



NOTICE OF A GENERAL MEETING

Notice is hereby given that a General Meeting (GM) of Vango Mining Limited ("Company" ASX: VAN) will be held at:

Pier One Sydney Harbour
11 Hickson Rd, Walsh Bay, Sydney, NSW 2000
Dawes Point Room

at 10am (AEST) on Thursday 13 August 2020.

In accordance with subsection 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No.1) 2020 made by the Commonwealth Treasurer on 5 May 2020, the Company will not be dispatching physical copies of the Notice. Instead the Notice of Meeting and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company's website <https://www.vangomining.com/> or at our share registry's website www.InvestorServe.com.au by logging in and selecting Company Announcements from the main menu.
- A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the proxy form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at www.InvestorServe.com.au. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry Boardroom Pty Limited on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (Outside Australia) between 8:30am and 5:30pm (AEST) Monday to Friday, to arrange a copy.

As a result of the potential health risks and the Governments restrictions in response to the COVID-19 pandemic, the Company encourages all shareholders to lodge a directed proxy form prior to the meeting rather than planning on attending the meeting in person.

Yours sincerely,

Bruce McInnes

Executive Chairman

Vango Mining Limited

ABN: 68 108 737 711

Suite 3542, Level 35, Tower 1, International Towers, 100 Barangaroo Avenue, Sydney NSW 2000

<http://www.vangomining.com>

Vango Mining Limited

ABN 68 108 737 711

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting

Thursday 13 August 2020

Time of Meeting

10am (AEST)

Place of Meeting

Pier One Sydney Harbour

11 Hickson Rd, Walsh Bay

Dawes Point Room

Sydney NSW 2000

A Proxy Form is enclosed

Please read this Notice of General Meeting and Explanatory Memorandum carefully.

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

Notice of General Meeting

NOTICE IS GIVEN that a General Meeting of Shareholders of Vango Mining Limited ABN 68 108 737 711 (**Company**) will be held at

Pier One Sydney Harbour

11 Hickson Rd, Walsh Bay

Dawes Point Room

Sydney NSW 2000

on Thursday 13 August 2020 at 10am (AEST)

for the purpose of transacting the business referred to in this Notice of General Meeting.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice. Terms used in the Resolutions contained in this Notice have the meaning given to them in the glossary in the Explanatory Memorandum.

Agenda

Approval to issue Shares and Options in connection with Placement (Resolutions 1 and 2)

Voting exclusion statement for Resolutions 1 and 2 inclusive

The following voting exclusion statement applies to each of Resolutions 1 and 2.

Voting exclusion statement for Resolutions 1 and 2: The **Company** will disregard any votes cast in favour of each of Resolutions 1 and 2 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue the subject of the relevant Resolution (except a benefit solely by reason of being a holder of ordinary securities in the **Company**) or an **Associate** of those persons. However, the **Company** need not disregard a vote cast in favour of the relevant Resolution by:

- (a) 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
- (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 Chairman 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.

Resolution 1 – Approval to issue Shares

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

"That, for the purposes of Listing Rule 7.1 and all other purposes, Shareholders approve the issue of up to 131,910,748 Shares at an issue price of \$0.08 per Share and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Resolution 2 – Approval to issue Lead Manager Options to Blue Ocean Equities Pty Ltd

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

"That, for the purposes of Listing Rule 7.1 and all other purposes, Shareholders approve the issue to Blue Ocean Equities Pty Ltd (or its nominee) of up to 6,000,000 Lead Manager Options on the terms and conditions set out in the Explanatory Memorandum including Annexure A to the Explanatory Memorandum."

Approval to issue Shares to related parties for repayment of debt (Resolutions 3 and 4)

Resolution 3 – Approval to issue Shares to Kongwell Management Limited

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

"That, for the purposes of Listing Rule 10.11 and all other purposes, Shareholders approve the issue to Kongwell Management Limited or its nominee of up to 27,787,500 Shares at a deemed issue price of \$0.08 per Share and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Resolution 4 – Approval to issue Shares to Mr Dongjie Zhang

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

"That, for the purposes of Listing Rule 10.11 and all other purposes, Shareholders approve the issue to Mr Dongjie Zhang or his nominee of 2,500,000 Shares at a deemed issue price of \$0.08 per Share on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast in favour of each of Resolutions 3 and 4 by the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an Associate of those persons. However, the Company need not disregard a vote cast in favour of the relevant Resolution by:

- (a) 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
- (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 Chairman 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.

Other business

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

By order of the Board



Ian Morgan

Company Secretary

Dated: 13 July 2020

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 and by submitting their Proxy Form online, by hand, by post 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. 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. Written proof of the representative's appointment (including any authority under which it is signed) must be lodged with, or presented to, the Company before the Meeting.

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.
- ☐ 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.




- ☐ A Shareholder who returns their Proxy Form with a direction how to vote, but does 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 with a direction how to vote, but the nominated proxy (who is not Chair of the Meeting) does not attend the Meeting or does not vote on the relevant Resolution(s), the Chair of the Meeting will act in place of the nominated proxy and vote on a poll 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.

- ☐ Proxies must be received by 10am (AEST)

Tuesday 11 August 2020. Proxies received after this time will be invalid.

- ☐ Proxies may be lodged using any of the following methods:

-  By Fax + 61 2 9290 9655
-  By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia
-  In Person Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Shareholders who are entitled to vote

In accordance with regulations 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the Register of Shareholders as at 7.00pm AEST on Tuesday 11 August 2020.

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 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.

Impact of Resolutions 1 to 4 on capital structure

Resolutions 1 to 4 inclusive all seek Shareholder approval for the issue of securities in the Company. If passed, these Resolutions will have an impact on the capital structure of the Company. This impact is summarised in the table below and assumes that each of Resolutions 1 to 4 inclusive are passed by Shareholders.

Securities	Number	Percentage of Shares on an undiluted basis ¹	Percentage of Shares on a fully diluted basis ²
Shares on issue as at the date of the Notice	831,394,506	83.67%	73.90%
Total number of Shares that will be issued under Tranche 2 of the Placement (Resolution 1)	131,910,748	13.28%	11.73%
Total number of Shares that will be issued to Kongwell Management Limited (Resolution 3)	27,787,500	2.80%	2.47%
Total number of Shares that will be issued to Mr Zhang (Resolution 4)	2,500,000	0.25%	0.22%
Total Shares	993,592,754	100.00%	88.32%
Options			
Number of Options on issue as at the date of this Notice	125,477,420	95.44%	11.15%
Total number of Options that will be issued to Blue Ocean Equities Pty Ltd (Resolution 2)	6,000,000	4.56%	0.53%
Total Options	131,477,420	100.00%	11.68%

Impact of Resolutions 3 to 4 on voting power

If Resolutions 3 to 4 are passed, securities will be issued to the following substantial Shareholders in the Company (or their Associates in the case of Ms Zhang and Mr Guo) and it will have an impact on their voting power in the Company. This impact is summarised in the tables below and is based on information available to the Company via disclosure of director interest notifications (Appendix 3X and 3Ys), its list of Top 20 shareholders as at the date of this Notice and the substantial shareholder notices that have been

¹ Total issued capital of the Company is 993,592,754 Shares

² Total issued capital of the Company is 1,125,070,174 Shares

lodged with the Company. Please note that Ms Zhang has a relevant interest in the Shares held by Mr Zhang and vice versa. Mr Guo has a relevant interest in the Shares held Kongwell Management Limited and vice versa.

Table 1: Voting power on an undiluted basis*

	Registered holder	Before		After	
		No. of Shares	% of voting power	No. of Shares	% of voting power
Ms Zhensu (Carol) Zhang and Mr Dongji (David) Zhang	BNP Paribas Nominees Pty Ltd	50,478,106	10.39%	50,478,106	8.94%
	Akaring Pty Ltd	35,876,368		35,876,368	
	Mr Dongji (David) Zhang	-		2,500,000	
	Total	86,354,474		88,854,474	
Mr Yan Chao (Hunter) Guo and Kongwell Management Limited	Mr Yan Chao (Hunter) Guo	54,627,687	19.23%	54,627,687	18.89%
	BNP Paribas Nominees Pty Ltd	64,585,548		64,585,548	
	Kongwell Management Limited	40,665,652		68,453,152	
	Total	159,878,887		187,666,387	

* Based on a total issued capital of the Company of 831,394,506 Shares (Before) and 993,592,754 Shares (After). Table 1 has been prepared on the following hypothetical assumptions. The Company does not represent they will necessarily occur:

- (a) Resolutions 1 to 4 are passed by Shareholders and all securities the subject of those Resolutions have been issued as contemplated by those Resolutions.
- (b) No listed Options, unlisted Options and performance Options have been exercised.

Table 2: Voting power on a fully diluted basis (i.e. assuming conversion of all Options)*

	Registered holder	Before		After	
		No. of Shares	% of voting power	No. of Shares	% of voting power
Ms Zhensu (Carol) Zhang and Mr Dongji (David) Zhang	BNP Paribas Nominees Pty Ltd	50,478,106	11.11%	50,478,106	9.68%
	Akaring Pty Ltd	35,876,368		35,876,368	
	Mr Dongji (David) Zhang	-		2,500,000	
	Ms Zhensu (Carol) Zhang	20,000,000		20,000,000	
	Total	106,354,474		108,854,474	
Mr Yan Chao (Hunter) Guo and Kongwell Management Limited	Mr Yan Chao (Hunter) Guo	54,627,687	16.71%	54,627,687	16.68%
	BNP Paribas Nominees Pty Ltd	64,585,548		64,585,548	
	Kongwell Management Limited	40,665,652		68,453,152	
	Total	159,878,887		187,666,387	

* Based on a total issued capital of the Company of 956,871,926 Shares (Before) and 1,125,070,174 Shares (After). Table 2 has been prepared on the following hypothetical assumptions. The Company does not represent they will necessarily occur:

- (a) Resolutions 1 to 4 are passed by Shareholders and all securities the subject of those Resolutions have been issued as contemplated by those Resolutions.
- (b) All listed Options, unlisted Options or performance Options have been exercised.

Approval to issue Shares and Options in connection with Placement (Resolutions 1 and 2)

Resolution 1

As announced by the Company on 15 June 2020, the Company received firm commitments to raise \$15 million through the issue of 187,500,000 Shares at an issue price of \$0.08 per Share to new institutional and sophisticated investors (**Placement**).

The Placement is being undertaken in two tranches. Tranche 1 comprising the issue of 55,589,252 Shares at an issue price of \$0.08 per Share was completed on 22 June 2020 (**Tranche 1 Placement**). Tranche 2 comprising 131,910,745 Shares at an issue price of \$0.08 per Share (**Tranche 2 Placement**) is subject to Shareholder approval, which is being sought pursuant to Resolution 1 of this Notice.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Tranche 2 Placement does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 1 seeks the required Shareholder approval to the issue under and for the purposes of Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to proceed with the Tranche 2 Placement and raise \$10,552,860 that will be used towards advancing the high-grade resource growth and development programme on the Company's Marymia Gold Project and working capital. In addition, the Tranche 2 Placement will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed with the Tranche 2 Placement and the Company will be required to delay the progress of its high-grade resource growth and development programme on the Company's Marymia Gold Project while it identifies other funding sources.

The following information is provided to Shareholders in accordance with Listing Rule 7.3:

Names of the persons to whom the securities will be issued or the basis on which those persons were or will be identified or selected	The Shares will be issued to sophisticated and professional investors identified by Blue Ocean Equities Pty Ltd, as Lead Manager, and the Directors and are the same investors who participated in the Tranche 1 Placement. All participants in the Tranche 2 Placement are unrelated parties and are not existing substantial shareholders of the Company.
The number and class of securities to be issued	131,910,748 Shares.
Date by which the Company will issue the Shares	The Company will issue the Shares no later than 3 months after the date of the Meeting.
Issue price	\$0.08.
The use (or intended use) of the funds raised	The funds raised from the issue of the Shares will be used towards advancing the high-grade resource growth and development programme on the Company's Marymia Gold Project and working capital.
A voting exclusion statement	A voting exclusion is included in the Notice in relation to Resolution 1.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1 so that the Company can raise cash to be used towards advancing the high-grade resource growth and development programme on the Company's Marymia Gold Project and working capital.

Resolution 2

Blue Ocean Equities Pty Ltd acted as Lead Manager to the Placement. The Company agreed, subject to Shareholder approval, to issue Blue Ocean Equities Pty Ltd 6,000,000 Options with an exercise price of \$0.112 and an expiry date that is 3 years after their date of issue (**Lead Manager Options**) as part of its fees for its services as Lead Manager. The Company has also agreed to pay Blue Ocean Equities a 3% management fee plus 2% selling fee of the proceeds (the proceeds of the Placement will be \$15,000,000 assuming Resolution 1 is passed and the Tranche 2 Placement is successfully completed). Resolution 2 seeks Shareholder approval for the issue of the Lead Manager Options.

As noted above, and broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Lead Manager Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 2 seeks the required Shareholder approval to the issue under and for the purposes of Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to issue the Lead Manager Options to Blue Ocean Equities Pty Ltd as part consideration for its services as Lead Manager of the Placement. In addition, the Lead Manager Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options. If the Lead Manager Options are not issued, there is no obligation on the Company to pay Blue Ocean Equities an equivalent cash consideration.

The following information is provided to Shareholders in accordance with Listing Rule 7.3:

Names of the persons to whom the securities will be issued or the basis on which those persons were or will be identified or selected	Blue Ocean Equities Pty Ltd
The number and class of securities to be issued	6,000,000 unquoted Options with an exercise price of \$0.112 and an expiry date that is 3 years after their date of issue and otherwise on the terms and conditions set out in Annexure A.
Date by which the Company will issue the Shares	The Company will issue the Lead Manager Options no later than 3 months after the date of the Meeting.
Issue price	The Lead Manager Options will be issued for nil cash consideration
The use (or intended use) of the funds raised	No funds will be raised by the issue of the Lead Manager Options as they are being issued in part consideration for Blue Ocean Equities Pty Ltd's services as Lead Manager for the Placement.
A voting exclusion statement	A voting exclusion is included in the Notice in relation to Resolution 2.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2 so that the Company can provide part consideration for Blue Ocean Equities Pty Ltd's services as Lead Manager for the Placement.

Approval to issue Shares to related parties for repayment of debt (Resolutions 3 and 4)

Resolution 3

On 17 April 2020 the Company entered into a loan agreement with Kongwell Management Limited the material terms of which are as follows:

Commencement Date	17 April 2020
Principal	\$3,030,000 of which \$2,223,000 was paid to the Company.
Interest	8% per annum calculated on an annual basis commencing 1 May 2020. Interest may be capitalised at the Company's election.
Due date	1 May 2022
Conversion right	The Company has the option to convert all or part of the amounts outstanding, including capitalised interest, into Shares. The option to convert will take place during a capital raising by the Company at a price equivalent to that offered to all other investors in the capital raising.
Security	Unsecured.

(the **Kongwell Loan**).

Kongwell Management Limited is a related party of the Company for the purposes of Chapter 2E of the Corporations Act as it acts in concert with Mr Guo, a director of the Company, on the understanding that Mr Guo will receive a financial benefit if the Company gives Kongwell Management Limited a financial benefit. Kongwell Management Limited is also a substantial shareholder of the Company.

During the recent Placement, the Company elected to convert the principal amount of the Kongwell Loan (\$2,223,000) into Shares at \$0.08 per Share (the same price as the issue price under the Placement), subject to obtaining Shareholder approval, which is sought pursuant to Resolution 3. Interest payable in accordance with the Kongwell Loan remains payable by the Company in cash.

Listing Rules 10.11 and 10.13

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rule 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

For the purposes of Listing Rule 10.11, Kongwell Management Limited is an entity that Listing Rule 10.11 applies to for the reasons set out above. The issue falls within Listing Rule 10.11 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's shareholders under Listing Rule 10.11. Accordingly, Resolution 3 seeks Shareholder approval to issue Shares to Kongwell Management Limited for the purposes of Listing Rule 10.11.

If Resolution 3 is passed:

- (a) The Company will be able to proceed with the Share issue to repay the principal amount of the Kongwell Loan (\$2,223,000); and
- (b) The Company's cash will be preserved for advancing the high-grade resource growth and development programme on the Company's Marymia Gold Project and working capital; and
- (c) The Share issue will have an impact on the voting power in the Company held by Kongwell Management Limited and Mr Guo. This impact is summarised on page 2 (Table 1: Voting power on an undiluted basis*) and page 2 (Table 2: Voting power on a fully diluted basis (i.e. assuming conversion of all Options*)) of the Explanatory Memorandum.

If Resolution 3 is not passed:

- (a) The Company will not be able to proceed with the Share issue to repay the principal amount of the Kongwell Loan (\$2,223,000); and
- (b) The Company will need to repay the principal amount of the Kongwell Loan in cash; and
- (c) The need to repay the principal amount of the Kongwell Loan in cash would divert the Company's cash, away from advancing the high-grade resource growth and development programme on the Company's Marymia Gold Project and working capital; and
- (d) The Share issue will have no impact on the voting power in the Company held by Kongwell Management Limited and Mr Guo.

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 3:

The name of the person	Kongwell Management Limited
Listing Rule 10.11 Category	10.11.1
Number of securities to be issued	27,787,5000 Shares
The date by which the Company will issue the securities	The Company will issue the Shares on one date not more than one month after the date of the Meeting.
The price or other consideration the Company will receive for the issue	The Shares will be issued at a deemed issue price of \$0.08 per Share.
Purpose of the issue, including intended use of funds raised	No funds will be raised through the issue as the Shares are being issued to convert the principal amount of the Kongwell Loan (\$2,223,000) into Shares.
A voting exclusion statement	A voting exclusion statement is included in the Notice in relation to Resolution 3.

Chapter 2E of the Corporations Act

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

- (a) the giving of the financial benefit 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, Kongwell Management Limited is a related party of the Company as it acts in concert with Mr Guo, a director of the Company, on the understanding that Mr Guo will receive a financial benefit if the Company gives Kongwell Management Limited a financial benefit. The issue of the Shares is a financial benefit.

Section 210 of the Corporations Act provides that shareholder approval under section 208 of the Corporations Act is not required if the financial benefit to be provided to the related party is on terms that would be reasonable in the circumstances if the company and the related party were dealing at arm's length or are less favourable to the related than those terms.

In the circumstances, the Directors (independent of Mr Guo) have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed conversion of the Kongwell Loan to Shares on the basis that: (a) the conversion of the loan principal to equity is as agreed in the loan agreement between the Company and Kongwell Management Limited, which was (and is) considered to be on terms that are less favourable to Kongwell Management Limited than terms that would be reasonable if the Company and Kongwell Management Limited were dealing at arm's length; and (b) the deemed issue price of the Shares is the same price as that offered to unrelated third parties who participated in the Placement and accordingly, the provision of the financial benefit to Kongwell Management Limited will be on arm's length terms.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3 so that the Company can preserve its cash to be used towards advancing the high-grade resource growth and development programme on the Company's Marymia Gold Project and working capital.

Resolution 4

On 17 April 2020 the Company entered into a loan agreement with Mr Dongji (David) Zhang the material terms of which are as follows:

Commencement Date	17 April 2020
Principal	\$1,500,000 of which \$200,000 was paid to the Company.
Interest	8% per annum calculated on an annual basis commencing 1 May 2020. Interest may be capitalised at the Company's election.
Due date	30 June 2022
Conversion right	The Company has the option to convert all or part of the amounts outstanding, including capitalised interest, into Shares. The option to convert will take place during a capital raising by the Company at a price equivalent to that offered to all other investors in the capital raising.
Security	Unsecured.

(the **Zhang Loan**).

Mr Zhang is the spouse of Ms Zhenshu (Carol) Zhang, a director of the Company and is therefore a related party of the Company.

During the recent Placement, the Company elected to convert the principal amount of the Zhang Loan (\$200,000) into Shares at \$0.08 per Share (the same price as the issue price under the Placement), subject to obtaining Shareholder approval, which is sought pursuant to Resolution 4. Interest payable in accordance with the Zhang Loan remains payable by the Company in cash.

Listing Rules 10.11 and 10.13

Listing Rule 10.11 is set out above in relation to Resolution 3.

For the purposes of Listing Rule 10.11, Mr Zhang is a person that Listing Rule 10.11 applies to for the reasons set out above. The issue falls within Listing Rule 10.11 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's shareholders under Listing Rule 10.11. Accordingly, Resolution 4 seeks Shareholder approval to issue Shares to Mr Zhang for the purposes of Listing Rule 10.11.

If Resolution 4 is passed:

- (a) The Company will be able to proceed with the Share issue to repay the principal amount of the Zhang Loan (\$200,000); and
- (b) The Company's cash will be preserved for advancing the high-grade resource growth and development programme on the Company's Marymia Gold Project and working capital; and
- (c) The Share issue will have an impact on the voting power in the Company held by Ms Zhensu (Carol) Zhang and Mr Dongji (David) Zhang. This impact is summarised on page 2 (Table 1: Voting power on an undiluted basis*) and page 2 (Table 2: Voting power on a fully diluted basis (i.e. assuming conversion of all Options*)) of the Explanatory Memorandum.

If Resolution 4 is not passed:

- (a) The Company will not be able to proceed with the Share issue to repay the principal amount of the Zhang Loan (\$200,000); and
- (b) The Company will need to repay the principal amount of the Zhang Loan in cash; and
- (c) The need to repay the principal amount of the Zhang Loan in cash would divert the Company's cash, away from advancing the high-grade resource growth and development programme on the Company's Marymia Gold Project and working capital; and
- (d) The Share issue will have no impact on the voting power in the Company held by Ms Zhensu (Carol) Zhang and Mr Dongji (David) Zhang.

In accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 4:

The name of the person	Mr Dongji (David) Zhang
Listing Rule 10.11 Category	10.11.1
Number of securities to be issued	2,500,000 Shares
The date by which the Company will issue the securities	The Company will issue the Shares on one date not more than one month after the date of the Meeting.
The price or other consideration the Company will receive for the issue	The Shares will be issued at a deemed issue price of \$0.08 per Share.
Purpose of the issue, including intended use of funds raised	No funds will be raised through the issue as the Shares are being issued to convert the principal amount of the Zhang Loan (\$200,000) into Shares.
A voting exclusion statement	A voting exclusion statement is included in the Notice in relation to Resolution 4.

Chapter 2E of the Corporations Act

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

- (a) the giving of the financial benefit 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, Mr Zhang is a related party of the Company as he is the spouse of director, Ms Zhang. The issue of the Shares is a financial benefit.

Section 210 of the Corporations Act provides that shareholder approval under section 208 of the Corporations Act is not required if the financial benefit to be provided to the related party is on terms that would be reasonable in the circumstances if the company and the related party were dealing at arm's length or are less favourable to the related than those terms.

In the circumstances, the Directors (independent of Ms Zhang) have determined that the exception in section 210 of the Corporations Act applies in relation to the proposed conversion of the Zhang Loan to Shares on the basis that: (a) the conversion of the loan principal to equity is as agreed in the loan agreement between the Company and Mr Zhang, which was (and is) considered to be on terms that are less favourable to Mr Zhang than terms that would be reasonable if the Company and Mr Zhang were dealing at arm's length; and (b) the deemed issue price of the Shares is the same price as that offered to unrelated third parties who participated in the Placement and accordingly, the provision of the financial benefit to Mr Zhang will be on arm's length terms.

Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4 so that the Company can preserve its cash to be used towards advancing the high-grade resource growth and development programme on the Company's Marymia Gold Project and working capital.

Glossary

\$ means Australian dollars.

Annexure A means annexure A to the Explanatory Memorandum

AEST means Australian Eastern Standard Time.

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

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

Board means the Directors.

Chair or **Chairman** means the individual elected to chair any meeting of the Company from time to time.

Company means Vango Mining Limited ABN 108 737 711.

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.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Kongwell Loan has the meaning given on page 5 of the Explanatory Memorandum.

Lead Manager Options means Option with the terms and conditions set out in Annexure A.

Listing Rules means the ASX Listing Rules.

Meeting means the General Meeting convened by the Notice.

Notice means this Notice of General Meeting.

Option means an option to acquire a Share.

Placement has the meaning on page 3 of the Explanatory Memorandum.

Resolution means a resolution contained in the Notice.

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

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

Tranche 1 Placement has the meaning on page 3 of the Explanatory Memorandum.

Tranche 2 Placement has the meaning on page 3 of the Explanatory Memorandum.

Zhang Loan has the meaning given on page 7 of the Explanatory Memorandum.

Annexure A – Terms and Conditions of Lead Manager Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions.

- (a) Each Option entitles the Option Holder to subscribe for one (1) Share in the Company at the exercise price of 11.2 cents.
- (b) The Options are exercisable up until the date which is three (3) years from the date of issue of the Options (**Expiry Date**). Any Options not exercised on or before the Expiry Date will automatically lapse.
- (c) The Option Holder may at any time prior to the Expiry Date give to the Company an exercise notice, in the form or substantially in the form set out in the relevant schedule to the Option Holder's Option Certificate, requiring the Company to issue Shares on exercise of the Options, accompanied by payment of the exercise price for each Option exercised.
- (d) If any Options are duly exercised, the Company shall issue to the Option Holder one (1) Share for each Option exercised within thirty (30) days from the date of receipt by the Company of payment of the exercise price in cleared funds.
- (e) All Shares in the Company allotted on the exercise of Options will rank equally in all respects with the then existing Shares.
- (f) Unless the Directors of the Company determine otherwise, Options shall not be assignable or transferable other than by operation of law.
- (g) The Company will not be applying to Australian Securities Exchange (ASX) for quotation of the Options.
- (h) If the Company's Shares are quoted on the ASX, the Company shall apply for quotation on the ASX of all Shares issued pursuant to the exercise of Options as soon as reasonably practicable after their issue, but in any case, within the time limit prescribed by the listing rules of the ASX (Listing Rules).
- (i) Option Holders may only participate in a new issue (Issue) of Securities to holders of Shares in the Company if the Options have been exercised and Shares are allotted in respect of the Options before the record date for determining entitlements to the Issue.
- (j) If required by the Listing Rules, the Company will give the Option holder notice of the proposed terms of the Issue in accordance with the Listing Rules.
- (k) There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of Shares or other Securities to the holders of Shares in the Company including a bonus issue.
- (l) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEST) on Tuesday 11 August 2020.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEST) on Tuesday 11 August 2020.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged in the following method:

- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐ **Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Vango Mining Limited** (Company) and entitled to attend and vote 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 securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at **Pier One Sydney Harbour, 11 Hickson Rd, Walsh Bay, Dawes Point Room, Sydney NSW 2000 on Thursday 13 August 2020 at 10:00am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

In accordance with Listing Rule 14.11, if you hold Shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the Shares, you are required to ensure that the person(s) or entity/entities for which you hold the Shares are not excluded from voting, and is not an associate of a person excluded from voting, on resolutions where there is a voting exclusion statement. Listing Rule 14.11 requires you to obtain written confirmation from the person or entity providing the voting instructions to you and you must vote in accordance with the directions.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Approval to issue up to 131,910,748 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Lead Manager Options to Blue Ocean Equities Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue 27,787,500 Shares to Kongwell Management Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue 2,500,000 Shares to Mr Dongjie Zhang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020