



## Need assistance?

 **Phone:**  
1300 855 080 (within Australia)  
+61 3 9415 4000 (outside Australia)

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

AYI

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Saturday, 27 November 2021.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

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

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

### PARTICIPATING IN THE MEETING

#### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

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

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

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

### By Mail:

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

### By Fax:

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



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

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

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



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

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

XX

I/We being a member/s of A1 Investments & Resources Ltd 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 Annual General Meeting of A1 Investments & Resources Ltd to be held as a virtual meeting on Monday, 29 November 2021 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention in step 2) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box in step 2.

### 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
Resolution 2 Election of Director - Mr Akira Sunga	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of 10% Placing Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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

AYI

282157A



Computershare





AYIRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SURBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in A1 Investments & Resources Ltd. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**A1 Investments & Resources Ltd**





ABN 44 109 330 949

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**NOTICE OF ANNUAL GENERAL MEETING****EXPLANATORY MEMORANDUM****PROXY FORM**

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**DATE** **MONDAY 29 NOVEMBER 2021****TIME** **11.00 AM (AEST)****VENUE/LOCATION** **Virtual Meeting**

We would like to invite you to our 2021 Annual General Meeting to be held at 11.00 am on Monday 29 November 2021. Unfortunately, given the current restrictions on public gatherings in NSW, and having regard to the health and safety of our shareholders and employees, we will be holding this year's AGM as a virtual meeting. This means that everyone can participate via online facilities - there will be no physical venue to attend.

How to participate at the AGM online. You can participate online using your smartphone, tablet or computer. You will be able to view a live webcast of the meeting, and ask Directors questions by joining our Zoom call

(see <https://us02web.zoom.us/meeting/register/tZlvdO-hrjsoHNRqr7zR0tQ1DH1bt3ERyjon>

Meeting Number 862 3690 0260 Passcode 855495). You can also vote live at the meeting by entering the URL <https://web.lumiagm.com/324831790> on your computer, tablet or smartphone from 10.30 am (Sydney time) on Monday, 29 November 2021 and following the instructions.

If you wish to lodge your proxy in advance of the meeting, you can lodge your online at [www.investorvote.com.au](http://www.investorvote.com.au).

**THIS DOCUMENT IS IMPORTANT AND REQUIRES  
YOUR IMMEDIATE ATTENTION.  
IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE  
PLEASE CONSULT YOUR FINANCIAL ADVISER.**

### **Your vote is important**

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

### **This meeting will be a virtual meeting managed by Computershare.**

During these unprecedented times the Company encourages all shareholders to vote by proxy and to attend the virtual meeting.

Full details of how shareholders may attend the virtual meeting are contained in the section titled "Important Information for Shareholders" after the Explanatory Memorandum on page 16 and 17.

All shareholders are encouraged to submit any question or comment for the consideration of the Board prior to the meeting. All questions or comments should be submitted to the company secretary by emailing to [peter.a@aone.ltd](mailto:peter.a@aone.ltd).

### **Voting by proxy**

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

TO BE VALID, FORMS OF PROXY FOR USE AT THE GENERAL MEETING MUST BE COMPLETED AND  
RETURNED TO THE COMPANY NO LATER THAN  
11.00 AM (SYDNEY TIME) ON, SATURDAY 27 NOVEMBER 2021

### **TO THE SHAREHOLDERS**

#### **A1 Investments & Resources 2020 and 2021**

#### **2020-2021 Performance**

The consolidated entity made a loss after tax of \$1,505,101. Please note that the Annual Report of the company may be fully inspected or downloaded from the company's web site [www.a1investments.com.au](http://www.a1investments.com.au).

#### **Highlights of 2020-21**

- Negotiating and settling supply agreements for sea cucumber from Japan, Canada and South America
- Commencing production of sea cucumber supplement and gummies in Japan
- First sales of supplement and gummies in Japan and Taiwan
- Commencing a new sandalwood production business in Australia
- Further developing our program of cultural and diversity awareness and sustainability

#### **New Focus The Company as an Ethical Investment**

#### **Strategy, Sustainability and Acknowledgment of Social and Cultural Diversity**

#### **Our Strategy**

We create products for a better future in a sustainable manner for our customers, our team, the communities in which we do business and our shareholders.

The Company has determined that all its operations will be undertaken in such a manner to ensure the needs of such operations in the present are undertaken so as not to compromise the ability of future generations to meet their own needs.

At all times we strive;

- to create shareholder value in a responsible manner;

- to care about all stakeholders with whom we deal;
- to do the right thing and to listen and learn;
- integrate our environmental impact and our human resources with our management of social issues affecting the company; and
- to improve from month to month and year to year.

Our business operating procedures are designed to ensure we adhere to our philosophy of being an ethical investment.

Wherever possible we seek to undertake our business;

- ethically
- using clean energy and being efficient as possible (our factories prioritise solar and wind energy providers). We undertake to review our green gas emissions and seek to reduce our emissions, energy and waste year to year
- supporting research (we are sponsoring research into aquaculture in Western Australia and sea cucumber breeding) to improve our products, including improving the sustainability of our natural resources
- creating sustainable products (all harvesting is done in a sustainable resource management manner)
- considering the diverse cultures of all our stakeholders including the Traditional Owners of Australia

The Company affirms its support for reconciliation with the Traditional Owners of Australia. The Company has from September 2019 to 30 June 2021 commenced all formal meetings of the Company with the Company's Acknowledgement.

#### **"Acknowledgment"**

*The Company acknowledges the Traditional Owners of country throughout Australia and the connection such Traditional Owners have to the land and its surrounding seas, culture and community. The Company makes special reference to the custodians of the lands and waters comprising and surrounding Bundybunna and Shark Bay, Carnarvon, Exmouth and Onslow in Western Australia and Sydney in NSW, and any other lands or waters in Australia upon which the Company does or intends to operate.*

*The Company respects all Elders, past, present and emerging. The Company is committed to the adoption and practice of a philosophy of cultural awareness including an understanding and appreciation of the diverse cultures in which it operates and associates within Australia and overseas, including the cultures of the Traditional Owners in Australia, the various cultures of a multicultural Australia and the cultures of the people of China, Japan, India, Indonesia, Malaysia, Vietnam and throughout the rest of Asia where the Company operates.*

#### **Going Concern**

Despite the loss reported above, the Board of your Company is confident the Company is a going concern by virtue of;

- Having met all trading debts in the ordinary course of business or having made appropriate arrangements for payment over time of some trading debts;
- The commencement of production in Japan and the initial sales of our unique products in Japan and Taiwan, under very tight cost controls means in the opinion of the company that the company's Japanese subsidiary, Blue Ocean Japan will be cash flow positive and profitable in the year to 30 June 2022;
- The company's sea cucumber business known as Blue Ocean Health which has now commenced and will generate over time cash for the Company to trade in the ordinary course of business.

In order to secure the Company's future, the Board has continued to pursue a low cost operation. The Company continues to focus its overall business strategy on primary production with a first priority to seafood related businesses for domestic and export consumption. This focus is reflected in the Financial Statement of the Company to 30 June 2021.

#### **2020-21 Projects**

The Company advises the shareholders as follows;

##### **1. Today Current Projects**

###### **Blue Ocean Health (Australia)**

As of 30 June 2020, this business has continued to focus on our operations within Australia. The Company remains extremely disappointed at the performance of its dedicated supply contractor in Western Australia and despite significant efforts to resolve some continuing supply this was not achieved. The Company is continuing to pursue a recovery of its

expenditure that was the subject of advance deliveries which did not take place.

At the time of writing this report the Company is not confident of any near term solution.

COVID 19 restrictions throughout the country including WA have hindered the development of any new sea cucumber business in Australia. The Company is encouraging all its employees and the employees of its dedicated contractors to get vaccinated against COVID19.

The Company continues to support research into sea cucumber breeding in Western Australia and is pursuing some aquaculture opportunities in which sea cucumbers may be grown for commercial harvesting without issues of native title.

The Company is examining alternative Australian suppliers of dried sea cucumber for delivery to Blue Ocean Japan (“BOJ”) in the 2022 financial year. The Company intends sourcing product from Australia and elsewhere during the period. The Company is test manufacturing product from Peru in Australia in quarter 1 of this financial year with the intention of scaling up production of sea cucumber powder and tablets for markets in southern Asia, particularly Singapore and Malaysia.

Blue Ocean Health in Australia has commenced the production of sandalwood oil and expects the sale of the initial production in the 2<sup>nd</sup> quarter of the financial year. Blue Ocean Health is partnering with a specialist and experienced natural timber refiner and is seeking to source Australian native sandalwood from both the WA Forestry Commission and private suppliers in WA. The long term viability of this business is dependent on reducing the cost of the raw materials, particularly quality WA native sandalwood timber.

#### **Blue Ocean Japan**

The Company carries on business in Japan through its wholly owned subsidiary called Blue Ocean Japan which company has been trading wholesale Japanese sea cucumber and manufacturing sea cucumber supplements including a new product called “gummy”. All Blue Ocean Japan manufactured products use the trade name Lapilika. Marketing and sales, primarily through direct internet channels has commenced in Japan and Taiwan.

All supplement products are sourced from imported Peruvian sea cucumber. The Company has secured up to 30 tons of dried sea cucumber from Peru for the 2022 financial year.

## **2. Future Direction**

The Company is continuing to examine opportunities as they may be presented.

#### **Bundybunna**

The Company has terminated its interest in the lease of Bundybunna and is proceeding to recover its out of pocket expenses of approximately \$300,000. The Company expects to fully recover this sum during 2022.

#### **Qualipac Joint Venture**

This venture is currently suspended during the restrictions imposed by virtue of the coronavirus pandemic. The Company does not envisage further business under this arrangement.

## **3. General**

The Company has managed to continue to operate in all areas of prime interest throughout the year to 30 June 2021 despite the very significant problems of travel and risk that the coronavirus pandemic has caused. The operations in Western Australia have been particularly difficult to manage with the very restrictive travel available. The Board notes the excellent work all of the Company’s dedicated employees, management and consultants in Western Australia throughout the year to 30 June 2021.

The Company is also examining other sea cucumber supply opportunities. The Company and its employees and management have developed and have access to significant intellectual property in the processing, cooking drying and storing of sea cucumber. The Company has a focus and expertise in ensuring maintaining low salt levels in the dried product. The Company is seeking suppliers who can establish and maintain low salt harvesting and processing practices.

The year to 30 June 21 saw the Consolidated Entity building dry sea cucumber stock for further processing and supplement manufacture in Japan. The 2022 financial year will be a focus on sales and marketing of the products produced by Blue Ocean Japan. The Company must manage all the difficulties of the coronavirus pandemic in Australia, Japan, the PRC, and our Asian and Pacific suppliers. Transporting product around the world remains a major problem for the Company. Most of our product does not require air freight in the usual course of events, but the transport of small amounts of general cargo remains an issue in and out of Australia and indeed from our other sources of product in Asia and the Pacific. We



are usually transporting our product in tonne lots meaning we must always consolidate our freight with other consignors. This leads to inevitable delays. As each month has taken place since 30 June 2021 international freight has improved. The Company is confident of improved services throughout 2022.

The Company intends commencing sales in the PRC in 2022 and is commencing to formulate detailed sales and marketing plans including a major social media program in the PRC. All Company product being exported to the PRC will emanate from Japan and will be manufactured in Japan. Although the Company sees Australian sea cucumber production as very important for the future and particularly for premium products throughout Asia, the current diplomatic and trade issues taking place between China and Australia has led the Company to focus on a “made in Japan” label in the immediate future for product into the PRC.

The Company believes the opportunities for our products in Asia are enormous and the growth potential of the product for the next 5 years will be significant.

#### **4. General Investments of the Company 2021 and beyond**

The Company is continuing to examine general investment opportunities as they may be presented.

The Company is examining the potential to invest in a Japanese renewal energy project operated by the Aura Green Energy Group. Any direct investment will take place in the year to 30 June 2022. This is an investment only. All operating and management will be undertaken by non-associated independent contractors.

The Company is also examining providing management advice to a proposed limited partnership in Japan which would invest in renewable energy projects in Asia. Any management will take place in the year to 30 June 2022.

#### **MEETING SUMMARY**

The Company directs shareholders to the Company’s Annual Report for the year ended 30 June 2021.

The Resolutions set out in the following Notice are summarised as follows:

Item 1 (Acknowledgment) This is a Company developed and Company specific acknowledgment of country in favour of Australia’s Traditional Owners and is expanded from the usual style of such acknowledgments to include an acknowledgement of all the cultures that the Company deals with on a day to day basis, including our shareholders. There is no resolution for the consideration of shareholders in respect to this Item 1.

Item 2 Resolution 1 relates to the receipt of the Financial Reports, the Directors’ Report and the Auditor’s Report for the Company for the year ended 30 June 2021.

Item 3 Resolution 2 is the election of Mr Sunga as a director.

Item 4 Resolution 3 is the adoption of the Remuneration Report.

Item 5 Special Resolution 4 is the approval of an additional 10% placing facility.

#### **Directors’ Recommendations**

Messrs Nakamura and Ashcroft recommend all resolutions including Resolution 3, however in respect to Resolution 3 their vote shall not be counted. Mr Sunga recommends resolutions numbered 1, 3, and 4. Mr Sunga disqualified himself in respect to resolution numbered 2.

All directors advise that it must be pointed out that any continued investment in the Company is not secure and there is no guarantee of any return of capital. The Company recommends that all shareholders consider the disadvantages and possible advantages of the proposed resolutions.

#### **Staff, Contractors and Directors**

The Company takes much pleasure in thanking all its dedicated staff and contractors for their efforts in the past year. The Company had operations in Sydney, Perth, Shark Bay and Japan.

The work of the directors is also appreciated. As a direct consequence of the Company’s need to manage the operations of the sea cucumber project in Japan and our intended market in Asia, particularly China, Mr Nakamura is again in Japan with Mr Sunga, at the date of this Notice, examining our supplement manufacturing capabilities and commencing a marketing program for Japan and China. I would like to particularly thank Mr Nakamura for this commitment considering the risks and significant inconvenience of travel today.

#### **Financial Position for the Future**

This next financial year, 2021-2022 has commenced with the Company solvent with potential to build on the sea cucumber business in Australia and obtain additional supplies from other providers. There is no doubt that further profitable businesses are

still required or an expansion of the Company/TMA joint operations is required for the Company to be able to generate profits in the medium and long term. We have several projects of real potential and substance available subject to further funding.

We have not utilised the special placing facility in the year to date, but we are requesting shareholders again approve this position (Resolution 4).

I thank all our shareholders for their support, and I look forward with enthusiasm to 2020-21 and beyond.

Kind regards

**Peter Ashcroft**

**Chairperson**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Shareholders of A1 Investments & Resources Ltd ABN 44 109 330 949 (**AYI** or the **Company**) will be a virtual meeting held at 11.00 am (Sydney time) on, Monday 29 November 2021 for the purpose of transacting the business set out in this Notice.

Defined terms used in this Notice of Annual General Meeting have the meanings given to them in the Glossary accompanying this Notice.

Full details of how shareholders may attend the virtual meeting are contained in the section title “Important Information for Shareholders” after the Explanatory Memorandum on page 16 and 17.

### **CORONAVIRUS NOTICE**

During these unprecedented times the Company encourages all shareholders to vote by proxy.

All shareholders are encouraged to submit any question or comment for the consideration of the Board prior to the meeting. All questions or comments should be submitted to the company secretary by emailing to [peter.a@aone.ltd](mailto:peter.a@aone.ltd).

### **ORDINARY BUSINESS OF THE MEETING**

#### **1. ACKNOWLEDGMENT**

*The Company acknowledges the Traditional Owners of country throughout Australia and the connection such Traditional Owners have to the land and its surrounding seas, culture and community. The Company makes special reference to the custodians of the lands and waters comprising and surrounding Shark Bay, Carnarvon, Exmouth and Onslow in Western Australia and Sydney in NSW, and any other lands or waters in Australia upon which the Company does or intends to operate.*

*The Company respects all Elders, past, present and emerging. The Company is committed to the adoption and practice of a philosophy of cultural awareness including an understanding and appreciation of the diverse cultures in which it operates and associates within Australia and overseas, including the cultures of the Traditional Owners in Australia, the various cultures of a multicultural Australia and the cultures of the people of China, Japan, India, Indonesia, Malaysia, Vietnam and throughout the rest of Asia where the Company operates.*

#### **2. FINANCIAL, DIRECTORS' AND AUDITOR'S REPORTS**

##### **RESOLUTION 1**

To receive and consider the Financial Reports, the Directors' Report and the Auditor's Report for the Company for the year ended 30 June 2021.

The A1 Investments & Resources Ltd 2021 Annual Report can be viewed online at the Company's website [www.a1investments.com.au](http://www.a1investments.com.au)

### 3. ELECTION OF DIRECTOR

#### RESOLUTION 2

To elect a director, namely:

Mr Akira Sunga who was appointed as a director in June 2020 and, being eligible, offers himself for election.

**Voting Exclusion:** Mr Sunga will not directly vote on Resolution 2. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### 4. REMUNERATION REPORT

#### RESOLUTION 3

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

*“That the Remuneration Report of the Company for the year ended 30 June 2021 as set out in the Company’s Annual Report be adopted.”*

#### Notes:

- Shareholders should be aware that the vote on this resolution is advisory only and does not bind the Directors or the Company.
- The directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company’s remuneration policies.
- If 25% or more of votes that are cast are voted against the adoption of the Remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a ‘spill resolution’ that another meeting be held within 90 days at which all of the Company’s directors (other than the managing director) must go up for re-election.

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution 3 by the directors in their personal capacity. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

### SPECIAL BUSINESS OF THE MEETING

### 5. APPROVAL OF 10% PLACING FACILITY (SPECIAL RESOLUTION)

#### RESOLUTION 4

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

*“That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, shareholders approve the issue of securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms as described in the Explanatory Memorandum.”*

**Voting Exclusion:** There is no voting exclusion in relation to this Resolution and all shareholders are encouraged to vote.

#### Determination of membership and voting entitlement

For the purpose of determining a person’s entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 11:00 am (Sydney time) on Saturday 27 November 2021.

#### Votes of members

All Resolutions will be the subject of a poll.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a

representative) shall have one vote for each Share held by him, her or it provided that all Shares are fully paid.

#### **Proxies**

Please note that:

- (a) a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of the member;
- (b) where the member is entitled to cast two or more votes, the member may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- (c) if the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes;
- (d) a proxy need not be a member;
- (e) an instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in shall be deemed to be given in the favour of the chairperson of the Annual General Meeting to which it relates; and
- (f) to be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of the power or authority) must be deposited with the Company or be received by facsimile on facsimile number (02) 9232 8883 not less than 48 hours prior to the Annual General Meeting, that is, by 11:00 am (Sydney time) on Saturday 27 November 2021.

#### **Proxies that are undirected**

- (a) All undirected proxies held by the chairperson of the meeting will be voted in favour of all proposed resolutions, except for Item 4 Remuneration Report.
- (b) All undirected proxies held by the chairperson of the meeting will not be voted on Item 4 (Remuneration Report). Accordingly, if you appoint the chairperson of the meeting as your proxy you should direct him how to vote on Item 4 (Remuneration Report) if you want your shares to be voted on that item of business. The same will apply if you appoint any other director of the Company any of its key management personnel or any of their closely related parties as your proxy and do not direct them how to vote on Item 4 (Remuneration Report). Key management personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company indirectly or directly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2021. Their closely related parties are defined in the Corporations Act 2001 and include certain of their family members, dependants and companies they control.

A form of proxy accompanies this Notice of Annual General Meeting.

By Order of the Board

**Peter Ashcroft**

Executive Chairperson and Company Secretary

Dated: 28 October 2021

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**EXPLANATORY MEMORANDUM**


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**INTRODUCTION**


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This Explanatory Memorandum contains the information needed for the members of the Company to assess the items of business to be considered at the Annual General Meeting of the Company on Monday 29 November 2021.

This Explanatory Memorandum, as well as the Notice of Annual General Meeting, should be read carefully and in their entirety.

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**1. ITEM 1 ON THE AGENDA – ACKNOWLEDGMENT**


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**EXPLANATORY STATEMENT ITEM 1**

The Board of the Company developed and approved a Company specific “Acknowledgment of Country” which will be recited at the commencement of any formal meeting of the Company, including Board and shareholder meetings.

The Acknowledgment includes a statement recognising Australia’s Traditional Owners and their special connection to country, but also includes an acknowledgement of the general diversity of the people the Company employs, contracts with, supplies, engages with and the Company’s diverse cultural range of investors.

Neither the Corporations Act nor the Company’s Constitution requires members to vote on Item 1. However, during this item of business, the members will be given a reasonable opportunity to ask questions about or make comments on the Acknowledgment and its adoption by the Board.

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**2. ITEM 2 ON THE AGENDA – FINANCIAL REPORTS**


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**EXPLANATORY STATEMENT RESOLUTION 1**
**RESOLUTION 1**

The Corporations Act requires the Financial Report, the Directors’ Report and the Auditor’s Report to be received and considered by members of the Company at the Annual General Meeting. Each of the Reports is contained in the Company’s 2021 Annual Report.

Neither the Corporations Act nor the Company’s Constitution requires members to vote on these Reports. However, during this item of business, the members will be given a reasonable opportunity to ask questions about, or make comments on, those Reports and the business and management of the Company.

Members will also be given a reasonable opportunity to ask a representative of the Company’s auditor Hall Chadwick Chartered Accountants, questions relevant to the conduct of the audit, the preparation and content of the Auditor’s Report, the accounting policies adopted by the Company in relation to the preparation of financial statements or the independence of the auditor in relation to the conduct of the audit.

Members may also submit a written question to Hall Chadwick Chartered Accountants, if the question is relevant to the content of the Auditor’s Report for the financial year ended 30 June 2020 or the conduct of the audit of the Financial Report for that year. Relevant questions may be submitted to Hall Chadwick Chartered Accountants, by emailing [gwebb@hallchadwick.com.au](mailto:gwebb@hallchadwick.com.au). These questions must be received by the auditor no later than Friday, 26 November 2021. At the meeting, Hall Chadwick Chartered Accountants’ representative will be given the opportunity to answer, or table written answers to, relevant questions.

The Company encourages all members to put their questions and comments to the Board or the Company’s auditor in advance of the meeting.

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**3. ITEM 3 ON THE AGENDA – ELECTION OF DIRECTORS**


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**EXPLANATORY STATEMENT RESOLUTION 2**
**RESOLUTION 2**

Mr Akira Sunga was appointed to the Board in June 2021 and being eligible offers himself up for election as a director.

The Board (with Mr Sunga abstaining in respect of his own election) supports the election of Mr Sunga.

The experience, qualifications and other information about the candidate appears below:

**Akira Sunga**, age 55 (DOB 15 1 66)

Term of office:      Joined the Board in June 2021

Independent:        Yes

Experience: Investment banking, investment advice

Mr Sunga has had an association with company for many years including providing many introductions that have led to new projects and funding. Mr Sunaga has been residing in Japan during the past 12 months and he was very important in assisting the company to come to a solution with the investors involved with the farming operations in Queensland. Mr Sunaga was for many years a senior finance advisor in Singapore, with interests in Hong Kong, Japan and Australia

**The Board (excluding Mr Sunga) encourages all shareholders to cast their votes on Item 3 (Resolution 2) (Election of Mr Sunga as a director) in favour of the Resolution and if you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Item 3 (Resolution 2) (Election of Mr Sunga as a director) in favour of the Resolution by marking on the voting form.**

#### 4. ITEM 4 ON THE AGENDA – REMUNERATION REPORT

##### EXPLANATORY STATEMENT RESOLUTION 3

###### RESOLUTION 3

The Company's Remuneration Report for the financial year ended 30 June 2021 is set out on pages 7 to 12 of the Company's 2021 Annual Report, and forms part of the Directors' Report for that year. The Remuneration Report contains:

- (a) a discussion of the Board's policy in relation to the nature and level of remuneration of directors, secretaries and senior executives of the Company;
- (b) a discussion of the relationship between the Board's policy and the Company's performance; and
- (c) details of the remuneration paid to each director of the Company, including options issued as part of the remuneration of directors.

In accordance with section 249L(2) of the Corporations Act, the resolution to adopt the Company's Remuneration Report will be put at the Annual General Meeting. The Chairman will give members a reasonable opportunity to inquire and comment on the Remuneration Report. The resolution that the Remuneration Report be adopted will then be put to the vote.

The vote on this resolution will be advisory only and will not bind the Directors or the Company, by virtue of section 250R(3) of the Corporations Act.

The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two AGMs, shareholders will be required to vote at the second of those AGMs on a resolution ('spill resolution') that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

Any undirected proxies held by the Chairperson of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on Item 4 (Resolution 3).

Key management personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company indirectly or directly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2021. Their closely related parties are defined in the Corporations Act 2001 and include certain of their family members, dependants and companies they control.

**The Board encourages all shareholders to cast their votes on Item 4 (Resolution 3) (Remuneration Report) in favour of the Resolution and if you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Item 4 (Resolution 3) (Remuneration Report) in favour of the Resolution by marking on the voting form.**

##### SPECIAL RESOLUTION

#### 5. APPROVAL OF 10% PLACING FACILITY SPECIAL RESOLUTION

##### EXPLANATORY STATEMENT RESOLUTION 4

###### RESOLUTION 4

This resolution adds to the company's placing capacity by the provision of an additional 10%. The effect of this resolution is to provide for further capital raising and flexibility for the Company moving forward.

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to 10% of its issued ordinary share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**) but expires on the first to occur in such period of;

- a) The date that is 12 months after the date of the annual general meeting at which the approval was obtained;
- b) The time and date of the entity's next annual general meeting; or
- c) The time and date of the approval by holders of the eligible entity's ordinary securities of a transaction under Listing Rule 11.1.2 or 11.2.

of. The 10% Placement Facility is in addition to the eligible entity's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities which may be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

A. Description of Listing Rule 7.1

- a. Shareholder approval. The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting
- b. Equity Securities. Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.
- c. The Company, as at the date of the Notice, has on issue the following classes of Equity Securities:
  - i. ordinary shares quoted on ASX

Formula for calculating 10% Placement Facility

- B. Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period a number of Equity Securities calculated in accordance with the following formula:

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

Where:

- a. A is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement;
- b. plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
- c. plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- d. plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of ordinary shares under Listing Rules 7.1 and 7.4;
- e. less the number of fully paid ordinary shares cancelled in the 12 months.

*(Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.)*

- f. D is 10%
- g. E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

C. Listing Rule 7.1 and Listing Rule 7.1A

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

- a. At the date of this Notice, the Company has on issue 16,421,946,420 ordinary shares and therefore has a capacity to issue:
  - i. 2,463,291,963 Equity Securities under Listing Rule 7.1; and
  - ii. subject to shareholder approval being obtained under this Resolution 4, 1,642,194,642 Equity Securities under Listing Rule 7.1A.

- b. The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

#### Minimum Issue Price

- D. The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before;
  - a. the date on which the price at which the Equity Securities are to be issued is agreed; or
  - b. if the Equity Securities are not issued within five Trading Days of the date referred to in section (e)(i), the date on which the Equity Securities are issued.

#### 10% Placement Period

- E. Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:
  - a. the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and
  - b. the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

#### F. Listing Rule 7.1A

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period in addition to using the Company's 15% placement capacity under Listing Rule 7.1.

- a. Resolution 4 is a special resolution and therefore requires approval of at least 75% of the votes cast by shareholders entitled to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) on the Resolution.
- b. Specific information required by Listing Rule 7.3A
  - i. Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows to the extent that such information is not disclosed elsewhere in this Explanatory Memorandum:
  - ii. The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class over the 15 Trading Days on which trades in that class were recorded immediately before:
  - iii. the date on which the price at which the Equity Securities are to be issued is agreed; or
  - iv. if the Equity Securities are not issued within five Trading Days of the date in paragraph (ii) above, the date on which the Equity Securities are issued.
  - v. There is a risk that:
    - 1. the market price for the Company's Equity Securities in the same class may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting, although unlikely as the market price of the Company's Equity Securities is \$0.001 on 21 October 2021 and trading on the ASX is not permitted below this price; and
    - 2. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities in the same class on the issue date,
    - 3. which may have an effect on the amount of funds raised by the issue of the Equity Securities.
- G. The table below shows the risk of voting dilution of existing shareholders on the basis of the current market price of shares and the current number of ordinary shares for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- a. three examples where variable 'A' is at the current market price and where it has increased, by 100% (\$0.002 issued price) and 200% (\$0.003 issue price). Variable 'A' is based on the number of ordinary shares the Company has on issue. The number of ordinary shares on issue may increase as a result of issues of



- ordinary shares that do not require shareholder approval (for example, a pro rata entitlements issue) or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting;
- an example of where the issue price of ordinary shares has decreased by 25% as against the current market price;
  - three examples where variable "A" was the current market price, an issue price of \$0.002 and an issue price of \$0.003 and where prior to the issue under Listing Rule 7.1A there had been an issue of 15% of the shares of the company under Listing Rule 7.1; and
  - an example where at the time of the proposed issue under Rule 7.1A there were on issue double the number of shares on issue as at the date of this Notice.

**TABLE A**  
**ADDITIONAL 10% PLACING CAPACITY**

Variable "A" in Listing rule 7.1A.2		Issue Price				
		\$0.0005 (Listing Rule assumption. Below tradeable amount)	\$0.00075 (minimum price at VWAP of \$0.001)	\$0.001	\$0.002	\$0.003
Current Variable "A" shares	10% dilution	<b>1,642,194,642</b> shares	<b>1,642,194,642</b> shares	<b>1,642,194,642</b> shares	<b>1,642,194,642</b> shares	<b>1,642,194,642</b> shares
	Funds raised	\$821,097	\$1,231,654,981	\$1,642,194,642	\$3,284,389,284	\$4,926,583,926
Total <b>16,421,946,420</b> shares on issue	After 10% dilution	<b>18,064,141,062</b>	<b>18,064,141,062</b>	<b>18,064,141,062</b>	<b>18,064,141,062</b>	<b>18,064,141,062</b>
Current shares on issue		16,421,946,420	16,421,946,420	16,421,946,420	16,421,946,420	16,421,946,420
Issue of 15% pursuant to Rule 7.1.		2,463,291,963	2,463,291,963	2,463,291,963	2,463,291,963	2,463,291,963
Total shares then on issue		18,885,238,383	18,885,238,383	18,885,238,383	18,885,238,383	18,885,238,383
Current Variable "A"	10% dilution	<b>3,061,246,416</b>	<b>3,061,246,416</b>	<b>3,061,246,416</b>	<b>3,061,246,416</b>	<b>3,061,246,416</b>
Total shares on issue after issues under Rules 7.1 and 7.1A		20,527,433,025	20,527,433,025	20,527,433,025	20,527,433,025	20,527,433,025
Current shares on issue		<b>16,421,946,420</b>	<b>16,421,946,420</b>	<b>16,421,946,420</b>	<b>16,421,946,420</b>	<b>16,421,946,420</b>
Assume total number of shares has doubled		32,843,892,840	32,843,892,840	32,843,892,840	32,843,892,840	32,843,892,840
				Issue Price		
		\$0.0005 (Listing Rule assumption. Below tradeable amount)	\$0.00075 (minimum price at VWAP of \$0.001)	\$0.001	\$0.002	\$0.003

	10% dilution	3,284,389,284 shares	3,284,389,284 shares	3,284,389,284 shares	3,284,389,284 shares	3,284,389,284 shares
	Funds raised	\$1,642,194	\$2,463,329	\$3,284,389	\$6,568,778	\$9,853,167
Total shares on issue	After 10% dilution	36,128,282,124	36,128,282,124	36,128,282,124	36,128,282,124	36,128,282,124

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. No current options are exercised into shares before the date of the issue of the Equity Securities. Note there are no current options.
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused to a particular shareholder by reason of placements pursuant to the 10% Placement Facility, based on that shareholder's holding at the date of the Meeting.
5. The issue of Equity Securities under the 10% Placement Facility consists only of shares. The issue price is \$0.001, being the closing price of the shares on ASX on 21 October 2021.
6. The top part of the table also shows the voting dilution where the company has also issued the full amount of shares under its placing capacity pursuant to Listing Rule 7.1 that is further 15%.
7. The table also shows an example where the number of shares on issue has doubled when the issue under Rule 7.1A is undertaken.
  - a. The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
  - b. The Company may seek to issue the Equity Securities for the following purposes:
    - i. cash consideration. In such circumstances. The Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration expenditure on the Company's current assets and/or general working capital.
    - c. The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
    - d. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities and the number of Equity Securities allotted to each will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
      - i. the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which the existing security holders can participate;
      - ii. the effect of the issue of the Equity Securities on the control of the Company;
      - iii. the financial situation and solvency of the Company; and
      - iv. advice from corporate, financial and broking advisers (if applicable).
    - e. The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.
    - f. Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments or the nominee of such vendors.
    - g. A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing shareholder's votes will therefore be excluded under the voting exclusion statement in the Notice.

- h. In accordance with Listing Rule 7.3A.6 the Company confirms that it sought and obtained shareholder approval under Listing Rule 7.1A at the Annual General Meeting of the company on 26 November 2019. The company has not used any of this additional placing capacity under such approval.

**TABLE B**  
**PREVIOUS EQUITY ISSUES**

Details of All Previous Equity Issues in the 12 months preceding the meeting as required by Listing Rule 7.3A.6.

Total number of shares on issue 12 months prior to this Notice of meeting	Total Number of Equity Issues in the 12 months prior to this Notice of meeting	Total number of shares on issue at the date of the Notice of meeting	Percentage of new equity as compared to the number of shares on issue 12 months prior to this meeting
15,306,232,135	1,115,714,285	<b>16,421,946,420</b>	7.25%

Listing Rule 7.3A.6 requires the details of all issues of equity securities as set out above.

Total number of securities issued in the previous 12 months was 1,115,714,285 ordinary shares. All shares were issued at a discount to the trading price of \$0.001 per share at the date of each issue.

758,571,428 ordinary shares were issued on 15 January 2021 for cash at an issue price of \$0.00028 per share.

357,142,857 ordinary shares were issued on 20 January 2021 for cash at an issue price of \$0.00028 per share

The total cash received from the above issues was \$312,340. The funds were used to pay existing trade debtors and general working capital.

Resolutio4 is a **special resolution**.

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution 4 by any person or party who may participate in the proposed issue and any person who will obtain a material benefit as result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities and the associates of any such person if the resolution is passed. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**The Board encourages all shareholders to cast their votes on Item 5 (Resolution 4 Placing Facility) in favour of the Resolution and if you choose to appoint a proxy you are encouraged to direct your proxy how to vote on Item 5 (Resolution 4 Placing Facility) in favour of the Resolution by marking on the voting form.**

The A1 Investments & Resources Ltd 2021 Annual Report can be viewed online at the Company's website [www.a1investments.com.au](http://www.a1investments.com.au).

If you have any questions after reading this information, please do not hesitate to contact Peter Ashcroft on 0418 275 375 during normal business hours.

#### Glossary

The following definitions are used in the Notice of Annual General Meeting and the Explanatory Memorandum:

**Board** or **Board of Directors** means the board of Directors of the Company;

**Company** or **AYI** means A1 Investments & Resources Ltd ABN 44 109 330 949;

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

**Directors** means the directors of the Company;

**Share** means a fully paid ordinary share in the issued capital of the Company and **Shares** means any two or more of them

## IMPORTANT INFORMATION FOR SHAREHOLDERS

Due to Covid-19, in the interests of public health and safety, the 2021 A1 Investments & Resources Limited AGM will be held entirely virtually – there will be no physical venue for shareholders to attend.

Shareholders may register to attend the web cast through the below where you will be able to ask a question and view the meeting.

- <https://us02web.zoom.us/meeting/register/tZlvdO-hrjsoHNRqr7zR0tQ1DH1bt3ERyjon>
- Meeting Number 862 3690 0260
- Passcode 855495

Live On-line Voting. Shareholders or their appointed proxyholder will be able to vote at the meeting online by;

- Visiting <https://web.lumiagm.com> on a smartphone, tablet or computer (using the latest version of chrome, Safari, Edge or Firefox;
- Using the unique meeting ID 324 831 790.

On-line voting registration will commence 30 minutes prior to the start of the meeting.

For full details on how to log on and vote online, please refer to the user guide [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide)

### WHO CAN VOTE AT THE AGM?

To vote at the AGM, you must be a registered holder of A1 Investments & Resources Limited shares as at 11.00am (Sydney time) on Saturday 27 November 2021. The number of shares you hold at that time determines your voting entitlement. Restrictions apply to the eligibility of certain people to vote on particular items of business. The Company has set out the applicable voting exclusions against each relevant item of business in this notice of meeting.

### HOW WILL VOTING BE CONDUCTED?

The Chairman of the Meeting intends to call a poll, to be conducted by electronic means, on each resolution.

### WHEN AND HOW DO I LODGE A PROXY?

A proxy appointment (and the power of attorney or other authority under which it is signed, if any) must be received by Computershare's Share Registry, no later than 11.00 am (Sydney time) on Saturday 27 November 2021.

Shareholders who elected to receive their Notice of Meeting and voting form electronically, or have provided Computershare with their email address, will have received an email with a link to the Computershare Investor Vote website. You will need your SRN/HIN and your postcode to submit your proxy appointment.

Shareholders who have not elected to receive their Notices of Meetings electronically will receive a voting form in the mail, but will still need to access the Notice of Meeting online at [www.a1investments.com.au](http://www.a1investments.com.au) or [www.investorvote.com.au](http://www.investorvote.com.au).

Proxies may be lodged in the following ways: Online [www.investorvote.com.au](http://www.investorvote.com.au) (by following the instructions set out on the website) Facsimile (in Australia) 1800 783 447 (outside Australia) +61 3 9473 2555 Mail Computershare Share Registrar Computershare Investor Services Pty Limited GPO Box 242 Melbourne, Victoria 3001

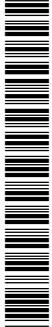
You can arrange to receive shareholder information electronically by contacting Computershare on 1300 855 080 (within Australia) or +61 (3) 9415 4000 (outside Australia) or at <https://www-au.computershare.com/Investor> (Investor Centre).

Intermediary Custodian voting: for intermediary online subscribers only (Custodians) please submit your voting intentions at [www.intermediaryonline.com](http://www.intermediaryonline.com).

**I HAVE A POWER OF ATTORNEY FROM A SHAREHOLDER – HOW DO I VOTE?** An original or certified copy of the power of attorney under which you are authorised to attend and vote at the meeting must be provided to Computershare's Share Registry prior to the AGM (unless you or the shareholder have previously lodged this paperwork with Computershare's Share Registry).

**I AM A CORPORATE SHAREHOLDER – HOW CAN I ATTEND AND VOTE?** Corporate shareholders and corporate proxies may appoint a representative in accordance with the Corporations Act.

**HOW DO I SET UP MY PROXY PROPERLY?** More details are set out below to assist you with setting up your proxy vote. If you are entitled to attend and cast two or more votes, you may appoint up to two proxies. Each proxy will have the right to vote on a poll and to speak at the meeting. Where two proxies are appointed, you may specify the proportion or number of votes that



each proxy may exercise. If you appoint two proxies and do not specify the proportion, each proxy may exercise half your votes. Fractions of votes are disregarded. If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If you do not direct a proxy on how to vote on an item of business or should any resolution other than those specified in this Notice of Meeting be proposed at the meeting, your proxy may vote or abstain from voting on that resolution as they see fit (subject to any applicable voting exclusions). If you instruct your proxy to abstain from voting on an item of business, they are directed to not vote on a poll and the shares, subject of the proxy appointment, are not counted in calculating the required majority. If you submit your proxy form with a direction on how to vote but do not nominate the identity of your proxy, then the Company will deem the Chairperson of the meeting as your proxy to vote on your behalf. If you submit your proxy form with a direction on how to vote and your nominated proxy does not attend the meeting, or does not vote on the resolution in accordance with your directions, the Chairman will act in place of your nominated proxy and vote in accordance with your instructions.

**TECHNICAL DIFFICULTIES** Technical difficulties may arise during the course of the AGM. The Chairperson has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairperson will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where he considers it appropriate, the Chairperson may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 10.00 am (Sydney time) on Saturday 27 November 2021, even if they plan to attend online.



