

For personal use only

Marquee Resources Limited  
ACN 616 200 312

## Notice of Annual General Meeting

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

<b>Time</b>	10.00am (WST)
<b>Date</b>	Wednesday, 30 October 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 Annual General Meeting

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Notice is given that the annual general meeting of the Shareholders of Marquee Resources Limited ACN 616 200 312 (**Company**) will be held at 10.00am (WST) on Wednesday 30 October 2019 at 22 Townshend Road, Subiaco, Western Australia 6008.

## Agenda

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### 1 Annual Report

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To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2019, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

### 2 Resolution 1 – Adoption of Remuneration Report

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

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Annual Report for the financial year ended 30 June 2019.”*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Voting exclusion:** A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member. However, a person (voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution or the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### 3 Resolution 2 – Re-Election of Director – Mark Ashley

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

*“That, for the purposes of clause 7.3(d) of the Constitution and for all other purposes, Mr Mark Ashley, a Director who retires by rotation, and being eligible, offers himself for re-election as a Director.”*

### 4 Resolution 3 – Election of Director – John Daniel Moore

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

*“That, for the purposes of clause 7.3(c) of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr John Daniel Moore, a Director who was appointed as an additional Director on 5 September 2019, retires, and being eligible, is elected as a Director.”*

### 5 Resolution 4 – Approval of 10% Placement Capacity

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To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions 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 issue of Equity Securities under this Resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any of their associates. However, the Company need not disregard a vote cast in favour of this Resolution 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.

## 6 Resolution 5 – Modification of Constitution

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To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution to include the specific wording set out in the Explanatory Statement.”*

### 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 5pm (AWST) on 28 October 2019. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

### 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) If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) as its proxy, the Shareholder should ensure that it directs the member of the Key Management Personnel how to vote on Resolution 1.
- (j) If a Shareholder intends to appoint the Chair as its proxy for Resolution 1, the Shareholder can direct the Chair how to vote by marking one of the boxes for Resolution 1 (e.g. if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chair how to vote, then by submitting the Proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of Resolution 1 even though it is connected to the remuneration of members of the Key Management Personnel.
- (k) 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 5pm (AWST) on 28 October 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).
- (l) The Chair intends to vote all available proxies in favour of the Resolutions.

## Document components

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This document includes this Notice and the following (or accompanying) Explanatory Statement, Definitions, Proxy Form and any Schedules.

## Authorisation

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By order of the Board.



**Anna MacKintosh**  
Company Secretary

27 September 2019

# Explanatory Statement

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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 Annual Report

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Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. The Annual Report is available on the Company's website at [www.marqueeresources.com.au](http://www.marqueeresources.com.au).

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Annual Report and the management of the Company. Shareholders will also be given an opportunity to ask the auditor questions as permitted by the Corporations Act.

## 2 Resolution 1 – Adoption of Remuneration Report

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### 2.1 Overview

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

### 2.2 Voting consequences

The vote on this Resolution is advisory only and does not bind the Company or its directors. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's future remuneration policies and practices.

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

### **2.3 Previous voting results**

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

### **2.4 Board recommendation**

The Board encourage all shareholders to vote on the adoption of the remuneration report.

## **3 Resolution 2 – Re-election of Director – Mark Ashley**

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### **3.1 Overview**

The Constitution requires that at every annual general meeting, one third of directors (excluding the managing director) shall retire from office and provides that such Directors are eligible for re-election at the meeting. Mr Mark Ashley retires by rotation and being eligible, offers himself for re-election.

Mr Ashley is the Non-Executive Chair. Details of the qualifications and expertise of Mr Ashley are set out in the Annual Report.

### **3.2 Board recommendation**

The Board (other than Mr Ashley) unanimously recommend shareholders vote in favour of the re-election of Mark Ashley as a Director.

## **4 Resolution 3 – Election of Director – John Daniel Moore**

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### **4.1 Overview**

The Constitution allows the Directors to appoint at any time a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

John Daniel Moore, having been appointed by other Directors on 5 September 2019 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

### **4.2 Qualifications and other material directorships**

Mr Moore was the CEO of Centenario Lithium Limited ACN 621 758 754. Mr Moore has extensive experience in equity capital markets since 2004, previously with Wilson HTM and Morgan Stanley, with a particular focus on emerging companies. Mr Moore has held non-executive director roles at iCollege (ASX:ICT), Coronado Resources during its reverse takeover with Race Oncology Ltd (ASX:RAC) and Stratum Metals during its reverse takeover with Locality Planning Energy Holdings Limited (ASX:LPE).

### **4.3 Independence**

Mr Moore has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected the board considers Mr Moore will be an independent director.

#### 4.4 Board recommendation

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

### 5 Resolution 4 – Approval of 10% Placement Capacity

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#### 5.1 Overview

ASX Listing Rule 7.1A provides that an “eligible entity” may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities equal to 10% of its issued capital at the time of issue calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (**Additional Placement Capacity**) without using that company’s existing 15% annual placement capacity granted under ASX Listing Rule 7.1 and without requiring further shareholder approval prior to the issue.

The Board considers it is in the Company’s best interests to have the opportunity to take advantage of the flexibility to issue additional securities provided under ASX Listing Rule 7.1A. As at the date of this Notice, no decision has been made by the Board to undertake any issue of securities under the Additional Placement Capacity if Shareholders approve this Resolution. The Board unanimously recommend that Shareholders vote in favour of this Resolution.

The information below provides more background on ASX Listing Rule 7.1A and the disclosure required by ASX Listing Rule 7.3A.

#### 5.2 Description of ASX Listing Rule 7.1A

(a) **Eligible entity**

Under the ASX Listing Rules, an “eligible entity” is an entity which, as at the date of the relevant resolution, is not included in the S&P/ASX300 Index and has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) equal to or less than \$300 million. As at 27 September 2019, the Company is an “eligible entity” as it is not included in the S&P 300 Index and has a current market capitalisation of approximately \$5,216,028 (based on the number of Shares on issue and the closing price of Shares on ASX on 26 September 2019).

(b) **Special resolution**

The Additional Placement Capacity requires shareholder approval by way of a special resolution at an annual general meeting. This requires at least 75% of the votes to be cast in favour of the resolution by members entitled to vote on the resolution.

(c) **Securities which may be issued under the Additional Placement Capacity**

Under the Additional Placement Capacity, the Company must issue Equity Securities belonging to an existing quoted class of the Company’s Equity Securities. As at the date of this Notice, the Company has on issue two classes of quoted Equity Securities, being fully paid ordinary shares (ASX Code: MQR) and quoted Options (ASX Code: MQRO).

(d) **Minimum issue price**

The issue price of each Equity Security issued under the Additional Placement Capacity must be no less than 75% of the volume weighted average price for the securities in that class, calculated over the 15 ASX trading days on which trades of securities in that class were recorded immediately before:

- (i) the date on which the issue price is agreed for the securities under the Additional Placement Capacity; or

- (ii) if the securities are not issued under the Additional Placement Capacity within 5 ASX trading days of the date in paragraph (i) above, the date on which the securities are issued.
- (iii) The Company will disclose this information when Equity Securities are issued under the Additional Placement Capacity.

(e) **Time period for issue**

The Equity Securities may be issued under the Additional Placement Capacity during the period commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of the Annual General Meeting; or
- (ii) if the Company receives Shareholder approval for a proposed transaction under ASX Listing Rule 11.1.2 (significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking), the date of that approval, after which date, an approval under ASX Listing Rule 7.1A will cease to be valid,

**(Additional Placement Period).**

(f) **Dilution risks**

If Equity Securities are issued under the Additional Placement Capacity, there is a risk of economic and voting dilution of existing Shareholders, including the following risks:

- (i) the market price for Equity Securities in the class of securities issued under the Additional Placement Capacity may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A (that is, the date of the Meeting, if this Resolution is approved); and
- (ii) the Equity Securities may be issued under the Additional Placement Capacity at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2, both as at 26 September 2019.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at 26 September 2019. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 26 September 2019.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.041 50% decrease in Issue Price	\$0.082 Issue Price	\$0.123 50% increase in Issue Price
63,610,102 (Current Variable A)	<b>Shares issued - 10% voting dilution</b>	6,361,010 Shares	6,361,010 Shares	6,361,010 Shares
	<b>Funds Raised</b>	\$260,801	\$521,603	\$782,404
95,415,153 (50% increase in Variable A)	<b>Shares issued - 10% voting dilution</b>	9,541,515 Shares	9,541,515 Shares	9,541,515 Shares
	<b>Funds Raised</b>	\$391,202	\$782,404	\$1,173,606
127,220,204 (100% increase in Variable A)	<b>Shares issued - 10% voting dilution</b>	12,722,020 Shares	12,722,020 Shares	12,722,020 Shares
	<b>Funds Raised</b>	\$521,603	\$1,043,206	\$1,564,809

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- 1 There are currently 63,610,102 Shares on issue (including Shares subject to escrow).
- 2 The issue price set out above is the closing price of the Shares on the ASX on 26 September 2019.
- 3 The Company issues the maximum possible number of Equity Securities under the Additional Placement Capacity.
- 4 The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- 5 The issue of Equity Securities under the Additional Placement Capacity consists only of Shares and the consideration provided for those Shares is cash. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
- 6 The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- 7 This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- 8 The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(g) **Purpose of issue under Additional Placement Capacity**

The Company may issue Equity Securities under the Additional Placement Capacity for the following purposes:

- (i) to provide non-cash consideration for new asset purchases or investments; or
- (ii) to raise cash to fund:
  - (A) general working capital expenses;
  - (B) activities associated with its current assets, including continued exploration expenditure on the Company's Werner Lake, Centenario and Redlings Projects;
  - (C) repayment of debt; or
  - (D) the acquisition of new assets and investments (including any expenses associated with such an acquisition).

The Company will comply with the disclosure ASX Listing Rules 7.1A.4 and 3.10.5A on issue of any Equity Securities issued pursuant to the approval sought by this Resolution. If Equity Securities are issued for non-cash consideration, the Company will at the time of issue of the Equity Securities provide a valuation of the non-cash consideration that demonstrates that the issue price of the securities is at or above the minimum issue price, in accordance with the Note to ASX Listing Rule 7.1A.3. The Company intends to maintain the ability to issue securities under ASX Listing Rule 7.1A for non-cash consideration.

(h) **Allocation policy under the Additional Placement Capacity**

The Company's allocation policy and the identity of the recipients of Equity Securities issued under the Additional Placement Capacity will be determined on a case-by-case basis at the time of issue and in the Company's discretion.

No decision has been made in relation to an issue of Equity Securities under the Additional Placement Capacity, including whether the Company will engage with new investors or existing Shareholders, and if so the identities of any such persons.

However, when determining of the allocation policy and the identity of the recipients, the Company will have regard to the following considerations:

- (i) prevailing market conditions;
- (ii) the purpose for the issue of the Equity Securities;
- (iii) the financial situation and solvency of the Company;
- (iv) impacts of the placement on control;
- (v) other methods of raising capital; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Recipients may include existing Shareholders or new investors, but not persons who are related parties or associates of related parties of the Company. If the issue is made in connection with the acquisition of assets, the recipients may be the sellers of those assets

(i) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its annual general meeting held on 28 November 2018 (**Previous Approval**). The Company has not issued any Equity Securities pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 28 November 2018, the Company otherwise issued a total of 20,865,818 Shares, which represents approximately 28.38% of the total diluted number of Equity Securities on issue in the Company on 28 November 2018, which was 73,529,998.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out in Schedule 1.

### 5.3 **Voting exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

### 5.4 **Board recommendation**

The Board recommends that Shareholders vote in favour of this Resolution.

## 6 Resolution 5 – Modification of Constitution

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### 6.1 Overview

As announced by ASX on 28 November 2018 in its public consultation paper titled “Simplifying, clarifying and enhancing the integrity and efficiency of the ASX listing rules” (**Consultation Paper**), ASX is proposing to introduce a two-tier escrow regime where ASX can (and will) require certain holders of restricted securities (e.g. related parties and promoters) and their controllers to execute a formal escrow agreement in the form of Appendix 9A, as is currently the case. However, for less significant holdings, ASX will instead permit entities to rely on a provision in their constitution imposing appropriate escrow restrictions on the holder of restricted securities and to simply give a notice to the holder of restricted securities advising them of those restrictions.

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

As set out in ASX’s compliance update released on 20 September 2019, the proposed changes will take effect from 1 December 2019 and will include an updated Listing Rule 15.12 which will apply to entities admitted to the official list, or that issue restricted securities, on or after that date (**Proposed Listing Rule 15.12**).

This Resolution is a special resolution and will allow the Company to modify its Constitution to comply with the Proposed Listing Rule 15.12. A copy of the updated Constitution is available for review by Shareholders at the Company’s website [www.marqueeresources.com.au](http://www.marqueeresources.com.au) and at the office of the Company. A copy of the updated Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 6380 2470).

### 6.2 Summary of the proposed modification

Under the Proposed Listing Rule 15.12, for so long as an entity has restricted securities on issue, its constitution must provide for each of the following:

- (a) a holder of restricted securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;
- (b) if the securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the entity’s issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;
- (c) the entity will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;
- (d) a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX; and
- (e) if a holder of restricted securities breaches a restriction deed or a provision of the entity’s constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.

If this Resolution is approved, the provisions set out in sections 6.2(a) to 6.2(e) above will be included in the Constitution at sections 2.9(b)(iv) to 2.9(b)(viii).

### 6.3 Board recommendation

The Board recommends that Shareholders vote in favour of this Resolution.

## Definitions

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**\$** means Australian dollars.

**Additional Placement Capacity** has the meaning given in Section 5.1.

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

**Annual Report** means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 30 June 2019.

**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 Listing Rules** means the Listing Rules of ASX.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the current board of directors of the Company.

**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.

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

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

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

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Exempt Investors** 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.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**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.

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

**Remuneration Report** means the remuneration report set out in the Director's Report.

**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.

**Variable A** means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

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

## Schedule 1 – Issues of Equity Securities since 28 November 2018

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable) <sup>1</sup>	Form of consideration
Issue – 5 September 2019 – Appendix 3B – 4 September 2019	10,075,000	Shares <sup>2</sup>	Shareholders of Centenario Lithium Limited as announced 13 June 2019. The issue was approved by shareholders 15 August 2019.	Deemed issue price \$0.10	<b>Non-cash consideration:</b> issued as consideration for the 100% acquisition of Centenario Lithium Limited. Refer ASX announcement dated 13 June 2019.  <b>Current value = \$ 826,150</b>
Issue – 21 August 2019 Appendix 3B – 21 August 2019	10,000,000	Shares <sup>2</sup>	Issued to Exempt Investors in a placement, as announced to ASX on 18 July 2019 and ratified by shareholders at meeting held 15 August 2019.	\$0.10 per share	<b>Cash</b> <b>Amount raised</b> = \$1,000,000 <b>Amount spent</b> = \$60,000 (Broker fees) <b>Use of funds:</b> primarily to be used for exploration costs associated with the Centenario Project and general working capital <b>Amount remaining</b> = \$940,000 <b>Proposed use of remaining funds</b> As above
Issue – 9 July 2019 Appendix 3B – 9 July 2019	790,818	Shares <sup>2</sup>	Shares issued to Peter Ginanni using the Company's placement capacity under ASX Listing Rule 7.1. and subsequently ratified at shareholders meeting 15 August 2019	No issue price (non-cash consideration)	<b>Non-cash</b> <b>Consideration:</b> : issued as consideration for the Company's acquisition of 100% of the legal and beneficial ownership of E37/1311 (Redlings Project). Refer ASX announcement dated 25 June 2019  <b>Current value = \$64,847</b>

### Notes:

- Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
- Fully paid ordinary shares in the capital of the Company, ASX Code: MQR (terms are set out in the Constitution).
- This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
- In respect of quoted Equity Securities the value is based on the closing price of the Shares (\$0.082) on the ASX on 26 September 2019.