



22 July 2022

Dear Shareholder

General Meeting - Notice and Proxy Form

Notice is hereby given to current shareholders that a General Meeting (**Meeting**) of Shareholders of BMG Resources Limited (ACN 107 118 678) (**Company**) will be held at Level 14, 225 St Georges Terrace, Perth, WA, 6000 at 2.00pm (WST) on Monday, 22 August 2022.

Today, the company released the notice of meeting and explanatory memorandum to ASX (together, Notice of meeting), a copy of the notice can be accessed here: <https://www.asx.com.au/asx/share-price-research/company/BMG>. In reliance on Part 1.2AA of the Corporations Act in relation to giving the document, the Company will not be posting hard copies of the Notice of Meeting to Shareholders, unless they have previously given the company notice in writing electing to receive notices of meetings in hard copy only.

For shareholders who elected to receive notices by email, a copy of their proxy forms were sent to their nominated email addresses. As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience.

The Board has made the decision that it will hold a physical Meeting with appropriate social gathering and physical distancing measures in place.

The Company encourages Shareholders to attend the meeting, shareholders who cannot attend the meeting may register votes by lodging your proxy instructions by no later than 48 hours prior to the Meeting (by 2:00pm (WST) on 20 August 2022) either by voting online at: <https://investor.automic.com.au/#/loginsah>, or lodging a proxy form by:

- post to: Automic, GPO Box 5193, Sydney, NSW, 2001; or
- in person to: Automic, Level 5, 126 Phillip Street, Sydney, NSW, 2000; or
- by fax: 02 8583 3040 (within Australia) or +61 2 8583 3040 (outside Australia); or
- by email to: meetings@automicgroup.com.au

Your proxy voting instruction must be received not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.



Shareholders may also lodge questions in advance of the Meeting by emailing the questions to Sean Meakin, Company Secretary at smeakin@tribis.com.au, by no later than Monday, 15 August 2022.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice, please contact the Company's share registry, Automic Registry Services on, 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

Yours sincerely

A handwritten signature in black ink, appearing to read 'B. McCracken', followed by a horizontal line.

Bruce McCracken
Managing Director



BMG Resources Limited

ACN 107 118 678

Notice of General Meeting, Explanatory Statement and Proxy Form

General Meeting to be held at

**Level 14
225 St Georges Terrace
Perth Western Australia 6000**

On Monday, 22 August 2022 at 2:00pm (WST)

IMPORTANT NOTE

The Notice of General Meeting and Explanatory Statement should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

Important Information

Contents

Item	Page
Notice of General Meeting	2
Voting Exclusions	3
Proxy Appointment, Voting and Meeting Instructions	4
Explanatory Statement	6
Glossary	11
Schedule 1 – Terms of Lead Manager Options	13
Proxy Form	Attached

Important dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and are subject to change.

Event	Date
Last day for receipt of Proxy Forms – Proxy Forms received after this time will be disregarded	2.00pm (WST) on Saturday, 20 August 2022
Snapshot date for eligibility to vote	5.00pm (WST) on Saturday, 20 August 2022
General Meeting	2.00pm (WST) on Monday, 22 August 2022

Defined terms

Capitalised terms used in this Notice of General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary set out in the Explanatory Statement.

Notice of General Meeting

Notice is hereby given that a General Meeting of BMG Resources Limited (ACN 107 118 678) (**BMG or Company**) will be held at **Level 14, 225 St Georges Terrace, Perth, Western Australia** at **2.00pm (WST)** on **Monday, 22 August 2022**.

The Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered.

Terms used in this Notice will, unless the context otherwise requires, have the same meaning given to them in the Glossary as set out in the Explanatory Statement.

AGENDA

To consider, and if thought fit to pass, the resolutions set out below as ordinary resolutions in respect of Resolutions 1, 2 and 3.

Resolution 1 - Ratification of issue of Placement Shares to Placement Participants under Listing Rule 7.1

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue by the Company of 34,000,835 Placement Shares to the Placement Participants on 17 June 2022 at an issue price of \$0.038 each, made under the Company’s Listing Rule 7.1 placement capacity in the manner and on the terms and conditions set out in the Explanatory Statement.”

Resolution 2 - Ratification of issue of Placement Shares to Placement Participants under Listing Rule 7.1A

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue by the Company of 31,999,165 Placement Shares to the Placement Participants on 17 June 2022 at an issue price of \$0.038 each, made under the Company’s Listing Rule 7.1A placement capacity in the manner and on the terms and conditions set out in the Explanatory Statement.”

Resolution 3 – Ratification of issue of Lead Manager Options under Listing rule 7.1

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders ratify and approve the issue by the Company of 6,187,500 Lead Manager Options, each exercisable at \$0.075 on or before 30 June 2024, issued on 17 June 2022 to the Lead Manager, as a fee for arranging and managing the Placement, made under the Company’s Listing Rule 7.1 placement capacity in the manner and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusions

ASX voting exclusion statements

For the purposes of Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions. The Company will disregard any votes cast in favour of the following Resolutions by or on behalf of the following persons or an Associate of those persons:

Resolution	Excluded Parties
Resolution 1	Placement Participants, being the persons to whom the Placement Shares were issued.
Resolution 2	Placement Participants, being the persons to whom the Placement Shares were issued.
Resolution 3	Argonaut Investments Pty Limited, being a nominee of the Lead Manager (Argonaut Securities Pty Ltd), Argonaut Securities Pty Ltd and any other person who has obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of Shares).

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

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

By order of the Board



Sean Meakin

Company Secretary
22 July 2022

Proxy Appointment, Voting and Meeting Instructions

Lodgement of a Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) must be received at an address given below by **2:00pm (WST) on Saturday, 20 August 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid. Proxy Forms may be lodged as follows:

- Online:* Refer to instructions on Proxy Voting Form
- By hand:* Automic Pty Ltd – Level 5, 126 Phillip Street, Sydney, NSW, 2000
- By post:* Automic Pty Ltd – GPO BOX 5193, Sydney, NSW, 2001
- By email:* meetings@automicgroup.com.au
- By fax:* +61 2 8583 3040

Appointment of a proxy

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a Shareholder.

If you wish to appoint the Chairman as your proxy, mark the appropriate box on the Proxy Form. If the person you wish to appoint as your proxy is someone other than the Chairman, please write the name of that person in the space provided on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, you may photocopy the Proxy Form or an additional Proxy Form may be obtained by telephoning Automic Pty Ltd on 1300 288 664 (from within Australia) or +61 2 9698 5414 (if overseas).

To appoint a second proxy you must, on each Proxy Form, state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry, Automic Pty Ltd, before the Meeting or at the registration desk on the day of the Meeting.

Certificates of Appointment of Corporate Representatives are available on request by contacting Automic Pty Ltd on 1300 288 664 (from within Australia) or +61 2 9698 5414 if overseas).

Votes on Resolutions

Voting on all Resolutions will be conducted poll.

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution by inserting the percentage or number of Shares you wish to vote in the appropriate boxes. If you do not mark any of the boxes next to a Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution, your vote will be invalid.

Chairman voting undirected proxies

At the date of this Notice, the Chairman intends to vote all undirected proxies FOR each of the Resolutions. In exceptional cases the Chairman's intentions may change subsequently and in this event, the Company will make an announcement to the market.

The Proxy Form expressly authorises the Chairman to exercise undirected proxies on all Resolutions.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at **5:00pm (WST) on Saturday, 20 August 2022**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

Questions from Shareholders

At the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company.

In addition to asking questions at the Meeting, written questions to the Board about the management of the Company may be submitted by no later than **5.00pm (WST) on Monday, 15 August 2022** in the same manner as outlined above for lodgement of Proxy Forms.

Copies of written questions will be available at the Meeting.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

1. Resolutions 1, 2 and 3 - Ratification of issue of Placement Shares to Placement Participants and Ratification of issue of Lead Manager Options

1.1 Placement

On 9 June 2022 the Company announced that it had raised \$2,508,000 (before costs) by issue of a total of 66,000,000 Shares to persons who are sophisticated and institutional investors (**Placement Participants**) at \$0.038 per Share (**Placement**).

The Placement was conducted without shareholder approval using the Company's issuing capacities under Listing Rule 7.1 and 7.1A as follows:

- (a) 34,000,835 Shares using its placement capacity under Listing Rule 7.1; and
- (b) 31,999,165 Shares using its placement capacity under Listing Rule 7.1A.

Resolutions 1 and 2 seek ratification and approval by Shareholders of the prior issue of the Placement Shares under the Company's Listing Rules 7.1 and 7.1A placement capacities respectively.

Argonaut Securities Pty Ltd (the Lead Manager) have acted as lead manager to the Placement.

In accordance with their lead manager agreement, the fee payable to the Lead Manager for lead manager services performed includes the grant of a total of 6,187,500 Options to the Lead Manager or its nominee (**Lead Manager Options**).

The Company issued the Lead Manager Options without shareholder approval using the Company's issuing capacity under Listing Rule 7.1

Resolution 3 is an Ordinary Resolution and seeks ratification and approval by Shareholders of the prior issue of the Lead Manager Options. The Lead Manager is not a Related Party of the Company.

1.2 Use of funds raised under the Placement

The proceeds from the raising will be used to fund major drilling and exploration programs at the Company's 100%-owned Western Australian gold projects. This will include follow-up drilling campaigns at the high-grade Abercromby Gold Project, located in the north-eastern Goldfields, to further delineate the high-grade Capital Prospect and to test regional targets.

1.3 Lead Managers' Mandate Agreement

The Company and the Lead Manager entered into an agreement (**Mandate Agreement**) for the engagement of the Lead Manager pursuant to which the Lead Manager agreed to act as joint lead managers, brokers and bookrunners to the offer of Shares under the Placement.

Pursuant to the terms of the Mandate Agreement, the Lead Manager was engaged on an exclusive basis to provide the following services to the Company in respect of the Placement:

- (a) lead managing the Placement (including overall project management and development and management of the Placement timetable in conjunction with the Company);

- (a) advising on the timing and structuring of the Placement in conjunction with the Company's legal and other professional advisers;
- (b) completing the book build process (in conjunction with the Company and other advisers, as applicable);
- (c) managing the allocation process in direct consultation with the Company;
- (d) assisting in the drafting by the Company and its other advisors of the disclosure document and any other marketing documentation required in connection with the Placement;
- (e) coordinating settlement processes between the Lead Managers and the Company, and subscribers to the Placement; and
- (f) assisting with the communications strategy in relation to the Placement.

For performing these services, the Lead Manager has been paid a capital raising fee of up to 6% (plus GST) of the gross proceeds of the Placement arranged and managed by the Lead Manager

The Lead Manager (or their nominee(s)) subscribed for a total of 6,187,500 Lead Manager Options. The subscription price for the Lead Manager Options is \$0.00001 per Option.

2. Regulatory requirements

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without approval of its shareholders over any 12-month period to 15% of the fully-paid ordinary securities it had on issue at the start of that period.

The issue of the Placement Shares and Lead Manager Options ('**Equity Instruments**') did not fit within any of the exceptions to Listing Rule 7.1 and, as the issue of the Equity Instruments has not yet been approved by the Company's shareholders, it effectively uses up a portion of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

Resolutions 1 and 2

Resolutions 1 and 2 seek shareholder approval of the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolutions 1 and/or 2 are passed, the Tranche 1 Placement Shares will be excluded in calculating the 15% and 10% limits in Listing Rules 7.1 and 7.1A respectively, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date.

If Resolutions 1 and/or 2 are not passed, the Placement will be included in calculating the 15% and 10% limits in Listing Rules 7.1 and 7.1A respectively, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date.

Resolution 3

Resolution 3 seeks shareholder approval of the issue of the Lead Manager Options under and for the purposes of Listing Rule 7.4.

If Resolution 3 is passed, the Lead Manager Options will be excluded in calculating the 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date.

If Resolution 3 is not passed, the Lead Manager Options will be included in calculating the 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issue date.

3. Listing Rules information requirements

3.1 Listing Rules information requirements – ratification of Placement Shares (Resolutions 1 and 2)

In accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

(a) **Basis on which Placement Participants were identified**

The Placement Shares were issued to new institutional professional and sophisticated investors who were identified by the Lead Manager.

Each Placement Participant is a sophisticated or professional investor within the meaning of section 708(8), (10), (11) or (12) of the Corporations Act, being an investor to whom securities may be issued without a prospectus or other disclosure document.

The recipients of Placement Shares were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising process from non-related parties of the Company and existing significant Shareholders.

None of the other Placement Participants who were issued or will be issued more than 3,199,917 Shares under the Placement (being 1% of the total number of Shares on issue prior to the Placement) were or are:

- (i) a Related Party of the Company;
- (ii) a member of key management personnel;
- (iii) a substantial holder in the Company;
- (iv) an advisor of the Company; or
- (v) an associate of any of the above.

(b) **The number and class of securities**

The Company issued a total of 66,000,000 Shares using its issuing capacities under Listing Rule 7.1 and 7.1A as follows:

- (i) 34,000,835 Shares using its placement capacity under Listing Rule 7.1 (the subject of Resolution 1); and
- (ii) 31,999,165 Placement Shares using its placement capacity under Listing Rule 7.1A (the subject of Resolution 2).

All Placement Shares were fully-paid ordinary shares in the Company which rank equally with all other Shares on issue.

(c) **The date on which the securities were issued**

The Placement Shares were issued on 17 June 2022.

(d) **The price at which the securities were issued**

The Placement Shares were issued at an issue price of \$0.038 per Share paid in cash.

(e) **The purpose of the issue, including use or intended use of the funds raised**

The Company intends to use the funds from the issue of the Placement Shares for the purposes described in Section 1.2.

(f) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Placement Shares were issued under commitments provided to the Lead Managers and, in respect of some of the Placement Shares, pursuant to share subscription agreements between the Company and the relevant Placement Participant which provided for:

- (i) the Placement Participant's agreement to subscribe for the Placement Shares at \$0.038 per Share;
- (ii) payment of the issue price of the Placement Shares to the Company before the Placement Shares were issued; and
- (iii) the Company's agreement to issue the Placement Shares following receipt of the issue price.

3.2 **Listing Rules information requirements – ratification of Lead Manager Options (Resolution 3)**

In accordance with the requirements of Listing Rule 7.3, the following information is provided in relation to Resolution 3:

(a) **The names of the persons to whom the securities were issued or the basis on which those persons were determined**

The Lead Manager Options were issued to Argonaut Investments Pty Limited, a nominee of Argonaut Securities Pty Ltd. Neither Argonaut Investments Pty Limited nor Argonaut Securities Pty Ltd are Related Parties of the Company.

(b) **The number and class of securities**

The Company issued 6,187,500 Lead Manager Options on 17 June 2022.

The Lead Manager Options have an exercise price of \$0.075 each and expire on 30 June 2024, and otherwise have the terms set out in Schedule 1.

(c) **The date on which the securities will be issued**

The Lead Manager Options were issued on 17 June 2022.

(d) **The price or consideration the entity has received or will receive for the issue**

The Lead Manager Options have an issue price of \$0.00001 and were granted in consideration for services performed by the Lead Manager under the Mandate Agreement for the Placement.

(e) **The purpose of the issue, including use or intended use of the funds raised**

The issue of the Lead Manager Options raised \$62.

If all the Lead Manager Options are exercised prior to expiry, the Company will raise up to \$464,063 on receipt of the exercise price for the Options and the Company anticipates it will use those funds for working capital purposes as required at that time.

(f) **If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement**

The Lead Manager Options were issued pursuant to the Mandate Agreement, the material terms of which are summarised at Section 1.3 above.

4. Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1 as it will refresh the Company's issuing capacity under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2 as it will refresh the Company's issuing capacity under Listing Rule 7.1A and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3 as it will refresh the Company's issuing capacity under Listing Rule 7.1 and give the Company the flexibility to raise additional working capital through the offer and issue of equity securities, if and as required.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Associate	Has the meaning given to that term in the Listing Rules.
ASX	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange, as the context requires.
A\$ or \$	Australian dollars.
Board	The board of Directors of the Company.
Chairman	The chairman of the General Meeting.
Closely Related Party	Has same meaning given to that term in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) a company the member controls; or(f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth) (currently none are prescribed).
Company or BMG	BMG Resources Limited (ACN 107 118 678).
Company Secretary	The company secretary of the Company at the time of the Meeting.
Constitution	The Constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Equity Security	Has the meaning given to that term in ASX Listing Rule 19.12, being: <ul style="list-style-type: none">(a) a share;(b) a unit;(c) a right to a share or unit or option;(d) an option over an issued or unissued security;(e) a convertible security;(f) any security that ASX decides to classify as an equity security;(g) but not a security that ASX decides to classify as a debt security.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice.
General Meeting or Meeting	The general meeting of Shareholders, or any adjournment thereof, convened by this Notice.
Glossary	This glossary of terms.
Key Management Personnel	Has the same meaning as the definition of that term in section 9 of the Corporations Act, being those persons details of whose remuneration are included in the Remuneration Report having authority and responsibility for planning,

directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Lead Manager Options	Has the meaning given in Section 1.1.
Lead Managers	Argonaut Securities Pty Ltd, the lead manager to the Placement under the Mandate Agreement.
Listing Rules	The listing rules of ASX, as amended from time to time.
Mandate Agreement	Has the meaning given in Section 1.3.
Notice or Notice of Meeting	The notice of General Meeting which accompanies this Explanatory Statement.
Option	An option to subscribe for a Share.
Placement	Has the meaning given in Section 1.1.
Placement Participant	Has the meaning given in Section 1.1.
Placement Shares	66,000,000 Shares issued under the Placement.
Proxy Form	The proxy form accompanying this Notice of Meeting.
Related Party	Has the meaning given to that term in section 228 of the Corporations Act.
Resolution	A resolution set out in the Notice.
Shareholder	The holder of a Share.
WST	Australian Western Standard Time, being the time in Perth, Western Australia.

Schedule 1 – Terms of Lead Manager Options

The terms and conditions of the Options granted to the Lead Manager are as follows:

- (a) Each Option entitles the holder (**Option Holder**) to subscribe for one (1) fully paid ordinary share in the Company (**Share**).
- (b) Options will be granted at an issue price of \$0.00001 per Option, payable in full on subscription.
- (c) The exercise price of the Options is \$0.075 each, payable in full on exercise.
- (d) Each Option may be exercised at any time before 5.00pm (WST) on or before 30 June 2024 (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.
- (e) The Company must give the Option Holder a certificate or holding statement stating:
 - (i) the number of Options issued to the Option Holder;
 - (ii) the exercise price of the Options; and
 - (iii) the date of issue of the Options.
- (f) The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time until the expiry date of the Options. This right is subject to any restrictions on the transfer of an Option that may be imposed by ASX.
- (g) An instrument of transfer of an Option must be:
 - (i) in writing;
 - (ii) in any usual form or in any other form approved by the Directors that is otherwise permitted by law;
 - (iii) subject to the Corporations Act, executed by or on behalf of the transferor, and if required by the Company, the transferee; and
 - (iv) delivered to the Company, at the place where the Company's register of Option holders is kept, together with the certificate (if any) of the Options to be transferred and any other evidence as the Directors require to prove the title of the transferor to those Options, the right of the transferor to transfer those Options and the proper execution of the instrument of transfer.
- (h) The Options will not be quoted on ASX.
- (i) In accordance with the Listing Rules the Company will apply for Official Quotation on ASX of all Shares allotted pursuant to an exercise of Options.
- (j) There will be no participating entitlements inherent in Options to participate in new issues of capital that may be offered to Shareholders during the currency of an Option. Prior to any new pro-rata issue of Equity Securities to Shareholders, holders of Options will be notified by the Company in accordance with the requirements of the Listing Rules.
- (k) In the event of a bonus issue of Equity Securities, the number of Shares over which the Options are exercisable may be increased by the number of Shares that the Option holders would have received if the Options had been exercised before the record date for the bonus issue.
- (l) In the event of a reconstruction, including the consolidation, subdivision, reduction or return of issued capital of the Company prior to the Expiry Date, all rights of an Option Holder are to be changed in a manner consistent with the Listing Rules.
- (m) There is no right to a change in the exercise price of the Options or to the number of Shares over which the Options are exercisable in the event of a new issue of capital (other than a change in accordance with the Listing Rules if there is a bonus issue or a pro rata issue to holders of Shares) during the currency of the Options.

- (n) Options are exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the Option Holder to exercise all or a specified number of the Options held by the Option Holder accompanied by a Option certificate and a cheque made payable to the Company for the subscription price for the exercise of the specified Options. An exercise of only some of the Options will not affect the rights of the Option Holder to the balance of the Options held.
- (o) Options will be deemed to have been exercised on the date the exercise notice is received by the Company.
- (p) The Company will allot the resultant Shares and deliver the holding statement within 5 business days after the exercise of the Option.
- (q) Shares allotted pursuant to an exercise of Options will rank, from the date of allotment, in all respects equally with existing fully paid ordinary shares of the Company.
- (r) These terms and the rights and obligations of the Option Holder are governed by the laws of Western Australia. The Option Holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.



BMG Resources Limited | ACN 107 118 678

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (AWST) on Saturday, 20 August, 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>



Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.

SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

