



LUCAPA
DIAMOND COMPANY

LUCAPA DIAMOND COMPANY LIMITED

ACN 111 501 663

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.00am (WST)

DATE: 13 July 2021

PLACE: Celtic Club, 48 Ord Street, West Perth, WA 6005

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

This Notice of Meeting 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 the Meeting are those who are registered Shareholders at 11:00am (WST) on 11 July 2021.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 - RATIFICATION OF PRIOR ISSUE OF SHARES UNDER ASX LISTING RULE 7.1 - TRANCHE 1 OF PLACEMENT

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 112,980,359 Shares on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the issue the subject of this Resolution 1, or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 1 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

2. RESOLUTION 2 - RATIFICATION OF PRIOR ISSUE OF SHARES UNDER ASX LISTING RULE 7.1A - TRANCHE 1 OF PLACEMENT

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 82,274,429 Shares on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of a person who participated in the issue the subject of this Resolution 2, or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 2 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

3. RESOLUTION 3 - ISSUE OF SHARES - TRANCHE 2 OF PLACEMENT

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 191,145,212 Shares on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue the subject of this Resolution 3 (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 3 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

4. RESOLUTION 4 - ISSUE OF TRANCHE 2 PLACEMENT SHARES TO MILES KENNEDY

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 200,000 Shares to Miles Kennedy, Non-Executive Chair of the Company (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Miles Kennedy (or his nominee), or any person who will obtain a material benefit as a result of, the proposed issue the subject of this Resolution 4 (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 4 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

5. RESOLUTION 5 - ISSUE OF TRANCHE 2 PLACEMENT SHARES TO ROSS STANLEY

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 12,000,000 Shares to Ross Stanley, Non-Executive Director of the Company (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Ross Stanley (or his nominee), or any person who will obtain a material benefit as a result of, the proposed issue the subject of this Resolution 5 (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 5 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

6. RESOLUTION 6 - ISSUE OF TRANCHE 2 PLACEMENT SHARES TO STEPHEN WETHERALL

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares to Stephen Wetherall, Managing Director of the Company (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Stephen Wetherall (or his nominee), or any person who will obtain a material benefit as a result of, the proposed issue the subject of this Resolution 6 (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 6 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

7. RESOLUTION 7 - ISSUE OF TRANCHE 2 PLACEMENT SHARES TO NICK SELBY

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 400,000 Shares to Nick Selby, Executive Director of the Company (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Nick Selby (or his nominee), or any person who will obtain a material benefit as a result of, the proposed issue the subject of this Resolution 7 (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 7 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

8. RESOLUTION 8 - ISSUE OF ADVISER OPTIONS

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 5,000,000 Options to Ashanti Capital Pty Ltd ACN 614 939 981 (or its nominee) on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of Ashanti Capital Pty Ltd (or its nominee), or any person who will obtain a material benefit as a result of, the proposed issue the subject of this Resolution 8 (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of that person (or those persons). However, this does not apply to a vote cast in favour of Resolution 8 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with the directions given by the beneficiary to the holder to vote that way.

Dated: 8 June 2021
By order of the Board

Mark Clements
Company Secretary

IMPORTANT INFORMATION

Attendance and participation

The Company and venue must adhere to all social distancing measures at the Meeting prescribed by government authorities in relation to the COVID-19 pandemic. Further details on any possible attendance at the Meeting will be monitored, announced to the ASX and made available on the Company's website www.lucapa.com.au prior to the Meeting.

Shareholders are invited to lodge questions in advance of the Meeting by sending an email containing their question(s) to general@lucapa.com.au by 5.00pm (WST) on 11 July 2021. As many of the emailed questions as possible will be addressed during the Meeting. Please note that individual responses will not be sent to Shareholders.

Voting procedure

Voting on all proposed resolutions at the Meeting will be conducted by poll. Under the Constitution, any poll will be conducted as directed by the Chair.

Shareholders can vote in one of two ways:

- by attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- by appointing a proxy to attend and vote on their behalf using the Proxy Voting Form accompanying this Notice and by submitting their Proxy Voting Form online, in person, by post or by email.

Voting in person or by attorney

Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that the Company may check their Shareholding against the Company's share register and note attendances.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

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

- 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.

To be effective, Proxy Voting Forms must be received by 11.00am (WST) on 11 July 2021, being 48 hours prior to the Meeting. Proxies received after this time will be invalid.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9381 5995.

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.

1. BACKGROUND

1.1 Placement and Share Purchase Plan

On 24 May 2021, the Company announced that it had received firm commitments from professional and sophisticated investors to subscribe for 400,000,000 Shares at an issue price of \$0.050 per Share to raise \$20,000,000 (before costs) (**Placement**).

The Placement is being conducted in two tranches as follows:

- (a) on or about 2 June 2021, the Company issued a total of 195,254,788 Shares at an issue price of \$0.050 per Share to raise \$9,762,739 (before costs) (**Tranche 1**); and
- (b) the Company proposes to issue a total of 204,745,212 Shares at an issue price of \$0.050 per Share to raise a further \$10,237,261 (before costs) as follows:
 - (i) subject to Shareholder approval under Resolution 3, 191,145,212 Shares to professional and sophisticated investors (who are all unrelated parties of the Company); and
 - (ii) subject to Shareholder approval under Resolutions 4 to 7, 13,600,000 Shares to the Directors,

(Tranche 2).

In respect of Tranche 1:

- (a) 112,980,359 Shares were issued pursuant to the Company's 15% placement capacity under ASX Listing Rule 7.1; and
- (b) 82,274,429 Shares were issued pursuant to the Company's 10% placement capacity under ASX Listing Rule 7.1A,

(Tranche 1 Placement Shares).

The Company also announced on 24 May 2021 a share purchase plan giving each Eligible Shareholder the opportunity to subscribe for up to \$30,000 worth of new fully paid ordinary shares in the Company to raise up to \$3,000,000 (**SPP**) (together with the Placement, the **Capital Raising**).

Ashanti acted as lead manager to the Capital Raising (**Lead Manager**) under the terms of a mandate letter between the Lead Manager and the Company (**Mandate**). The Lead Manager is entitled to receive:

- (a) a management fee in cash of 2% (excluding GST) of the gross proceeds raised under the Capital Raising (**Management Fee**); and
- (b) a fee in cash of up to 4% (excluding GST) of the gross proceeds raised under the Capital Raising as a distribution fee on the capital raised by the Lead Manager (**Selling Fee**).

Under the Mandate, the Company has also agreed to issue the Lead Manager (or its nominee) 5,000,000 options on the terms and conditions set out in Schedule 1, subject to receipt of Shareholder approval under Resolution 8 (**Adviser Options**).

1.2 Use of funds

As announced on 24 May 2021 and discussed at the Company's annual general meeting held on 25 May 2021, the Company has entered into a binding asset sale agreement with Merlin Operations and Merlin Diamonds (**Asset Sale Agreement**) under which the Company has, through its wholly-owned subsidiary, Australian Natural Diamonds Pty Ltd ACN 648 368 334 (**AND**), agreed subject to the satisfaction of a number of conditions precedent, to acquire exploration licence EL 26944 and mineral lease MLN 1154 located in the Northern Territory (**Merlin Tenements**), together with related mining assets and financial security deposits (including the Merlin diamond mine located near Borroloola, Northern Territory) (**Merlin Assets**) from Merlin Operations for approximately \$8.5 million in cash.

Please refer to the Company's ASX announcement on 24 May 2021 for further details in relation to the Acquisition.

The Company intends to apply the funds raised from the Capital Raising as follows:

Use of Funds	Approximate Amount
Merlin acquisition consideration and financial security deposits	\$8.5 million
Merlin acquisition stamp duty and taxes	\$1.2 million
Advancing the Merlin Project - geotechnical drilling, exploration and feasibility study	\$6.7 million
Advancing the Lulo Joint Venture exploration programs	\$3.0 million
Costs of the Merlin acquisition and the Capital Raising	\$1.6 million
General working capital	\$2.0 million
Total	\$23.0 million

2. RESOLUTIONS 1 AND 2 - RATIFICATION OF PRIOR ISSUE OF SHARES - TRANCHE 1 OF PLACEMENT

2.1 General

Resolutions 1 and 2 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

2.2 ASX Listing Rules 7.1, 7.1A and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue, without approval of its shareholders, more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval

is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue. The Company obtained shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A at the annual general meeting held on 25 May 2021.

As the issue of Tranche 1 Placement Shares does not fall within any of the specified exceptions to ASX Listing Rule 7.1 and has not yet been approved by Shareholders, it effectively uses up part of the Company's 15% placement capacity under ASX Listing Rule 7.1 and 10% placement capacity under ASX Listing Rule 7.1A (as applicable), reducing the Company's capacity to issue further equity securities without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

Under ASX Listing Rule 7.4, if a company's shareholders approve an issue of equity securities after it has been made or agreed to be made, that issue or agreement to issue equity securities is treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 (provided that the issue or agreement did not breach ASX Listing Rule 7.1).

By ratifying the issue of the Tranche 1 Placement Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and its 10% placement capacity under ASX Listing Rule 7.1A (as applicable), without the requirement to obtain prior Shareholder approval.

Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares the subject of Resolutions 1 and 2.

2.3 Technical information required by ASX Listing Rule 14.1A

If Resolutions 1 and 2 are not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 15% placement capacity under ASX Listing Rule 7.1 and its 10% placement capacity under ASX Listing Rule 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of those securities.

If Resolutions 1 and 2 are passed, the base figure (i.e. variable "A") in which the Company's 15% placement capacity under ASX Listing Rule 7.1 and its 10% placement capacity under ASX Listing Rule 7.1A is calculated will be a higher number which in turn will allow a proportionately higher number of equity securities to be issued by the Company without prior Shareholder approval.

2.4 Resolution 1 - Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) the Tranche 1 Placement Shares were issued to professional and sophisticated investors pursuant to section 708 of the Corporations Act. The recipients were identified through a bookbuild process, which involved the Directors and the Lead Manager seeking expressions of interest to participate in the Capital Raising from non-

related parties of the Company. None of the recipients are related parties of the Company;

- (b) the following Shareholders participated in Tranche 1 of the Placement and are considered Material Investors:
 - (i) Ilwella Pty Ltd (a substantial holder in the Company) - issued in aggregate 18,500,048 Tranche 1 Placement Shares pursuant to ASX Listing Rules 7.1 and 7.1A; and
 - (ii) Simon Lee who is considered to be an associated party of Equigold Pte Ltd (a substantial holder in the Company) - issued in aggregate 14,000,000 Tranche 1 Placement Shares pursuant to ASX Listing Rules 7.1 and 7.1A;
- (c) 112,980,359 Tranche 1 Placement Shares were issued pursuant to ASX Listing Rule 7.1;
- (d) the Tranche 1 Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 1 Placement Shares were issued on 2 June 2021;
- (f) the issue price was \$0.050 per Tranche 1 Placement Share;
- (g) the purpose of Tranche 1 of the Placement was to raise \$9,762,739 (before costs). The Company intends to apply the funds raised from the issue as set out in Section 1.2;
- (h) the Tranche 1 Placement Shares were issued in accordance with the Mandate (a summary of which is contained at Section 5.5); and
- (i) a voting exclusion statement is included in Resolution 1 of this Notice.

2.5 Resolution 2 - Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) the Tranche 1 Placement Shares were issued to professional and sophisticated investors pursuant to section 708 of the Corporations Act. The recipients were identified through a bookbuild process, which involved the Directors and the Lead Manager seeking expressions of interest to participate in the Capital Raising from non-related parties of the Company. None of the recipients are related parties of the Company;
- (b) the following Shareholders have each been issued more than 1% of the Company's current issued share capital in connection with Tranche 1 of the Placement:
 - (i) Ilwella Pty Ltd (a substantial holder in the Company) - issued in aggregate 18,500,048 Tranche 1 Placement Shares pursuant to ASX Listing Rules 7.1 and 7.1A; and
 - (ii) Simon Lee who is considered to be an associated party of Equigold Pte Ltd (a substantial holder in the Company) - issued in aggregate 14,000,000 Tranche 1 Placement Shares pursuant to ASX Listing Rules 7.1 and 7.1A;
- (c) 82,274,429 Tranche 1 Placement Shares were issued pursuant to ASX Listing Rule 7.1A;

- (d) the Tranche 1 Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 1 Placement Shares were issued on 2 June 2021;
- (f) the issue price was \$0.050 per Tranche 1 Placement Share;
- (g) the purpose of Tranche 1 of the Placement was to raise \$9,762,739 (before costs). The Company intends to apply the funds raised from the issue as set out in Section 1.2;
- (h) the Tranche 1 Placement Shares were issued in accordance with the Mandate (a summary of which is contained at Section 5.5); and
- (i) a voting exclusion statement is included in Resolution 2 of this Notice.

3. RESOLUTION 3 - ISSUE OF SHARES - TRANCHE 2 OF PLACEMENT

3.1 General

As set out in Section 1, under Tranche 2 of the Placement, the Company proposes to issue 191,145,212 Shares (**Tranche 2 Placement Shares**) to professional and sophisticated investors (who are unrelated to the Company) at an issue price of \$0.050 per Share to raise a further \$9,557,261 (before costs), subject to Shareholder approval under Resolution 3.

3.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 2.2.

The proposed issue of the Tranche 2 Placement Shares does not fall within any of the exceptions in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires Shareholder approval under ASX Listing Rule 7.1.

3.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 Placement Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares.

Resolution 3 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 for the issue of the Tranche 2 Placement Shares.

3.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the Tranche 2 Placement Shares will be issued to professional and sophisticated investors pursuant to section 708 of the Corporations Act. The recipients were identified through a bookbuild process, which involved the Directors and the Lead Manager seeking expressions of interest to participate in the Capital Raising from unrelated parties and there are no related parties of the Company being issued Tranche 2 Placement Shares. Although the Directors intend to participate in Tranche 2 of the Placement, the issue of Shares to the Directors is captured by Resolutions 4 to 7;

- (b) the only Material Investor that is proposed to be issued Tranche 2 Placement Shares is Ilwella Pty Ltd (a substantial holder in the Company) – proposed to be issued in aggregate 16,499,952 Tranche 2 Placement Shares pursuant to ASX Listing Rules 7.1 and 7.1A;
- (c) the maximum number of Tranche 2 Placement Shares to be issued is 191,145,212;
- (d) the Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company’s existing Shares;
- (e) the Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Tranche 2 Placement Shares will occur on the same date;
- (f) the issue price will be \$0.050 per Tranche 2 Placement Share;
- (g) the purpose of the issue of the Tranche 2 Placement Shares is to raise \$9,557,261 (before costs). The Company intends to apply the funds raised from the issue as set out in Section 1.2;
- (h) the Tranche 2 Placement Shares are proposed to be issued in accordance with the Mandate (a summary of which is contained at Section 5.5);
- (i) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in Resolution 3 of this Notice.

4. RESOLUTIONS 4, 5, 6 AND 7 - ISSUE OF TRANCHE 2 PLACEMENT SHARES TO DIRECTORS

4.1 General

In connection with Tranche 2 of the Placement, the Company is proposing, subject to the approval of Shareholders, to issue 13,600,000 Shares (**Related Party Shares**) at an issue price of \$0.050 to the Directors to raise \$680,000 (before costs).

For the purposes of the Corporations Act and the Listing Rules, the Directors are related parties of the Company.

4.2 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

- (e) a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains approval from Shareholders.

4.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions of Chapter 2E; or
- (b) Shareholder approval is obtained prior to giving the financial benefit.

The proposed issue of the Related Party Shares constitutes a giving of a financial benefit.

The issue of the Related Party Shares to the Directors is being undertaken on the same terms as the other non-related party participants in Tranche 2 of the Placement - so, the issue of the Related Party Shares falls within the "arm's length exception" as set out in section 210 of the Corporations Act. Accordingly, the Company is not required to seek Shareholder approval in respect of the issue of the Related Party Shares under Chapter 2E of the Corporation Act and is only required to seek Shareholder approval for the purposes of Listing Rule 10.11 under Resolutions 4 to 7.

4.4 Technical information required by ASX Listing Rule 10.11

Pursuant to and in accordance with Listing Rule 10.11, the following information is provided in relation to Resolutions 4, 5, 6 and 7:

- (a) the Related Party Shares are proposed to be issued to the Directors or their respective nominees as follows:

Related Party	Number of Shares to be issued under Tranche 2	Consideration
Miles Kennedy	200,000	\$10,000
Ross Stanley	12,000,000	\$600,000
Stephen Wetherall	1,000,000	\$50,000
Nick Selby	400,000	\$20,000
Total	13,600,000	\$680,000

- (b) each of the Directors are related parties of the Company for the purposes of Listing Rule 10.11.1;
- (c) the maximum number of Related Party Shares to be issued is 13,600,000;
- (d) the Related Party Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Related Party Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);

- (f) the issue price will be \$0.050 per Related Party Share;
- (g) the issue of the Related Party Shares is not intended to remunerate or incentivise any of the Directors and are not being issued under an agreement;
- (h) the purpose of the issue of the Related Party Shares is to raise \$680,000 (before costs) in connection with Tranche 2 of the Placement. The Company intends to apply the funds raised from the issue as set out in Section 1.2; and
- (i) a voting exclusion statement is included in each of Resolutions 4, 5, 6 and 7 of this Notice.

4.5 Technical information required by ASX Listing Rule 14.1A

If Resolutions 4, 5, 6 and 7 are passed, the Company will be able to proceed with the issue of the Related Party Shares.

If any of Resolutions 4, 5, 6 and 7 are not passed, the Company will not be able to proceed with the issue of the Related Party Shares to the relevant Director to which the Resolution that was not passed relates.

Resolutions 4, 5, 6 and 7 seek Shareholder approval for the purposes of ASX Listing Rule 10.11 for the issue of the Related Party Shares to each of the Directors.

5. RESOLUTION 8 - ISSUE OF ADVISER OPTIONS

5.1 General

As set out in Section 1, the Company proposes to issue 5,000,000 Adviser Options to Ashanti (or its nominee), subject to Shareholder approval under Resolution 8.

5.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 2.2.

The proposed issue of the Tranche 1 Placement Options does not fall within any of the exceptions in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires Shareholder approval under ASX Listing Rule 7.1.

5.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Adviser Options. In addition, the issue of the Adviser Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Adviser Options. The Company would then likely proceed to issue the Advisor Options to Ashanti at such time as it has available placement capacity under ASX Listing Rule 7.1.

Resolution 8 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 for the issue of the Adviser Options.

5.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 8:

- (a) the Adviser Options will be issued to Ashanti (or its nominee);

- (b) the maximum number of Adviser Options to be issued is 5,000,000;
- (c) the Adviser Options will be issued on the terms and conditions set out in Schedule 1;
- (d) the Adviser Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of the Adviser Options will occur on the same date;
- (e) pursuant to the Mandate, the issue price will be \$0.000001 per Adviser Options and the Company will not receive any other consideration for the issue of the Adviser Options (other than in respect of funds received on exercise of the Adviser Options);
- (f) the Adviser Options are being issued as part of the agreed fee payable to Ashanti under the terms of the Mandate;
- (g) the Adviser Options are being issued under the terms of the Mandate. Refer to Section 5.5 for a summary of the material terms of the Mandate as required under ASX Listing Rule 7.3.7;
- (h) the proceeds received from the exercise (if any) of the Adviser Options will be used for general working capital purposes;
- (i) the Adviser Options are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in Resolution 8 of this Notice.

5.5 Lead Manager Mandate

As required under ASX Listing Rule 7.3.7, the following information relating to the material terms of the Mandate is provided in respect of Resolution 8:

- (a) The Company has agreed to pay to the Lead Manager:
 - (i) a management fee in cash of 2% of the gross proceeds raised under the Capital Raising (**Management Fee**); and
 - (ii) a fee in cash of up to 4% of the gross proceeds raised under the Capital Raising as a distribution fee on the capital raised by the Lead Manager (**Selling Fee**);
- (b) The Company has also agreed to issue the Lead Manager 5,000,000 Adviser Options on the terms and conditions set out in Schedule 1 of this Notice.
- (c) Either the Company or the Lead Manager may terminate the Mandate by 30 days' written notice to the other party. The Mandate contains other customary termination rights for an agreement of this nature relating to breaches of obligations by either party.
- (d) The Company is required to provide customary warranties and indemnities in favour of the Lead Manager for an agreement of this nature, including but not limited to the Company indemnifying the Lead Manager for a material breach of the Company's obligations under the Mandate (but only to the extent that the Lead Manager's fraud, negligence or wilful default caused or contributed to the loss).

GLOSSARY

\$ means Australian dollars.

Adviser Options has the meaning given in Section 1.1.

Ashanti means Ashanti Capital Pty Ltd ABN 61 614 939 981.

ASIC means the Australian Securities & Investments Commission.

Asset Sale Agreement means the asset sale agreement dated 19 May 2021, between the Company, Merlin Operations, Merlin Diamonds in respect of the acquisition by the Company of the Merlin Assets.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of Directors.

Chair means the chair of the Meeting.

Commitment Securities has the meaning given in Section 1.1.

Company means Lucapa Diamond Company Limited ACN 111 501 663.

Constitution means the Company's constitution.

Control has the meaning given in section 608(4) of the Corporations Act.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying this Notice.

General Meeting or **Meeting** means the meeting convened by this Notice.

Group means the Company and its subsidiaries.

Lead Manager has the meaning given in Section 1.1.

Material Investor means, in relation to the Company:

- (a) a related party;
- (b) a member of the key management personnel;
- (c) a substantial Shareholder;
- (d) an advisor; or
- (e) an associate of a person referred to in (a)-(d),

who received or will receive Shares in the Company that would constitute more than 1% of the Company's anticipated issued capital at the time of issue.

Merlin Assets has the meaning given in Section 1.2.

Merlin Diamonds means Merlin Diamonds Limited (In Liquidation) ACN 009 152 119.

Merlin Operations means Merlin Operations Pty Ltd ACN 009 171 019.

Merlin Tenements has the meaning given in Section 1.2.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Related Party Shares has the meaning given in Section 4.1.

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.

Tranche 1 has the meaning given in Section 1.1.

Tranche 1 Placement Shares has the meaning given in Section 1.1.

Tranche 2 has the meaning given in Section 1.1.

Tranche 2 Placement Shares has the meaning given in Section 3.1.

VWAP means volume weighted average market price.

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

SCHEDULE 1 - TERMS AND CONDITIONS OF OPTIONS

- (a) Definitions for the purposes of the terms and conditions of the Options:
- (i) **ASX** means ASX Limited ABN 98 008 624 691 or Australian Securities Exchange (as applicable).
 - (ii) **ASX Listing Rules** means the official listing rules of ASX.
 - (iii) **Company** means Lucapa Diamond Company Limited ABN 44 111 501 663.
 - (iv) **Option Holder** means the person or persons registered as the holder of one or more Options from time to time.
 - (v) **Corporations Act** means Corporations Act 2001 (Cth).
 - (vi) **Expiry Date** means 5.00pm (WST) on 30 July 2025.
 - (vii) **Exercise Notice** means the form prescribed by the Company from time to time for the purpose of exercising Options.
 - (viii) **Issue Date** means the date on which the Options are issued to the holder.
 - (ix) **Share** means a fully paid ordinary share in the capital of the Company.
 - (x) **WST** means Australian Western Standard Time.
- (b) Each Option carries the right to subscribe for one Share upon exercise.
- (c) Subject to paragraph (j), the amount payable upon exercise of an Option will be \$0.08 (**Exercise Price**).
- (d) Options may be exercised by the Option Holder by delivering to the Company's registered office or the Company's share registry an Exercise Notice at any time prior to the Expiry Date. Any Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (e) Each Exercise Notice must state the number of Options to be exercised and be accompanied by the relevant holding statement(s), if any, and payment (in Australian currency by electronic funds transfer or other means of payment acceptable to the Company) to the Company of an amount (**Application Monies**) being the result of the Exercise Price multiplied by the number of Options being exercised.
- (f) Within 5 Business Days after receipt of a properly executed Exercise Notice and Application Monies in cleared funds in respect of the exercise of any Options, the Company will:
- (i) issue the resultant Shares and deliver notification of shareholdings;
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph (f)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a

prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

- (g) Shares issued pursuant to an exercise of Options will rank, from the date of issue, pari passu with existing Shares in all respects.
- (h) Options carry no right to participate in pro rata issues of securities to Shareholders unless the Options are exercised before the record date for determining entitlements to the relevant pro rata issue.
- (i) Each Option Holder will be notified by the Company of any proposed pro rata issue of securities to Shareholders a reasonable period prior to the record date set for that pro rata issue to give the Option Holder the opportunity to exercise the Options in sufficient time to receive, before that record date, Shares issued on the exercise of Options entitling participation in the pro rata issue.
- (j) In the event of a reorganisation (including reconstruction, consolidation, subdivision, reduction, or return) of the capital of the Company, the terms of all the Options will be changed to the extent necessary to comply with the requirements of the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (k) Except as noted in paragraph (j) above, an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.
- (l) The Company will not apply for quotation of the Options on the ASX.
- (m) Subject at all times to the Corporations Act, the ASX Listing Rules and the Company's Constitution, the Options are freely transferable.

Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **11.00am (WST) on Sunday, 11 July 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Lucapa Diamond Company Limited, to be held at **11.00am (WST) on Tuesday, 13 July 2021 at the Celtic Club, 48 Ord Street, West Perth WA 6005** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to act generally at the meeting and 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 and at any adjournment or postponement thereof.

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The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for,” “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution, in which case an ASX announcement will be made immediately disclosing the reasons for the change.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Ratification of Prior Issue of Shares under ASX Listing Rule 7.1 – Tranche 1 of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of Prior Issue of Shares under ASX Listing Rule 7.1A – Tranche 1 of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Issue of Shares – Tranche 2 of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Issue of Tranche 2 Placement Shares to Miles Kennedy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Issue of Tranche 2 Placement Shares to Ross Stanley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Tranche 2 Placement Shares to Stephen Wetherall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Issue of Tranche 2 Placement Shares to Nick Selby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Issue of Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3																																	
Sole Director and Sole Company Secretary	Director	Director / Company Secretary																																	
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By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).																																			



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