

NEW AGE EXPLORATION LIMITED
ACN 004 749 508
NOTICE OF 2019 ANNUAL GENERAL MEETING

Notice is given that the 2019 Annual General Meeting ("**Meeting**") of New Age Exploration Limited ("**the Company**" or "**NAE**") will be held at the offices of RSM, Level 21, 55 Collins Street, Melbourne VIC 3000 on 12 November 2019 at 10:30am Melbourne time.

Further details in respect of each of the resolutions proposed in this Notice of Annual General Meeting ("**Notice**") are set out in the Explanatory Memorandum ("**Memorandum**") accompanying this Notice. Details of the resolutions contained in the Memorandum should be read together with, and form part of, this Notice.

GENERAL BUSINESS

2019 Annual Financial Statements

To lay before the meeting and consider the Annual Financial Statements of the Company in respect of the year ended 30 June 2019 and comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.

RESOLUTION 1: NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

"That the Company approve the adoption of the Remuneration Report, included in the Directors' Report, for the year ended 30 June 2019."

Voting Exclusion Statement:

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member (referred to herein as **Restricted Voters**).

However, a person (**voter**) may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a Restricted Voter and the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1. The Chair may also exercise undirected proxies if the vote is cast on behalf of a person entitled to vote on Resolution 1 and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of members of the key management personnel of the Company.

Voting Note:

Directors of the Company who are key management personnel whose remuneration details are included in the 2019 Remuneration Report, any other key management personnel whose remuneration details are included in the 2019 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1.

RESOLUTION 2: RE-ELECTION OF MR STEPHEN LAYTON AS A DIRECTOR

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

"That Mr Stephen Layton, who retires by rotation in accordance with the Company's constitution and, being eligible, offer himself for re-election, be re-elected as a Director of the Company."

RESOLUTION 3A: RATIFICATION OF A PRIOR ISSUE OF SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 171,000,000 fully paid ordinary shares at an issue price of \$0.0055 (0.55 cents) per share to unrelated sophisticated, professional and other exempt investors, as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement as set out below in this Notice applies to this Resolution 3A.

RESOLUTION 3B: RATIFICATION OF A PRIOR ISSUE OF SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 6,000,000 fully paid ordinary shares at a deemed issue price of \$0.0055 (0.55 cents) per share to CPS Capital Group Pty Ltd, as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement as set out below in this Notice applies to this Resolution 3B.

Voting Exclusion - Resolutions 3A – 3B

The Company will disregard votes cast in favour of this Resolutions 3A and 3B separately by or on behalf of any person who participated in the issue or any associates of that person in respect of Resolutions 3A and 3B separately.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

RESOLUTION 4: APPROVAL FOR ADOPTION OF INCENTIVE PLAN

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

“That, for the purposes of ASX Listing Rule 7.2 Exception 9(b), and for all other purposes including sections 259B and 260C of the Corporations Act 2001 (Cth), approval is given for the Company to adopt an employee incentive scheme, being the NAE Security Ownership Plan, as described in the Memorandum which accompanied and formed part of this Notice.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a director of the Company (except one who is eligible to participate in any employee incentive scheme in relation to the Company) or any associates of those persons.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Voting Prohibition

Other than as set out below, a vote on this Resolution must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on this Resolution as a proxy if either:

- the Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- the Restricted Voter is the Chair and the written appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 5A: APPROVAL FOR ISSUE OF SECURITIES TO A DIRECTOR – ALAN BROOME

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to an aggregate of 20,000,000 Performance Rights to Alan Broome (and/or his nominee(s)), as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement as set out below in this Notice applies to this Resolution 5A.

RESOLUTION 5B: APPROVAL FOR ISSUE OF SECURITIES TO A DIRECTOR – STEPHEN LAYTON

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to an aggregate of 20,000,000 Performance Rights to Stephen Layton (and/or his nominee(s)), as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement as set out below in this Notice applies to this Resolution 5B.

RESOLUTION 5C: APPROVAL FOR ISSUE OF SECURITIES TO A DIRECTOR – JOSHUA WELLISCH

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to an aggregate of 20,000,000 Performance Rights to Joshua Wellisch (and/or his nominee(s)), as described in the Memorandum which accompanied and formed part of this Notice.”

A voting exclusion statement as set out below in this Notice applies to this Resolution 5C.

Voting Exclusion Statement – Resolutions 5A – 5C

The Company will disregard any votes cast in favour of each of Resolutions 5A to 5C by a person who is to receive securities in relation to the Company or any of their associates in respect of Resolutions 5A to 5C separately.

However, the Company need not disregard a vote if it is cast by:

- a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 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.

Voting Prohibition – Resolutions 5A – 5C

Other than as set out below, a vote on Resolutions 5A to 5C inclusive must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on any or all of Resolutions 5A to 5C inclusive as a proxy if either:

- the Restricted Voter is appointed as a proxy in writing that specifies the way the proxy is to vote on this Resolution; or
- the Restricted Voter is the Chair and the written appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 6: APPROVAL OF PLACEMENT FACILITY

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

“That for the purposes of ASX Listing Rule 7.1A, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under ASX Listing Rule 7.1A.2 at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company’s ordinary shares calculated over the last fifteen (15) days on which trades of the Company’s ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Memorandum which accompanied and formed part of this Notice.”

Voting Note:

If, at the time of the Meeting, the Company:

- is included in the S&P/ASX 300 Index; and/or
- has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of greater than AU\$300 million,

this Resolution will be withdrawn.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by:

- 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 those persons.

However, the Company need not disregard a vote on this Resolution if:

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

RESOLUTION 7: AMENDMENT OF CONSTITUTION

To consider, and if thought fit, pass with or without amendment the following resolution as a **special resolution**:

“That, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the constitution of the Company be amended as set out in Annexure D of the Memorandum which accompanied and formed part of the Notice of Meeting with effect immediately upon the passing of this Resolution.”

Dated: 7 October 2019
By the order of the Board



Adrien Wing
Company Secretary

The accompanying Memorandum and the Proxy and Voting Instructions formed part of this Notice.

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PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged with the Company's share registry not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the meeting as your proxy.

Corporate Representatives

Any corporation which is a member of the Company may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 7:00pm (Melbourne time) on 10 November 2019 are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

How the Chair Will Vote Undirected Proxies

Subject to the restrictions set out below and in the Notice, The Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

Voting Restrictions

The Remuneration Report identifies key management personnel for the year ended 30 June 2019. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Directors of the Company who are key management personnel whose remuneration details are included in the 2019 Remuneration Report, any other key management personnel whose remuneration details are included in the 2019 Remuneration Report, or any of their closely related parties, (**Restricted Voters**) will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1 provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Restricted Voters will also not be able to vote undirected proxies they hold on Resolutions 4 and 5A to 5C inclusive, provided however that the Chair may vote undirected proxies as set out in these Proxy and Voting Instructions.

Special Resolution

Resolutions 6 and 7 are proposed as a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

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NEW AGE EXPLORATION LIMITED

ACN 004 749 508

("the Company")

2019 ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum ("**Memorandum**") accompanies and forms part of the Company's Notice of Annual General Meeting ("**Notice**") for the 2019 Annual General Meeting ("**Meeting**") will be held at the offices of RSM, Level 21, 55 Collins Street, Melbourne VIC 3000 on 12 November 2019 at 10:30am Melbourne time.

The Notice incorporates, and should be read together, with this Memorandum.

BUSINESS

2019 Annual Financial Statements

The Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2019 will be laid before the meeting. Shareholders will have the opportunity to ask questions about, or make comments on, the 2019 Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend, to answer questions about the audit of the Company's 2019 Annual Financial Statements.

The Company's 2019 Annual Financial Statements are set out in the Company's 2019 Annual Report which can be obtained from the Company's website, www.nae.net.au or upon request to Mr Adrien Wing, the Company Secretary, at the office of the Company, Level 17, 500 Collins Street, Melbourne VIC 3000 (telephone (03) 9614 0600).

There is no requirement for these reports to be formally approved by shareholders. No resolution is required to be moved in respect of this item.

Resolution 1: Non-binding Resolution - Remuneration Report

The Company is required pursuant to the Corporations Act 2001 (Cth) ("**the Corporations Act**"), to propose a non-binding resolution regarding the 2019 Remuneration Report, which forms part of the Director's Report in the 2019 Annual Financial Statements. The vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the 2019 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report.

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 (**AGM**) (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution (a **spill resolution**) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must be put up for re-election. The vote on the Remuneration Report contained in the Company's 2018 Annual Financial Statements was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event 25% or more of votes that are cast are against the adoption of the 2019 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2019 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more for the same resolution at the 2020 AGM the consequences are that it may result in the re-election of the Board.

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice. In particular, Directors and other members of the key management personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of those persons must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Resolution 2: Re-election of Mr Stephen Layton as a Director

Resolution 2 is a resolution for the re-election of Mr Stephen Layton as a Director of the Company.

Pursuant to the constitution of the Company, at each AGM one-third of the Directors or, if their number is not a multiple of three (3), then the number nearest to but not more than one-third of Directors must retire from office. The Company has three (3) Directors and therefore one is required to retire.

The Directors to retire by rotation at an AGM are those Directors who have been longest in office since their last election or appointment. Directors elected or appointed on the same day may agree among themselves or determine by lot which of them must retire. All Directors were last elected or re-elected at the 2018 AGM and accordingly have agreed among themselves that Mr Stephen Layton shall retire at the 2019 AGM.

Mr Stephen Layton retires by rotation and, being eligible, offers himself for re-election.

Mr Layton has over 35 years' experience in Equity Capital Markets in the UK and Australia. Starting as a Jobber (market maker) with BZW on the trading floor of the London Stock Exchange from 1980 to 1986, he became a Member of the London Stock Exchange in 1985. Since migrating to Australia in 1986 Mr Layton has worked with various stockbroking firms and/or AFSL regulated Corporate Advisory firms. Having raised capital for many ASX-listed companies, he has a depth of knowledge that only comes from a thorough immersion in the industry. Mr Layton has specialized in capital raising services and opportunities, corporate advisory, facilitation of ASX listings and assisting companies grow.

Mr Layton has held both Principal and Director roles in his advisory career and his professional associations include Master Practitioner Member of the Stockbrokers and Financial Advisors Association – MSAFAA.

Mr Layton is also currently a Non-Executive Director of ASX listed Mithril Resources Limited [ASX:MTH] and Speciality Metals International Limited [ASX:SEI].

The Board (with Mr Stephen Layton abstaining) unanimously support the re-election of Mr Stephen Layton as a Director of the Company.

Resolutions 3A and 3B: Ratification of a prior issue of shares

Resolutions 3A and 3B seek shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of an aggregate of 177,000,000 fully paid ordinary shares on 11 March 2019 comprised of:

- (a) 171,000,000 of the shares were issued at \$0.0055 (0.55 cents) per share to unrelated professional, sophisticated and other investors exempt from the disclosure requirements of Chapter 6D of the Corporations Act who were clients of CPS Capital Group Pty Ltd (**CPS Capital**); and
- (b) 6,000,000 of the shares were issued to CPS Capital (who is unrelated to the Company) at a deemed issue price of \$0.0055 (0.55 cents) per share on account of corporate advisory and capital raising services provided by CPS Capital in connection with the placement of shares to investors set out at (a) above.

An Appendix 3B with respect to the issue of the above shares was announced to ASX on 11 March 2019.

The shares the subject of Resolutions 3 and 4 were issued without shareholder approval under ASX Listing Rules 7.1 and 7.1A. ASX Listing Rule 7.1, subject to ASX Listing Rule 7.1A (among others) provides that a

company must not, subject to specified exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

The Company obtained shareholder approval under ASX Listing Rule 7.1A to issue shares under an additional 10% placement capacity at its 2018 AGM on 28 November 2018.

Of the 177,000,000 shares issued, 105,821,959 shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1 and 71,178,041 shares were issued pursuant to the Company's placement capacity under ASX Listing Rule 7.1A (all of which formed part of the shares the subject of Resolution 3A).

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5 for Resolutions 3A and 3B respectively.

Resolution 3A

- (a) The total number of securities issued was 171,000,000 fully paid ordinary shares.
- (b) The price at which the fully paid ordinary shares were issued was \$0.0055 (0.55 cents) each.
- (c) The fully paid ordinary shares have the same terms and rights as, and rank equally with, the Company's existing listed fully paid ordinary shares.
- (d) The shares were issued to professional, sophisticated and other investors exempt from the disclosure requirements of Chapter 6D of the Corporations Act who were clients of CPS Capital. None of the recipients of the shares the subject of Resolution 3A were related parties of the Company.
- (e) Funds raised from the issue of these shares have been, or will be, used to fund development of the Company's existing projects, to seek new opportunities and otherwise for working capital purposes.
- (f) A voting exclusion is contained in the Notice accompanying this Memorandum.
- (g) The Directors unanimously recommend shareholders vote in favour of this Resolution 3A.

Resolution 3B

- (a) The total number of securities issued was 6,000,000 fully paid ordinary shares.
- (b) No funds were raised from the issue of these shares. The deemed price at which the fully paid ordinary shares were issued was \$0.0055 (0.55 cents) each.
- (c) The fully paid ordinary shares have the same terms and rights as, and rank equally with, the Company's existing listed fully paid ordinary shares.
- (d) The shares were issued to CPS Capital who is unrelated to the Company.
- (e) No funds were raised from the issue of these shares. The shares were issued on account of corporate advisory and capital raising services provided by CPS Capital in connection with the placement of shares to investors the subject of Resolution 3A.

- (f) A voting exclusion is contained in the Notice accompanying this Memorandum.
- (g) The Directors unanimously recommend shareholders vote in favour of this Resolution 3B.

RESOLUTION 4: ADOPTION OF EMPLOYEE INCENTIVE SCHEME

Resolution 4 seeks shareholder approval for adoption of an employee incentive scheme (**Plan**) to enable eligible directors (including executive and non-executive directors of the Company and its subsidiaries), officers, employees and consultants to receive shares, options to acquire shares and/or other securities or interests such as performance rights.

No directors or their associates can or will participate in the Plan or receive any shares, options or other securities or interests such as performance rights unless and until further shareholder approval of specific issues to them is obtained.

The terms of the Plan are summarised as Annexure B.

The objectives of the Plan are to:

- provide participants (eligible persons within the meaning of the Plan) with an additional incentive to work to improve performance of the Company;
- attract and retain eligible persons essential for the continued growth and development of the Company;
- to promote and foster loyalty and support amongst eligible persons for the benefit of the Company; and
- to enhance the relationship between the Company and eligible persons for the long-term mutual benefit of all parties.

Regulation Requirements – ASX Listing Rules Chapter 7

ASX Listing Rule 7.1 requires that shareholder approval is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.2 Exception 9 provides an exception to ASX Listing Rule 7.1 for securities issued under an employee incentive scheme within 3 years of shareholder approval of the scheme. The Company therefore seeks approval of the Plan under ASX Listing Rule 7.2 Exception 9 so that issues of securities under the Plan does not impede the capacity of the Company to issue up to a further 15% of its capital without shareholder approval.

No securities have been issued under the Plan. The Company proposes issuing an aggregate of 26,000,000 Performance Rights under the Plan to unrelated employees and consultants of the Company shortly following the Meeting.

The Company may in future issue additional securities pursuant to the Plan, however the issues noted above are the only immediate issues proposed under the Plan.

Any issue or agreement to issue securities under the Plan will be announced to ASX.

Regulatory Requirements – ASX Listing Rules Chapter 10

ASX Listing Rule 10.14 provides that an entity must not permit a director or an associate of a director to acquire securities under an employee incentive scheme, such as the Plan, without the approval of ordinary shareholders.

No issues of securities under the Plan will be made to directors or their associates unless and until further shareholder approval for that specific issue is obtained. Any additional director (or a nominee or associate) who becomes entitled to participate in the Plan will not participate in the Plan until shareholder approval is obtained under Listing Rule 10.14.

Corporations Act

Approval is also sought through Resolution 4 for the purposes of sections 259B and 260C of the Corporations Act 2001 (Cth).

The Plan provides that the Company may provide financial assistance (in the form of an interest free, limited recourse loan) to participants to fund the acquisition price of shares issued under the Plan, further details of which are set out in summary in Annexure A. Under section 260C(4) of the Corporations Act, a company may financially assist a person to acquire shares if the financial assistance is given under an employee share scheme that is approved by shareholders at a general meeting. Resolution 4 seeks approval of the Plan for the purposes of section 260C(4) of the Corporations Act.

The Plan also provides for the Company to take security over shares issued under the Plan to secure loan repayment obligations and places restrictions on transfer and voting which may constitute taking security over its own shares. Section 259B(1) of the Corporations Act provides that a company must not take security over shares in itself except as permitted by the Corporations Act. Section 259B(2) provides that the Company may take security over shares in itself under an employee share scheme that has been approved by shareholders at a general meeting. Resolution 4 seeks approval of the Plan for the purposes of section 259B(2) of the Corporations Act.

A copy of the Plan is available for review by shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to shareholders upon request to Mr Adrien Wing, the Company Secretary, by telephone on (03) 9614 0600.

A voting exclusion statement as set out in the Notice applies to this Resolution 4.

Resolution 5A to 5C: Approval for issue of securities to Directors

Resolutions 5A to 5C seek shareholder approval for the issue of an aggregate of 60,000,000 Performance Rights to the Directors of the Company (and/or their nominee(s)).

Terms of Performance Rights are as set out in the table below and are otherwise summarised in Annexure C:

	APPLICABLE MILESTONE	LAPSE DATE
Performance Rights A	The Company raising capital of not less than \$5 million (which may be raised collectively across multiple capital raisings).	3 years from issue
Performance Rights B	The Company achieving a market capitalisation of \$7 million or more.	3 years from issue
Performance Rights C	The Company achieving a market capitalisation of \$13 million or more.	4 years from issue
Performance Rights D	The Company achieving a market capitalisation of \$20 million or more.	4 years from issue

The classes of performance rights set out above are collectively the **Performance Rights**.

Directors (and/or their nominee(s)) are proposed to receive Performance Rights as set out in the table below:

	Alan Broome*	Stephen Layton*	Joshua Wellisch*
N° Performance Rights A	5,000,000	5,000,000	5,000,000
N° Performance Rights B	5,000,000	5,000,000	5,000,000
N° Performance Rights C	5,000,000	5,000,000	5,000,000
N° Performance Rights D	5,000,000	5,000,000	5,000,000
Total Performance Rights	20,000,000	20,000,000	20,000,000

** Performance Rights may be issued to a nominee of a Director as advised to the Company*

Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Each of the proposed recipients of Performance Rights under Resolutions 5A to 5C inclusive are related parties of the Company as defined under the Corporations Act and the Performance Rights constitute a financial benefit.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable, given:

- (a) the circumstances of the Company; and
- (b) the related party’s circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issues of Performance Rights are reasonable remuneration and, as such, fall within the exception set out in section 211 of the Corporations Act.

In reaching this view, the Company has considered the respective positions and responsibilities of each of the Directors, the Company’s reliance on a limited number of personnel, the need for the Company to effectively incentivise each of the Directors while aligning the incentive with increasing shareholder value and the desirability of preserving cash resources within the Company. The Company considers that the issue of Performance Rights is an effective tool which preserves the cash reserves of the Company and its group entities whilst providing valuable consideration for the Directors and aligning their interests further with those of shareholders.

Each Director was not present during the decision making process, including any decision to put to shareholders the proposed issue of Performance Rights, regarding the proposed issue of their respective Performance Rights.

If Resolutions 5A to 5C are approved and the Performance Rights are issued, each of the Directors (including direct and indirect interests) will have a relevant interest in 20,000,000 Performance Rights as set out in the table above.

ASX Listing Rules

ASX Listing Rule 10.11 requires a company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the company. For the purpose of Listing Rule 10.11, a related party includes a director of the company, an entity over which a Director has control and an entity which ASX

believes, or has reasonable grounds to believe, is likely to become a related party of the company in the future.

Shareholder approval is being sought under Listing Rule 10.11 for each of Resolutions 5A to 5C and as such approval is not required under ASX Listing Rule 7.1.

ASX Listing Rule 10.13 requires the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 must include specific information which is set out below with respect to Resolutions 5A to 5C:

- (a) The proposed recipients and the maximum number of securities to be acquired by each person for whom approval under ASX Listing Rule 10.11 is sought under Resolutions 5A to 5C is set out in the table below:

	Alan Broome*	Stephen Layton*	Joshua Wellisch*
N° Performance Rights A	5,000,000	5,000,000	5,000,000
N° Performance Rights B	5,000,000	5,000,000	5,000,000
N° Performance Rights C	5,000,000	5,000,000	5,000,000
N° Performance Rights D	5,000,000	5,000,000	5,000,000
Total Performance Rights	20,000,000	20,000,000	20,000,000

** Performance Rights may be issued to a nominee of a Director as advised to the Company*

- (b) Performance Rights the subject of Resolutions 5A to 5C will be issued and allotted no later than one (1) month after the date of the Meeting (or such later date as may be permitted by an ASX waiver of the ASX Listing Rules, the Corporations Act and/or the Australian Securities and Investment Commission).
- (c) A voting exclusion for Resolutions 5A to 5C is contained in the Notice.
- (d) No payment of money is required for the issue of Performance Rights and therefore no funds will be raised from the issue. A fully paid ordinary share will be issued for no consideration upon achievement of the applicable milestone to that specific Performance Right as set out above.
- (e) Performance Rights have the Applicable Milestone and Lapse Date set out in the table above and otherwise have terms as set out in Annexure C.

Resolution 6: Approval of placement facility

ASX has introduced fund raising rules to provide more flexibility for smaller companies to raise additional capital in an easier and potentially less costly manner. ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued share capital through placements over a 12-month period after an annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to a 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 is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is, at the date of the Notice, an eligible entity.

The Company is seeking shareholder approval by way of special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below). The Company may use funds raised from any 10% Placement Facility for funding of existing projects or new projects and/or general working capital. It may also use the 10% Placement Facility for non-cash consideration purposes such as in connection with joint venture agreements or arrangements, as

payments to consultants or contractors or in connection with the acquisition of new projects (although the Company presently has no current proposal to do so).

The Company previously obtained shareholder approval for the 10% Placement Facility at its 2018 AGM. The Company issued 71,178,041 under the 10% Placement Facility pursuant to the shareholder approval obtained at its 2018 AGM.

The Directors of the Company believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

DESCRIPTION OF LISTING RULE 7.1A

- 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 AGM.

- 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. The Company, as at the date of the Notice, has one class of quoted equity securities, fully paid ordinary shares (**NAE**).

- Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may, during the 10% Placement Period (defined below), issue a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

where:

A is the number of shares on issue 12 months before the date of the issue or agreement to issue:

(i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;

(ii) plus the number of partly paid shares that became fully paid in the 12 months;

(iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;

(iv) less the number of fully paid shares cancelled in the 12 months.

Note: "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 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 shareholders under ASX Listing Rules 7.1 or 7.4.

- ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

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The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Memorandum, the Company has on issue 888,780,410 ordinary shares and therefore would have capacity to issue:

- (i) 133,317,061 ordinary shares under Listing Rule 7.1 (15% capacity); and
- (ii) Subject to shareholders approving this Resolution 6, 88,878,041 ordinary shares under Listing Rule 7.1A (10% capacity).

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer above).

- Minimum Issue Price

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days 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.

- 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires (and ceases to be valid) on the earlier to occur of:

- (i) the date that is 12 months after the date of the AGM at which the approval is obtained; or
- (ii) 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**).

- ASX Listing Rule 7.1A

The effect of Resolution 6 will be to allow the Company to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 6 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).

SPECIFIC INFORMATION REQUIRED BY ASX LISTING RULE 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- Any equity security issued will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days immediately before:
 - (i) the date on which the price at which the equity securities are to be issued is agreed; or

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- (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.

- If Resolution 6 is approved by the Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would 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 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 quantum of funds raised by the issue of the equity securities.

The table below shows the dilution of existing shareholders on the basis of the Deemed Price (defined below) 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 the Notice. The table also shows:

- Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares 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.
- Two examples of where the Deemed Price has decreased by 50% and increased by 50%.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.002 50% Decrease in Deemed Price	\$0.004 Deemed Price	\$0.006 50% Increase in Deemed Price
Current Variable A 888,780,410 shares	10% Voting Dilution	88,878,041 shares	88,878,041 shares	88,878,041 shares
	Funds raised	\$177,756	\$355,512	\$533,268
50% increase in current Variable A 1,333,170,615 shares	10% Voting Dilution	133,317,061 shares	133,317,061 shares	133,317,061 shares
	Funds raised	\$266,634	\$533,268	\$799,902
100% increase in current Variable A 1,777,560,820 shares	10% Voting Dilution	177,756,082 shares	177,756,082 shares	177,756,082 shares
	Funds raised	\$355,512	\$711,024	\$1,066,536

The table above has been prepared on the following assumptions:

- The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting.

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- *No options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A.*
- *The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting.*
- *The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule".*
- *The price of ordinary securities is deemed for the purposes of the table above to be \$0.004, being the closing price of the Company's listed securities on ASX on 19 September 2019 (Deemed Price). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at.*
- *The table does not demonstrate the effect of convertible securities being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.*

The Company may seek to issue the equity securities for the following purposes:

- Non-cash consideration including in connection with payment of contractors or consultants or in connection with the acquisition of new assets or businesses or other business development or licensing arrangements (although the Company presently has no proposal to do so). In such circumstances, the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
- Cash consideration. In such circumstances, the Company intends to use the funds raised towards advancing existing businesses, the acquisition of new assets or businesses or other business development or licensing arrangements and/or general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon 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. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the 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. Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

As noted above, the Company previously obtained shareholder approval for the 10% Placement Facility at its 2018 AGM. In the 12 months preceding the date of the Meeting and as at the date of the Notice, the Company has issued 177,000,000 fully paid ordinary shares. The issue of these securities represent approximately

24.87% of the total number of fully paid ordinary shares on issue at the commencement of the 12 month period preceding the Meeting. The Company did not issue any shares pursuant to the 10% Placement Facility during the 12 month period preceding the date of the Meeting.

Further details of the issue of equity securities made by the Company during the 12 month period preceding the date of the Meeting are set out in Annexure A.

A voting exclusion statement is included in the Notice to which this Memorandum relates. At the date of that 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.

The directors of the Company unanimously recommend shareholders vote in favour of Resolution 6.

Resolution 7 - Amendment to Constitution

It is proposed that the Constitution of the Company be amended as set out in Annexure D. The amendment is proposed to update the Constitution of the Company to reflect changes made to the ASX Listing Rules, which are proposed to take effect on 1 December 2019.

In particular, the amendment is proposed to specifically address the new terms of ASX Listing Rule 15.12 which, subject to transitional arrangements for existing listed entities, provides that the constitution of a listed entity must include specific text. This specific text is set out in full in Annexure D. An outline of the impact of these changes is set out below:

- adding that, if restricted securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the entity's issuer sponsored sub-register and to have a holding lock applied for the duration of the escrow period applicable to those securities. This formalises prior requirements of ASX that each holder of restricted securities must sign a written restriction agreement with respect to those restricted securities;
- adding that a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the listing rules of ASX. This amendment contains similar content to ASX Listing Rule 7.24A which provides an entity must not return capital to holders of restricted securities; and
- other consequential drafting changes to clarify the application of ASX Listing Rule 15.12.

As the Company is already listed, any existing restricted securities on issue are subject to transitional arrangements. However, if the Company:

- undertakes a transaction requiring re-compliance with Chapters 1 & 2 of the ASX Listing Rules under ASX Listing Rule 11.1.3 (full re-compliance) involving the issue of restricted securities;
- issues restricted securities to a party referred to in ASX Listing Rule 10.1 for the acquisition of a substantial classified asset from that party,

it will be required to comply with the new terms of ASX Listing Rule 15.12 in respect of any of its restricted securities following the above transaction(s).

Noting the above, the Company considers the Meeting an opportunity to update its Constitution to address the upcoming changes to the ASX Listing Rules as described above.

Currently Clause 25 of the Constitution paraphrases the existing wording of parts of Listing Rule 15.12 and includes requirements or limitations not contained in the Listing Rules. Clause 1.6 of the Company's Constitution contains a provision required by ASX to the effect that if the Constitution contains a provision that

is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision. Therefore, to the extent that requirements or limitations not contained in the Listing Rules are included in the existing Clause 25, those requirements or limitations would not be effective. Accordingly, the requirements or limitations not contained in the Listing Rules will not be retained.

In addition to the above, it is proposed to amend the constitution of the Company to clarify the definitions therein by amending the definition of "ASX" to read "ASX means ASX Limited" and replacing all references in the constitution to "Australian Stock Exchange" with "Australian Securities Exchange".

Resolution 7 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).

The proposed amendment to the Constitution is set out in Annexure D.

The Directors of the Company unanimously recommend shareholders vote in favour of Resolution 7.

Note: unless otherwise specified, all monetary amounts are in Australia dollars.

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ANNEXURE A

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable)	Form of consideration (cash/non-cash)
11 March 2019	171,000,000	NAE	Professional, sophisticated and other exempt investors who were clients of CPS Capital Group Pty Ltd	Deemed issue price of \$0.0055 (aggregate of \$33,000). Market price at date of issue was \$0.007. 27.27% discount.	Cash (\$940,500). Amount spent: \$321,500 Amount remaining: \$619,000 Funds raised from the issue of these shares have been, or will be, used to fund development of the Company's existing projects, to seek new opportunities and otherwise for working capital purposes.
11 March 2019	6,000,000	NAE	CPS Capital Group Pty Ltd (and/or nominee(s))	Deemed issue price of \$0.0055 (aggregate of \$33,000). Market price at date of issue was \$0.007. 27.27% discount.	Non-cash, issued as consideration for corporate advisory and capital raising services provided by CPS Capital Group Pty Ltd in connection with the above placement of shares.

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ANNEXURE B

SUMMARY OF NAE SECURITY OWNERSHIP PLAN

The Company is seeking shareholder approval for adoption of the NAE Security Ownership Plan ("Plan").

As at the date of this Notice, no securities have been offered or issued under the Plan.

The Company proposes issuing an aggregate of 26,000,000 Performance Rights under the Plan to unrelated consultants and employees of the Company. The issue of these Performance Rights is anticipated to occur shortly after the Meeting.

Any issues of securities or agreements to issue securities under the Plan will be announced to ASX.

The Plan provides for shares, options or other securities or interests (including performance rights) to be issued to eligible persons. The purpose of the Plan is to:

- (a) provide eligible persons with an additional incentive to work to improve the performance of the Company;
- (b) attract and retain eligible persons essential for the continued growth and development of the Company;
- (c) to promote and foster loyalty and support amongst eligible persons for the benefit of the Company; and
- (d) to enhance the relationship between the Company and eligible persons for the long-term mutual benefit of all parties.

Eligible persons are directors, officers and employees of, or consultants to, the Company or an associated body corporate and, in the case of consultants, may include bodies corporate. Participants in the Plan, the number, type and terms of any securities offered or issue, and the terms of any invitation, offer or issue are determined by the Board with the advice of the remuneration committee, if any.

Directors and related parties of the Company may only participate in the Plan if prior shareholder approval is obtained in accordance with the ASX Listing Rules.

The total number of securities which may be issued under the Plan from time to time is the number which is 10% (ten percent) of the number of Shares on issue at the time of issue of a security. Shares issued on exercise of an option or exercise or conversion of an interest issued under the Plan, and options or other interests which have been converted or cancelled or which have lapsed are not counted in determining the number of securities issued under the Plan.

The Directors may make loans to eligible persons to assist acquiring or for the purpose of acquiring securities under the Plan, subject to compliance with the Corporations Act and ASX Listing Rules.

The Board is to administer the terms of the Plan, including but not limited to determining the terms of securities issued, adoption of rules subordinate to the Plan for the administration of the Plan and the suspension or termination of the Plan.

The Plan is to be interpreted and applied in accordance with and subject to the ASX Listing Rules.

ANNEXURE C

TERMS OF PERFORMANCE RIGHTS

Performance Rights have Applicable Milestones and Lapse Dates as set out in the Memorandum text for Resolutions 5A to 5C. Performance Rights otherwise have terms as set out below:

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- (a) A Performance Right is a right to receive a Share in the capital of the Company subject to satisfaction of an Applicable Milestone.
 - (b) A Performance Right lapses on the Lapse Date.
 - (c) A Performance Right does not entitle the holder to attend, or vote on any resolutions proposed at, a general meeting of shareholders of the Company.
 - (d) A Performance Right does not entitle the holder to any dividends.
 - (e) Upon winding up of the Company, a Performance Right may not participate in the surplus profits or assets of Company.
 - (f) A Performance Right is not transferable unless otherwise determined by the Board or a delegate of the Board.
 - (g) In the event that the issued capital of the Company is reconstructed, and the Company is listed on ASX at the relevant time, all rights of a holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation provided that, subject to compliance with the ASX Listing Rules, following such reorganisation the economic and other rights of the Holders are not diminished or terminated.
 - (h) This clause applies whilst the Company is listed on ASX. Performance Rights will not be quoted on ASX. Upon conversion of a Performance Right in an ordinary share in the Company (**Share**) in accordance with these terms, the Company must within seven (7) days from the date of conversion, apply for and use best endeavours to obtain official quotation on ASX of the Shares arising from conversion.
 - (i) Holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
 - (j) This clause applies whilst the Company is listed on ASX. The terms of the Performance Rights may be amended as necessary by the Board to comply with the ASX Listing Rules, or any direction of ASX regarding the terms provided that, subject to compliance with the ASX listing rules, following such amendment, the economic and other rights of the Holder are not diminished or terminated.
 - (k) A Performance Right gives the Holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
 - (l) Subject to paragraph (m) below, a Performance Right will convert into a Share upon the achievement of the milestone applicable to that Performance Right prior to the Lapse Date (the **Applicable Milestone**). The Applicable Milestone for a Performance Right will be specified in the terms of issue of or invitation to apply for the Performance Right.
 - (m) In the event the Applicable Milestone(s) is satisfied prior to the Lapse Date, Performance Rights held by a Holder will convert into an equal number of Shares. Only those Performance Rights to which the satisfied Applicable Milestone was the milestone will convert to Shares and all other Performance Rights will remain unconverted until the earlier of satisfaction of the Applicable Milestone applying to them or the Lapse Date.

- (n) If the Applicable Milestone for a Performance Right is not achieved by the Lapse Date, all Performance Rights for which that milestone is the Applicable Milestone will lapse and be deemed to have been cancelled without payment or other compensation to the Holder.
- (o) The Shares into which the Performance Rights will convert will rank pari passu in all respects with existing Shares and, if the Company is listed on ASX, an application will be made by the Company to ASX for official quotation of the Shares issued upon conversion.
- (p) The conversion of Performance Rights is subject to compliance at all times with the ASX Listing Rules if the Company is listed on ASX at the relevant time and the Corporations Act.

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ANNEXURE D

AMENDMENT TO CONSTITUTION

Amendment to reflect new ASX Listing Rule 15.12

Amendment of Clause 25 of the Constitution of the Company by deleting Clause 25 in full and substituting the following:

“25. RESTRICTED SECURITIES

At times when the Company’s shares are listed for quotation on the ASX, for so long as the Company has any restricted securities on issue and despite any other provision in this Constitution:

- (a) a holder of restricted securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the ASX;
- (b) if the securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the entity’s issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;
- (c) the Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the ASX;
- (d) a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the ASX;
- (e) if a holder of restricted securities breaches a restriction deed or a provision of the Company’s constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues; and
- (f) in this Clause 25, and for the purposes of this Constitution generally when used in connection with this Clause 25 or its subject matter, the following words and phrases have the meaning given to them in the Listing Rules: “class”; “dispose” or “disposal” (which include using an asset as collateral - see chapter 19 of the Listing Rules); “holding lock”; “issuer sponsored subregister”; “restriction deed”; and “securities”.

Clarifying amendments

amend the definition in the of “ASX” in the constitution to read “ASX means ASX Limited” and replacing all references in the constitution to “Australian Stock Exchange” with “Australian Securities Exchange”.

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NEW AGE EXPLORATION LIMITED
ACN 004 749 508
("the Company")

PROXY FORM

Full name of securityholder(s):

Address:

I/We being a member/s of New Age Exploration Limited ("**Company**") and entitled to attend and vote at the meeting of the Company to be held at the at the offices of RSM, Level 21, 55 Collins Street, Melbourne VIC 3000 on 12 November 2019 at 10:30am Melbourne time appoint:

the Chair of the meeting **OR**
 (mark box) (mark box) (Full name of proxy or the office of the proxy)

or if the person or body corporate named above fails to attend the meeting, or if no person/body corporate is named, the Chair of the meeting as my/our proxy to attend that meeting and vote on my/our behalf at that meeting and any adjournment or postponement of that meeting in accordance with the following directions (or if no directions have been given, as the proxy sees fit). If two proxies are appointed, the proportion of voting rights this proxy represents is%.

IMPORTANT: Directing the Chair how to vote on Resolution 1 Only

If you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair of the meeting as your proxy you can direct the Chair how to vote on Resolution 1 by either marking the relevant boxes below (for example if you wish to vote "against" or "abstain" from voting) or by marking this box (in which case the Chair will vote in favour of Resolution 1). The Chair intends to vote all available proxies in favour of Resolution 1.

I/We (except where I/we have indicated a different voting intention below):

- a) direct the Chair of the meeting to vote in accordance with the Chair's voting intentions on Resolutions 1, 4 and 5A to 5C to vote in favour of these Resolutions.
- b) authorise, in respect of Resolution 1, 4 and 5A to 5C the Chair of the meeting to vote as described even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel for the Company group; and
- c) acknowledge that the Chair of the meeting may exercise your proxy in respect of Resolutions 1, 4 and 5A to 5C even though the Chair has an interest in the outcome of that Resolution and that votes cast by the Chair of the meeting for that Resolution, other than as proxy holder, will be disregarded because of that interest.

VOTING DIRECTIONS FOR YOUR PROXY

To instruct your proxy how to vote, insert 'X' in the appropriate column against each resolution set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

The Chair intends to vote undirected proxies in favour of all resolutions in which the Chair is entitled to vote.

I/We direct my/our proxy to vote as indicated below:

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Stephen Layton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3A	Ratification of a prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3B	Ratification of a prior issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for adoption of incentive plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5A	Approval for issue of securities to a director – Alan Broome	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5B	Approval for issue of securities to a director – Stephen Layton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5C	Approval for issue of securities to a director – Joshua Wellisch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If a person: _____ Name (print) _____ (Signature) Date: ____/____/____	If a company: EXECUTED by: _____ Name of company (print) in accordance with the Corporations Act _____ (Signature) (Signature) Date: ____/____/____
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This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at:

- Level 17, 500 Collins Street, Melbourne VIC 3000; or
- by facsimile on 03 9614 0550 by 10.30am Melbourne time on 10 November 2019, being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.

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