

MALACHITE RESOURCES LIMITED

ABN 86 075 613 268

NOTICE OF GENERAL MEETING

Notice is hereby given of a General Meeting of the Company

At: Computershare Investor Services Pty Limited
Level 3, 60 Carrington Street, Sydney, NSW, 2000

On: Thursday 16 APRIL 2020 at 2.00 pm

BUSINESS

1. Proposed issue of Shares – Conversion of Debts arising from Series A Notes

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, approval be given in respect of the issue of up to 1,315,000,000 fully paid ordinary shares (on a pre-Consolidation basis) by the Company to the parties described in the Explanatory Memorandum.

2. Proposed issue of Shares – Conversion of Debt arising from Series A Notes – Mr. Terry Cuthbertson

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given in respect of the issue of up to 385,000,000 fully paid ordinary shares (on a pre-Consolidation basis) by the Company to Mr. Terry Cuthbertson or his associate as described in the Explanatory Memorandum.

3. Proposed issue of Shares – Conversion of Debt arising from Series A Notes – Mr. James Dean

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given in respect of the issue of up to 75,000,000 fully paid ordinary shares (on a pre-Consolidation basis) by the Company to Mr. James Dean or his associate as described in the Explanatory Memorandum.

4. Proposed issue of Shares – Conversion of Debt arising from Series A Notes – Mr. Geoffrey Hiller

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given in respect of the issue of up to 50,000,000 fully paid ordinary shares (on a pre-Consolidation basis) by the Company to Mr. Geoffrey Hiller or his associate as described in the Explanatory Memorandum.

5. Proposed issue of Shares – Conversion of Debts arising from Series D Notes

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, approval be given in respect of the issue of up to 2,125,000,000 fully paid ordinary shares (on a pre-Consolidation basis) by the Company to the parties described in the Explanatory Memorandum.

6. Proposed issue of Shares – Conversion of Debt arising from Series D Notes – Mr. James Dean

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given in respect of the issue of up to 500,000,000 fully paid ordinary shares (on a pre-Consolidation basis) by the Company to Mr. James Dean or his associate as described in the Explanatory Memorandum.

7. Proposed issue of Series E Converting Notes to Series A and Series D Third Party Noteholders

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, approval be given in respect of the issue of up to 802,316 unsecured converting notes by the Company to the Series A and Series D Third Party Noteholders as described in the Explanatory Memorandum.

8. Proposed issue of Series E Converting Notes to Mr. Terry Cuthbertson

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given in respect of the issue of up to 296,517 unsecured converting notes by the Company to Mr. Terry Cuthbertson or his associate as described in the Explanatory Memorandum.

9. Proposed issue of Series E Converting Notes to Mr. James Dean

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given in respect of the issue of up to 112,873 unsecured converting notes by the Company to Mr. James Dean or his associate as described in the Explanatory Memorandum.

10. Proposed issue of Series E Converting Notes to Mr. Geoff Hiller

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given in respect of the issue of up to 34,339 unsecured converting notes by the Company to Mr. Geoff Hiller or his associate as described in the Explanatory Memorandum.

11. Conversion of Director Fees Owing into Shares – Mr. Terry Cuthbertson

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given in respect of the issue of up to 346,598,740 fully paid ordinary shares (on a pre-Consolidation basis) by the Company to Mr. Terry Cuthbertson or his associate as described in the Explanatory Memorandum.

12. Conversion of Director Fees Owing into Shares – Mr. James Dean

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given in respect of the issue of up to 223,966,020 fully paid ordinary shares (on a pre-Consolidation basis) by the Company to Mr. James Dean or his associate as described in the Explanatory Memorandum.

13. Conversion of Consulting Fees Owing into Shares – Mr. Geoff Hiller

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given in respect of the issue of up to 192,094,520 fully paid ordinary shares (on a pre-Consolidation basis) by the Company to Mr. Geoff Hiller or his associate as described in the Explanatory Memorandum.

14. Conversion of Director Fees Owing into Shares – Former Director Mr. A. McMillan

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, approval be given in respect of the issue of up to 146,025,536 fully paid ordinary shares (on a pre-Consolidation basis) by the Company to former Director Mr. Andrew McMillan or his associate as described in the Explanatory Memorandum.

15. Proposed issue of Shares – Convertible Note Rollover Fees

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, approval be given in respect of the issue of up to 39,805,297 fully paid ordinary shares (on a pre-Consolidation basis) by the Company to the parties described in the Explanatory Memorandum.

16. Proposed issue of Shares – Convertible Note Rollover Fees to Mr. Terry Cuthbertson

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given in respect of the issue of up to 13,234,492 fully paid ordinary shares (on a pre-Consolidation basis) by the Company to Mr. Terry Cuthbertson or his associate as described in the Explanatory Memorandum.

17. Proposed issue of Shares – Convertible Note Rollover Fees to Mr. James Dean

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given in respect of the issue of up to 2,685,681 fully paid ordinary shares (on a pre-Consolidation basis) by the Company to Mr. James Dean or his associate as described in the Explanatory Memorandum.

18. Consolidation of Issued Capital

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

That, for the purposes of Section 254H(1) of the Corporations Act and for all other purposes, approval be given for the issued capital of the Company to be consolidated on a 100:1 basis, with any fractions rounded up to the nearest whole number.

VOTING EXCLUSIONS

The Company will disregard any votes cast in favour of the resolution (as set out in the table below) by or on behalf of:

- the named person or class of persons excluded from voting (as set out in the table below); or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution	The named person or class of persons excluded from voting
1. Proposed issue of Shares – Conversion of Debts arising from Series A Notes	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)
2. Proposed issue of Shares – Conversion of Debts arising from Series A Notes – Mr. Terry Cuthbertson	Mr. Terry Cuthbertson or his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)

3. Proposed issue of Shares – Conversion of Debts arising from Series A Notes – Mr. James Dean	Mr. James Dean or his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)
4. Proposed issue of Shares – Conversion of Debts arising from Series A Notes – Mr. Geoffrey Hiller	Mr. Geoffrey Hiller or his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)
5. Proposed issue of Shares – Conversion of Debts arising from Series D Notes	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)
6. Proposed issue of Shares – Conversion of Debts arising from Series D Notes – Mr. James Dean	Mr. James Dean or his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)
7. Proposed issue of Series E Converting Notes to Series A and Series D Third Party Noteholders	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)
8. Proposed issue of Series E Converting Notes – Mr. Terry Cuthbertson	Mr. Terry Cuthbertson or his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)
9. Proposed issue of Series E Converting Notes – Mr. James Dean	Mr. James Dean or his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)
10. Proposed issue of Series E Converting Notes – Mr. Geoffrey Hiller	Mr. Geoffrey Hiller or his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)
11. Conversion of Director Fees Owing into Shares – Mr. Terry Cuthbertson	Mr. Terry Cuthbertson or his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)
12. Conversion of Director Fees Owing into Shares – Mr. James Dean	Mr. James Dean or his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)
13. Conversion of Consulting Fees Owing into Shares – Mr. Geoff Hiller	Mr. Geoffrey Hiller or his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)
14. Conversion of Director Fees Owing into Shares – Former Director Mr. Andrew McMillan	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), being Mr. Andrew McMillan or his associate
15. Proposed issue of Shares – Convertible Note Rollover Fees	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)
16. Proposed issue of Shares – Convertible Note Rollover Fees – Mr. Terry Cuthbertson	Mr. Terry Cuthbertson or his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)
17. Proposed issue of Shares – Convertible Note Rollover Fees – Mr. James Dean	Mr. James Dean or his associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company)

ENTITLEMENT TO VOTE

In accordance with the provisions of the Corporations Act the Board has determined that for the purposes of the meeting, a person's entitlement to vote at the meeting will be the entitlement of that person set out in the Register of Members of the Company at 7.00pm (Sydney time) on Tuesday 14 April 2020. Accordingly, share transfers registered after that time will not be taken into account in determining entitlements to attend and vote at the meeting.

VOTING BY PROXY

- A Shareholder entitled to attend and vote at the meeting is entitled to appoint not more than 2 proxies to attend and vote instead of the Shareholder.
- Where 2 proxies are appointed the Proxy Form should specify the proportion, or the number of votes that each proxy may exercise. If the Proxy Form does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.
- A proxy need not be a Shareholder of the Company. The proxy appointed may be described in the Proxy Form by an office held, e.g. "the Chair of the Meeting".
- Proxy Forms must be signed by a Shareholder or the Shareholder's attorney or, if the Shareholder is a corporation, must be under its common seal, or if it does not have one, by 2 directors or by a director and a company secretary, or if it is a proprietary company that has a sole director who is also the company secretary, by that director, or under hand of its attorney or duly authorised officer. If the Proxy Form is signed by a person who is not the registered holder of shares in the Company (i.e. under power of attorney or other authorisation), then the relevant authority (or a certified copy of such authority) must either have been exhibited previously to the Company or be enclosed with the Proxy Form.

In order to record a valid vote, members will need to take the following steps:

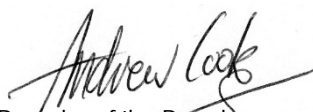
- Cast your vote online by visiting www.investorvote.com.au and following the instructions and information provided on the enclosed Proxy Form; or
- Custodian voting - For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions; or
- Complete and lodge the Proxy Form with the Company at the address or facsimile number specified below, along with any power of attorney or notarially certified copy of a power of attorney (if the proxy form is signed pursuant to a power of attorney), by no later than 48 hours before the General Meeting (i.e. *by no later than 2.00 pm (Sydney time), Tuesday 14 April 2020*):

Malachite Resources Limited
C/- Computershare Investor Services Pty Ltd
GPO Box 242
MELBOURNE VIC 3001

Or facsimile 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

CORPORATE REPRESENTATIVES

A body corporate that is a member, or that has been appointed as a proxy of a member, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment including the authority under which it is signed.



By order of the Board
Andrew J Cooke
Company Secretary
10 March 2020

EXPLANATORY MEMORANDUM TO NOTICE OF GENERAL MEETING

Certain background information to the Listing Rules and the Resolutions generally that are the subject of this Notice of Meeting is set out below:

ASX LISTING RULES

ASX Listing Rule 7.1

Subject to a number of exceptions, Listing Rule 7.1 limits the number of securities that the Company can issue without Shareholder approval in any 12-month period to 15% of its fully paid ordinary securities.

Resolutions 1, 5, 7, 14 and 15 seek Shareholder approval pursuant to Listing Rule 7.1. If any of Resolutions 1, 5, 7, 14 and 15 are not passed then the Company may still be able to proceed with the issue of Shares to the persons referred to in each of these Resolutions subject to the Company's placement capacity available under Listing Rule 7.1.

ASX Listing Rule 10.11

Shareholder approval pursuant to Listing Rule 10.11 is required for the issue of securities to a related party of the Company.

An issue of securities that has been approved by shareholders pursuant to Listing Rule 10.11 falls under an exception to Listing Rule 7.1. As a result, if Shareholder approval is given under Listing Rule 10.11, further approval is not required under Listing Rule 7.1 and the issue will not form part of the Company's 15% placement capacity available under Listing Rule 7.1.

Resolutions 2, 3, 4, 6, 8, 9, 10, 11, 12, 13, 16 and 17 seek Shareholder approval in accordance with Listing Rule 10.11.

If any of Resolutions 1 to 12 are passed then the Company will be able to proceed with the issue of Shares to the persons referred to in each of these Resolutions and the associated financial liability owed by the Company to those related parties as referred to in each respective Resolution will be extinguished on the terms set out in this Explanatory Memorandum.

If any of Resolutions 2, 3, 4, 6, 8, 9, 10, 11, 12, 13, 16 or 17 are not passed then the Company will not be able to proceed with the issue of Shares to the persons referred to in each of these Resolutions and the associated financial liability owed by the Company to those related parties as referred to in each respective Resolution will be payable in cash.

GENERAL BACKGROUND INFORMATION

Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Resolutions 2, 3, 4, 6, 8, 9, 10, 11, 12, 13, 16 and 17 contemplate the issue of Shares to a related party of the Company. However, for the reasons set out in each of those Resolutions, Shareholder approval will not be sought for the purposes of Chapter 2E of the Corporations Act.

Chapter 6 of the Corporations Act

Section 606(1) of the Corporations Act prohibits the acquisition by a person of voting shares in a company where, because of the acquisition, that person's and its associates' voting power in the company increases:

- (a) from 20% or below to more than 20%; or
- (b) from a starting point that is above 20% and below 90%, ("**Prohibition**").

There are various exceptions to the Prohibition, such as where the voting power is acquired pursuant to a takeover bid or authorised under one of the other exceptions in section 611 of the Corporations Act, such as where shareholder approval is obtained.

Whilst the Shares to be issued under Resolutions 1 and 5 will result in the recipients collectively holding more than 20% of the Company's Shares (assuming all Resolutions are passed and all Shares issued), the Company is satisfied that no person and their associates' Shareholding in the Company will trigger the Prohibition. If the Company becomes aware that the Prohibition will be triggered by the issue of Shares under a Resolution, then the Company will issue such lesser number of Shares so that the relevant person and their associates will hold less than 20% of the total Shares following that Share issue.

Issue Price of \$0.001 for Shares

Each of the Resolutions 1 to 6 and 11 to 17 involves the issue of Shares to extinguish a financial obligation of the Company. In each case the Shares are to be issued at a deemed issue price of \$0.001. The Company's Shares have traded on the ASX at \$0.001 since 31 January 2019. Each of the Resolutions 7-10 involves the issue of Series E Converting Notes.

RESOLUTIONS 1 to 17: Pre-Consolidation

All references to Shares to be issued and referred to in this Explanatory Memorandum are expressed on a pre-Consolidation basis (refer Resolution 18). If Resolution 18 is passed the number of Shares to be issued pursuant to any of Resolutions 1 to 17 shall be reduced on a 100 to 1 basis, with any fractional entitlements to Shares to be rounded up.

Proposed Capital Structure of the Company

Below is a table setting out the Company's current and proposed capital structure, assuming that all Resolutions are passed and all Shares issued.

Resolution No.	No. of Shares to be issued (pre-Consolidation)	Percentage of total Shares following issue	No. of post-Consolidation Shares*
1	1,315,000,000	16.34%	13,150,000
2	385,000,000	4.78%	3,850,000
3	75,000,000	0.93%	750,000
4	50,000,000	0.62%	500,000
5	2,125,000,000	26.40%	21,250,000
6	500,000,000	6.21%	5,000,000
7**	802,316,000	9.97%	8,023,160
8**	296,518,000	3.68%	2,965,180
9**	112,873,000	1.40%	1,128,730
10**	34,339,000	0.43%	343,390
11	346,598,740	4.31%	3,465,988
12	223,966,020	2.78%	2,239,661
13	192,094,520	2.39%	1,920,946
14	146,025,536	1.81%	1,460,256
15	39,805,297	0.49%	398,053
16	13,234,492	0.16%	132,345
17	2,685,681	0.03%	26,857
18	N/A	N/A	N/A
Total Shares to be issued	6,660,456,286	82.76%	66,604,566*
Current Shares on issue	1,387,823,262	17.24%	13,878,233*
Total Shares after new issues	8,048,279,548	100%	80,482,796*

* NOTE: The above table does not take into account any rounding of Shares as a result of the Consolidation.

** NOTE: Indicates the number of Shares to be issued upon the conversion of the Series E Converting Notes the subject of those Resolutions, to occur not later than 12 months from the date of the meeting (not including any capitalised interest on the Converting Notes) assuming an issue price of \$0.001.

RESOLUTIONS

RESOLUTIONS 1 to 4: Conversion of Principal amounts arising from Series A Notes – Background Information

The Company has previously issued 36.5 Series A Notes with a total face value of \$1,825,000. The Series A Notes have previously been varied and extended on a number of occasions, by agreement with the Series A Noteholders and the Company. Shareholders approved an extension of the maturity date of the Series A Notes to 1 October 2018 at the Company's 2017 Annual General Meeting held on 29 November 2017 and since that time, the Series A Noteholders have agreed to defer the date for payment of the balance (both principal and interest) to 31 March 2020.

The unrelated Series A Third Party Noteholders hold 26.3 of the Series A Notes with the remaining 10.2 Series A Notes being held by Directors or associates of Directors.

Interest on the principal liability of the Series A Notes has at times been capitalised pursuant to their terms such that the total liability to the Series A Noteholders as at 31 December 2019 was \$2,809,063 (including capitalised interest).

Approval is now being sought under Resolutions 1 to 4 pursuant to Listing Rules 7.1 or 10.11 (as appropriate) for the issue of a total of 1,825,000,000 Shares at a deemed issue price of \$0.001 to the Series A Noteholders to extinguish the liability relating to the principal amount of \$1,825,000 owed in aggregate to them.

Resolutions 1 to 4 relate to the principal amounts of the Series A Notes only, whereas the accrued interest on the relevant Series A Notes is to be dealt with separately by way of the issue of the Series E Converting Notes (see Resolutions 7 to 10). Extinguishing the liabilities arising from the principal obligations of the Series A Notes will enhance the Company's balance sheet and remove the ongoing interest expense on the amount accrued under the Series A Notes.

Resolution 1 seeks approval for the allotment of 1,315,000,000 Shares pursuant to Listing Rule 7.1 to the unrelated Series A Third Party Noteholders who hold 26.3 Series A Notes. The principal liability owing in respect of those 26.3 Series A Notes as at 31 December 2019 was \$1,315,000.

Resolutions 2, 3 and 4 seek approval for the allotment of 510,000,000 Shares, in aggregate, pursuant to Listing Rule 10.11 to those Series A Noteholders who are Directors or associates of Directors, who collectively hold 10.2 Series A Notes. The principal liability owing in respect of those 10.2 Series A Notes as at 31 December 2019 was \$510,000.

RESOLUTION 1: Proposed Issue of Shares – Conversion of Principal Debts arising from Series A Notes

Unrelated third parties of the Company together hold 26.3 Series A Notes. The principal liability in respect of these Series A Notes as at 31 December 2019 was \$1,315,000 in aggregate.

The following additional information is provided in accordance with Listing Rule 7.3 with respect to Resolution 1:

- the Shares are to be issued to the following Series A Noteholders, that are unrelated third parties to the Company:

Noteholder	No. of Notes	Principal Amount	Number of Shares to be Issued
Sophisticated and professional investors being clients of Morgan Financial Limited	13.5	\$675,000	675,000,000
Heavy Duty Superannuation	8.8	\$440,000	440,000,000
Ledesa Pty Ltd <Woodlands Super Fund A/C>	1.0	\$50,000	50,000,000
AKLEE Pty Limited <AKLEE Superfund A/C>	1.0	\$50,000	50,000,000
Andrew McMillan and Sally McMillan <The McMillan Super Fund>	2.0	\$100,000	100,000,000
	26.3	\$1,315,000	1,315,000,000

the above being the "Series A Third Party Noteholders";

- if Resolution 1 is approved, 1,315,000,000 Shares will be issued;
- if Resolution 1 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 3 months after the date of the meeting;
- the deemed issue price for the Shares will be \$0.001 per Share and upon issue of the Shares the principal of \$1,315,000 owed by the Company in respect of the 26.3 Series A Notes held by the Series A Third Party Noteholders will be extinguished;
- the purpose of the issue is to improve the Company's balance sheet by reducing debt and to remove the ongoing interest expense;
- no cash funds will be raised from the issue of the Shares however a liability of \$1,315,000 will be extinguished; and
- other than the original subscription agreements for the Series A Notes, the terms of which have previously been disclosed, there is no agreement with any of the Series A Third Party Noteholders in respect of the Shares to be issued pursuant to this Resolution.

RESOLUTION 2: Proposed Issue of Shares – Conversion of Principal Debt arising from Series A Notes – Mr. Terry Cuthbertson

Mr. Terry Cuthbertson and associates of his together hold 7.7 Series A Notes. The principal liability owing in respect of the Series A Notes held by Mr. Cuthbertson and his associates as at 31 December 2019 was \$385,000.

The following additional information is provided in accordance with Listing Rule 10.13 with respect to Resolution 2:

- Mr. Cuthbertson is a related party as he is a Director of the Company;
- if Resolution 2 is approved 385,000,000 Shares will be issued to Mr. Cuthbertson or his associate/s;
- if Resolution 2 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;
- the deemed issue price for the Shares will be \$0.001 per Share and upon issue of the Shares the principal liability of \$385,000 owed by the Company in respect of 7.7 Series A Notes held by Mr. Cuthbertson and/ or his associates will be extinguished;
- the purpose of the issue is to improve the Company's balance sheet by reducing debt and to remove the ongoing interest expense;
- no cash funds will be raised from the issue of the Shares however a liability of \$385,000 will be extinguished;
- the issue of Shares contemplated by this Resolution 2 is not intended to remunerate or incentivise Mr. Cuthbertson; and
- other than the original subscription agreement for the Series A Notes, the terms of which have previously been disclosed, there is no additional agreement with Mr. Cuthbertson in respect of the Shares to be issued pursuant to this Resolution.

Chapter 2E of the Corporations Act

The Directors (excluding Mr. Cuthbertson, abstaining) believe that the issue of the Shares to Mr. Cuthbertson or his associates pursuant to this Resolution is appropriate and reasonable in all circumstances, as they are being issued on the same terms and conditions as those that are proposed to be issued to the Third Party Noteholders who are sophisticated and professional investors (refer Resolution 1). Therefore the Company considers that the issue of these Shares is on arm's length terms under section 210 of the Corporations Act (being an exception to the prohibition set out in Chapter 2E), and therefore that Shareholder approval is not required for the purposes of Chapter 2E (noting that the Company still seeks Shareholder approval for the purposes of the Listing Rules).

RESOLUTION 3: Proposed Issue of Shares – Conversion of Principal Debt arising from Series A Notes – Mr. James Dean

Mr. James Dean and associates of his together hold 1.5 Series A Notes. The principal liability in respect of the Series A Notes held by Mr. Dean and his associates as at 31 December 2019 was \$75,000.

The following additional information is provided in accordance with Listing Rule 10.13 with respect to Resolution 3:

- Mr. Dean is a related party as he is a Director of the Company;
- if Resolution 3 is approved 75,000,000 Shares will be issued to Mr. Dean or to his associate/s;
- if Resolution 3 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;
- the deemed issue price for the Shares will be \$0.001 per Share and upon issue of the Shares the liability of \$75,000 owed by the Company in respect of 1.5 Series A Notes held by Mr. Dean and/ or his associates will be extinguished;

- the purpose of the issue is to improve the Company's balance sheet by reducing debt and to remove the ongoing interest expense;
- no cash funds will be raised from the issue of the Shares however a principal liability of \$75,000 will be extinguished;
- the issue of Shares contemplated by this Resolution 3 is not intended to remunerate or incentivise Mr. Dean; and
- other than the original subscription agreement for the Series A Notes, the terms of which have previously been disclosed, there is no additional agreement with Mr. Dean in respect of the Shares to be issued pursuant to this Resolution.

Chapter 2E of the Corporations Act

The Directors (excluding Mr. Dean, abstaining) believe that the issue of the Shares to Mr. Dean or his associates pursuant to this Resolution is appropriate and reasonable in all circumstances, as they are being issued on the same terms and conditions as those that are proposed to be issued to the Third Party Noteholders who are sophisticated and professional investors (refer Resolution 1). Therefore the Company considers that the issue of these Shares is on arm's length terms under section 210 of the Corporations Act (being an exception to the prohibition set out in Chapter 2E), and therefore that Shareholder approval is not required for the purposes of Chapter 2E (noting that the Company still seeks Shareholder approval for the purposes of the Listing Rules).

RESOLUTION 4: Proposed Issue of Shares – Conversion of Principal Debt arising from Series A Notes – Mr. Geoffrey Hiller

Mr. Geoffrey Hiller and associates of his together hold 1 Series A Note. The principal liability in respect of the Series A Note held by Mr. Hiller and his associates (including capitalised interest) as at 31 December 2019 was \$50,000.

The following additional information is provided in accordance with Listing Rule 10.13 with respect to Resolution 4:

- Mr. Hiller is a related party as he is a Director and Chief Executive Officer of the Company;
- if Resolution 4 is approved 50,000,000 Shares will be issued to Mr. Hiller or to his associate/s;
- if Resolution 4 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;
- the deemed issue price for the Shares will be \$0.001 per Share and upon issue of the Shares the liability of \$50,000 owed by the Company in respect of 1 Series A Note held by Mr. Hiller and/ or his associates will be extinguished;
- the purpose of the issue is to improve the Company's balance sheet by reducing debt and to remove the ongoing interest expense;
- no cash funds will be raised from the issue of the Shares however a principal liability of \$50,000 will be extinguished;
- the issue of Shares contemplated by this Resolution 4 is not intended to remunerate or incentivise Mr. Hiller; and
- other than the original subscription agreement for the Series A Notes, the terms of which have previously been disclosed, there is no agreement with Mr. Hiller in respect of the Shares to be issued pursuant to this Resolution.

Chapter 2E of the Corporations Act

The Directors (excluding Mr. Hiller, abstaining) believe that the issue of the Shares to Mr. Hiller or his associates pursuant to this Resolution is appropriate and reasonable in all circumstances, as they are being issued on the same terms and conditions as those that are proposed to be issued to the Third Party Noteholders who are sophisticated and professional investors (refer Resolution 1). Therefore the Company considers that the issue of these Shares is on arm's length terms under section 210 of the Corporations Act (being an exception to the prohibition set out in Chapter 2E), and therefore that Shareholder approval is not required for the purposes of Chapter 2E (noting that the Company still seeks Shareholder approval for the purposes of the Listing Rules).

RESOLUTIONS 5 and 6: Conversion of Principal Debts arising from Series D Notes

The Company has previously issued 52.5 Series D Notes with a total face value of \$2,625,000. The convertibility of the Series D Notes has not previously been approved by Shareholders.

The Series D Notes had an initial maturity date of 30 September 2019 however the Series D Noteholders have agreed to defer the date for payment of the balance (both principal and interest) to 31 March 2020.

The unrelated Third Party Series D Noteholders hold 42.5 of the Series D Notes with the remaining 10 Series D Notes being held by a Director or associates of that Director, Mr. James Dean.

The total principal amount due to all Series D Noteholders as at 31 December 2019 was \$2,625,000.

Interest on the principal liability of the Series D Notes has at times been capitalised pursuant to their terms such that the total liability to the Series D Noteholders as at 31 December 2019 was \$2,886,978 (including capitalised interest).

Approval is now being sought under Resolutions 5 and 6 pursuant to Listing Rules 7.1 and 10.11, respectively, for issue of a total of 2,625,000,000 Shares at a deemed issue price of \$0.001 to the Series D Noteholders to extinguish the liability relating to the principal amount of \$2,625,000 owed in aggregate to them.

Extinguishing this liability will enhance the Company's balance sheet and remove the ongoing interest expense on the amount accrued under the Series D Notes.

Resolution 5 seeks approval for the allotment of 2,125,000,000 Shares pursuant to Listing Rule 7.1 to the unrelated Series D Third Party Noteholders who hold 42.5 Series D Notes. The principal liability owing in respect of those 42.5 Series D Notes as at 31 December 2019 was \$2,125,000.

Resolution 6 seeks approval for the allotment of 500,000,000 Shares to Mr. James Dean, a Director of the Company, or his associates pursuant to Listing Rule 10.11 who hold 10 Series D Notes. The principal liability owing in respect of those 10 Series D Notes as at 31 December 2019 was \$500,000.

RESOLUTION 5: Proposed Issue of Shares – Conversion of Principal Debts arising from Series D Notes

Unrelated third parties of the Company together hold 42.5 Series D Notes. The principal liability in respect of those Series D Notes as at 31 December 2019 was \$2,125,000 in aggregate.

The following additional information is provided in accordance with Listing Rule 7.3 with respect to Resolution 5:

- the Shares are to be issued to the following Series D Noteholders that are third parties unrelated to the Company:

Noteholder	No. of Notes	Principal Amount	Number of Shares to be issued
Sean McCahill Properties Ltd	20	\$1,000,000	1,000,000,000
M J McCahill Trust	20	\$1,000,000	1,000,000,000
Brian Casey	0.5	\$25,000	25,000,000
Trevor Alan Smith	1	\$50,000	50,000,000
Global Trading	1	\$50,000	50,000,000
TOTALS	42.5	\$2,125,000.00	2,125,000,000

the above being the "Series D Third Party Noteholders";

- if Resolution 5 is approved 2,125,000,000 Shares will be issued;
- if Resolution 5 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 3 months after the date of the meeting;
- the deemed issue price for the Shares will be \$0.001 per Share and upon issue of the Shares the principal amount of \$2,125,000 owed by the Company in respect of the 42.5 Series D Notes will be extinguished;
- the purpose of the issue is to improve the Company's balance sheet by reducing debt and to remove the ongoing interest expense;
- no cash funds will be raised from the issue of the Shares however a liability of \$1,315,000 will be extinguished; and
- other than the original subscription agreements for the Series D Notes, the terms of which have previously been disclosed, there is no agreement with any of the Third Party Series D Noteholders in respect of the Shares to be issued pursuant to this Resolution.

RESOLUTION 6: Proposed Issue of Shares – Conversion of Principal amount arising from Series D Notes – Mr. James Dean

Mr. James Dean and associates of his together hold 10 Series D Notes which were acquired from the original Series D Noteholder on 6 March 2020 (as set out in the Company's ASX release dated 10 March 2020). The principal liability in respect of the Series D Notes held by Mr. Dean and his associates as at 31 December 2019 was \$500,000.

The following additional information is provided in accordance with Listing Rule 10.13 with respect to Resolution 6:

- Mr. Dean is a related party as he is a Director of the Company;
- if Resolution 6 is approved 500,000,000 Shares will be issued to Mr. Dean or to his associate/s;
- if Resolution 6 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;
- the deemed issue price for the Shares will be \$0.001 per Share and upon issue of the Shares the liability of \$500,000 owed by the Company in respect of 10 Series D Notes held by Mr. Dean and/ or his associates will be extinguished;
- the purpose of the issue is to improve the Company's balance sheet by reducing debt and to remove the ongoing interest expense;
- no cash funds will be raised from the issue of the Shares however a liability of \$500,000 will be extinguished;
- the issue of Shares contemplated by this Resolution 6 is not intended to remunerate or incentivise Mr. Dean; and
- other than the original subscription agreement for the Series D Notes, the terms of which have previously been disclosed, to the ASX there is no additional agreement with Mr. Dean in respect of the Shares to be issued pursuant to this Resolution.

Chapter 2E of the Corporations Act

The Directors (excluding Mr. Dean, abstaining) believe that the issue of the Shares to Mr. Dean or his associates pursuant to this Resolution is appropriate and reasonable in all circumstances, as they are being issued on the same terms and conditions as those that are proposed to be issued to the Series D Third Party Noteholders who are sophisticated and professional investors (refer Resolution 5). Therefore the Company considers that the issue of these Shares is on arm's length terms under section 210 of the Corporations Act (being an exception to the prohibition set out in Chapter 2E), and therefore that Shareholder approval is not required for the purposes of Chapter 2E (noting that the Company still seeks Shareholder approval for the purposes of the Listing Rules).

RESOLUTIONS 7 to 10: Proposed Issue of Series E Converting Notes – Conversion of Interest Component arising from Series A and Series D Notes

The Company has previously issued 36.5 Series A Notes (further details set out in Resolution 1 above) and 52.5 Series D Notes (further details set out in Resolution 5 above). The unrelated Series A Third Party Noteholders hold 26.3 of the Series A Notes with the remaining 10.2 Series A Notes being held by Directors or associates of Directors. The unrelated Series D Third Party Noteholders hold 42.5 of the Series A Notes with the remaining 10 Series D Notes being held by Director Mr. James Dean or his associate/s.

The Company has agreed with the Noteholders that:

- interest on the Series A and Series D Notes will be capitalised pursuant to their respective terms up to 31 December 2019;
- the Noteholders will be issued with Series E Converting Notes on account of the capitalised interest accrued on the Series A and Series D Notes up to 31 December 2019;
- no further interest will accrue on the Series A and Series D Notes after 31 December 2019; and
- the key terms of the Series E Converting Notes are:
 - issue price of \$1.00 each;
 - maturity date of 31 March 2021;
 - interest rate of 4% per annum; and
 - conversion price of the higher of the 30-day VWAP prior to the conversion date or \$0.00035 each.

Interest on the principal liability of the Series A Notes has at times been capitalised pursuant to their terms such that the accrued interest liability owing to the Series A Noteholders as at 31 December 2019 was \$984,063.87.

Interest on the principal liability of the Series D Notes has at times been capitalised pursuant to their terms such that the accrued interest liability owing to the Series D Noteholders as at 31 December 2019 was \$261,978.93.

Resolutions 7 to 10 relate to the accrued interest amounts of the Series A and Series D Notes only, whereas the Company seeks approval for the conversion of the principal amounts of the relevant Series A and Series D Notes into Shares by way of Resolutions 1 to 4. Extinguishing the liabilities arising from the accrued interest of the Series A and Series D Notes will enhance the Company's balance sheet.

Approval is now being sought under Resolutions 7 to 10 pursuant to Listing Rules 7.1 or 10.11 (as appropriate) for the issue of a total of 1,246,046 Series E Converting Notes to extinguish the liability relating to the accrued interest amount of \$1,246,046 owing in aggregate on the Series A and Series D Notes.

Resolution 7 seeks approval for the allotment of 802,316 Series E Converting Notes pursuant to Listing Rule 7.1 to the unrelated Series A and Series D Third Party Noteholders. The accrued interest liability owing in respect of the Notes held by those parties as at 31 December 2019 was \$802,316.

Resolutions 8, 9 and 10 seek approval for the allotment of 443,730 Series E Converting Notes, in aggregate, pursuant to Listing Rule 10.11 to those Series A and Series D Noteholders who are Directors or associates of Directors. The accrued interest liability owing in respect of the Series A and Series D Notes held by those parties as at 31 December 2019 was \$443,730.

RESOLUTION 7: Proposed Issue of Series E Converting Notes to Series A and Series D Third Party Noteholders

Unrelated third parties of the Company together hold 26.3 Series A Notes and 42.5 Series D Notes. The accrued interest component in respect of those Series A Notes and Series D Notes as at 31 December 2019 was \$802,316.00 in aggregate.

The following additional information is provided in accordance with Listing Rule 7.3 with respect to Resolution 7:

- the Series E Converting Notes are to be issued to the following Series A Third Party Noteholders and the Series D Third Party Noteholders, all of whom are unrelated third parties to the Company:

Noteholder	No of Current Notes	Accrued Interest Amount	Number of Series E Converting Notes to be Issued	Number of (pre-Consolidation) Shares to be issued on full conversion*
Series A Third Party Noteholders	26.3	\$590,428	590,428	590,428,000
Series D Third Party Noteholders	42.5	\$211,888	211,888	211,888,000
	68.8	\$802,316	802,316	802,316,000

Note *: Assuming conversion price of \$0.001

- if Resolution 7 is approved, 802,316 Series E Converting Notes will be issued;
- if Resolution 7 is approved the Series E Converting Notes will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 3 months after the date of the meeting;
- the Series E Converting Notes will be issued with a face value of \$1.00 each and will convert at the higher of the 30-day VWAP immediately prior to conversion or \$0.00035, on a pre-Consolidation basis;
- the purpose of the issue is to improve the Company's balance sheet by reducing debt and to remove the ongoing interest expense accruing in respect of the Series A and Series D Notes;
- no cash funds will be raised from the issue of the Shares however a liability of \$802,316 will be applied to the issue price for the Series E Converting Notes; and
- the Series A and Series D Third Party Noteholders will enter into subscription agreements for the issue of the Series E Converting Notes.

RESOLUTION 8: Proposed Issue of Series E Converting Notes Shares – Mr. Terry Cuthbertson

Mr. Terry Cuthbertson and associates of his together hold 7.7 Series A Notes. The accrued interest component owing in respect of the Series A Notes held by Mr. Cuthbertson and his associates as at 31 December 2019 was \$296,518.

The following additional information is provided in accordance with Listing Rule 10.13 with respect to Resolution 8:

- Mr. Cuthbertson is a related party as he is a Director of the Company;
- if Resolution 8 is approved 296,518 Series E Converting Notes will be issued to Mr. Cuthbertson or his associate/s;
- if Resolution 8 is approved the Series E Converting Notes will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;

- the Series E Converting Notes will be issued with a face value of \$1.00 each and will convert at the higher of the 30-day VWAP immediately prior to conversion or \$0.00035, on a pre-Consolidation basis;
- the purpose of the issue is to improve the Company's balance sheet by reducing debt and to remove the ongoing interest expense;
- no cash funds will be raised from the issue of the Series E Converting Notes however an outstanding liability of \$296,518 will be applied to the issue price for the Series E Converting Notes;
- the issue of Series E Converting Notes contemplated by this Resolution 8 is not intended to remunerate or incentivise Mr. Cuthbertson; and
- Mr. Cuthbertson (or his associates) will enter into a subscription agreement for the issue of the Series E Converting Notes.

Chapter 2E of the Corporations Act

The Directors (excluding Mr. Cuthbertson, abstaining) believe that the issue of the Series E Converting Notes to Mr. Cuthbertson or his associates pursuant to this Resolution is appropriate and reasonable in all circumstances, as they are being issued on the same terms and conditions as those that are proposed to be issued to the Series A and Series D Third Party Noteholders who are sophisticated and professional investors (refer Resolution 7). Therefore the Company considers that the issue of these Shares is on arm's length terms under section 210 of the Corporations Act (being an exception to the prohibition set out in Chapter 2E), and therefore that Shareholder approval is not required for the purposes of Chapter 2E (noting that the Company still seeks Shareholder approval for the purposes of the Listing Rules).

RESOLUTION 9: Proposed Issue of Series E Converting Notes Shares – Mr. James Dean

Mr. James Dean and associates of his together hold 1.5 Series A Notes and 10 Series D Notes. The accrued interest component owing in respect of the Series A Notes held by Mr. Dean and his associates as at 31 December 2019 was \$62,781 and the accrued interest component owing in respect of the Series D Notes held by Mr. Dean and his associates as at 31 December 2019 was \$50,092 (\$112,873 in total).

The following additional information is provided in accordance with Listing Rule 10.13 with respect to Resolution 9:

- Mr. Dean is a related party as he is a Director of the Company;
- if Resolution 9 is approved 112,873 Series E Converting Notes will be issued to Mr. Dean or his associate/s;
- if Resolution 9 is approved the Series E Converting Notes will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;
- the Series E Converting Notes will be issued with a face value of \$1.00 each and will convert at the higher of the 30-day VWAP immediately prior to conversion or \$0.00035, on a pre-Consolidation basis;
- the purpose of the issue is to improve the Company's balance sheet by reducing debt and to remove the ongoing interest expense;
- no cash funds will be raised from the issue of the Series E Converting Notes however a liability of \$112,873 will be applied to the issue price for the Series E Converting Notes;
- the issue of Series E Converting Notes contemplated by this Resolution 9 is not intended to remunerate or incentivise Mr. Dean; and
- Mr. Dean (or his associates) will enter into a subscription agreement for the issue of the Series E Converting Notes.

Chapter 2E of the Corporations Act

The Directors (excluding Mr. Dean, abstaining) believe that the issue of the Series E Converting Notes to Mr. Dean or his associates pursuant to this Resolution is appropriate and reasonable in all circumstances, as they are being issued on the same terms and conditions as those that are proposed to be issued to the Series A and Series D Third Party Noteholders who are sophisticated and professional investors (refer Resolution 7). Therefore the Company considers that the issue of these Shares is on arm's length terms under section 210 of the Corporations Act (being an exception to the prohibition set out in Chapter 2E), and therefore that Shareholder approval is not required for the purposes of Chapter 2E (noting that the Company still seeks Shareholder approval for the purposes of the Listing Rules).

RESOLUTION 10: Proposed Issue of Series E Converting Notes Shares – Mr. Geoff Hiller

Mr. Geoff Hiller and associates of his together hold 1 Series A Note. The accrued interest component owing in respect of the Series A Note held by Mr. Hiller and his associates as at 31 December 2019 was \$34,339.

The following additional information is provided in accordance with Listing Rule 10.13 with respect to Resolution 8:

- Mr. Hiller is a related party as he is a Director of the Company;
- if Resolution 10 is approved 34,339 Series E Converting Notes will be issued to Mr. Hiller or his associate/s;
- if Resolution 10 is approved the Series E Converting Notes will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;
- the Series E Converting Notes will be issued with a face value of \$1.00 each and will convert at the higher of the 30-day VWAP immediately prior to conversion or \$0.00035, on a pre-Consolidation basis;
- the purpose of the issue is to improve the Company's balance sheet by reducing debt and to remove the ongoing interest expense;
- no cash funds will be raised from the issue of the Series E Converting Notes however a liability of \$34,339 will be applied to the issue price for the Series E Converting Notes;
- the issue of Series E Converting Notes contemplated by this Resolution 10 is not intended to remunerate or incentivise Mr. Hiller; and
- Mr. Hiller (or his associates) will enter into a subscription agreement for the issue of the Series E Converting Notes.

Chapter 2E of the Corporations Act

The Directors (excluding Mr. Hiller, abstaining) believe that the issue of the Series E Converting Notes to Mr. Hiller or his associates pursuant to this Resolution is appropriate and reasonable in all circumstances, as they are being issued on the same terms and conditions as those that are proposed to be issued to the Series A and Series D Third Party Noteholders who are sophisticated and professional investors (refer Resolution 7). Therefore the Company considers that the issue of these Shares is on arm's length terms under section 210 of the Corporations Act (being an exception to the prohibition set out in Chapter 2E), and therefore that Shareholder approval is not required for the purposes of Chapter 2E (noting that the Company still seeks Shareholder approval for the purposes of the Listing Rules).

RESOLUTIONS 11 to 13: Conversion of Liabilities to Related Parties – Background Information

Each of the following Directors below were owed Director's fees or consulting fees by the Company as at 31 December 2019 as follows:

	Terry Cuthbertson	James Dean	Geoffrey Hiller
Unpaid Director's Fees*	\$346,598.74	\$223,966.02	-
Unpaid Consulting Fees	-	-	\$384,189.04**

* The Director's fees owing are gross figures reflecting commercial arrangements between the Company and the Directors.

** Of the total amount of unpaid consulting fees owed to Mr. Hiller it is proposed that \$192,094.52 will be converted into Shares (being the Shares the subject of Resolution 13) with the balance of \$192,094.52 to remain as a debt owing to Mr. Hiller by the Company.

Currently annual Director's fees of \$36,000 are paid to non-executive directors and the Board has determined that an amount of \$55,800 be paid to the non-executive Chairman.

The Directors have not been paid Director's fees since the 1st of July 2013. All Director's fees have been accrued from the 1st of July 2013 to date. No interest is payable on the outstanding amounts.

Resolutions 11, 12 and 13 seek approval for the issue of a total of 762,659,280 Shares at a deemed issue price of \$0.001 per Share pursuant to Listing Rule 10.11 to the Directors or their associates to extinguish these liabilities as referred to above.

RESOLUTION 11: Conversion of Directors Fees Owing into Shares – Mr. Terry Cuthbertson

Mr. Terry Cuthbertson was appointed as a non-executive Director of the Company on 29 March 2012 and is also the Chairman of the Board.

The total amount of Director's fees owed to Mr. Cuthbertson as at 31 December 2019 was \$346,598.

The following additional information is provided in accordance with Listing Rule 10.13 with respect to Resolution 11:

- Mr. Cuthbertson is a related party as he is a Director of the Company;

- if Resolution 11 is approved 346,598,740 Shares will be issued to Mr. Cuthbertson or to his associate/s;
- if Resolution 11 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;
- the deemed issue price for the Shares will be \$0.001 per Share and upon issue of the Shares the outstanding liability in respect of Director's fees owing by the Company to Mr. Cuthbertson to 31 December 2019 in the amount of \$346,598 will be extinguished;
- the purpose of the issue is to improve the Company's balance sheet by reducing the Company's liabilities;
- no cash funds will be raised from the issue of the Shares however a liability of \$346,598 will be extinguished;
- the issue of Shares contemplated by this Resolution 11 relates to Director's fees owing to and accrued by Mr. Cuthbertson in his capacity as a Director of the Company and Chairman of the Board, which Mr. Cuthbertson has not received payment of since 1 July 2013; and
- the Shares are proposed to be issued to Mr. Cuthbertson and/ or his associates in lieu of payment of accrued Director's fees and there is no other agreement with Mr. Cuthbertson in respect of the Shares to be issued pursuant to this Resolution.

Chapter 2E of the Corporations Act

The Directors (excluding Mr. Cuthbertson, abstaining) believe that the issue of the Shares to Mr. Cuthbertson or his associates pursuant to this Resolution is appropriate and reasonable in all circumstances, as they are being issued on the same terms and conditions as those that are proposed to be issued to the Series A and Series D Third Party Noteholders who are sophisticated and professional investors (refer Resolutions 1 and 9) and are reasonable remuneration in the Company's and Mr. Cuthbertson's circumstances. Therefore the Company considers that the issue of these Shares is on arm's length terms under section 210 of the Corporations Act and/or reasonable remuneration under section 211 of the Corporations Act (being exceptions to the prohibition set out in Chapter 2E), and therefore that Shareholder approval is not required for the purposes of Chapter 2E (noting that the Company still seeks Shareholder approval for the purposes of the Listing Rules).

RESOLUTION 12: Conversion of Directors Fees Owing into Shares – Mr. James Dean

Mr. James Dean was appointed as a non-executive Director of the Company on 10 February 2011.

The total amount of Director's fees owed to Mr. Dean as at 31 December 2019 was \$223,966.

The following additional information is provided in accordance with Listing Rule 10.13 with respect to Resolution 12:

- Mr. Dean is a related party as he is a Director of the Company;
- if Resolution 12 is approved 223,966,020 Shares are to be issued to Mr. Dean or to his associate/s;
- if Resolution 12 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;
- the deemed issue price for the Shares will be \$0.001 per Share and upon issue of the Shares the outstanding liability in respect of Director's Fees owing by the Company to Mr. Dean to 31 December 2019 in the amount of \$223,966 will be extinguished;
- the purpose of the issue is to improve the Company's balance sheet by reducing the Company's liabilities;
- no cash funds will be raised from the issue of Shares however a liability of \$223,966 will be extinguished;
- the issue of Shares contemplated by this Resolution 12 relates to Director's fees owing to and accrued by Mr. Dean in his capacity as Director of the Company, which Mr. Dean has not received payment of since 1 July 2013; and
- the Shares are proposed to be issued to Mr. Cuthbertson and/ or his associates in lieu of payment of accrued Director's fees and there is no other agreement with Mr. Dean in respect of the Shares to be issued pursuant to this Resolution.

Chapter 2E of the Corporations Act

The Directors (excluding Mr. Dean, abstaining) believe that the issue of the Shares to Mr. Dean or his associates pursuant to this Resolution is appropriate and reasonable in all circumstances, as they are being issued on the same terms and conditions as those that are proposed to be issued to the Series A and Series D Third Party Noteholders who are sophisticated and professional investors (refer Resolutions 1 and 9) and are reasonable remuneration in the Company's and Mr. Dean's circumstances. Therefore the Company considers that the issue of these Shares is on arm's length terms under section 210 of the Corporations Act and/or reasonable remuneration under section 211 of the Corporations Act (being exceptions to the prohibition set out in Chapter 2E), and therefore that Shareholder approval is not required for the purposes of Chapter 2E (noting that the Company still seeks Shareholder approval for the purposes of the Listing Rules).

RESOLUTION 13: Conversion of Consulting Fees Owning into Shares – Mr. Geoffrey Hiller

Mr. Geoffrey Hiller was appointed as a Director of the Company on 4 October 2019. Prior to that Mr. Hiller was appointed as Chief Executive Officer of the Company on 21 March 2011 as a consultant via an arrangement between his consulting company Highshaw Pty Ltd (**Highshaw**) and the Company.

Highshaw charges the Company \$1,350 per day for the services of Mr. Hiller as Chief Executive Officer. Since his appointment as Chief Executive Officer in 2011 there have been intermittent periods of time during which Mr. Hiller has agreed that consulting fees payable to Highshaw could be accrued rather than paid in cash. The total amount of consulting fees owed to Highshaw as at 31 December 2019 was \$384,189.04, which represents the running balance due for unpaid consulting fees as at that date.

Of the total amount of unpaid consulting fees owed, it is proposed (subject to Resolution 13 being approved by Shareholders) that \$192,094.52 will be converted into Shares and the balance of \$192,094.52 will remain as a debt owing to Highshaw by the Company.

The following additional information is provided in accordance with Listing Rule 10.13 with respect to Resolution 13:

- Mr. Hiller is a related party as he is a Director of the Company;
- if Resolution 13 is approved 192,094,520 Shares are to be issued to Mr. Hiller or to his associate/s (Highshaw is an associate of Mr. Hiller);
- if Resolution 13 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;
- the deemed issue price for the Shares will be \$0.001 per Share and upon issue of the Shares an outstanding liability in respect of consulting fees owed by the Company to Highshaw in the amount of \$192,094 will be extinguished (being part of the total amount of \$384,189.04 owing by the Company to Highshaw as at 31 December 2019);
- the purpose of the issue is to improve the Company's balance sheet by reducing the Company's liabilities;
- no cash funds will be raised from the issue of the Shares by the Company however a liability of \$192,094 will be extinguished;
- the issue of Shares contemplated by this Resolution 13 relates to consulting fees owing to Highshaw in relation to Mr. Hiller's role as Chief Executive Officer of the Company; and
- the Shares are proposed to be issued to Mr. Hiller and/ or his associates in lieu of payment of accrued consulting fees owed to Highshaw and there is no other agreement with Mr. Hiller or Highshaw in respect of the Shares to be issued pursuant to this Resolution.

Chapter 2E of the Corporations Act

The Directors (excluding Mr. Hiller, abstaining) believe that the issue of the Shares to Mr. Hiller or his associates pursuant to this Resolution is appropriate and reasonable in all circumstances, as they are being issued on the same terms and conditions as those that are proposed to be issued to the Series A and Series D Third Party Noteholders who are sophisticated and professional investors (refer Resolutions 1 and 9) and are reasonable remuneration in the Company's and Mr. Hiller's circumstances. Therefore the Company considers that the issue of these Shares is on arm's length terms under section 210 of the Corporations Act and/or reasonable remuneration under section 211 of the Corporations Act (being exceptions to the prohibition set out in Chapter 2E), and therefore that Shareholder approval is not required for the purposes of Chapter 2E (noting that the Company still seeks Shareholder approval for the purposes of the Listing Rules).

RESOLUTION 14: Proposed Issue of Shares – Amount Owing to Former Director Mr. A. McMillan

Mr. Andrew McMillan was appointed as a Director of the Company on 14 May 2012 and resigned as a Director on 11 February 2019. As Mr. McMillan has not been a Director for over 6 months he is no longer regarded as a related party of the Company. The total amount of accrued Director's fees (and superannuation guarantee levy) which remained owing to Mr. McMillan as at 31 December 2019 was \$146,025.

The following additional information is provided in accordance with Listing Rule 7.3 with respect to Resolution 14:

- the Shares are to be issued to Mr. Andrew McMillan and/ or his nominee;
- if Resolution 14 is approved 146,025,536 Shares will be issued;
- if Resolution 14 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 3 months after the date of the meeting;

- the deemed issue price for the Shares will be \$0.001 per Share and upon issue of the Shares the outstanding liability of \$146,025 owed by the Company to Mr. McMillan in respect of past Director's fees will be extinguished;
- the purpose of the issue is to improve the Company's balance sheet by reducing debt;
- no cash funds will be raised from the issue of the Shares however an outstanding liability of \$146,025 will be extinguished; and
- there is no agreement with Mr. McMillan in respect of the Shares to be issued pursuant to this Resolution.

RESOLUTION 15: Approve Proposed Issue of Shares – Convertible Notes Rollover Fees

The Company seeks Shareholder approval to issue Shares to the Series A Third Party Noteholders in respect of rollover fees payable on the 26.3 Series A Notes held by them. Rollover fees were calculated on the Series A Notes at the rate of 2.25% of the issue price of each Series A Note to be satisfied by the issue of Shares for nil cash consideration at the deemed issue price of \$0.001. The total amount of accrued rollover fees to the Series A Third Party Noteholders as at the date of this Notice of Meeting is \$39,805.

The following additional information is provided in accordance with Listing Rule 7.3 in respect of Resolution 15:

- the Shares are to be issued to the Series A Third Party Noteholders;
- if Resolution 15 is approved 39,805,297 Shares will be issued;
- if Resolution 15 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 3 months after the date of the meeting;
- the deemed issue price for the Shares will be \$0.001 per Share;
- the purpose of the issue is to satisfy an accrued liability owed by the Company on account of rollover fees accrued in respect of the Series A Notes that the Company previously agreed to pay to Series A Noteholders who were willing to defer the repayment date of Series A Notes to 31 March 2020;
- no cash funds will be raised by the issue of these Shares; and
- other than the agreement by Series A Noteholders to defer the repayment date in respect of Series A Note liabilities to 31 March 2020, there is no other agreement with any of the Third Party Series A Noteholders in respect of the Shares to be issued pursuant to this Resolution.

RESOLUTION 16: Proposed issue of Shares to Mr. Terry Cuthbertson – Convertible Note Rollover Fees

The Company proposes to issue 13,234,492 Shares to Mr. Terry Cuthbertson or his associates as the holders of 7.7 Series A Notes in respect of rollover fees accrued and payable on those Series A Notes.

The following additional information is provided in accordance with Listing Rule 10.13 in respect of Resolution 16:

- the Shares will be issued to Kore Management Services Pty Ltd <Cuthbertson Super Fund A/C> and Hebston Pty Ltd, both of which Mr. Cuthbertson is a director and shareholder of;
- Mr. Cuthbertson is a related party as he is a Director of the Company;
- if Resolution 16 is approved 1,878,006 Shares will be issued to Hebston Pty Ltd and 11,356,486 Shares will be issued to Kore Management Services Pty Ltd <Cuthbertson Super Fund A/C>;
- if Resolution 16 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;
- the deemed issue price for the Shares will be \$0.001 per Share;
- the purpose of the issue is to satisfy an accrued liability owed by the Company on account of rollover fees accrued in respect of the Series A Notes held by Mr. Cuthbertson and/ or his associates that the Company previously agreed to pay to Series A Noteholders who were willing to defer the repayment date of Series A Notes to 31 March 2020, with the total amount owing to Mr. Cuthbertson on account of rollover fees being \$13,234;
- no cash funds will be raised by the issue of the Shares;
- the issue of Shares contemplated by this Resolution 16 is not intended to remunerate or incentivise Mr. Cuthbertson; and
- other than the agreement by Mr. Cuthbertson in his capacity as a Series A Noteholder to defer the repayment date of Series A Note liabilities to 31 March 2020, there is no agreement with Mr. Cuthbertson in respect of the Shares to be issued pursuant to this Resolution.

Chapter 2E of the Corporations Act 2001

The Directors (excluding Mr. Cuthbertson, abstaining) believe that the issue of the Shares to Mr. Cuthbertson or his associates pursuant to this Resolution is appropriate and reasonable in all circumstances, as they are being issued on the same terms and conditions as those that are proposed to be issued to the Series A Third Party Noteholders who are sophisticated and professional investors (refer Resolution 15). Therefore the Company considers that the issue of these Shares is on arm's length terms under section 210 of the Corporations Act (being an exception to the prohibition set out in Chapter 2E), and therefore that Shareholder approval is not required for the purposes of Chapter 2E (noting that the Company still seeks Shareholder approval for the purposes of the Listing Rules).

Recommendation

The Board (excluding Mr. Cuthbertson, abstaining) recommends that Shareholders vote in favour of the proposed issue of 13,234,492 Shares to Mr. Cuthbertson or his associates as proposed by Resolution 16.

RESOLUTION 17: Proposed issue of Shares to Mr. James Dean – Convertible Note Rollover Fees

The Company proposes to issue 2,685,681 Shares to Mr. James Dean or his associates as the holders of 1.5 Series A Notes in respect of rollover fees accrued and payable on those Series A Notes.

The following additional information is provided in accordance with Listing Rule 10.13 in respect of Resolution 17:

- the Shares will be issued to AGIO Capital Corporation Ltd <The Dean Family NZ A/C> and Construction Equipment Finance Limited, both of which Mr. Dean is a director and shareholder of;
- Mr. Dean is a related party as he is a Director of the Company;
- if Resolution 17 is approved 2,685,681 Shares will be issued to AGIO Capital Corporation Ltd <The Dean Family NZ A/C> and 1,768,530 Shares will be issued to Construction Equipment Finance Limited;
- if Resolution 17 is approved the Shares will be issued at the earliest practicable opportunity following the date of the meeting and in any event not later than 1 month after the date of the meeting;
- the deemed issue price for the Shares will be \$0.001 per Share;
- the purpose of the issue is to satisfy an deferred liability owed by the Company on account of rollover fees accrued in respect of the Series A Notes held by Mr. Dean and/ or his associates that the Company previously agreed to pay to Series A Noteholders who were willing to defer the repayment date of Series A Notes to 31 March 2020, with the total amount owing to Mr. Dean on account of rollover fees being \$2,685;
- no cash funds will be raised by the issue of the Shares.
- the issue of Shares contemplated by this Resolution 17 is not intended to remunerate or incentivise Mr. Dean;
- other than the agreement by Mr. Dean in his capacity as a Series A Noteholder to defer the repayment date of Series A Note liabilities to 31 March 2020, there is no agreement with Mr. Dean in respect of the Shares to be issued pursuant to this Resolution.

Chapter 2E of the Corporations Act 2001

The Directors (excluding Mr. Dean, abstaining) believe that the issue of the Shares to Mr. Dean or his associates pursuant to this Resolution appropriate and reasonable in all circumstances, as they are being issued on the same terms and conditions as those that are proposed to be issued to the Series A Third Party Noteholders who are sophisticated and professional investors (refer Resolution 15). Therefore the Company considers that the issue of these Shares is on arm's length terms under section 210 of the Corporations Act (being an exception to the prohibition set out in Chapter 2E), and therefore that Shareholder approval is not required for the purposes of Chapter 2E (noting that the Company still seeks Shareholder approval for the purposes of the Listing Rules).

Recommendation

The Board (excluding Mr. Dean, abstaining) recommends that Shareholders vote in favour of the proposed issue of 2,685,681 Shares to Mr. Dean or his associates as proposed by Resolution 17.

RESOLUTION 18: Consolidation of Capital

The Company seeks Shareholder approval to consolidate its share capital through the consolidation of every 100 Shares into 1 Share.

Section 254H of the Corporations Act

Section 254(H) of the Corporations Act states that a company may convert all or any of its shares into a larger or smaller number by resolution passed a general meeting. In accordance with Section 254H(2) of the Corporations Act and Appendix 7A of the ASX Listing Rules, the Consolidation have an effective date of the date of this meeting if Resolution 18 is passed. If Resolution 18 is passed, the Company will lodge a copy of the Resolution with ASIC within 1 month of it being passed in accordance with section 254H(4) of the Corporations Act.

Reasons for the Share Consolidation

The Company currently has 1,387,823,262 Shares on issue. If all of Resolutions 1 to 17 are approved by Shareholders and all Shares are issued pursuant to those Resolutions, and all Series E Converting Notes converted (not taking into account any interest payable on those Series E Converting Notes), the number of Shares on issue will increase to 8,048,279,548.

For a company of this size, this is a large number of securities to have on issue and it subjects the Company to a number of disadvantages, including:

- (a) that the Company has a far greater number of Shares on issue than comparable companies, meaning that its share price is lower for reasons other than valuation;
- (b) negative perceptions associated with a low share price; and
- (c) administrative inconvenience.

The Directors believe that the Consolidation of the Shares would assist in eliminating or mitigating these disadvantages and would establish a share price more appropriate for a listed entity of its size.

Fractional Entitlements

The Consolidation may result in Shareholders receiving a fraction of a Share. These fractional entitlements will be rounded up as part of the Consolidation, so that the consolidated holding will be rounded up to the nearest whole number.

Effect of Share Consolidation

The pro forma capital structure of the Company on completion of the Consolidation is as follows:

	Current Shares on issue	Increased Shares on issue if Resolutions 1 to 17 are passed (and Series E Converting Notes converted)
Pre-Consolidation	1,387,823,262	8,048,279,548
Post-Consolidation*	13,878,233	80,482,796

* This table does not take into account any rounding discrepancies or the interest component of the Series E Converting Notes.

The Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders.

Holding Statements

From the date of Consolidation, all existing holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares. After the Consolidation becomes effective, the Company will arrange for new holding statements to be issued to Shareholders. It is the responsibility of each Shareholder to check the number of Shares held prior to Consolidation and post-Consolidation.

Taxation

It is not expected that any taxation consequences will arise for Shareholders from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation, and neither the Company nor the Directors accept any responsibility for the individual taxation consequences arising from the Consolidation.

Timetable

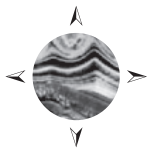
Key Event	Indicative Date
General Meeting	Thursday 16 April 2020
Notification to ASX that Share Consolidation is approved	Thursday 16 April 2020
Effective Date of Consolidation	Monday 20 April 2020
Last day for trading in pre-consolidated securities	Tuesday 21 April 2020
Trading in the consolidated securities on a deferred settlement basis commences	Wednesday 22 April 2020
Record date Last day the registrar transfers on a pre-Consolidation basis	Thursday 23 April 2020
Despatch of new holding statements Deferred settlement trading ends	Thursday 30 April 2020
Normal trading starts	Friday 1 May 2020

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 18.

GLOSSARY

ASIC	means Australian Securities and Investments Commission.
ASX	means ASX Limited ABN 98 008 624 691 or the securities market which
Board	means the board of directors of the Company.
Business Day	has the meaning given in Chapter 19 of the Listing Rules.
Company	means Malachite Resources Limited.
Consolidation	means the 100:1 consolidation of Shares as proposed by Resolution 18.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Highshaw	means Highshaw Pty Limited (ACN 115 832 347).
Listing Rules	means the official listing rules of ASX.
Noteholders	means the holders of the Series A Notes and the Series D Notes.
Notice of Meeting	means the notice of meeting and includes the Explanatory Memorandum.
Proxy Form	means the proxy form accompanying this Notice of Meeting.
Resolution	means the resolutions set out in the Notice of Meeting, or any one of them,
Series A Notes	means the convertible notes issued by the Company between 5 July 2013
Series A Noteholders	means the holders of the Series A Notes.
Series A Third Party	means the holders of Series A Notes as defined in the commentary of
Series D Notes	means the convertible notes issued by the Company between 27
Series D Noteholders	means the holders of the Series D Notes.
Series D Third Party	means the holders of the Series D Notes as defined in the commentary of
Series E Converting Notes	means the converting notes to be issued to the Noteholders pursuant to
Shares	means fully paid ordinary shares issued in the capital of the Company.
Shareholder	means a person who is the registered holder of Shares.



malachite
resources

Malachite Resources Limited
ABN 86 075 613 268

MAR

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **2:00 pm (AEST)** Tuesday, 14th April 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.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at 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

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 Malachite 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 Malachite Resources Limited to be held at Computershare Investor Services Pty Limited, Level 3, 60 Carrington Street, Sydney NSW 2000 on Thursday, 16th April 2020 at 2:00 pm (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		For	Against	Abstain
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Proposed issue of Shares – Conversion of Debts arising from Series A Notes				Proposed issue of Series E Converting Notes to Mr. James Dean		
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Proposed issue of Shares – Conversion of Debt arising from Series A Notes – Mr. Terry Cuthbertson				Proposed issue of Series E Converting Notes to Mr. Geoff Hiller		
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Proposed issue of Shares – Conversion of Debt arising from Series A Notes – Mr. James Dean				Conversion of Director Fees Owing into Shares – Mr. Terry Cuthbertson		
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Proposed issue of Shares – Conversion of Debt arising from Series A Notes – Mr. Geoffrey Hiller				Conversion of Director Fees Owing into Shares – Mr. James Dean		
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Proposed issue of Shares – Conversion of Debts arising from Series D Notes				Conversion of Consulting Fees Owing into Shares – Mr. Geoff Hiller		
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Proposed issue of Shares – Conversion of Debt arising from Series D Notes – Mr. James Dean				Conversion of Director Fees Owing into Shares – Former Director Mr. A. McMillan		
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Proposed issue of Series E Converting Notes to Series A and Series D Third Party Noteholders				Proposed issue of Shares – Convertible Note Rollover Fees		
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Proposed issue of Series E Converting Notes to Mr. Terry Cuthbertson				Proposed issue of Shares – Convertible Note Rollover Fees to Mr. Terry Cuthbertson		
				17	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
					Proposed issue of Shares – Convertible Note Rollover Fees to Mr. James Dean		
				18	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
					Consolidation of Issued Capital		

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 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	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

