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21 October 2019

Vango Mining Limited

ABN 68 108 737 711

**Notice of Annual General Meeting and Explanatory
Memorandum**

Date of Meeting

Friday 29 November 2019

Time of Meeting

10.00AM (AEDT)

Place of Meeting

Level 35 Tower 1
Barangaroo International Tower
100 Barangaroo Avenue
Sydney New South Wales 2000

A Proxy Form is enclosed

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

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

For personal use only

Vango Mining Limited

ABN 68 108 737 711

NOTICE OF ANNUAL GENERAL MEETING

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

Level 35 Tower 1

Barangaroo International Tower

100 Barangaroo Avenue

Sydney New South Wales 2000

on Friday 29 November 2019 at 10.00AM (AEDT) for the purpose of transacting the business referred to in this Notice of Annual 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

1. ITEMS OF GENERAL BUSINESS

1.1. Accounts and Reports

"To receive and consider the financial statements and reports of the Company for the year ended 30 June 2019."

Note: There is no requirement for Shareholders to approve these reports.

The statutory annual report is available for members to access and download from www.vangomining.com

If you would like to receive a hard copy of the statutory annual report free of charge you can contact Vango Mining Limited by telephoning +61 2 8114 4553.

1.2. Resolution 1 - Adoption of the Remuneration Report

To consider and if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution in accordance with section 250R of the Corporations Act:

"That the Company adopts the Remuneration Report for the financial year ended 30 June 2019."

Notes:

- This Resolution is advisory only and does not bind the Company or the Directors.
- The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

- The Chairman of the Meeting intends to vote all available proxies in favour of adopting the Remuneration Report.
- If 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings of the Company, Shareholders would be required to vote, at the second annual general meeting, on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the Company’s directors must go up for re-election.

Voting exclusion statement: The Company will disregard any votes cast on Resolution 1 by:

- (a) a member of the Key Management Personnel whose remuneration is disclosed in the Remuneration Report and any Closely Related Party of such a member excluded from voting;
- (b) an Associate of those persons; and
- (c) as a proxy by a member of the Key Management Personnel or a Closely Related Party of such a member.

However, the Company need not disregard a vote, if it is cast as a proxy for a person who is entitled to vote on Resolution 1, and:

- (a) it is cast by an excluded person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form on the proxy form to vote as the proxy decides.

1.3. Resolution 2 - Re-Election of Director – Bruce McInnes

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

“That Bruce McInnes, a Director retiring from office and eligible to be re-elected, be and is hereby re-elected as a director of the Company.”

Notes:

- (a) Mr McInnes consents to be re-elected a director of the Company.
- (b) The non-candidate Directors unanimously support the re-election of Mr McInnes.
- (c) The Chairman of the Meeting intends to vote all available proxies in favour of the re-election of Mr McInnes.

2. ITEMS OF SPECIAL BUSINESS

2.1. Resolution 3 – Ratification of prior issues of Shares to Lodestar Mining Limited

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issues on:

- (a) 31 May 2019 of 1,470,588 Shares, each for \$0.170; and

(b) 19 July 2019 of 1,142,857 Shares, each for \$0.175

to Lodestar Mining Limited as is more particularly described in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Lodestar Mining Limited or an Associate of that person. However, the Company need not disregard a vote if:

- (a) it is cast by an excluded person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2.2. Resolution 4 – Ratification of prior issue of Shares to MOU Holdings Pty Ltd

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 19 July 2019 of 1,338,961 Shares, each with an issue price of \$0.18, to MOU Holdings Pty Ltd as is more particularly described in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of MOU Holdings Pty Ltd, or an Associate of that person. However, the Company need not disregard a vote if:

- (a) it is cast by an excluded person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2.3. Resolution 5 – Ratification of prior issue of Shares to Clynk Pty Ltd

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 19 July 2019 of 140,000 Shares, each with an issue price of \$0.14, to Clynk Pty Ltd as is more particularly described in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Clynk Pty Ltd, or an Associate of that person. However, the Company need not disregard a vote if:

- (a) it is cast by an excluded person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2.4. Resolution 6 – Ratification of prior issue of Shares to AU Holding Company Limited

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issues on:

(a) 19 July 2019 of 882,353 Shares, each for \$0.17; and

(b) 2 October 2019 of 882,353 Shares, each for \$0.17

to AU Holding Company Limited as is more particularly described in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of AU Holding Company Limited or an Associate of that person. However, the Company need not disregard a vote if:

- (a) it is cast by an excluded person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2.5. Resolution 7 – Ratification of prior issue of Shares to Ms Xi Liu

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 2 October 2019 of 386,187 Shares, each with an issue price of \$0.17, to Ms Xi Liu as is more particularly described in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Ms Xi Liu, or an Associate of that person. However, the Company need not disregard a vote if:

- (a) it is cast by an excluded person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2.6. Resolution 8 – Ratification of prior issue of Shares to Mr Yi Luan

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue on 2 October 2019 of 3,265,740 Shares, each with an issue price of \$0.195, to Mr Yi Luan as is more particularly described in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of Mr Yi Luan, or an Associate of that person. However, the Company need not disregard a vote if:

- (a) it is cast by an excluded person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2.7. Resolution 9 – Ratification of prior issue of a Convertible Note to Mr YanChao Guo

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

"That, for the purpose of Listing Rule 7.1 and all other purposes, Shareholders approve the issue on 20 June 2019 of a convertible note with a face value of \$10,000,000 convertible into 37,037,037 Shares at \$0.27 per Share to Mr YanChao Guo or his nominee as is more particularly described in the Explanatory Memorandum".

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of Mr YanChao Guo, or an Associate of that person. However, the Company need not disregard a vote if:

- (a) it is cast by an excluded person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2.8. Resolution 10 – Approval of 10% Placement Facility

To consider and, if thought fit to pass the following resolution as a **special resolution**:

"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, as is more particularly described in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of a person who is expected to participate in, or will obtain a material benefit as a result of, the issue the subject of Resolution 10 (except a benefit solely by reason of being a holder of the ordinary securities in the Company) or an Associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by an excluded person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2.9. Resolution 11 – Removal of Ernst & Young as the Company's Auditor

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

"That, in accordance with section 329(1) of the Corporations Act and for all other purposes, approval is given for the removal of Ernst & Young as the Company's Auditor with effect from the date of the Meeting."

2.10. Resolution 12 – Appointment of RSM Australia Pty Ltd as the Company's Auditor

To consider and, if thought fit to pass the following resolution as a **special resolution**:

"That, subject to the passing of Resolution 11, in accordance with section 327D of the Corporations Act and for all other purposes, approval is given for the appointment of RSM Australia Pty Ltd as the Company's Auditor, with effect from the date of the Meeting."

A copy of the notice in accordance with Section 328B(1) of the Corporations Act, to nominate RSM Australia Pty Ltd as the Company's Auditor, is attached to the Notice (Annexure A).

2.11. 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: 21 October 2019

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

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- Each 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.
- A proxy need not be a Shareholder. The proxy can be either an individual or a body corporate.
- 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 must cast all votes as directed. If a proxy does not vote, in accordance with section 250BC of the Corporations Act, the votes will automatically default to the Chair of the Meeting who will vote as directed.
- 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, in accordance with section 250BC of the Corporations Act, 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.
- In accordance with section 250BC of the Corporations Act, 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 10.00AM (AEDT) on Wednesday 27 November 2019. 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 (AEDT) on Wednesday 27 November 2019.

3. Explanatory Memorandum

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

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

3.1. Accounts and Reports

The Corporations Act requires the financial report (which includes the Financial Statements, Directors' Report and Auditor's Report) to be laid before the Meeting. There is no requirement for Shareholders to approve the report. However, the Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company.

Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

3.2. Resolution 1 - Adoption of the Remuneration Report

Background

Section 250R of the Corporations Act requires a listed company to put a resolution to Shareholders to adopt its Remuneration Report for the relevant financial year.

The Remuneration Report of the Company for the financial year ended 30 June 2019 is set out in the Company's 2019 Annual Report which is available on the Company's website www.vangomining.com.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel. The Chairman of the Meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, Shareholders will be asked to vote on the Remuneration Report.

The Resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors must go up for re-election.

The Company encourages all Shareholders to cast their votes on Resolution 1. Shareholders not attending the Meeting may use the enclosed Proxy Form to lodge their vote by appointing a Proxy. Any undirected proxies held by the Chairman of the Meeting, other Directors or other Key Management Personnel or any of their Closely Related Parties will not be voted on Resolution 1, unless the vote is cast by the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form made by a Shareholder who is entitled to vote on Resolution 1.

Key Management Personnel of the Consolidated Entity are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year ended 30 June 2019. Their Closely Related Parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control. If you choose to appoint a Proxy, you are encouraged to direct your Proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

Recommendation

The Board recommends that Shareholders **vote in favour** of the adoption of the Remuneration Report.

3.3. Resolution 2 - Re-Election of Director – Bruce McInnes

Background

Under 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 three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election.

Under ASX Listing Rule 14.5, an election of directors must be held each year.

Rule 13.2 of the Company's constitution requires that, at the Company's annual general meeting in every year, one-third of the Directors (excluding any Managing Director) shall retire from office, provided always that no Director except the Managing Director shall hold office for in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is longer, without submitting himself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A retiring Director is eligible for re-election. An election of Directors shall take place each year.

Accordingly, Mr McInnes is due to retire as a Director at the end of the meeting and offers himself for re-election.

Name:	Mr Bruce McInnes
Title:	Non-executive director (9 May 2013 – 24 October 2013) Executive Deputy Chairman (25 October 2013 – 14 August 2014) Executive Chairman (15 August 2014 – present)
Qualifications:	B.Comm (Accounting)
Experience and expertise:	Mr McInnes has been in the public and commercial accounting sectors for over 30 years. He was a founding partner and is now the senior partner at accounting firm McInnes & Associates based in Leeton New South Wales. Bruce also owns a large agricultural business in Riverina, New South Wales. Mr McInnes had also volunteered as the treasurer of Telstra Child Flight, a not-for-profit organisation that provides helicopter transport for sick and injured children in remote areas of New South Wales.
Other current directorships:	None
Former directorships (in the last 3 years):	None
Special Responsibilities:	Chairman of the Audit Committee and Remuneration Committee
Interests in Shares:	14,350,918
Interests in Options:	40,000,000

Recommendation

The Board (other than Mr McInnes) recommends that Shareholders **vote in favour** of the re-election of Mr McInnes.

3.4. Resolution 3 – Ratification of prior issues of Shares to Lodestar Mining Limited

Background

Listing Rule 7.1 imposes a restriction on the maximum number of shares that can be issued by an entity in any 12 month period without shareholder approval. This restriction is broadly 15% of the number of ordinary securities of that entity already on issue within any 12 month period.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior Shareholder approval, provided the issue did not breach Listing Rule 7.1. The effect of the ratification is to restore the Company's maximum discretionary power to issue further securities up to 15% of the issued capital of the Company without requiring Shareholder approval.

As announced to ASX on 31 May 2019 and 19 July 2019, the Company issued:

(a) 1,470,588 Shares on 31 May 2019, each for \$0.170; and

(b) 1,142,857 Shares on 19 July 2019, each for \$0.175; and

to Lodestar Mining Limited, an unrelated party of the Company.

The issues of securities in the Company in the past 12 months were within the 15% limit imposed by Listing Rule 7.1.

Further details of Shares issued are in Table 1 below.

Table 1

Date Issued	Issue Price	Shares	Value at Issue Price
	\$ per Share	Number	\$000
31 May 2019	\$0.170	1,470,588	250
19 July 2019	\$0.175	1,142,857	200
Total		2,613,445	450

The Company seeks ratification of these prior issues to refresh the Company's capacity to issue further Equity Securities under Listing Rule 7.1.

If Shareholders vote in favour of Resolution 3, 4, 5, 6, 7, 8 and 9 below, the Company's capacity to issue equity securities without approval under Listing Rule 7.1 will be increased to approximately 96,302,109 securities as at the date of the Meeting.

Ratification of prior issues of Equity Securities for cash placement (Resolution 3)

Resolution 3 seeks ratification under Listing Rule 7.4 of the issue of 2,613,445 Shares using the Company's Listing Rule 7.1 capacity.

The following information, in Table 2 below, in relation to the Shares and Options the subject of Resolution 3 is provided to Shareholders in accordance with Listing Rule 7.5:

Table 2

The number of securities issued	2,613,445 Shares	
The price at which the securities were issued	Price per Share	Number of Shares
	\$0.170	1,470,588
	\$0.175	1,142,857
The terms of the securities	The Shares are ordinary fully paid shares issued in the capital of the Company. The Shares rank equally in all respects with existing Shares.	

The name of the persons to whom the Company issued the securities or the basis on which those persons were determined	Lodestar Mining Limited
The use (or intended use) of the funds raised	There were no funds raised. Payment of option fees to farm into Lodestar Mining Limited's Ned's Creek tenements (as announced on 1 May 2019 and 17 July 2019).

Recommendation

The Board unanimously recommends that Shareholders **vote in favour** of Resolution 3.

3.5. Resolution 4 – Ratification of prior issue of Shares to MOU Holdings Pty Ltd

Resolution 4 seeks ratification under Listing Rule 7.4 of the issue of 1,338,961 Shares on 19 July 2019 using the Company's Listing Rule 7.1 capacity.

The following information, in Table 3 below, in relation to the Options the subject of Resolution 4 is provided to Shareholders in accordance with Listing Rule 7.5:

Table 3

The number of securities issued	1,338,961 Shares
The price at which the securities were issued	\$0.18 per Share
The terms of the securities	The Shares are ordinary fully paid shares issued in the capital of the Company. The Shares rank equally in all respects with existing Shares.
The name of the persons to whom the Company issued the securities or the basis on which those persons were determined	MOU Holdings Pty Ltd
The use (or intended use) of the funds raised	Shares were issued in lieu of cash to pay interest on a convertible note with \$1,000,000 principal converted at a fixed price of \$0.18 per Share, being 5,555,555 Shares approved on 30 November 2017 by the Shareholders. Total Shares issued on 19 July 2019 were 6,894,516, consisting of principal (5,555,555 Shares) plus interest (1,338,961 Shares)

Recommendation

The Board unanimously recommends that Shareholders **vote in favour** of Resolution 4.

3.6. Resolutions 5 to 8 inclusive – Ratification of prior issues of Shares

Resolutions 5 to 8 seek ratification under Listing Rule 7.4 of the issue Shares using the Company's Listing Rule 7.1 capacity.

Resolution 5 – Approval of issue of Shares to Clynk Pty Ltd

On 19 July 2019, the Company issued 140,000 Shares to Clynk Pty Ltd, a company related to Mr Clynk, at an issue price of \$0.14 per Share. The issued Shares have the same rights and rank equally in all respects with the Company's other fully paid ordinary shares on issue.

No funds were raised from the issue of the Shares, as they were issued in lieu of a component of Mr Clynk's remuneration as the Company's Head of Strategy and Planning.

Resolution 6 – Approval of issue of Shares to AU Holding Company Limited

The Company issued:

(a) 882,353 Shares on 19 July 2019, each for \$0.17; and

(b) 882,353 Shares on 2 October 2019, each for \$0.17

to AU Holding Company Limited, an entity unrelated to the Company.

The issued Shares have the same rights and rank equally in all respects with the Company's other fully paid ordinary shares on issue.

The proceeds of the issue of Shares were applied to exploration of the Company's Marymia Gold Project.

Resolution 7 – Approval of issue of Shares to Ms Xi Liu

On 2 October 2019, the Company issued 386,187 Shares to Ms Xi Liu at an issue price of \$0.17 per Share. The issued Shares have the same rights and rank equally in all respects with the Company's other fully paid ordinary shares on issue.

No funds were raised from the issue of the Shares, as they were issued in lieu of a component of Ms Xi Liu's remuneration as the Company's employee.

Resolution 8 – Approval of issue of Shares to Mr Yi Luan

On 2 October 2019, the Company issued 3,265,740 Shares to Mr Yi Luan at an issue price of \$0.195 per Share. The issued Shares have the same rights and rank equally in all respects with the Company's other fully paid ordinary shares on issue.

No funds were raised from the issue of the Shares, as they were issued for services delivered in accordance with a fund-raising mandate dated 10 October 2018.

Recommendation

The Board unanimously recommends that Shareholders **vote in favour** of Resolutions 5, 6, 7 and 8.

3.7. Resolution 9 – Ratification of prior issue of a Convertible Note to Mr YanChao Guo

Resolution 9 seeks ratification under Listing Rule 7.4 for the issue on 20 June 2019 of a convertible note to an unrelated, substantial shareholder of the Company, Mr YanChao Guo (**Convertible Note**), using the Company's Listing Rule 7.1 capacity.

The terms of the Convertible Note are:

Subscription Amount	\$10,000,000
Interest rate	12% per annum
Security	Unsecured
Maturity date	4 February 2021
Conversion mechanism	The holder can convert all or part of the Subscription Amount at any time until the Maturity Date. On conversion the note will convert into that number of Shares which, when multiplied by the issue price of \$0.27 per Share, equals the outstanding Subscription Amount. Accordingly, the maximum number of Shares into which the convertible note can convert is 37,037,037 Shares.

The effect of the issue of the Convertible Note on the capital structure of the Company if all 37,037,037 Shares are issued is summarised in the table set out on page 16 below of this Explanatory Memorandum. The effect of the issue of the Convertible Note on Mr Guo's voting power is summarised in the table set out on page 17 below of the Explanatory Memorandum.

Impact of Issuing Convertible Note on voting power

Resolution 9 seeks Shareholder ratification of the issue of Equity Securities in the Company.

On a fully diluted basis, the issue of the Convertible Note had an impact on the fully diluted voting power of Shareholders who have 5% or more of the voting power on a fully diluted basis.

The impact, summarised in the table below, is based on information available to the Company via disclosure of director interest notifications (Appendix 3Ys), its list of Top 20 shareholders as at the date of this Notice and the substantial Shareholder notices that have been lodged with the Company.

On an undiluted basis, Resolution 9 had no impact on voting power.

Voting power on a fully diluted basis (i.e. assuming conversion of all Options and Convertible Notes)

	Before		After	
	No. of Equity Securities	% of voting power	No. of Equity Securities	% of voting power
Mr YanChao Guo	90,701,035	11.38%	127,738,072	15.32%
Ms Zhenzhu (Carol) Zhang (a director of the Company)	106,354,474	13.35%	106,354,474	12.76%

	Before		After	
	No. of Equity Securities	% of voting power	No. of Equity Securities	% of voting power
Mr Shengqiang (Sean) Zhou (a director of the Company)	94,289,873	11.83%	94,289,873	11.31%
Mr Ruogu Ma and Brook Valley Pty Ltd (a substantial shareholder of the Company)	62,472,855	7.84%	62,472,855	7.49%
Mr Bruce McInnes (a director of the Company)	54,350,918	6.82%	54,350,918	6.52%
Real Australia Pty Ltd (associated with Mr Malcolm Smith) (a substantial shareholder of the Company)	50,575,000	6.35%	50,575,000	6.07%
Mr Christopher Kuznetsoff (a substantial shareholder of the Company)	41,070,128	5.16%	41,070,128	4.93%

Impact of Resolution on capital structure

Resolution 9 seeks Shareholder ratification for the issue of securities in the Company. The issue of the Convertible Note had an impact on the capital structure of the Company. This impact is summarised in the table below.

Shares	Number	Percentage of Shares on a fully diluted basis
Total Shares on issue at the date of the Notice	642,014,063	77.00%
Total Shares that would be issued on conversion of all Options on issue at the date of the Notice	116,253,904	13.94%
Maximum number of Shares that will be issued upon conversion of Convertible Notes (excluding interest) on issue as at the date of the Notice and approved by Shareholders	38,492,063	4.62%
Maximum number of Shares that would be issued upon conversion of Convertible Note (excluding interest) (Resolution 9)	37,037,037	4.44%
Maximum number of Shares that would be issued upon conversion of all Convertible Notes	75,529,100	9.06%
Total	833,797,067	100.00%

The following information is provided to Shareholders in relation to Resolution 9 for the purposes of Listing Rule 7.5:

The number of securities issued	The Convertible Note is convertible into a maximum of 37,037,037 Shares.
The price at which the securities were issued	\$10,000,000 face value.
The terms of the securities	The key terms of the Convertible Note are set out above on page 16 of the Explanatory Memorandum. Any Shares allotted and issued on conversion of the Convertible Note will rank equally in all respects with the existing Shares on issue.
The name of the persons to whom the Company issued the securities or the basis on which those persons were determined	YanChao Guo, a substantial shareholder of the Company.
The use (or intended use) of the funds raised	The proceeds of the issue of the Convertible Note were, and are being, applied to exploration of the Company's Marymia Gold Project and working capital.

Recommendation

The Board unanimously recommends that Shareholders **vote in favour** of the approval of Resolution 9.

3.8. Resolution 10 – Approval of 10% Placement Facility

Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital on issue 12 months before the issue date or date of agreement to issue through placements over a 12-month period after the annual general meeting at which a resolution for the purposes of Listing Rule 7.1A is passed by special resolution (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A.

The Company is seeking Shareholders' approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility in addition to its 15% placement

capacity under ASX Listing Rule 7.1. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. Further information is set out below in the Notice.

The effect of Resolution 10 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period (as defined below) without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolution 10 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Description of ASX Listing Rule 7.1A

(a) Shareholder Approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. At the date of the Notice, the Company has quoted Shares and Options on issue.

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement to issue:

- (i) plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- (iii) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4. This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without shareholder approval;
- (iv) less the number of fully paid ordinary securities cancelled in the 12 months.

Note that **A** has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under the ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4.

Number of Equity Securities on Issue

At the date of the Notice, the Company has 642,014,063 quoted Shares and 16,253, 904 quoted Options on issue.

Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average market price (**VWAP**) of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (b) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires the earlier to occur of:

- (a) the date that is 12 months after the date of the annual general meeting at which approval is obtained; or
- (b) the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), (**10% Placement Period**).

Specific Information required by ASX Listing Rule 7.3A

In accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the approval of the 10% Placement Facility:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the relevant class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 10 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted as shown in the below table (in the case of options, only if the options are exercised). There is a risk that:

- (i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

- (c) Table 4 below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table 4

			Variables		
			50% decrease in Issue Price	Issue Price	100% Increase in Issue Price
Issue price examples			\$0.095	\$0.19	\$0.38
Variable 'A' in ASX Listing Rule 7.1A.2	Number of Shares examples				
Current Variable A	632,505,024	10% Voting Dilution	63,250,502	63,250,502	63,250,502
		Funds raised	\$6,008,798	\$12,017,595	\$24,035,191
50% increase in Current Variable A	948,757,536	10% Voting Dilution	94,875,754	94,875,754	94,875,754
		Funds raised	\$9,013,197	\$18,026,393	\$36,052,786
100% increase in Current Variable A	1,265,010,048	10% Voting Dilution	126,501,005	126,501,005	126,501,005
		Funds raised	\$12,017,595	\$24,035,191	\$48,070,382

(d) The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options (including any Options issued under the 10% Placement Facility) are exercised before the date of the issue of the Equity Securities;
- (iii) No convertible notes are converted before the date of the issue of the Equity Securities;
- (iv) The 10% voting dilution reflects the aggregate percentage dilution against Variable "A" at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (vi) The table shows only the effect of issues of Equity Securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
- (vii) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes options, it is assumed that those options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (viii) The issue price is 19 cents (\$0.19), being the closing price of the Shares on the ASX on 17 October 2019.

(di) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 10 for the issue of the Equity Securities will cease to be valid on earlier of the date that is 12 months after the date of the annual general meeting or the date that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

(dii) The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to allocate the funds towards additional working capital.

(diii) The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon the issue of any Equity Securities. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

(div) The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, a pro rata rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (i) The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or Associates of a related party of the Company.
- (j) Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be vendors of the new assets or investments.
- (k) The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at the Company's Annual General Meeting held 30 November 2018.
- (l) As required to be disclosed under Listing Rule 7.3A.6(a), Equity Securities issued during the 12 months preceding the date of the Meeting are below in Table 5, Table 6 and Table 7.

Table 5

	Shares	Options	Convertible Notes	Fully diluted Equity Securities
	Number	Number	Number	Number
Equity Securities on issue 12 months prior to the date of the Notice	585,867,703	16,253,904	44,047,618	646,169,225
Equity Securities expired during the 12 months prior to the date of the Notice	-	-	-	-
Equity Securities exercised during the 12 months prior to the date of the Notice	5,555,555	-	(5,555,555)	-
Equity Securities issued during the 12 months prior to the date of the Notice	50,590,805	100,000,000	37,037,037	187,627,842
	56,146,360	100,000,000	31,481,482	187,627,842
Total	642,014,063	116,253,904	75,529,100	833,797,067
Dilution	9.58%	615.24%	71.47%	29.04%

Table 6

	Issue Price per Equity Security	Shares	Options	Convertible Notes
	Cents			
The number of Equity Securities issued		56,146,360	100,000,000	37,037,037
The class of Equity Securities issued, and a summary of the terms of that class		Ordinary fully paid shares ranking pari-passu with all existing Shares on issue	Performance Options ¹	Face value totals \$10,000,000. Convertible at \$0.27 for each Share. Interest is 12% per annum. Payable at maturity (4 February 2021)
The names of the persons to whom the entity issued the securities or the basis on which those persons were determined				
Issue Plan Shares and provide to Mr Shengqiang (Sean) Zhou (a Director of the Company). Approved by Shareholders at a meeting held 31 May 2019.	18.0	30,000,000	-	-
Issue of Shares to shareholders of Dampier Gold Limited who accepted the off-market takeover bid made by the Company pursuant to the Replacement Bidder's Statement lodged with the ASX on 15 October 2018 (as supplemented and varied).	9.88	11,081,766	-	-
Issue of Shares to Lodestar Mining Limited for payment of option fees to farm into Lodestar Mining Limited's Ned's Creek tenements. Share issue is proposed to be ratified by Shareholders' approving Resolution 3 of this Notice.	17.0	1,470,588	-	-
	17.5	1,142,857	-	-

¹ Performance Options

Number	+Class	Exercise Price per Share	Expiry Date (period from issue date)
		Cents	
12,500,000	Category A	25.0	Three (3) years
12,500,000	Category B	25.0	
25,000,000	Category C	30.0	Five (5) years
12,500,000	Category D	35.0	
12,500,000	Category E	50.0	
25,000,000	Category F	60.0	
100,000,000			
The Options are also subject to various performance hurdles, as disclosed in the Company's Notice of General Meeting dated 30 April 2019.			

	Issue Price per Equity Security	Shares	Options	Convertible Notes
	Cents			
Issue of Shares to MOU Holdings Pty Ltd to re-pay a convertible note with \$1,000,000 principal, approved on 30 November 2017 by the Shareholders. Share issue for repayment of interest is proposed to be ratified by Shareholders' approving Resolution 4 of this Notice.	18.0	6,894,516	-	-
Issue of Shares to Clynk Pty Ltd in lieu of a component of Mr Clynk's remuneration as the Company's Head of Strategy and Planning. Share issue is proposed to be ratified by Shareholders' approving Resolution 5 of this Notice.	14.0	140,000	-	-
Issue of Shares to AU Holding Company Limited for exploration of the Company's Marymia Gold Project. Share issue is proposed to be ratified by Shareholders' approving Resolution 6 of this Notice.	17.0	1,764,706	-	-
Issue of Shares to Ms Xi Liu in lieu of a component of Ms Liu's remuneration as the Company's employee. Share issue is proposed to be ratified by Shareholders' approving Resolution 7 of this Notice.	17.0	386,187	-	-
Issue of Shares to Mr Yi Luan for services delivered in accordance with a fund-raising mandate dated 10 October 2018. Share issue is proposed to be ratified by Shareholders' approving Resolution 8 of this Notice.	19.5	3,265,740	-	-
Issuing 100,000,000 Performance Options as part of remuneration to the Company's directors, as approved at the Company's general meeting held on 31 May 2019.			100,000,000	
Issue of a convertible note to an unrelated, substantial shareholder of the Company, Mr YanChao Guo. Convertible Note issue is proposed to be ratified by Shareholders' approving Resolution 9 of this Notice.	\$10,000,000 face value.	-	-	37,037,037
Total		56,146,360	100,000,000	37,037,037

Table 7

	Number	Issue Price	Closing Market Price	Premium
		Cents	Cents	Cents
Shares				
	30,000,000	18.00	8.00	10.00
	9,792,782	9.88	8.30	1.58
	119,285	9.88	8.30	1.58
	103,143	9.88	8.00	1.88
	596,936	9.88	7.50	2.38
	469,620	9.88	7.50	2.38
	11,081,766			
	1,470,588	17.00	7.60	9.40
	1,142,857	17.50	9.00	8.50
	6,894,516	18.00	9.00	9.00
	140,000	14.00	9.00	5.00
	882,353	17.00	9.00	8.00
	882,353	17.00	7.90	9.10
	1,764,706			
	386,187	17.00	7.90	9.10
	3,265,740	19.50	7.90	11.60
	56,146,360			
Options				
	100,000,000	0.00	Not applicable	Not applicable
	100,000,000			
Convertible Notes				
	37,037,037	\$10,000,000	Not applicable	Not applicable
	37,037,037			

Table 8

If the issue was for cash: the total cash consideration, the amount of cash that has been spent, and on what is the intended use for the remaining amount of cash (if any)		Equity Securities	\$000
		Convertible Notes	10,000
	Total cash consideration		10,000
	Less: Net cash expenditure		(8,510)
	Remaining cash (at 30 June 2019)		1,490
If the issue was for non-cash consideration: the non-cash consideration that was paid and the current value of that non-cash consideration		Shares	9,208
	Total non-cash consideration		9,208
	Current value of non-cash consideration (at 30 June 2019)		7,120

- (m) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Recommendation

The Board unanimously recommends that Shareholders **vote in favour** of Resolution 10.

3.9. Resolutions 11 and 12 – Change of the Company's Auditor

Background

Ernst & Young has been the Company's auditor since the Company's 2009 annual general meeting. The Directors are of the view that:

- (a) this is a sufficient period of time to retain an auditor and consider that a change in the provider of external audit services is appropriate after 10 years; and
- (b) After the Company's management assessed the Company's cost of auditing services, for commercial reasons the Company should change its Auditor.

The approval of both Resolutions 11 and 12 is necessary for the change of auditor to be made.

Removal of Auditor

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which notice of intention to move the resolution has been given, at least 2 months before the meeting.

If a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

On 17 October 2019, the Company received a notice of intention made pursuant to section 329(1A) of the Corporations Act in respect of removing Ernst & Young as the Company's auditor and a request that a general meeting of the Company be held to move a resolution to that effect.

Accordingly, Resolution 11 is an ordinary resolution seeking the removal of Ernst & Young as the auditor of the Company.

In accordance with section 329(2) Corporations Act, the Company has sent a copy of the notice to Ernst & Young and the ASIC.

Appointment of Auditor

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

Resolution 12 is a special resolution seeking the appointment of RSM Australia Pty Ltd as the new auditor of the Company. As required by the Corporations Act, a nomination for RSM Australia Pty Ltd to be appointed as the auditor of the Company has been received from a member. As required by section 328B(3) of the Corporations Act, a copy of the form for the nomination of RSM Australia Pty Ltd as the Company's auditors is attached as Annexure A.

RSM Australia Pty Ltd has given its written consent to act as the Company's auditor in accordance

with section 328A(1) of the Corporations Act, subject to Shareholder approval of this Resolution.

Resolution 12 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

If Resolutions 11 and 12 are passed, the appointment of RSM Australia Pty Ltd as the Company's auditor will take effect at the close of this Meeting. Resolution 12 is subject to the passing of Resolution 11.

Recommendation

The Board unanimously recommends that Shareholders **vote in favour** of Resolutions 11 and 12.

4. Glossary

\$ means Australian dollars.

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

AEDT means Australian Eastern Standard Daylight Saving time.

ASIC means Australian Securities & Investments Commission.

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

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

ASX Listing Rules means the official listing rules of the ASX, as amended from time to time.

Board means the board of Directors of the Company.

Cents means Australian cents.

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

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

Company means Vango Mining Limited ABN 108 737 711.

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

Consolidated Entity means the Company together with all the entities it is required, by the accounting standards, to include in consolidated financial statements.

Corporations Act means *Corporations Act 2001* (Cth), as amended.

Directors means the directors of the Company.

Equity Securities has the same meaning as defined in the ASX Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

GST means GST as defined in A New Tax System (Goods and Services Tax) Act 1999 (Cth) as amended (GST Act or any replacement or any other relevant legislation and regulations;

Key Management Personnel has the meaning given

to that term in the Accounting Standards authority and responsibility for planning, directing and controlling the activities of the Consolidated Entity, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Listing Rules means the ASX Listing Rules.

Meeting means the Annual General Meeting convened by the Notice.

Notice means this notice of Annual General Meeting.

Option means an option issued by the Company providing the holder with the right to exercise one Option for one Share, paying the Company the exercise price per Share and being issued one Share for each Option exercised. **Options** has a corresponding meaning.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution contained in the Notice.

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

Share means one fully paid ordinary shares in the issued capital of the Company. **Shares** has a corresponding meaning.

Shareholder means a member of the Company from time to time. **Shareholders** has a corresponding meaning.

Sophisticated and Professional Investors means institutional shareholders who fall within the definitions of "sophisticated investor" and/or "professional investor" under sections 707(8) and 708(11) of the Corporations Act determined by the Company in conjunction with its financial advisor.

Appendix A

18 October 2019

Directors
Vango Mining Limited
Level 35 Tower 1
Barangaroo International Tower
100 Barangaroo Avenue
Sydney New South Wales 2000

Dear Sirs,

I, Mr Shengqiang ZHOU, 16 Fairwater Drive Breakfast Point NSW 2137, being a shareholder of Vango Mining Limited ABN 68 108 737 711 (**the Company**), hereby nominate, pursuant to section 328B(3) of the *Corporations Act 2001* (Cth), RSM Australia Pty Ltd for appointment as Auditor of the Company at the upcoming Annual General Meeting of the Company or any adjournment thereof.

I request that the Company send a copy of this nomination to:

- (a) Ernst & Young;
- (b) RSM Australia Pty Ltd; and
- (c) All persons entitled to receive a notice of general meetings of the Company

Yours sincerely,



Shengqiang ZHOU

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 AEDT on Wednesday, 27 November 2019.**

TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/vanagm2019>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

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 AEDT on Wednesday, 27 November 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

💻 **Online** <https://www.votingonline.com.au/vanagm2019>

📠 **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 Annual General Meeting of the Company to be held at **Level 35 Tower 1, Barangaroo International Tower, 100 Barangaroo Avenue, Sydney NSW 2000 on Friday, 29 November 2019 at 10.00am AEDT** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

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*			FOR	AGAINST	ABSTAIN*
Res 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 7	Ratification of prior issue of Shares to Ms Xi Liu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Re-election of Director – Bruce McInnes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8	Ratification of prior issue of Shares to Mr Yi Luan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Ratification of prior issues of Shares to Lodestar Minerals Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Ratification of prior issue of a Convertible Notes to Mr YanChao Guo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Ratification of prior issue of Shares to MOU Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Ratification of prior issue of Shares to Clynk Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Removal of Ernst & Young as the Company's Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Ratification of prior issue of Shares to AU Holding Company Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 12	Appointment of RSM Australia Pty Ltd as the Company's Auditor	<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 / / 2019