STAFF OPTION PLAN

Background

The Company established the Santana Minerals Limited Executive and Staff Option Plan (Plan) prior to its admission to the official list of the ASX on 29 May 2013.

The Plan enables the Company to issue options to directors, executives and employees of the Company and to issue shares to those directors, executives and employees if they choose to exercise their options. In the case of a director, no options may be issued to the director without express shareholder approval of the number and terms of the options being obtained.

The purpose of the approval of the Plan at this Annual General Meeting is to seek approval to issue securities under the Plan as an exception to the 15% threshold on new issues of securities, as set out below.

Exemption from 15% Threshold

The Company seeks to refresh the three year approval for the Plan under ASX Listing Rule 7.2, exception 9.

ASX Listing Rule 7.1 limits the number of equity securities the Company may issue within any twelve month period without shareholder approval to 15% of each class of securities. An exception to this rule is set out in ASX Listing Rule 7.2, exception 9, which provides that issues under an employee incentive scheme are exempt for a period of three years if shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

The effect of the approval sought will be that for the next 3 years, the issue of securities under the Plan will not reduce the number of equity securities that may be issued by the Company without shareholder approval under the 15% threshold.

The issue of options under the Plan to directors of the Company and their associates will still require shareholder approval under ASX Listing Rule 10.14. The issue of options under the Plan also remains subject to the issue limits under the Plan.

The Company has issued 6,500,000 employee options under the Plan since it was last renewed at the 2016 Annual General Meeting, all of which are still outstanding and exercisable at \$0.08 anytime up to 31 July 2020.

A copy of the principal terms of the Santana Minerals Limited Executive and Staff Option Plan is attached to this Notice of Meeting (see **Annexure A**).

Corporations Act

The Corporations Act restricts the Company from giving certain “benefits” to certain persons (those who hold a managerial or executive office, as defined in the Corporations Act) on ceasing their employment with the Company (**Termination Benefits**), in the absence of prior shareholder approval unless an exemption applies.

The term “benefit” is defined broadly in the Corporations Act and includes benefits arising from the Board exercising its discretion under the rules of the Santana Minerals Limited Executive and Staff Option Plan.

Accordingly, Resolution 3 also seeks Shareholder approval, for the Company to provide these Termination Benefits to participants in the Santana Minerals Limited Executive and Staff Option Plan.

Specifically, Shareholder approval is being sought to enable the Board to exercise certain discretions under the Santana Minerals Limited Executive and Staff Option Plan, including the discretion to determine to accelerate the first exercise date for some or all of the Options or waive some or all of the

exercise conditions attaching to options, where a participant ceases to be employed or engaged by the Company, including as a result of redundancy, resignation, death, total or permanent incapacity and other circumstances determined by the Plan Committee.

This approval is being sought in respect of any current or future participant in the Santana Minerals Limited Executive and Staff Option Plan, and the Termination Benefits that may arise if and when any participants cease to be engaged by the Company.

No Director will participate in the Santana Minerals Limited Executive and Staff Option Plan unless separate Shareholder approval is first obtained.

For the purposes of section 200E of the Corporations Act, the Company advises that various matters will or are likely to affect that value of the Termination Benefits that the Board may give under the Santana Minerals Limited Executive and Staff Option Plan and, therefore the value of the Termination Benefits cannot be determined in advance.

The value of a particular benefit resulting from the exercise of the Board's discretion under the Santana Minerals Limited Executive and Staff Option Plan will depend on factors such as the Company's share price at the time of the exercise of this discretion and the number of Options that the Board decides to waive the exercise conditions in respect of or for which the vesting date is accelerated. Some of the factors that may affect the value of the Termination Benefits are as follows:

- (a) the nature and extent of any exercise conditions waived by the Board;
- (b) the number of exercise conditions that have been satisfied at the time that the Board exercises this discretion; and
- (c) the number of unexercised Options that the participant in the Plan holds at the time that this discretion is exercised.

GLOSSARY

In this Explanatory Statement and the Notice of Meeting:

Annual General Meeting or **Meeting** means the annual general meeting of Santana's Shareholders convened in accordance with the Notice of Meeting to be held on Friday, 15 November 2019.

ASX means ASX Limited ACN 008 624 691.

Board means the board of directors of the Company.

Company or **Santana** means Santana Minerals Limited ACN 161 946 989.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001(Cth).

Directors means the Directors of the Company as at the date of the Notice of Meeting.

Equity Securities has the meaning given to it in the Listing Rules.

Explanatory Statement means the explanatory statement that accompanies and forms part of the Notice of Meeting.

Key Management Personnel means those 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).

Notice of Meeting means the notice of Annual General Meeting dated 14 October 2019 which the Explanatory Statement accompanies.

Proxy Form means the proxy form that accompanies and forms part of the Notice of Meeting.

Resolution means the resolutions (or a resolution as the case may be) referred to in the Notice of Meeting.

Shareholder means a holder of ordinary shares in the Company entitled to vote at the Annual General Meeting.

Shares mean fully paid ordinary shares in the Company.

ANNEXURE A – SUMMARY OF THE PLAN

The following is a summary of the principal terms of the Santana Minerals Limited Executive and Staff Option Plan.

Objects of Plan

The objects of the Plan are to:

- provide an incentive for Eligible Employees to remain in their employment in the long term;
- recognise the ongoing ability of Eligible Employees and their expected efforts and contribution in the long term to the performance and success of the Company; and
- provide Eligible Employees with the opportunity to acquire Options, and ultimately Shares, in the Company.

Issue of Options under the Plan

- The Board may in its absolute discretion make Offers of Options to Eligible Employees.
- The Company may issue such number of Options as the Board determines so long as reasonable steps are taken to ensure that the number of Shares to be received on exercise of an Option does not exceed 5% of the total number of issued shares in that class of the Company as at the time of the offer.
- No Option may be offered or issued to, or exercised by, an Eligible Employee if to do so would contravene an Applicable Law (Corporations Act, Corporations Regulations, the Constitution of the Company, or the ASX Listing Rules).
- Eligible Employees include:
 - An individual the Board determines to be in full or part-time employment of the Company or director of the Company; and
 - An individual who, or whose associate, provides services to the Company whom the Board determines to be an Eligible Employee for the purposes of the Plan.

Options

Subject to the limitations imposed from time to time by an Applicable Law:

- Options are issued for \$nil cash consideration.
- Offers made to Eligible Employees will specify the proposed exercise price of each option as specified by the Board.
- The option vesting period and vesting conditions (if any) and term of option period are determined at the Board's discretion.
- Each Option confers on its holder the entitlement to subscribe for and be issued one fully paid share at the exercise price.
- Other than in limited circumstances, Options are non-transferrable.

Cessation of Employment

- Any options issued under the Plan will automatically lapse and be forfeited:
 - Two months after the date on which the option holder leaves employment with the Company (other than to take up employment with a related body corporate of the Company) unless the Plan Committee determines otherwise; or
 - Immediately, if the option holder is dismissed from employment with the Company for certain reasons.
- If the option holder passes away, has a total permanent disability, is made redundant or ceases employment under any other circumstances in which the Board believes it is fair and reasonable that the option holder retains their Options, they will have a period of 12 months to exercise their Options.

Reconstruction

- If there is a pro-rata issue of Shares (except a bonus issue) to existing holders of shares and no shares have been issued in respect of an Option before the record date for the offer, the exercise price of the Option will be reduced in accordance with the Listing Rules.
- Subject to the ASX Listing Rules, if there is a bonus issue to holders of shares, the number of shares over which a Option is exercisable will be increased by the number of Shares which a Participant would have received if the Option had been exercised before the relevant record date for the bonus issue.
- If, prior to the vesting of any Options, there is a reorganisation of capital (including a consolidation, subdivision, reduction or return) of the issued capital of the Company, then the exercise price or number of Options to which each participant is entitled will be reconstructed as the Board determines appropriate and to the extent necessary to comply with the ASX Listing Rules.

Accelerated Vesting Event

If an Accelerated Vesting Event occurs (i.e. the Company receives a takeover bid, the Company entering into a scheme of arrangement, a party acquiring a sufficient interest in the Company to enable them to replace the Board, or a special circumstance occurring with respect to the option holder, including the death, permanent incapacity or redundancy) the Board may, at its discretion, bring forward the exercise date of Options to a date determined by the Board and waive or vary any exercise conditions in regard to the Options.

Change of Control

Subject to applicable laws, if a Change of Control occurs, all Options will immediately vest. A Change of Control occurs in the following circumstances:

- if a takeover bid is made to acquire at least 50% of the Shares, a person obtains voting power in the Company of more than 33% and the takeover bid is or has become unconditional;
- a Court has sanctioned a compromise or arrangement under Part 5.1 of the Corporations Act;
- a selective capital reduction is announced in respect of the Company which would result in a person who previously had Voting Power of less than 50% in the Company obtaining Voting Power of more than 50%; or
- any other event occurs that the Board considers has resulted or will result in a change of Control of the Company.

Administration of the Plan

- The Plan will be administered by the Plan Committee, being the committee of the Board to which power to administer the Plan has been delegated or if there has been no delegation, the Board.
- Subject to the Corporations Act, the Listing Rules and all other applicable laws, the Rules may be amended by the Board who may also waive or modify their application to any particular participant.

SANTANA MINERALS LIMITED – PROXY FORM

This Proxy Form is to be lodged as follows:

- email to admin@santanaminerals.com;
- mail to PO Box 1639, Milton LPO, Qld 4064;
- facsimile to +61 7 3228 4999; or
- Hand delivery to Santana Minerals Limited C/- Link Market Services, Level 21, 10 Eagle Street, Brisbane QLD 4000.

I/we _____ (SHAREHOLDER)

of _____ (ADDRESS)

being a Shareholder (s) of Santana Minerals Limited appoint:

The Chairman of the Annual General Meeting (mark with an 'X'), or

_____ to exercise _____% of my/our voting rights

(If you are not appointing the Chairman of the Annual General Meeting as your proxy, please write who you are appointing as your proxy here)

or failing that person/body corporate named, or if no person/body corporate is named, the Chairman of the Annual General Meeting, as my/our proxy to act generally on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 11.00am (Brisbane time) on Friday, 15 November 2019 and at any adjournment thereof.

Chairman authorised to exercise proxies on remuneration related matters: If I/we have appointed the Chairman of the Annual General Meeting as my/our proxy (or the Chairman of the Annual General Meeting becomes my/our proxy by default), I/we expressly authorise the Chairman of the Annual General Meeting to exercise my/our proxy in respect of Resolution 1 even though the Chairman is, and those items are connected directly or indirectly with the remuneration of, a member of key management personnel of the Company.

Chairman to vote undirected proxies in favour: I/We acknowledge that the Chairman of the Annual General Meeting intends to vote undirected proxies in favour of the Resolutions on each item of business (including Resolution 1).

The proxy is directed by me/us to vote as indicated by the marks in the appropriate boxes below:

Voting directions to your proxy (mark with "X" to indicate your direction)

	For	Against	Abstain
RESOLUTION 1: ADOPTION OF REMUNERATION REPORT *	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR RICHARD KEEVERS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 3: APPROVAL OF EXECUTIVE AND STAFF OPTION PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you leave your proxy undirected with respect to any Resolution and the Chairman is appointed as your proxy, then the Chairman will vote such proxies in favour of those Resolutions.

If you mark the Abstain box for a particular Item, 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.

* If you have appointed the Chairman of the Annual General Meeting as your proxy (or the Chairman of the Annual General Meeting becomes your proxy by default), you can direct the Chairman of the Annual General Meeting to vote "For", "Against" or to "Abstain" from voting on Resolution 1 by marking the appropriate box opposite Resolution 1. However, as noted above, if the Chairman of the Annual General Meeting is your proxy and you do not mark any of the boxes opposite Resolution 1, you are directing the Chairman to vote in favour of the Resolution on that item.

SIGNATURE OF SHAREHOLDERS

Signed this day of 2019.

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and
Sole Company Secretary

Director/Company Secretary
(Delete one)

Director

Proxies

1. This Proxy Form must be received not less than 48 hours before the time of commencement of the Annual General Meeting, that is no later than 11 am (Brisbane time) on Wednesday, 13 November 2019.
2. A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two other persons as his/her proxy, attorney or company representative to attend and vote instead of the Shareholder at the Annual General Meeting.
3. If a Shareholder appoints one proxy, that proxy may vote on a show of hands.
4. If a Shareholder appoints two proxies, only one may vote on a show of hands and that proxy should be clearly identified on the Proxy Form. **Failure to identify such designated proxy will result in neither proxy being able to vote on a show of hands.**
5. If you appoint two proxies to represent you at the Annual General Meeting, you must show either the percentage of your shareholding or the number of votes (you are entitled to one vote for each Share you own upon a poll being declared) those proxies are to represent. If you do not do so each proxy may, on a poll, vote half of your shareholding. **A separate Proxy Form must be submitted for each proxy you appoint. If you require a second Proxy Form, please contact the Company.**
6. A proxy need not be a Shareholder of the Company.
7. Signing Proxies:
 - a) Joint Holding – either all holders must sign, or the holder whose name appears first in the Register of Shareholders must sign.
 - b) Shares held by a company must execute this Proxy Form either under seal or under the hand of a duly authorised officer or attorney. A Proxy Form executed in the way provided by the Corporations Act (as set out below) shall be taken to be executed by a duly authorised officer:
 - i) Two directors of the company; or
 - ii) A director and secretary of the company; or
 - iii) The sole director and sole company secretary of a proprietary company.
 - c) Individual – Must be signed by the Shareholder or their attorney.
 - d) Attorneys – If signed by an attorney, the power of attorney must have been previously sent to the Company's Registered Office (or share registry) or a certified copy attached this Proxy Form and the attorney must declare that he has no notice of revocation of the power of attorney.
8. For the purpose of the Annual General Meeting, Shares will be taken to be held by the persons who are registered holders at 7:00pm (Sydney time) on Wednesday, 13 November 2019. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Company Representative

If Shares are held in a company name and it is intended that a representative of the company attend the Annual General Meeting rather than lodge a Proxy Form prior to the Annual General Meeting, the person attending the Annual General Meeting must present authority from the company director/s signed in the way provided by the Corporations Act.