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Marquee Resources Limited  
ACN 616 200 312

## Notice of Meeting

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Notice is given that a general meeting of Shareholders (**Meeting**) will be held at:

<b>Time</b>	3:00pm (AWST)
<b>Date</b>	Thursday, 15 August 2019
<b>Place</b>	22 Townshend Road Subiaco WA 6008

### Important

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.

## Notice of Meeting

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Notice is given that a general meeting of the Shareholders of Marquee Resources Limited ACN 616 200 312 (**Company**) will be held at 3:00pm (AWST) on Thursday, 15 August 2019 at 22 Townshend Road, Subiaco, Western Australia 6008.

### Agenda items

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#### 1 Acquisition of Centenario Lithium

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##### (a) Resolution 1(a) – Issue of Shares to the CL Sellers under the CL Acquisition

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

*“That, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue 10,075,000 Shares to the CL Sellers (or their nominees) as part of the purchase price payable by the Company under the CL Acquisition, on the terms set out in the Explanatory Statement.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of the Resolution 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 (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, 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.

##### (b) Resolution 1(b) – Issue of Shares to the CL-A Sellers subject to Milestone A under the CL Acquisition

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

*“That, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue Shares to the CL-A Sellers (or their nominees) subject to the satisfaction of Milestone A as part of the purchase price payable by the Company under the CL Acquisition, on the terms set out in the Explanatory Statement.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of the Resolution 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 (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, 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.

##### (c) Resolution 1(c) – Issue of Shares to the CL-B Seller subject to Milestone B under the CL Acquisition

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

*“That, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue Shares to the CL-B Seller (or its nominees) subject to the*

*satisfaction of Milestone B as part of the purchase price under the CL Acquisition, on the terms set out in the Explanatory Statement.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of the Resolution 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 (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, 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.

## 2 Capital Raising

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### Resolution 2 – Issue of Shares to Exempt Investors under the Capital Raising

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

*“That, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue up to 20,000,000 Shares at \$0.10 each to Exempt Investors to raise up to \$2,000,000 under the Capital Raising, on the terms set out in the Explanatory Statement.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of the Resolution 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 (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, 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.

## 3 Acquisition of the Redlings Project

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### Resolution 3 – Issue of Shares to the RP Seller under the RP Acquisition

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 790,818 Shares to the RP Seller (or its nominees) as part of the purchase price paid by the Company under the RP Acquisition, on the terms set out in the Explanatory Statement.”*

**Voting exclusion:** The Company will disregard any votes cast in favour of the Resolution 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 (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, 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.

## Explanatory Statement

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Shareholders are referred to the Explanatory Statement of which this Notice of Meeting forms part.

## Voting entitlements

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The Company has determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Meeting, Shares will be taken to be held by the persons who are the registered holders at 5:00pm (AWST) on 13 August 2019. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

### Chair

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- (a) Mark Ashley will act as Chair of the Meeting. If he is unable to attend, another Director will act as Chair.
- (b) The Chair intends to vote all available proxies in favour of the Resolutions.

### Proxies

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- (a) Votes at the Meeting may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a Shareholder of the Company.
- (c) The proxy form sent with this Notice of Meeting should be used for the Meeting.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder does not specify the proportion or number of that Shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that Shareholder's votes. An additional proxy form will be supplied by the Company on request. No Shareholder may appoint more than 2 proxies.
- (e) In the case of a Shareholder who is an individual, a proxy form must be executed under the hand of the individual or their attorney duly authorised in writing and, in the case of a member that is a corporation, a proxy form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any Shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or a certified copy of it must be received by the Company as set out in item (i) below.
- (g) Any corporation that is a Shareholder may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of corporate representatives must be received by the Company as set out in item (i) below or handed in at the Meeting when registering as a corporate representative.
- (h) Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chair, who is required to vote proxies as directed on a poll.
- (i) Proxy forms (including any instruments under which they have been executed) and powers of attorney granted by Shareholders must be received by the Company by 3:00pm (AWST) on 13 August 2019 as follows:
  - (i) by post to 22 Townshend Road, Subiaco WA 6008; or
  - (ii) by email to [anna@gttventures.com.au](mailto:anna@gttventures.com.au).

## Authorisation

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By order of the Board.

**Anna Mackintosh**

Company Secretary

12 July 2019

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# Explanatory Statement

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

## 1 Acquisition of Centenario Lithium

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### 1.1 Overview

On 13 June 2019, the Company announced to ASX that it had agreed to acquire 100% of the shares in Centenario Lithium Limited ACN 621 758 754 (**Centenario Lithium**) from the CL Sellers (**CL Acquisition**).

Centenario Lithium holds a 30% interest in Lithium Power International Holdings (Argentina) Pty Ltd (**LPIH**), which in turn owns 100% of 7 leases in the Centenario Salar region in Northern Argentina (**Centenario Project**). The other 70% interest in LPIH is owned by ASX-listed company, Lithium Power International Ltd (ASX:LPI).

### 1.2 Purchase price

In addition to the \$25,000 in cash already paid to the CL Sellers for the right to acquire Centenario Lithium, the purchase price payable by the Company for Centenario Lithium is:

- (a) 10,075,000 Shares issued at completion;
- (b) subject to the delineation of a JORC-compliant resource of 250,000 tonnes of lithium across the Centenario Project within 2 years of completion (**Milestone A**), \$1,000,000 worth of Shares based on a Share price the higher of:
  - (i) 90% of the 5 day VWAP of Shares immediately prior to the satisfaction of Milestone A up to a maximum value of \$0.25; and
  - (ii) \$0.10; and
- (c) subject to the delineation of a JORC-compliant resource of 500,000 tonnes of lithium across the Centenario Project within 2 years of completion (**Milestone B**), \$1,000,000 worth of Shares based on a Share price the higher of:
  - (i) 90% of the 5 day VWAP of Shares immediately prior to the satisfaction of Milestone B up to a maximum value of \$0.25; and
  - (ii) \$0.10.

### 1.3 Shares subject to Milestones

The following terms apply to a CL Seller's rights to any Shares to be issued subject to a Milestone:

- (a) if there is a reorganisation (including, without limitation, consolidation or sub-division, but excluding a return of capital) of the issued capital of the Company, the rights of the CL Seller will be varied (as appropriate) in accordance with the Listing Rules which apply to a reorganisation of capital at the time of the reorganisation;
- (b) a change in control of the Company will not accelerate or otherwise affect any issue of Shares; and

- (c) if an issue of Shares (or part thereof) would result in a person being in contravention of section 606(1) of the Corporations Act (**Takeover Prohibition**) then the issue of each Share that would cause the contravention will be deferred until such time or times that the issue would not result in a contravention of the Takeover Prohibition. Following such a deferment, the Company will at all times be required to issue that number of Shares that would not result in a contravention of the Takeover Prohibition.

#### **1.4 ASX Waiver**

The Company has applied to ASX for a waiver in relation to Listing Rule 7.3.2 to allow the Company to issue Shares subject to the Milestones (i.e. the Shares under Resolutions 1(b) and (c)) by no later than 2 years and 6 months after the date of the Meeting, rather than the 3 months generally permitted (**ASX Waiver**).

The primary purpose of the ASX Waiver is to give the parties to the CL Acquisition certainty that if a Milestone is satisfied, the Company can issue the relevant Shares without the need for further Shareholder approval.

The parties to the CL Acquisition may proceed to completion irrespective of whether or not the ASX Waiver is granted. If the ASX Waiver is not granted and a Milestone is satisfied, the Company may, at the relevant time, seek Shareholder approval for the relevant issue of Shares, or use its placement capacity for the relevant issue of Shares.

#### **1.5 Due diligence**

On 12 July 2019, the Company announced that it was satisfied with its due diligence into Centenario Lithium and the Centenario Project, and that it proposed to proceed to completion.

#### **1.6 Conditions**

Completion of the CL Acquisition is subject to certain conditions, including:

- (a) the Company receiving commitments to raise \$500,000 at \$0.10 per Share from the CL Sellers or investors introduced by the CL Sellers (n.b. this forms part of the Capital Raising);
- (b) the Company obtaining relevant Shareholder approvals; and
- (c) the Company obtaining relevant ASX approvals and waivers.

#### **1.7 Completion**

Completion is to occur 5 business days after the conditions are satisfied or waived.

#### **1.8 Board appointment**

In accordance with the terms of the CL Acquisition, the CL Sellers have nominated Mr John Daniel Moore to join the Board as a Non-Executive Director with effect from completion of the CL Acquisition.

Mr Moore is currently the CEO of Centenario Lithium. He has extensive experience in equity capital markets since 2004, previously with Wilson HTM and Morgan Stanley, focused on emerging companies. He has held Non-Executive Director roles at iCollege (ASX: ICT), Coronado Resources during its reverse takeover with Race Oncology (ASX: RAC) and Stratum Metals during its reverse takeover with Locality Planning Energy (ASX: LPE).

#### **1.9 Project information**

The Centenario Project comprises the tenements set out below.

File	Property	Area (Hectares)	Location
19,477	Centenario 3	800	Argentina
19,478	Centenario 4	800	Argentina
19,479	Centenario 5	800	Argentina
19,480	Centenario 6	800	Argentina
20,158	Centenario 200	1,504	Argentina
20,159	Centenario 201	1,453	Argentina
22,998	Bicentenario 303	694.29	Argentina

Further information on the Centenario Project can be found in the Company's announcement to ASX on 25 June 2019.

### 1.10 Shareholder approval

The Company is seeking Shareholder approval for the issues of Shares under the CL Acquisition for the purposes of Listing Rule 7.1. Further regulatory information is set out in sections 4 to 6.

## 2 Capital Raising

### 2.1 Overview

As referred to in its announcement to ASX on 13 June 2019, the Company intends to undertake a capital raising in connection with the CL Acquisition. The Company proposes to raise up to \$2,000,000 from the issue of up to 20,000,000 Shares at an issue price of \$0.10 each to Exempt Investors (**Capital Raising**).

As referred to in section 1.6(a), it is proposed that 5,000,000 Shares under the Capital Raising will be placed to Exempt Investors who are CL Sellers, or introduced by CL Sellers, as part of the conditions to completion of the CL Acquisition.

It is proposed that the balance of the Capital Raising will be placed to Exempt Investors who are introduced by GTT Ventures and other brokers.

### 2.2 Use of funds

It is proposed that funds from the Capital Raising will primarily be used for exploration and other expenditure in relation to the Centenario Project, and to pay capital raising fees at 6% of the amount raised (i.e. up to \$120,000).

### 2.3 Shareholder approval

The Company is seeking Shareholder approval for the issue of Shares under the Capital Raising for the purposes of Listing Rule 7.1. Further regulatory information is set out in section 7.

### 3 Acquisition of the Redlings Project

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#### 3.1 Overview

On 25 June 2019, the Company announced to ASX that it had agreed to acquire 100% of Western Australian exploration licence E37/1311 (**Redlings Project**) from the RP Seller (**RP Acquisition**).

On 12 July 2019, the Company announced to ASX that it had completed the RP Acquisition.

#### 3.2 Purchase price

The purchase price paid by the Company for the Redlings Project was:

- (a) \$10,000 in cash; and
- (b) 790,818 Shares.

#### 3.3 Project information

The Redlings Project comprises the tenement set out below.

Tenement	Grant date	Area (Kms <sup>2</sup> )	Location
E37/1311	7 December 2017	39.06	Western Australia

Further information on the Redlings Project can be found in the Company's announcement to ASX on 25 June 2019.

#### 3.4 Shareholder approval

The Company is seeking Shareholder ratification of the issue of Shares under the RP Acquisition for the purposes of Listing Rule 7.4. Further regulatory information is set out in section 8.

### 4 Resolution 1(a) – Issue of Shares to the CL Sellers under the CL Acquisition

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#### 4.1 Overview

For the purposes of Listing Rule 7.1, the Company proposes to issue 10,075,000 Shares to the CL Sellers (or their nominees) as part of the purchase price payable by the Company under the CL Acquisition.

Further information on the CL Acquisition is set out in section 1.

#### 4.2 Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue 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.

The effect of this Resolution will be to allow the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

#### 4.3 Regulatory information

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

- (a) the maximum number of securities to be issued is 10,075,000 Shares;
- (b) the Shares are proposed to be issued on or about the date of the Meeting and, in any case, no later than 3 months after the date of the Meeting (or any later date permitted by ASX);
- (c) the issue price of each Share is deemed to be \$0.10;
- (d) the Shares are to be issued to the 40 CL Sellers (or their nominees), none of whom are related parties of the Company, and none of whom (the Company understands) are associated with any other CL Seller;
- (e) the Shares are to be issued on the same terms as Shares existing at the time; and
- (f) the issue of Shares will not raise funds as they are being issued as part of the purchase price under the CL Acquisition.

#### 4.4 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

### 5 Resolution 1(b) – Issue of Shares to the CL-A Sellers subject to Milestone A under the CL Acquisition

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#### 5.1 Overview

For the purposes of Listing Rule 7.1, the Company proposes to issue Shares to the CL-A Sellers (or their nominees) subject to the satisfaction of Milestone A as part of the purchase price payable by the Company under the CL Acquisition.

Further information on the CL Acquisition is set out in section 1.

#### 5.2 Listing Rule 7.1

See section 4.2 for information on Listing Rule 7.1, which should be read in conjunction with the proposed ASX Waiver referred to in section 1.4.

#### 5.3 Regulatory information

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

- (a) the maximum number of securities to be issued is the number of Shares (**Maximum Shares**) determined by the following formula:

$$\text{Maximum Shares} = \$1,000,000 / \text{Relevant Price}$$

where the **Relevant Price** is the higher of:

- (i) 90% of the 5 day VWAP of Shares immediately prior to the satisfaction of Milestone A up to a maximum value of \$0.25; and
- (ii) \$0.10,

examples of which are as follows:

Relevant Price	Maximum Shares
\$0.10	10,000,000
\$0.15	6,666,667
\$0.20	5,000,000
\$0.25	4,000,000

- (b) subject to the ASX Waiver, the Shares are proposed to be issued at or about the time of, and subject to, the satisfaction of Milestone A and, in any case, no later than 2 years and 6 months after the date of the Meeting (or any later date permitted by ASX);
- (c) the issue price of each Share is deemed to be the Relevant Price determined in accordance with section 5.3(a), which effectively provides for a minimum deemed issue price of \$0.10;
- (d) the Shares are to be issued to the 39 CL-A Sellers (or their nominees), none of whom are related parties of the Company, and none of whom (the Company understands) are associated with any other CL Seller;
- (e) the Shares are to be issued on the same terms as Shares existing at the time; and
- (f) the issue of Shares will not raise funds as they are being issued as part of the purchase price under the CL Acquisition, and subject to the satisfaction of Milestone A.

#### 5.4 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

## 6 Resolution 1(c) – Issue of Shares to the CL-B Seller subject to Milestone B under the CL Acquisition

### 6.1 Overview

For the purposes of Listing Rule 7.1, the Company proposes to issue Shares to the CL-B Seller (or its nominees) subject to the satisfaction of Milestone B as part of the purchase price payable by the Company under the CL Acquisition.

Further information on the CL Acquisition is set out in section 1.

### 6.2 Listing Rule 7.1

See section 4.2 for information on Listing Rule 7.1, which should be read in conjunction with the proposed ASX Waiver referred to in section 1.4.

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### 6.3 Regulatory information

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

- (a) the maximum number of securities to be issued is the number of Shares (**Maximum Shares**) determined by the following formula:

$$\text{Maximum Shares} = \$1,000,000 / \text{Relevant Price}$$

where the **Relevant Price** is the higher of:

- (i) 90% of the 5 day VWAP of Shares immediately prior to the satisfaction of Milestone B up to a maximum value of \$0.25; and
- (ii) \$0.10,

examples of which are as follows:

Relevant Price	Maximum Shares
\$0.10	10,000,000
\$0.15	6,666,667
\$0.20	5,000,000
\$0.25	4,000,000

- (b) subject to the ASX Waiver, the Shares are proposed to be issued at or about the time of, and subject to, the satisfaction of Milestone B and, in any case, no later than 2 years and 6 months after the date of the Meeting (or any later date permitted by ASX);
- (c) the issue price of each Share is deemed to be the Relevant Price determined in accordance with section 6.3(a), which effectively provides for a minimum deemed issue price of \$0.10;
- (d) the Shares are to be issued to the CL-B Seller (or its nominees), who is not a related party of the Company, and (the Company understands) is not associated with any other CL Seller;
- (e) the Shares are to be issued on the same terms as Shares existing at the time; and
- (f) the issue of Shares will not raise funds as they are being issued as part of the purchase price under the CL Acquisition, and subject to the satisfaction of Milestone B.

### 6.4 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

## **7 Resolution 2 – Issue of Shares to Exempt Investors under the Capital Raising**

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### **7.1 Overview**

For the purposes of Listing Rule 7.1, the Company proposes to issue up to 20,000,000 Shares at \$0.10 each to Exempt Investors to raise up to \$2,000,000 (**Capital Raising**).

Further information on the Capital Raising is set out in section 2.

### **7.2 Listing Rule 7.1**

See section 4.2 for information on Listing Rule 7.1.

### **7.3 Regulatory information**

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

- (a) the maximum number of securities to be issued is 20,000,000 Shares;
- (b) the Shares are proposed to be issued on or about the date of the Meeting and, in any case, no later than 3 months after the date of the Meeting (or any later date permitted by ASX);
- (c) the issue price of each Share is to be \$0.10;
- (d) the Shares are proposed to be issued to Exempt Investors (including sophisticated and professional investors), none of whom will be related parties of the Company. It is proposed that 5,000,000 Shares will be placed to Exempt Investors who are CL Sellers, or introduced by CL Sellers, as part of the conditions to completion of the CL Acquisition, and the balance will be placed to Exempt Investors who are introduced by GTT Ventures and other brokers;
- (e) the Shares are to be issued on the same terms as Shares existing at the time; and
- (f) the issue of Shares will raise funds to be used in accordance with section 2.2.

### **7.4 Board recommendation**

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

## **8 Resolution 3 – Issue of Shares to the RP Seller under the RP Acquisition**

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### **8.1 Overview**

For the purposes of Listing Rule 7.4, the Company proposes to ratify the issue of 790,818 Shares to the RP Seller (or its nominees) as part of the purchase price paid by the Company under the RP Acquisition.

Further information on the RP Acquisition is set out in section 3.

### **8.2 Listing Rule 7.4**

Listing Rule 7.4 sets out an exception to Listing Rule 7.1 (see section 4.2 for information on Listing Rule 7.1). It provides that where a company in general meeting ratifies the previous issue

of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

By ratifying the issue the subject of this Resolution, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **8.3 Regulatory information**

In accordance with Listing Rule 7.5, the following information is provided in relation to this Resolution:

- (a) the number of securities issued was 790,818 Shares;
- (b) the issue price of each Share was deemed to be \$0.1138;
- (c) the Shares were issued on the same terms as existing Shares;
- (d) the Shares were issued as follows:
  - (i) 395,409 Shares to Peter Gianni (i.e. the RP Seller); and
  - (ii) 395,409 Shares to Robert Jewson (i.e. the nominee of the RP Seller),  
none of whom are related parties of the Company; and
- (e) the issue of Shares did not raise funds as they were issued as part of the purchase price under the RP Acquisition.

### **8.4 Board recommendation**

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

## Definitions

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**\$** means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

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

**ASX Waiver** has the meaning given in section 1.4.

**AWST** means Australian Western Standard Time as observed in Perth, Western Australia.

**Board** means the board of Directors.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Capital Raising** has the meaning given in section 2.1.

**Centenario Lithium** means Centenario Lithium Limited ACN 621 758 754.

**Centenario Project** has the meaning given in section 1.1 and is further described in section 1.9.

**Chair** means the chair of the Meeting.

**CL Acquisition** has the meaning given in section 1.1 and is generally described in section 1.

**CL Sellers** means the 40 holders of 100% of the fully paid ordinary shares in the capital of Centenario Lithium.

**CL-A Sellers** means the CL Sellers other than the CL-B Seller.

**CL-B Seller** means Arthur Philip Nominees Pty Limited.

**Company** means Marquee Resources Limited ACN 616 200 312.

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

**Director** means a director of the Company.

**Exempt Investor** means a person to whom securities may be offered without disclosure under section 708 of the Corporations Act.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**JORC** means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserve (2012 Edition) published by the Joint Ore Reserves Committee.

**Listing Rules** means the official listing rules of ASX.

**Meeting** means the meeting convened by the Notice.

**Milestone** means Milestone A or Milestone B, as the context requires.

**Milestone A** has the meaning given in section 1.2(b).

**Milestone B** has the meaning given in section 1.2(c).

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

**Proxy Form** means the proxy form accompanying the Notice.

**Redlings Project** has the meaning given in section 3.1 and is further described in section 3.3.

**Resolution** means a resolution set out in the Notice.

**RP Acquisition** has the meaning given in section 3.1 and is generally described in section 3.

**RP Seller** means Peter Gianni.

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

**Shareholder** means a holder of 1 or more Shares.

**VWAP** means the volume weighted average price on the ASX.

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# MARQUEE RESOURCES LIMITED

ACN: 616 200 312

REGISTERED OFFICE:  
22 TOWNSHEND ROAD  
SUBIACO WA 6008

**SHARE REGISTRY:**  
Security Transfer Australia Pty Ltd  
**All Correspondence to:**  
PO BOX 52  
Collins Street West VIC 8007  
Suite 913, Exchange Tower  
530 Little Collins Street  
Melbourne VIC 3000  
T: 1300 992 916 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

«Company\_code» «Sequence\_number»

«Holder\_name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»

Code: **MQR**

Holder Number: **«HOLDER\_NUM**

## PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson **OR**

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the General Meeting of the Company to be held at 3:00pm AWST on Thursday 15 August 2019 at 22 Townshend Road, Subiaco WA 6008 and at any adjournment of that meeting.

## SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### RESOLUTION

RESOLUTION	For	Against	Abstain*
1(a). Issue of Shares to the CL Sellers under the CL Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1(b). Issue of Shares to the CL-A Sellers subject to Milestone A under the CL Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1(c). Issue of Shares to the CL-B Seller subject to Milestone B under the CL Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Issue of Shares to Exempt Investors under the Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Issue of Shares to the RP Seller under the RP Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder	Security Holder 2	Security Holder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director & Sole Company Secretary	Director	Director/Company Secretary

Proxies must be received by Marquee Resources Limited no later than 3:00pm AWST on Tuesday 13 August 2019.

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My/Our contact details in case of enquiries are:

Name:

Number:

(  )

### 1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

### 2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

### 3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

### 4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

### 5. 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 must sign.

**Power of Attorney:** to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

### 6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

#### Marquee Resources Limited

**Postal Address** 22 Townshend Road, Subiaco WA 6008

**Email** anna@gttventures.com.au.

#### PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.



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