

**FAR EAST GOLD LTD**  
**ACN 639 887 219**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of the members of Far East Gold Ltd (**FEG** or **Company**) will be held as a virtual meeting at 2:00 pm (Brisbane time) on 10 December 2021 (**Meeting**).

The Company and the Board are very aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. Accordingly, the Board has made the decision that it will hold a virtual Meeting.

The Company will continue to closely monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the Meeting. If any changes are required, the Company will advise shareholders by way of an announcement on the FEG website at [www.fareast.gold](http://www.fareast.gold). The Company strongly encourages all shareholders to check the Company's announcements at [www.fareast.gold](http://www.fareast.gold) regularly prior to the Meeting.

In accordance with section 253RA of the Corporations Act, the Company is not sending hard copies of the Notice of Meeting to Shareholders. The Notice of Meeting can be viewed and downloaded from this website link: [www.fareast.gold](http://www.fareast.gold)

Please see page 3 for further details regarding the despatch of this Notice of Meeting to Shareholders. The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the 2021 Annual General Meeting. The Explanatory Memorandum forms part of this Notice of Meeting.

Certain terms and abbreviations used in this Notice of Meeting and Explanatory are defined in the Glossary of the Explanatory Memorandum.

---

## **ORDINARY BUSINESS**

### **FINANCIAL REPORT**

To receive and consider the Annual Financial Statements, the Directors' Report and Audit Report of the Company and its Controlled Entities for the financial period ended 30 June 2021.

To consider, and if thought fit, to pass with or without modification, the following resolutions.

#### **1. RESOLUTION 1 – ELECTION OF DIRECTOR – MR PAUL WALKER**

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

*'That, for the purpose of Rule 6.1(e) of the Constitution of the Company and for all other purposes, Mr Paul Walker who retires, and being eligible, is elected as a Director.'*

**2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR MARC DENOVAN**

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

*‘That, for the purpose of rule 6.1(e) of the Constitution of the Company and for all other purposes, Mr Marc Denovan who retires, and being eligible, is elected as a Director.’*

**3. RESOLUTION 3 – ELECTION OF DIRECTOR – MR JUSTIN WERNER**

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

*‘That, for the purpose of rule 6.1(e) of the Constitution of the Company and for all other purposes, Mr Justin Werner who retires, and being eligible, is elected as a Director.’*

**4. RESOLUTION 4 – ELECTION OF DIRECTOR – DR CHRISTOPHER ATKINSON**

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

*‘That, for the purpose of rule 6.1(e) of the Constitution of the Company and for all other purposes, Dr Christopher Atkinson who retires, and being eligible, is elected as a Director.’*

**5. RESOLUTION 5 – APPOINTMENT OF AUDITOR**

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

*“That KPMG, having consented to act, be appointed Auditor of the Company.”*

**6. RESOLUTION 6 – NON-EXECUTIVE DIRECTOR FEES**

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

*“That the non-executive directors’ fees for the purposes of rule 6.3(a) of the Constitution be set at \$400,000 per annum.”*

**7. RESOLUTION 7 – ADOPTION OF NEW CONSTITUTION**

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

*“That pursuant to section 136 of the Corporations Act, the constitution contained in the draft produced to this meeting and signed by the Chairman for identification be approved and adopted as the constitution of the Company in substitution for and to the exclusion of the existing constitution of the Company.”*

**EXPLANATORY MEMORANDUM**

An Explanatory Memorandum in respect of the Resolutions set out above is **enclosed** with this Notice of Meeting. Expressions defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting.

**By Order of the Board**

Paul Walker

A handwritten signature in black ink, appearing to read 'Paul Walker', with a long, sweeping flourish extending to the right.

Chairman  
15 November 2021

## **DISPATCH OF NOTICE OF MEETING**

In accordance with section 253RA of the Corporations Act, the Company will not be mailing physical copies of this Notice of Meeting to Shareholders. This Notice of Meeting will be despatched to Shareholders in the following manner:

- If the Company has a record of a Shareholders email address, the Company will send an email to that Shareholder which will contain this Notice of Meeting; or
- If the Company does not have a record of a Shareholders email address, the Company will mail a letter to that Shareholder's registered address, containing a URL website address by which that Shareholder can access and download a copy of this Notice of Meeting electronically.

## **VOTING ENTITLEMENTS**

In accordance with section 1074E(2)(g) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), persons holding shares at 2:00 pm (Brisbane time) on 8 December 2021 will be treated as Shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to attend and vote in respect of that Share at the meeting.

## **HOW TO PARTICIPATE IN THE ANNUAL GENERAL MEETING**

Shareholders intending to attend the Annual General Meeting via the Zoom facility are required to register their intention to do so by 2:00 pm on 8 December 2021 by sending an email with their full name and registered address to the company Secretary at:

[catriona.glover@fareast.gold](mailto:catriona.glover@fareast.gold)

Once your details have been verified, shareholders will receive an email containing a link to enable them to participate in the Zoom meeting.

Shareholders who attend the Annual General Meeting via Zoom will be able to vote in real time using the online voting facility. All resolutions will be conducted and determined on a poll. The Company's auditors will scrutineer the poll.

## **PROXIES**

A Shareholder who is entitled to attend and vote at the Annual General Meeting may appoint up to two proxies to attend and vote on behalf of that Shareholder. A Proxy Form is included with this Notice. If you require an additional Proxy Form, please contact the Company Secretary.

If a Shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the appointment does not specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. The Proxy Form must be signed by the Shareholder or their duly appointed attorney, or in the case of a body corporate, executed in accordance with the corporation's constitution, or signed by a duly authorised officer or attorney. A proxy need not be a Shareholder of the Company.

To be effective, the Company must receive the completed Proxy Form signed by the Shareholder and, if the form is signed by the Shareholder's attorney or authorised officer of a corporation, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than 2:00 pm (Brisbane time) on 8 December 2021 by post, email or fax to the Company's registered office, as listed below.

**Hand Delivery**

Automic Pty Ltd  
Level 5  
126 Phillip Street,  
Sydney NSW 2000

**By Mail**

Automic Pty Ltd  
GPO Box 5193  
Sydney NSW 2001

**BODY CORPORATE REPRESENTATIVES**

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual shareholder of the Company.
- To evidence the authorisation, either a certificate of body corporate representative executed by the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the meeting.

**VOTING BY PROXIES**

Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the Chairman to vote in accordance with the directions on the Proxy Form.

Subject to the statement below, if a Shareholder appoints the Chairman of the General Meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder, in favour of that item on a poll.

Please read the directions on the Proxy Form carefully, especially if you intend to appoint the Chairman of the General Meeting as your proxy.

**UNDIRECTED PROXIES**

The Chairman will vote undirected proxies in favour of all resolutions on the agenda for the Annual General Meeting. The Company recommends that Shareholders who submit proxies should consider giving 'how to vote' directions to their proxyholder on each Resolution.

If you complete a proxy form that authorises the Chairman to vote on your behalf as proxyholder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, you will be expressly authorising the chair to exercise your proxy in accordance the Chairman's stated voting intention on all resolutions.

If you wish to appoint the Chairman as your proxyholder but you do not want to put him in the position to cast your votes in accordance with Chairman's stated voting intention, you can direct the Chairman by completing the appropriate box on the Proxy Form, to vote for, against or abstain from voting on the Resolutions.

**FAR EAST GOLD LTD**  
**ACN 639 887 219**  
**EXPLANATORY MEMORANDUM**

---

**1. RESOLUTION 1 – ELECTION OF DIRECTOR – MR PAUL WALKER**

**1.1 General**

Rule 6.1(f) of the Constitution requires that a third (or the number of Directors nearest to one third) of the Directors must retire at each annual general meeting. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire, a Director appointed by the Board, or a Managing Director, is not taken into account. A Director who retires by rotation under the Constitution is eligible for re-election.

Rule 6.1(e) of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

Mr Walker was appointed as a Director on 20 March 2020. Therefore, pursuant to the Constitution, Mr Walker retires by rotation at this Meeting, and being eligible, seeks election at this Annual General Meeting.

**1.2 Qualifications**

Mr Walker has over 30 years of experience in international business, capital raising and managing large-scale infrastructure and resource projects throughout the world.

In 2009 Mr Walker was the co-founder and chairman of an Indonesian mining company that successfully acquired several exploration assets and brought into operation a coal mine in Kalimantan.

Mr Walker lectures at the UQ Business School – Strategy and Entrepreneurship Discipline, is a Member of the Australian Institute of Project Management and a Barrister-at-Law.

**1.3 Board Recommendation**

The Board (with Mr Walker abstaining) recommends that you vote in favour of this Resolution 1.

**2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR MARC DENO VAN**

**2.1 General**

Rule 6.1(f) of the Constitution requires that a third (or the number of Directors nearest to one third) of the Directors must retire at each annual general meeting. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire, a Director appointed by the Board, or a Managing Director, is not taken into account. A Director who retires by rotation under the Constitution is eligible for re-election.

Rule 6.1(e) of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

Mr Denovan was appointed as a Director on 20 March 2020. Therefore, pursuant to the Constitution, Mr Denovan retires by rotation at this Meeting, and being eligible, seeks election at this Annual General Meeting.

## **2.2 Qualifications**

Mr Denovan has a strong commercial and financial background gained in Australia and Papua New Guinea (PNG).

Mr Denovan was CEO of Trukai Industries Ltd, the largest subsidiary of Ricegrowers Ltd (ASX:SGLLV). Prior to becoming CEO of Trukai Industries Ltd, Mr Denovan was their General Manager – Finance.

Mr Denovan was formerly Chairman, Manufacturers Council of PNG and a Director of the Rural Industries Council (PNG).

Before joining Ricegrowers Ltd, Mr Denovan was a Director at KPMG Australia where he spent 11 years specialising in Business Advisory and Taxation within the mining and property sectors.

## **2.3 Board Recommendation**

The Board (with Mr Denovan abstaining) recommends that you vote in favour of this Resolution.

### **3. RESOLUTION 3 – ELECTION OF DIRECTOR – MR JUSTIN WERNER**

#### **3.1 General**

Rule 6.1(f) of the Constitution requires that a third (or the number of Directors nearest to one third) of the Directors must retire at each annual general meeting. The Directors to retire at an annual general meeting are those who have been longest in office since their last election. In determining the number of Directors to retire, a Director appointed by the board, or a Managing Director, is not taken into account. A Director who retires by rotation under the Constitution is eligible for re-election.

Rule 6.1(e) of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

Mr Werner was appointed as a Director on 20 March 2020. Therefore, pursuant to the Constitution, Mr Werner retires by rotation at this Meeting, and being eligible, seeks election at this Annual General Meeting.

#### **3.2 Qualifications**

Mr Werner has over 20 years mining experience and 10 years capital markets, he has a very strong track record of mine discovery and development in Indonesia.

He is currently the Managing Director of Nickel Mines Limited (ASX:NIC) which is Australia's largest pure Nickel producer (market capitalisation >AU\$2Bn), he is also a non-executive director of ASX listed Alpha HPA (ASX:A4N).

### **3.3 Board Recommendation**

The Board (with Mr Werner abstaining) recommends that you vote in favour of this Resolution.

## **4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – DR CHRISTOPHER ATKINSON**

### **4.1 General**

Rule 6.1(e) of the Constitution requires that a director appointed by the Board holds office until the conclusion of the next annual general meeting of the Company but is eligible for election at that meeting.

Dr Atkinson was appointed to the Board on 1 April 2020. Resolution 4 is for the re-election of Dr Atkinson in accordance with rule 6.1(e) of the Constitution.

### **4.2 Qualifications**

Dr Atkinson is a geologist with over 30 years of international experience. Dr Atkinson is a founding investor in several successful Exploration and Production start up ventures.

Dr Atkinson is a founding director of Worldwide Petroleum Services Pte Limited based in Singapore and acts as a non-executive board member for Rex International Holdings (SGX:REXI), their subsidiary companies Lime Petroleum in Norway and Masirah Oil in Oman.

In 2018 Dr Atkinson co-founded Helios Aragon, which is exploring for natural hydrogen and helium in onshore Spain. He currently is the Chairman and acting CEO of Sonoro Energy Limited (TSX-V:SNV).

### **4.3 Board Recommendation**

The Board (with Dr Atkinson abstaining) recommends that you vote in favour of Resolution 4.

## **5. RESOLUTION 5 – APPOINTMENT OF AUDITOR**

### **5.1 Background**

On 16 August 2021, in accordance with section 327A(1) of the Corporations Act, the Company appointed KPMG as auditor of the Company.

Following the above appointment and in accordance with section 327A(2) of the Corporations Act, KPMG holds office as auditor of the Company until the Company's next Annual General Meeting, being the meeting the subject of this Notice of Meeting.

In accordance with section 327B(1) of the Corporations Act, the Company now seeks Shareholder approval for the ongoing appointment of KPMG as auditor of the Company.

KPMG has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company.

The appointment of KPMG will be by vote of Shareholders as an ordinary resolution.

### **5.2 Board Recommendation**

The Board recommends that you vote in favour of Resolution 5.



## 6. RESOLUTION 6 – APPROVAL OF FEES FOR NON-EXECUTIVE DIRECTORS

### 6.1 Background

Rule 6.3(a) of the existing Constitution, and clause 17.10(a) of the proposed new constitution (see Resolution 7 below), provides that the total aggregate fixed sum payable to non-executive directors shall not exceed an amount approved by shareholders in general meeting.

Resolution 6 seeks shareholder approval to set the maximum total aggregate amount of directors' fees per annum that may be paid to the non-executive directors at \$400,000.

The total aggregate amount of directors' fees per annum has been determined after reviewing similar companies listed on the ASX and the Directors believe that this level of remuneration is in line with remuneration of directors of similar companies.

The proposed level of permitted fees does not mean that the Company must pay the entire amount approved as fees in each year, rather the proposed limit is requested to ensure that the Company:

- (a) Maintains its capacity to remunerate both existing and any new non-executive Directors joining the Board;
- (b) Remunerates its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and
- (c) Has the ability to attract and retain non-executive Directors whose skills and qualifications are appropriate for a company of the size and nature of the Company.

### 6.2 Board Recommendation

Given the interest of the Directors in this Resolution, the Board makes no recommendation to shareholders regarding this ordinary resolution. The Chairman intends to vote all undirected proxies in favour of the resolution.

## 7. RESOLUTION 7 – ADOPTION OF NEW CONSTITUTION

### 7.1 Background

Resolution 7 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**New Constitution**) which is of the type required for a public company limited by Shares updated to ensure it reflects the current provisions of the Corporations Act and ASX Listing Rules.

There have been a number of developments in the Corporations Act, ASX Listing Rules, corporate governance principles and general corporate and commercial practice for public companies since the Company adopted its original constitution. Accordingly, the Company's current constitution requires substantial updates. The Board has determined that it is more appropriate to adopt a new constitution, which reflects these changes, rather than make each of the necessary amendments to the current constitution.

A summary of the main provisions of the New Constitution is set out at Annexure A.

Copies of the current and proposed New Constitution are available for perusal by Shareholders via the internet at: <https://fareast.gold/>.

Shareholders are invited to contact the Company if they have any queries or concerns.

Under section 136 of the Corporations Act, Shareholders must pass a special resolution to adopt a new constitution. Accordingly, Resolution 6 is a special resolution, requiring approval of 75% of the votes cast by Shareholders entitled to vote on the resolution in order to be passed.

## **7.2 Board Recommendation**

The Board recommends that Shareholders vote **IN FAVOUR** of Resolution 7.

## GLOSSARY

|  |   |
|--|---|
| <b>ASIC</b>                              | Australian Securities and Investments Commission                                      |
| <b>Board</b>                             | Board of directors of the Company   |
| <b>Company</b>                           | Far East Gold Ltd ACN 639 887 219   |
| <b>Constitution</b>                      | The constitution of the Company   |
| <b>Corporations Act</b>                  | <i>Corporations Act 2001</i> (Cth)  |
| <b>Director</b>                          | A director of the Company   |
| <b>Meeting or Annual General Meeting</b> | The annual general meeting of the Company to be held on 10 December 2021              |
| <b>Notice of Annual General Meeting</b>  | The notice of Annual General Meeting to which this Explanatory Memorandum is attached |
| <b>Share</b>                             | A fully paid ordinary share in the Company  |
| <b>Shareholder</b>                       | A person who holds Shares in the Company  |

## ANNEXURE A

The rights attaching to Shares pursuant to the new Constitution are summarised as follows. Rights are affected by the Corporations Act, and once the Company is listed, the ASX Listing Rules and statute and general law.

### Voting

Subject to any rights and restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders:

- each Shareholder is entitled to vote in person or by proxy, attorney or representative; and
- on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- on a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share but in respect of partly paid Shares, shall have such number of votes as bears the same proportion which the amount paid (not credited) is of the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

### General meetings

Each shareholder is entitled to receive notice of and to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the ASX Listing Rules.

A shareholder may requisition meetings in accordance with the Corporations Act and the Constitution.

### Dividends

The Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend.

Subject to the rights of the holders of any Shares created or raised under any special arrangement as to dividends, the dividend as declared shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares in accordance with Part 2.5 of Chapter 2H of the Corporations Act. The Directors may from time to time pay to the shareholders any interim dividends that they may determine.

No dividend shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive.

No dividend shall carry interest as against the Company.

In addition, the Company must comply with section 254T of the Corporations Act when declaring a dividend.

## **Transfer of Shares**

Subject to the Constitution, Shareholders may transfer any Share held by them by an:

- ASX Settlement Operating Rules Transfer or any other method of transferring or dealing in Shares introduced by ASX or operated in accordance with the ASX Settlement Operating Rules or ASX Listing Rules and in any such case recognised under the Corporations Act; or
- instrument in writing in any usual or common form or in any other form that the Directors approve.

## **Two tier Escrow regime**

Changes to the ASX Listing Rules commenced on 1 December 2019 pursuant to which ASX intends to apply a two-tier escrow regime to the implementation of escrow restrictions:

- (a) in respect of more significant holders of Restricted Securities and their controllers, the ASX may require such holders to execute a formal escrow agreement in the form of Appendix 9A of the Listing Rules (as is currently the case); and
- (b) in the respect of less significant holders, the ASX may permit such holders to rely on provisions in the constitution imposing appropriate escrow restrictions on the holders of Restricted Securities and the Company may simply give notice to the holders Restricted Securities (in the form to be set out in a new Appendix 9C to the ASX Listing Rules) advising them on those restrictions.

## **Issue of Shares**

Unissued Shares shall be under the control of the Directors and, subject to the Corporations Act, the ASX Listing Rules, and the Constitution, the Directors may at any time issue such number of Shares either as ordinary Shares or Shares of a named class or classes (being either an existing class or a new class) at the issued price that the Directors determine and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital or otherwise, as the Directors shall, in their absolute discretion, determine.

## **Issue of Options**

Subject to the ASX Listing Rules, the Directors may at any time and from time to time issue options in the Company on such terms and conditions as the Directors shall, in their absolute discretion determine.

## **Issue of Preference Shares**

Subject to the ASX Listing Rules and the Corporations Act, the Company may at any time and from time to time issue preference Shares, that are liable to be redeemed whether at the option of the Company or otherwise.

## **Entitlement to Share certificate**

A person whose name is entered as a Shareholder in the Register of Shareholders is entitled without payment to receive a Share certificate or notice (as the case may be) in respect of the Share under seal in accordance with the Corporations Act.

If the securities of the Company are CHESS approved securities and held in uncertificated mode; then the Company shall allot such CHESS approved Securities and enter them into the Shareholder's uncertificated holding in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules. In these circumstances, the Shareholder will not receive a Share certificate.

Where the Directors have determined not to issue share certificates or to cancel existing Share certificates, a Shareholder shall have the right to receive such statements of holdings of the Shareholder as are required to be distributed to a Shareholder under the Corporations Act or the ASX Listing Rules.

Where a Share certificate is lost, worn out or destroyed, the Company shall issue a duplicate certificate in accordance with the requirements of section 1070D of the Corporations Act and the ASX Listing Rules.

### **Variation of rights**

If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the Shares of that class) may be varied, whether or not the Company is being wound up, with the consent in writing of the holders of three-quarters of the issued Shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the Shares of the class. Any variation of rights shall be subject to Part 2F.2 of Chapter 2F of the Corporations Act. The provisions of the Constitution relating to general meetings shall apply so far as they are capable of application and with necessary alterations to every such separate meeting except that a quorum is constituted by two persons who together hold or represent by proxy not less than one-third of the issues Shares of the class.

### **Winding up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he or she considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different class of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

### **ASX Listing Rules**

If the Company is listed on the official list of ASX, notwithstanding anything in the Constitution, if the ASX Listing Rules prohibit an act being done, then that act must not be done. If the ASX Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done, and if a provision is required in the Constitution by the ASX Listing Rules, the Constitution will be treated as containing that provision. If any provision of the Constitution becomes inconsistent with the ASX Listing Rules, the Constitution will be treated as not containing that provision to the extent of the inconsistency.