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**ABN 91 124 752 745**

17 September 2020

Dear Shareholders,

### **GENERAL MEETING – NOTICE AND PROXY FORM**

The shareholder meeting is scheduled to be held in Brisbane on 22 October 2020 at 10.00am (AEST) (**Meeting**). However, depending on the status of the evolving COVID-19 situation and Government restrictions on public gatherings in place at the time of the Meeting, the Directors may make a decision prior to the Meeting that Shareholders will not be able to attend the Meeting in person.

Whilst GBM Resources Limited intends to proceed with the Meeting as proposed, it advises that:

- (a) Directors, other than the Chairman and Managing Director, will not be in physical attendance, and will instead be available via telephone as required;
- (b) no presentation or other update on the Company's operations will be provided; and
- (c) questions on the Company's activities may be directed at any time to the Chairman, who will endeavour to respond directly to shareholder questions in a prompt manner.

Accordingly, the Directors **strongly encourage all shareholders to lodge a directed proxy form prior to the Meeting and appoint the Chair as proxy.**

In accordance with subsection 5(f) of the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020, the Company will not be dispatching physical copies of the Notice of Meeting (**Notice**). Instead, a copy of the Notice will be available under the "ASX announcements" section of the Company's website at <http://www.gbmr.com.au/asx-announcements/>.

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience.

The Australian government is implementing a wide range of measures to contain or delay the spread of COVID-19. If it becomes necessary or appropriate to make alternative arrangements to those set out in the Company's Notice of Meeting, the Company will notify Shareholders accordingly via the Company's website at [www.gbmr.com.au](http://www.gbmr.com.au) and the ASX Company's Announcement Platform at asx.com.au (ASX:GBZ). Any Shareholders who plan to physically attend the Meeting should closely monitor these platforms for any updates from by the Company in regard to attending the Meeting in person and alternative arrangements.

If Shareholders do not attend the Meeting in person, they will be able to participate by:

- (a) voting their Shares prior to the Meeting by lodging the enclosed proxy form attached to the Notice by no later than 10.00am (AEST) on 20 October 2020; and

- (b) lodging questions in advance of the meeting by emailing the questions to the Chairman [reception@gbmex.com.au](mailto:reception@gbmex.com.au) by no later than 15 October 2020.

If the Company puts in place teleconference or online meeting facilities, detailed instructions on how to access such facilities, will be made available to Shareholders on the Company's website at [www.gbmr.com.au](http://www.gbmr.com.au) and the ASX Company's Announcement Platform at [asx.com.au](http://asx.com.au) (ASX: GBZ) prior to the Meeting.

Sincerely,

A handwritten signature in black ink, appearing to be 'Peter Mullens', with a long horizontal stroke extending to the right.

**Peter Mullens**  
Executive Chairman

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**GBM RESOURCES LIMITED**

**ACN 124 752 745**

**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 10.00am (AEST)

**DATE:** Thursday 22 October 2020

**PLACE:** Sofitel Brisbane Central, 249 Turbot Street, Brisbane, Queensland 4000

*The business of the Meeting affects your shareholding and your vote is important.*

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10.00am (AEST) on 20 October 2020.*

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES UNDER PLACEMENT – TRANCHE 1 (LISTING RULE 7.1A)

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 28,143,225 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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.

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#### 2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS UNDER PLACEMENT – TRANCHE 1 (LISTING RULE 7.1)

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 12,008,692 Shares and 20,075,963 Options on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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.

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3. **RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS UNDER PLACEMENT – TRANCHE 2 (LISTING RULE 7.1)**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,255,454 Shares and 3,127,727 Options on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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.

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4. **RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES IN LIEU OF PAYMENT OF SERVICES – CONSULTANCY SHARES**

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 492,613 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely Global Ore Discovery Pty Ltd ATF Global Ore Discovery Trust (ACN 105 383 211) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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.

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5. **RESOLUTION 5 – APPROVAL TO ISSUE SHARES – NEW PLACEMENT**

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

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*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 40,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution 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 (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (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.

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**Dated: 17 September 2020**

**By order of the Board**



**Peter Rohner**  
**Director**

## **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

## **Voting in person**

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To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but representatives from the Company will need to verify your identity.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9316 9100.***

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. RESOLUTIONS 1 TO 3 – RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS UNDER THE PLACEMENT - LISTING RULES 7.1 AND 7.1A

#### 1.1 General

On 2 July 2020, the Company announced its intentions to complete a \$2.58 million share placement (**Placement**) after receiving strong demand for securities from investors in Europe, North America and Australia that were not eligible to participate in the Company's recent entitlement offer announced on 22 May 2020 (**Entitlement Offer**) and the Company's shortfall offer as announced on 2 July 2020 (**Shortfall Offer**).

The Company offered up to 46,905,429 Shares (**Placement Shares**) and 23,452,714 Options (**Placement Options**) under the Placement (together, **Placement Securities**). The Placement Securities were offered on the same terms as the securities issued under the Company's Entitlement Offer, being \$0.055 per Placement Share with one (1) free attaching Placement Option (exercisable at \$0.11 and expiring at 5pm (WST) on or about 6 July 2023) for every two (2) Placement Shares subscribed and issued. The terms and conditions of the Placement Options are set out in Schedule 1.

#### 1.2 Issue of Placement Securities – Tranches 1 and 2

A total of 46,407,371 Placement Shares and 23,203,690 Placement Options were issued under the Placement in two tranches:

##### (a) *Tranche 1*

On 10 July 2020, the Company issued the first tranche of Placement Securities comprising 40,151,917 Placement Shares and 20,075,963 Placement Options, to participants of the Placement (**Tranche 1**). The Tranche 1 Placement Securities were issued as follows:

- (i) 12,008,692 Placement Shares and 20,075,963 Placement Options were issued pursuant to the Company's security placement capacity under Listing Rule 7.1 (being the subject of Resolution 2); and
- (ii) 28,143,225 Placement Shares were issued pursuant to the Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 25 November 2019 (being the subject of Resolution 1).

The Tranche 1 issue raised approximately \$2.2 million before costs, which will be used to accelerate development and exploration activities across the Company's project portfolio.

##### (b) *Tranche 2*

On 15 July 2020, the Company announced the completion of the Placement and the issue of the final tranche of Placement Securities

comprising 6,255,454 Placement Shares and 3,127,727 Placement Options to participants of the Placement (**Tranche 2**).

The 6,255,454 Placement Shares and 3,127,727 Placement Options were both issued pursuant to the Company's security placement capacity under Listing Rule 7.1 (being the subject of Resolution 3).

The Tranche 2 issue raised approximately \$344,000 before costs, which will be used to accelerate development and exploration activities across Company's project portfolio.

### 1.3 Lead Manager to Placement

The Company entered into a lead manager mandate with Henslow Pty Ltd (ACN 605 393 137) (AFSL No. 483168) (**Henslow**) (an unrelated party of the Company) pursuant to which Henslow agreed to act as the Company's corporate advisor and lead manager to the Entitlement Offer (including the Shortfall Offer made by the Company) (**Lead Manager Mandate**). Henslow also acted as lead manager to the Placement. The Company has paid Henslow a management fee and commission fee of \$122,192 for services provided in respect of the Entitlement Offer.

The material terms and conditions of the Lead Manager Mandate are as follows:

(a) **Term**

Henslow's engagement is effective from 24 April 2020 for a minimum of 12 months (**Initial Term**). At the end of the Initial Term, Henslow's engagement will be extended on a monthly basis unless otherwise terminated by either party pursuant to the terms of the Lead Manager Mandate.

(b) **Advisor Retainer**

A monthly retainer of \$7,500 (plus GST) is payable on the execution of the Lead Manager Mandate and for an initial period of three months (**Initial Period**) (**Advisor Retainer**). Following the Initial Period, the Advisor Retainer will continue indefinitely on a month by month basis subject to commencement of the Broker Retainer (defined below).

(c) **Broker Retainer**

If \$2,500,000 is raised under the Entitlement Offer, Henslow will be retained by the Company as a corporate advisor/broker for a fixed monthly retainer fee of \$10,000 following completion of the Entitlement Offer for an initial period of six months (**Post Offer Period**) (**Broker Retainer**). After the Post Offer Period, the Broker Retainer will continue indefinitely on a month by month basis.

(d) **Management Fee**

The Company agreed to pay Henslow a fee equivalent to 2% of the aggregate value of the amount raised under the Entitlement Offer by Henslow.

(e) **Commission Fee**

The Company agreed to pay Henslow a fee equivalent to 4% of the aggregate value of the amount raised under the Entitlement Offer by Henslow.

(f) **Expenses**

The Company agreed to reimburse Henslow for any out of pocket costs and expenses reasonably incurred by Henslow under the Lead Manager Mandate (**Costs**). The consent of the Company must be obtained before Henslow incurs any individual Cost in excess of \$1,000 during the course of its duties.

(g) **First Right of Refusal**

Henslow will have a first right of refusal to act as corporate advisor and lead manager to the Company on any future raise or other corporate transactions on standard terms to be agreed between the parties.

(h) **Termination**

The engagement may be terminated on one (1) months written notice by either party.

The Lead Manager Mandate also contains such other terms as are considered standard for an agreement of this nature (including, confidentiality provisions and representations and warranties).

#### 1.4 **Listing Rules 7.1 and 7.1A**

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 12 month period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained approval to increase its limit to 25% at the annual general meeting held on 25 November 2019.

The issue of Placement Securities does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Placement Securities.

#### 1.5 **Listing Rule 7.4**

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of all Placement Securities.

Resolutions 1, 2 and 3 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Securities

#### **1.6 Technical information required by Listing Rule 14.1A**

If Resolutions 1, 2 and 3 are passed, the Placement Securities will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Securities.

If Resolutions 1, 2 and 3 are not passed, the Placement Securities will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Securities.

#### **1.7 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 1, 2 and 3:

- (a) the Placement Securities were issued to professional and sophisticated investors based in Europe, North America and Australia (that were not eligible to participate in the Entitlement Offer or Shortfall Offer), who are clients of Henslow. The recipients were identified through a bookbuild process, which involved Henslow seeking expressions of interest to participate in the Placement from non-related parties of the Company. None of the recipients are related parties of the Company;
- (b) The Placement Securities (a total of 46,407,371 Placement Shares and 23,203,690 Placement Options) were issued on the following basis:
  - (i) Tranche 1 - 28,143,225 Placement Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 1);
  - (ii) Tranche 1 - 12,008,692 Placement Shares and 20,075,963 Placement Options issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 2); and
  - (iii) Tranche 2 - 6,255,454 Placement Shares and 3,127,727 Placement Options issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 3);
- (c) the Placement Shares issued to participants in the Placement were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Options issued to participants in the Placement were issued on the terms and conditions set out in Schedule 1;

- (e) the Placement Securities were issued as follows:
  - (i) Resolution 1: Tranche 1 - Placement Shares under Listing Rule 7.1A on 10 July 2020;
  - (ii) Resolution 2: Tranche 1 Placement Securities under Listing Rule 7.1 on 10 July 2020; and
  - (iii) Resolution 3: Tranche 2 – Placement Securities under Listing Rule 7.1 on 15 July 2020;
- (f) the issue price per Placement Share was \$0.055 and the issue price of the Placement Options was nil as they were issued free attaching with the Placement Shares on a one (1) for two (2) basis. The Company has not and will not receive any other consideration for the issue of the Placement Securities (other than on the exercise of the Placement Options);
- (g) the purpose of the issue of the Placement Securities was to raise approximately \$2,580,000 (before costs) which will be applied towards accelerating development and exploration activities across the Company's project portfolio;
- (h) the Placement Securities were not issued under an agreement; and
- (i) a voting exclusion statement is included in Resolutions 1, 2 and 3 of the Notice.

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## 2. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES IN LIEU OF PAYMENT OF SERVICES – CONSULTANCY SHARES

### 2.1 General

On 11 August 2020, the Company issued 492,613 Shares in lieu of payment for consulting services provided by Global Ore Discovery Pty Ltd (**Consultancy Shares**) under a consultancy agreement entered into between the Company and Global Ore Discovery Pty Ltd ATF Global Ore Discovery Trust (ACN 105 383 211) (**Global Ore**) (**Consultancy Agreement**).

Pursuant to the Consultancy Agreement Global Ore agreed to provide consultancy services to the Company (including corporate strategic advisory, marketing, business development services and technical advisory services) for a period of 12 months (unless terminated earlier or extended). Global Ore has appointed Mr Stephen Nano as its nominated person to perform the services under the Consultancy Agreement.

Refer to Schedule 2 for a summary of the key terms and conditions of the Consultancy Agreement.

### 2.2 Listing Rules 7.1 and 7.1A

As summarised in Section 1.4 above, 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 12 month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this

15% limit by an extra 10% to 25%. The Company obtained approval to increase its limit to 25% at the annual general meeting held on 25 November 2019.

The issue of the Consultancy Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Consultancy Shares.

### **2.3 Listing Rule 7.4**

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Consultancy Shares.

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Consultancy Shares.

### **2.4 Technical information required by Listing Rule 14.1A**

If Resolution 4 is passed, the Consultancy Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Consultancy Shares.

If Resolution 4 is not passed, the Consultancy Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Consultancy Shares.

### **2.5 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 4:

- (a) the Consultancy Shares were issued to Global Ore, who is not a related party of the Company;
- (b) 492,613 Consultancy Shares were issued and the Consultancy Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the Consultancy Shares were issued on 11 August 2020;
- (d) the Consultancy Shares were issued at a nil issue price, in consideration for consulting services provided by Global Ore to the Company. The

Company has not and will not receive any other consideration for the issue of the Consultancy Shares;

- (e) the purpose of the issue of the Consultancy Shares was to satisfy the Company's obligation under the Consultancy Agreement;
- (f) the Consultancy Shares were issued to Global Ore under the Consultancy Agreement. A summary of the material terms of the Consultancy Agreement is set out in Schedule 2; and
- (g) a voting exclusion statement is included in Resolution 4 of the Notice.

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### **3. RESOLUTION 5 – APPROVAL TO ISSUE SHARES – NEW PLACEMENT**

#### **3.1 General**

The Company is proposing to issue up to 40,000,000 Shares at an issue price of a minimum of 80% of the 30 day VWAP per New Placement Shares (**New Placement Shares**).

The Company has engaged the services of Henslow Pty Ltd (ACN 605 393 137) (**Lead Manager**), (Holder of AFSL No. 483168), to manage the issue of the New Placement Shares. The Company will pay Henslow a fee of 6% (exclusive GST) on the amount raised under the issue of the New Placement Shares.

As summarised in Section 1.4 above, 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 proposed issue of the New Placement Shares 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.

#### **3.2 Technical information required by Listing Rule 14.1A**

If Resolution 5 is passed, the Company will be able to proceed with the issue of the New Placement Shares. In addition, the issue of the New Placement Shares 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 5 is not passed, the Company will not be able to proceed with the issue of the New Placement Shares. The Company will need to delay the issue until a later date (i.e. GBM's AGM in November 2020) at which the Company's security placement capacity is refreshed.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the New Placement Shares.

#### **3.3 Technical information required by Listing Rule 7.1**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the New Placement Shares will be issued to professional and sophisticated investors who are clients of Henslow. The recipients will be identified through a bookbuild process, which will involve Henslow seeking expressions of interest to participate in the capital raising from

non-related parties of the Company. None of the recipients will be related parties of the Company.

- (b) the maximum number of New Placement Shares to be issued is 40,000,000. The New Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) the New Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the New Placement Shares will occur on the same date;
- (d) the issue price of the New Placement Shares will be at a minimum of 80% of the 30 day VWAP per New Placement Shares. The Company will not receive any other consideration for the issue of the New Placement Shares;
- (e) the purpose of the issue of the New Placement Shares is to raise capital, which the Company intends to apply towards accelerating exploration programs at the Mt Coolon Gold Project and assessment of potential project acquisition and project generation activities. Refer to Section 3.4 for further details on the use of funds;
- (f) the New Placement Shares are not being issued under an agreement;
- (g) the New Placement Shares are not being issued under, or to fund, a reverse takeover; and
- (h) a voting exclusion statement is included in Resolution 5 of the Notice.

### 3.4 Use of Funds

To calculate the potential funds that could be raised by the issue of the New Placement Shares, the table below uses values of \$0.196, \$0.130 and \$0.065 being the volume weighted average price for Shares on the 30 days on which sales in Shares were recorded up to close of trading on 7 September 2020, and the volume weighted prices which are 50% higher and 50% lower than that price. To calculate the potential funds that could be raised under this Resolution, discounted figures of \$0.157, \$0.104 and \$0.052, have been used, being an issue price, which is a minimum of 80% of the volume weighted average prices (i.e. maximum discount) set out below.

VWAP	VWAP Discount (80% of VWAP)	Indicative Funds Raised
\$0.196	\$0.157	\$6,280,000
\$0.130	\$0.104	\$4,160,000
\$0.065	\$0.052	\$2,080,000

The table below sets out the Company's intended use of funds raised by the issue of the New Placement Shares assuming that the Company raises \$4,160,000.

Use of Funds	\$	%
Accelerated exploration programs at Mt Coolon Gold Project	\$3,300,000	79.3%

Assessment of potential project acquisitions and project generation activities*	\$500,000	12.0%
Working capital	\$90,000	2.2%
Costs of the issue	\$270,000	6.5%
<b>Total</b>	<b>\$4,160,000</b>	<b>100.00%</b>

\* As advised in the ASX announcement dated 19 August 2020 the Company has adopted a processing halo consolidation strategy centred around its Mt Coolon Gold Project. The Company intends to use an allocation of funds raised to expand and advance this ongoing assessment work and project acquisition. At the date of this notice there is no specific agreement in respect of project acquisitions.

The above table is a statement of current intentions as of the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

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## GLOSSARY

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**\$** means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Company** means GBM Resources Limited (ACN 124 752 745).

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

**Listing Rules** means the Listing Rules of ASX.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

**Placement** means the placement announced by the Company on 2 July 2020.

**Placement Option** means the Options offered under the Placement with the terms and conditions set out in Schedule 1.

**Placement Securities** means the Placement Options and the Placement Shares as the context requires.

**Placement Share** means the Shares offered under the Placement.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

**VWAP** means the volume weighted average price

**WST** means Western Standard Time as observed in Perth, Western Australia.

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## SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

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(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.11 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) on the date that is three (3) years from the date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time and from time to time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate or as otherwise agreed with the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options. If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations

Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of the holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(m) **Quotation of the Options**

The Company will apply for quotation of the Options, subject to satisfaction of the ASX quotation requirements.

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## SCHEDULE 2 – CONSULTANCY AGREEMENT

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The material terms and conditions of the Consultancy Agreement are as follows:

- (a) **Term:** the term of the Consultancy Agreement is 12 months from 10 January 2020 (**Term**).
- (b) **Specified Person:** Global Ore has appointed Mr Stephen Nano to perform the services to the Company under the Consultancy Agreement.
- (c) **Minimum Consultant Days:** Mr Nano will perform the services for a minimum of 75 days during the Term of the Consultancy Agreement (**Minimum Consultant Days**).
- (d) **Discounted Consultants Rate:** In consideration for services performed, the Company will pay Global Ore a discounted fee of \$1,200 per day for each day worked during the Term (or part thereof for each part day) (being, equivalent to \$150 per hour) following the receipt of a valid invoice at the end of each calendar month.
- (e) **Early Termination Fee:** If the Consultancy Agreement is terminated by the Company for cause during the term and before Global Ore has provided the Consultancy Services for the number of Minimum Consultant Days, Global Ore will charge the Company for services performed in respect of which no sum has previously been charged and the Company will pay Global Ore an early termination fee of \$25,000.
- (f) **Performance Rights:** As consideration for the services to be provided by Global Ore to the Company at a discount and subject to the adoption of a performance rights plan by the Company, the Company has agreed to issue Global Ore, 1,128,000 performance rights in the capital of the Company (**Performance Rights**) under the Company's performance rights plan, which convert into Shares (on a one for one basis) as follows:
  - (i) 564,000 Performance Rights will vest and convert into Shares on 1 July 2020;
  - (ii) 282,000 Performance Rights will vest and convert into Shares on 30 September 2020; and
  - (iii) 282,000 Performance Rights will vest and convert into Shares on 31 December 2020.

If the Consultancy Agreement is terminated prior to the vesting of the Performance Rights and issue of Shares on conversion, then:

- (i) where Global Ore terminates the Agreement for cause, all unvested Performance Rights will be deemed to have automatically vested and the Company will issue the equivalent number of Shares to Global Ore; or
- (ii) where the Company terminates the Agreement without cause, all unvested Performance Rights will be deemed to have vested and the Company will issue the equivalent number of Shares to Global Ore; or
- (iii) where the Company terminates the Agreement for cause, all unvested Performance Rights held by Global Ore will automatically lapse.

(g) **Cash Bonus:** Where the Company enters into a Transaction involving receipt of cash funds by the Company, Mr Stephen Nano (or his nominee) will be entitled to receive bonus remuneration for the provision of consultancy services (**Bonus**) on the following terms:

(i) where the Transaction takes the form of a capital raising, the Bonus will be equal to a percentage of the total gross cash consideration received by the Company from the Buyer, being:

$$[\text{total cash consideration received from Buyer}] \times X\% = \text{Bonus}$$

Where:

- a third party in the capital raising takes fees, X will be 2%; and
- there are no third party fees involved in the capital raising, X will be 3%.

Subject to Shareholder approval, the Bonus will be issued in Shares at a deemed issue price equal to the price of Shares offered under the capital raising and on the same terms and conditions under which the capital raising Transaction was completed, within 20 business days from the later of the date of completion of the capital raising Transaction, or the date shareholder is obtained (or such later date as agreed between the parties). Where Shareholder approval is not obtained, the Bonus will be paid in cash, within 10 business days from the date the Shareholder meeting was held to obtain the approval.

(ii) where the Transaction takes the form of a joint venture or farm-out (or any agreement in similar form or effect) between the Company and the Buyer or an asset sale from the Company to the Buyer, then:

(A) the Bonus will be calculated as 3% of the sum of the total cash payments and in ground spend commitment for the first year of the joint venture; and

(B) subject to Shareholder approval, the Bonus will be issued as Shares at a deemed issue price equal to the 30 day VWAP of Shares prior to the date of completion of the Transaction, within 20 business days of the date of completion of the Transaction (or such other date as agreed between the parties). Where Shareholder approval is not obtained, the Bonus will be paid in cash, within 10 business days from the date the Shareholder meeting was held to obtain the approval.

(h) **Share Bonus:** Where all or part of the consideration to be received by the Company for a Transaction includes the issue of shares or options in the Buyer (**Buyer Securities**), Mr Stephen Nano (or his nominee) will be entitled to receive a portion of the Buyer Securities by way of a bonus remuneration for the provision of the services (**Share Bonus**) on the following terms:

(i) the Company will cause the issue or transfer of the number of Buyer Securities equal to *X% of the total number of Buyer Securities to be received by the Company as consideration*, by the issue or transfer to Mr Stephen Nano (or his nominee) of the required number of Buyer Securities where:

(A) a third party in the capital raising takes fees, X will be 2%;

- (B) there are no third party fees involved in the capital raising, X will be 3%.
  - (ii) if the Company is unable to comply with the above conditions, Mr Stephen Nano (or his nominee) can elect to receive payment of the Share Bonus in cash.
- (i) **Other Bonus:**
- (i) If Mr Stephen Nano materially contributes to the preparation and or delivery of a spin out entity of the Company that is completed during the Term (or during the 12 month period after expiry of the Term (**Extended Bonus Period**)), Mr Stephen Nano (or his nominee) will be entitled to receive an additional bonus in Shares (on terms to be negotiated).
  - (ii) Mr Stephen Nano may also be entitled to receive discretionary bonuses and grants of securities (at the discretion of the Company) in recognition of less tangible deliveries during the Term or Extended Bonus Period.
- (j) **Expenses:** The Company shall reimburse Global Ore for all reasonable expenses incurred by Global Ore in the performance of the services under the Consultancy Agreement.
- (k) **Termination by Global Ore:** Global Ore may terminate the Consultancy Agreement:
- (i) immediately in writing if:
    - (A) any payment to be made by the Company to Global Ore remains unpaid for 60 days;
    - (B) the Company breaches any clause of the Consultancy Agreement and such breach is not remedied within twenty-eight (28) days after the provision of written notice requiring rectification of said breach;
    - (C) the Company suffers an insolvency event;
    - (D) the Company, in the reasonable opinion of Global Ore, requests Global Ore or any of its employees, agents or subcontractors to provide services in an unsafe, unlawful or unprofessional manner; or
    - (E) the Company ceases or threatens to cease conducting its business in the normal manner; and
  - (ii) for any reason before the end of the Term by the giving of 30 days written notice.
- (l) **Termination by Company:** the Company may terminate the Consultancy Agreement:
- (i) Immediately in writing if:
    - (A) Global Ore breaches any clause of the Consultancy Agreement and such breach is not remedied within twenty

eight (28) days after the provision of written notice requiring rectification of said breach;

(B) Global Ore suffers an insolvency event; or

(C) Global Ore ceases or threatens to cease conducting its business in the normal manner; and

(ii) for any reason before the end of the Term by the giving of 30 days written notice.

The Consultancy Agreement contains such other terms as are standard for an agreement of this nature (including, in respect of intellectual property rights, moral rights, confidentiality and non-solicitation provisions).



GBZ  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?

 **Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEST) on Tuesday, 20 October 2020.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of GBM Resources Limited hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of GBM Resources Limited to be held at the Sofitel Brisbane Central, 249 Turbot Street, Brisbane, Queensland on Thursday, 22 October 2020 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

### Step 2 Items of Business

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

	For	Against	Abstain
1 Ratification of Prior Issue of Shares under Placement – Tranche 1 (Listing Rule 7.1A)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Prior Issue of Shares and Options under Placement – Tranche 1 (Listing Rule 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue of Shares and Options under Placement – Tranche 2 (Listing Rule 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue of Shares In Lieu of Payment of Services – Consultancy Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to Issue Shares - New Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

GBZ

999999A



Computershare

