
GONDWANA RESOURCES LIMITED

ACN 008 915 311

NOTICE OF ANNUAL GENERAL MEETINGS

Notice is given that the **2018 Annual General Meeting** will be held at:

TIME: 11:00 am (WST)
DATE: Wednesday, 18 March 2020
PLACE: Moore Stephens
Level 15, Exchange Tower
2 The Esplanade
PERTH WA 6000

Notice is given that the **2019 Annual General Meeting** will be held at:

TIME: 11:10 am (WST)
DATE: Wednesday, 18 March 2020
PLACE: Moore Stephens
Level 15, Exchange Tower
2 The Esplanade
PERTH WA 6000

The business of the Meetings affects your shareholding and your vote is important.

This Notice of Meetings should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at each Meeting are those who are registered Shareholders at 4:00 pm (WST) on 16 March 2020.

BUSINESS OF THE MEETINGS

AGENDA

2018 ANNUAL GENERAL MEETING

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2017 together with the declaration of the directors, the director's report, and the auditor's report.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – STEVEN PYNT

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

“That, for the purpose of clause 13.2 of the Constitution, and for all other purposes, Steven Pynt, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

2019 ANNUAL GENERAL MEETING

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2018 together with the declaration of the directors, the director's report, and the auditor's report.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – JOLYON SINCLAIR

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

“That, for the purpose of clause 13.2 of the Constitution, and for all other purposes, Jolyon Sinclair, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

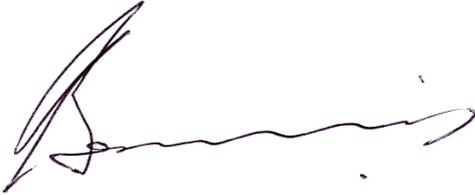
3. RESOLUTION 2 – REDUCTION OF CAPITAL

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

*“That, pursuant to sections 256B and 256C of the Corporations Act, approval is given for the share capital of the Company to be reduced by approximately \$2,724,977, such reduction of capital to be effected by the Company paying to each registered holder as at 5pm (WST) on 19 February 2020 (**Record Date**), the amount of AUD\$0.03 for each Share held by that holder on the Record Date, and otherwise on the terms and conditions set out in the Explanatory Statement.”*

Dated: 18 February 2020

By order of the Board

A handwritten signature in black ink, appearing to read 'Warren Beckwith', written in a cursive style.

**Warren Beckwith
Director
Gondwana Resources Limited**

Voting in person

To vote in person, attend the relevant Meeting at the time, date and place set out above.

Voting by proxy

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

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meetings please do not hesitate to contact Steven Pynt (Company Secretary) on (mobile) 0411 708 591 or the Company on 1300 231 144 or (03) 8813 0308, or by email at info@gondwanaresources.com.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

2018 ANNUAL GENERAL MEETING

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2017 together with the declaration of the directors, the directors' report, and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.gondwanaresources.com.au.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – STEVEN PYNT

2.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Steven Pynt, who has served as a director since 17 March 2000, and was last re-elected on 29 November 2017, retires by rotation and seeks re-election.

The qualifications and other material directorships of Mr Pynt are set out in the director's report included in the annual report of the Company for the financial year ended 31 December 2017.

2.2 Board recommendation

The Board supports the re-election of Mr Pynt and recommends that Shareholders vote in favour of Resolution 1.

2019 ANNUAL GENERAL MEETING

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2018 together with the declaration of the directors, the directors' report, and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.gondwanaresources.com.au.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – JOLYON SINCLAIR

2.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Jolyon Sinclair, who has served as a director since 24 October 2012, and was last re-elected on 29 November 2017, retires by rotation and seeks re-election.

The qualifications and other material directorships of Mr Pynt are set out in the director's report included in the annual report of the Company for the financial year ended 31 December 2018.

2.2 Board recommendation

The Board supports the re-election of Mr Sinclair and recommends that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – REDUCTION IN CAPITAL

3.1 Background

Shareholders are being asked to consider and pass Resolution 2 authorising the Company to reduce its capital by returning to each Shareholder an amount of \$0.03 per Share held by them at the Record Date, representing a total return to Shareholders of \$2,724,977 (**Cash Payment**).

The money that will be used to make the payments to Shareholders in respect of the Cash Payment will be sourced from the Company's existing cash reserves.

The rationale behind this Resolution is that the Company's current focus is to identify one or more high-quality mineral exploration or mining projects available for purchase or joint venture. The Company has been, in particular during the last 16 months, conducting a global search for suitable projects. To date, none has met the Company's hurdles.

The Directors consider that it is not in line with the Company's business model or its best interest, especially in this extremely low-interest rate environment, to hold onto or invest substantial amounts of cash that may not be deployed in mineral exploration or a mining project for an indefinite period of time.

The Directors have therefore decided to return surplus capital to shareholders.

After distributing the surplus cash, the Directors plan to continue their current project search and, in the event a suitable project is identified that requires further capital, to consult with the Company's financial advisers. This gives the Board access to independent advice as to market appetite at the time, market appeal of the selected project and whether capital should be raised as equity or otherwise.

Shareholders should be aware that no suitable project may be available and other alternatives for the Company may have to be explored.

3.2 Legal requirements

The proposed Cash Payment is an equal capital reduction as:

- (a) it relates only to Shares;
- (b) it applies to Shareholders in proportion to the number of Shares they hold;
and
- (c) the terms of the reduction will be the same for each Shareholder.

Under Section 256C of the Corporations Act, the proposed reduction of capital must be approved by an ordinary resolution passed at a general meeting of the Company.

Under Section 256B of the Corporations Act, the Company may only reduce its capital if it:

- (a) is fair and reasonable to Shareholders as a whole;
- (b) does not materially prejudice the Company's ability to pay its creditors;
and
- (c) is approved by Shareholders in accordance with Section 256C of the Corporations Act.

The Directors believe that:

- (a) the Cash Payment is fair and reasonable to Shareholders as a whole for the reasons set out throughout this Explanatory Statement; and
- (b) the Cash Payment will not prejudice the Company's ability to pay its creditors.

Resolution 2 requires the approval of Shareholders in accordance with Section 256C of the Corporations Act.

3.3 Reasons for the reduction of capital by distribution of Company cash reserves

The Company is seeking to distribute its excess funds to Shareholders.

3.4 Entitlement to participate in the Cash Payment

The Record Date for determining the entitlement to participate in the Cash Payment is 19 March 2020 (**Record Date**). All Shareholders registered on that date will be entitled to participate.

3.5 Effect of proposed Cash Payment on the Company

The Cash Payment will be paid entirely from the Company's existing cash reserves. Consequently, the effect of the Cash Payment will be a reduction in the Company's cash reserves.

A pro forma statement of anticipated financial position at 31 December 2019 and upon completion of the Cash Payment is set out below.

**Summary of Group¹ tangible assets and liabilities at 31 December 2019
(Unaudited)**

	31 December 2019	After Cash Payment
	\$	\$
Tangible² assets		
Cash	4,002,009	4,002,009
Less Return of capital		2,724,977
	4,002,009	1,277,032
Liabilities		
Trade and other payables - current	110,729	110,729
Trade and other payables – non-current	160,000	160,000
Provision for income tax	32,773	32,773
Interest-bearing liabilities	20,000	20,000
	323,502	323,502
Net tangible² assets	3,678,507	953,530

¹The Group comprises the Company and its Subsidiary.

²Tangible assets excludes the book value of capitalised exploration expenditure

The Cash Payment will not have any effect on the capital structure of the Company.

	Company
Current capital	90,832,565 Shares
Post Cash Payment	90,832,565 Shares

3.6 Effect of the proposed Cash Payment on the Company's creditors

The Company will have sufficient cash reserves to pay its creditors after the Cash Payment.

3.7 Effect of proposed Cash Payment on Shareholders

The Directors consider that the Cash Payment will be fair and reasonable to Shareholders because they are all being treated in the same manner.

As the Cash Payment is on a pro rata basis, the Cash Payment per Share is the same for each Shareholder, and the proportionate ownership interest of each Shareholder remains the same before and after the Cash Payment.

The Directors have considered the advantages and disadvantages of the Cash Payment, as follows:

3.8 Advantages

The primary advantage of approving the Cash Payment is that it will enable the Company to repatriate to its Shareholders capital that is surplus to its budgeted and forecast requirements.

3.9 Disadvantages

A disadvantage of the proposed Cash Payment is that, following its implementation, the Company will have a reduced capital base from which to operate. However, the Directors are of the opinion that the Company will retain sufficient cash to pay its creditors, meet the Company's working capital needs and provide for all identifiable cash requirements.

3.10 Indicative Timetable

The Company anticipates completion of the Cash Payment in accordance with the following timetable (which is subject to change by the Company and the Corporations Act requirements):

Snapshot date for eligibility to vote at the General Meeting and Record Date for determining entitlement to participate in Cash Payment	5pm, 19 March 2020
Company dispatches Notice of Meeting	21 February 2020
Cut-off date for lodging Proxy Form	5pm, 16 March 2020
Shareholder Meeting to approve the Cash Payment	18 March 2020
Completion Cash Payment	31 March 2020

Notes

1. All dates and times are indicative only. The Company reserves the right to vary these dates and times. All dates and times refer to time observed in Perth, Western Australia.

3.11 Recommendation

After considering all relevant factors, the Directors recommend that Shareholders vote in favour of Resolution 2 for the following reasons:

- (a) after a full and proper assessment of all available information they believe that the Cash Payment is in the best interests of the Company and its Shareholders; and
- (b) in the opinion of the Directors, the benefits of the Cash Payment outweigh its disadvantages.

The Directors, who are entitled to vote, intend to vote the Shares held by them in favour of Resolution 2.

GLOSSARY

\$ means Australian dollars.

2018 Annual General Meeting means the annual general meeting to consider, amongst other things, the financial statements and reports for the year ended 31 December 2017.

2019 Annual General Meeting means the annual general meeting to consider, amongst other things, the financial statements and reports for the year ended 31 December 2018.

Annual General Meeting or **Meeting** means the relevant annual general meeting, as convened by the Notice.

ASIC means the Australian Securities & Investments Commission.

Board means the current board of directors of the Company.

Cash Payment means the payment to each Shareholder of an amount of \$0.03 per Share held by them at the Record Date, representing a total return to Shareholders of \$2,724,977.

Chair means the chair of the Meeting.

Company means Gondwana Resources Limited (ACN 008 915 311).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Notice or **Notice of Meetings** means this notice of meetings including the Explanatory Statement and the Proxy Forms.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Subsidiary means Emu Fence Exploration Pty Ltd (ACN 128 239 387)

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

**GONDWANA RESOURCES LIMITED
ACN 008 915 311**

2018 ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 11:00 am (WST), on 18 March 2020 at Moore Stephens, Level 15, Exchange Tower, 2 The Esplanade, Perth WA, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution.

Voting on business of the Meeting

Resolution 1 Re-election of Director – Steven Pynt

FOR AGAINST ABSTAIN

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

**Consent for contact by e-mail
in relation to this Proxy Form:**

YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the relevant Meeting is entitled to appoint a proxy to attend and vote on their behalf at the relevant Meeting. If a Shareholder is entitled to cast 2 or more votes at the relevant Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the relevant Meeting. However, where both proxies attend the relevant Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the relevant Meeting, the documentation evidencing such appointment should be produced prior to admission to the relevant Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the relevant Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the relevant Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the relevant Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Gondwana Resources Limited, PO Box 5010, Burnley VIC 3121; or
 - (b) facsimile to the Company on facsimile number +61 3 8678 3112; or
 - (c) email to the Company at info@gondwanaresources.com,

so that it is received not less than 48 hours prior to commencement of the relevant Meeting.

Proxy Forms received later than this time will be invalid.

PROXY FORM

**GONDWANA RESOURCES LIMITED
ACN 008 915 311**

2019 ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 11:10 am (WST), on 18 May 2020 at Moore Stephens, Level 15, Exchange Tower, 2 The Esplanade, Perth WA, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	Re-election of Director – Jolyon Sinclair	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Reduction of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail in relation to this Proxy Form: YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the relevant Meeting is entitled to appoint a proxy to attend and vote on their behalf at the relevant Meeting. If a Shareholder is entitled to cast 2 or more votes at the relevant Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the relevant Meeting. However, where both proxies attend the relevant Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the relevant Meeting, the documentation evidencing such appointment should be produced prior to admission to the relevant Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the relevant Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the relevant Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the relevant Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Gondwana Resources Limited, PO Box 5010, Burnley VIC 3121; or
 - (b) facsimile to the Company on facsimile number +61 3 8678 3112; or
 - (c) email to the Company at info@gondwanaresources.com,

so that it is received not less than 48 hours prior to commencement of the relevant Meeting.

Proxy Forms received later than this time will be invalid.