

2 July 2021

Dear Shareholders,

**IMPACT OF COVID-19 RESTRICTIONS ON THE COMPANY'S EXTRAORDINARY GENERAL MEETING**

The shareholder meeting is scheduled to be held in Perth on 10 August 2021 at 11:00am (AWST) **(Meeting)**.

The Company is continuing to monitor the impact of the COVID-19 virus in Western Australia and following guidance from the Federal and State Governments. In light of the current circumstances, the Directors have made the decision to hold a hybrid meeting. Accordingly, Shareholders will be able to attend either in person or via the webinar facility referred to below.

In accordance with the Australian Securities and Investments Commission's 'no action' position announced on 29 March 2021 via Media Release 21-061, the Company will not be sending hard copies of the Notice of Meeting to shareholders. The Notice of Meeting can be viewed and downloaded from the link set out below.

The Company **strongly encourages shareholders to lodge a directed proxy form prior to the meeting**. Your personalised Proxy Form is attached to this letter.

The Notice of Meeting and Explanatory Statement (**Meeting Documents**) can be accessed via the following link: <https://antipaminerals.com.au/investors/asx-announcements/>. Alternatively, a complete copy of the important Meeting Documents has been posted on the Company's ASX market announcements page.

The Company is providing the webinar facility for shareholders should you wish to listen via the webinar facility rather than attend in person. To register for the webinar please use the link below:

Zoom webinar facility registration –  
[https://zoom.us/webinar/register/WN\\_8n7Op0b\\_SO2IFKc6BBUx4A](https://zoom.us/webinar/register/WN_8n7Op0b_SO2IFKc6BBUx4A)

Upon registration to the webinar, participants will be able to submit questions to the Company. Questions must be submitted five days prior to the date of the Meeting. The Company does not intend to take questions via the webinar facility during the Meeting.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Meeting Documents.

In order to receive electronic communications from the Company in the future, please update your Shareholder details online at [www.computershare.com.au/easyupdate/azy](http://www.computershare.com.au/easyupdate/azy) and log in with your unique shareholder identification number and postcode (or country for overseas residents).

2 July 2021

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If you are unable to access the Meeting Documents online please contact the Company Secretary, Luke Watson, on +61 (8) 9481 1103 or via email at [Admin@antipaminerals.com.au](mailto:Admin@antipaminerals.com.au).

The Australian government and the respective State governments are implementing a wide range of measures to contain or delay the spread of COVID-19. If it becomes necessary or appropriate to make alternative arrangements to those set out in the Company's Notice of Meeting, the Company will notify Shareholders accordingly via the Company's website at [www.antipaminerals.com.au](http://www.antipaminerals.com.au), the Company's ASX Announcement Platform at [asx.com.au](http://asx.com.au) (ASX: AZY) and via email to those Shareholders who have elected to receive electronic communications from the Company.

The market release of this letter is authorised for by the Board of Antipa Minerals Limited.

Sincerely,



**Luke Watson**  
**Company Secretary**

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**ANTIPA MINERALS LTD**

**ACN 147 133 364**

**NOTICE OF GENERAL MEETING**

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Notice is given that the Meeting will be held at:

**TIME:** 11:00 am (WST)

**DATE:** 10 August 2021

**PLACE:** Offices of BDO  
Ground Floor, 38 Station Street  
Subiaco, WA, 6008

And via Zoom:

[https://zoom.us/webinar/register/WN\\_8n7Op0b\\_SO2IFKc6BBUx4A](https://zoom.us/webinar/register/WN_8n7Op0b_SO2IFKc6BBUx4A)

***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 8 August 2021.***

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## BUSINESS OF THE MEETING

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### AGENDA

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**1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES – INSTITUTIONAL PLACEMENT - LISTING RULE 7.1**

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 273,705,489 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES – INSTITUTIONAL PLACEMENT - LISTING RULE 7.1A**

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 250,104,060 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES – NEWCREST PLACEMENT 1- LISTING RULE 7.1**

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 7,750,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES – CDF PLACEMENT - LISTING RULE 7.1**

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 23,809,524 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES – NEWCREST  
PLACEMENT 2 - LISTING RULE 7.1**

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 2,800,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement applies to this Resolution. Please see below.

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**Dated: 2 July 2021**

**By order of the Board**



**Luke Watson  
Company Secretary**

## Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

<b>Resolution 1 – Ratification of prior issue of Shares</b>	A person who participated in the issue or is a counterparty to the agreement being approved.
<b>Resolution 2 – Ratification of prior issue of Shares</b>	A person who participated in the issue or is a counterparty to the agreement being approved.
<b>Resolution 3 – Ratification of prior issue of Shares</b>	A person who participated in the issue or is a counterparty to the agreement being approved (namely Newcrest Operations Limited) or an associate of that person or those persons.
<b>Resolution 4 – Ratification of prior issue of Shares</b>	A person who participated in the issue or is a counterparty to the agreement being approved (namely Commodity Discovery Fund) or an associate of that person or those persons.
<b>Resolution 5 – Ratification of prior issue of Shares</b>	A person who participated in the issue or is a counterparty to the agreement being approved (namely Newcrest Operations Limited) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a 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 directions given by the beneficiary to the holder to vote in that way.

## Voting by proxy

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

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 two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (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:

- 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.

## Voting in person

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

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment

unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but representatives from Computershare will need to verify your identity.

### **Virtual attendance**

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The Meeting will also be held by a Zoom videoconferencing facility which will allow Shareholders to watch and listen to the Meeting.

Shareholders who attend the Meeting via the Zoom videoconferencing facility will not be able to participate in poll votes put to the Meeting.

**Accordingly, the Directors strongly encourage Shareholders who attend on attending the Meeting virtually to lodge a directed proxy form prior to the Meeting.**

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9481 1103.***

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## 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.

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### 1. RESOLUTIONS 1 & 2 – RATIFICATION OF PRIOR ISSUE OF SHARES – INSTITUTIONAL PLACEMENT - LISTING RULES 7.1 AND 7.1A

#### 1.1 Background

As set out in the Company's announcement of 21 April 2021, the Company received binding commitments for a placement to raise \$22,000,000 through the issue of approximately 524,000,000 Shares at \$0.042 per share (**Institutional Placement**).

The Placement was met with strong demand from international domestic institutions together with sophisticated and professional investors. Newcrest Operations Limited (ACN 009 221 505) (**Newcrest**), the Company's largest shareholder, also committed to subscribe for approximately \$2,400,000 of Shares to maintain its shareholding at 9.9% and IGO Limited (ABN 46 092 786 304) committed to subscribe for approximately \$1,200,000 of Shares to maintain its shareholding at 4.9%.

#### 1.2 General

On 29 April 2021, the Company issued 523,809,549 Shares at an issue price of \$0.042 per Share to raise \$22,000,000 (**Institutional Placement Shares**).

273,705,489 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and 250,104,060 Shares were issued pursuant to the Company's 7.1A mandate, which was approved by Shareholders at the annual general meeting held on 20 November 2020.

The Company engaged the services of Euroz Hartleys Limited (ACN 104 195 057) (**Euroz Hartleys**), (AFSL 230052) and Canaccord Genuity (Australia) Limited (ABN 19 075 071 466) (**Canaccord**) to act as Joint Lead Managers and joint book runners in respect of the Institutional Placement. The Company paid the Joint Lead Managers a 2% management fee and 4% selling fee on the gross proceeds raised under the Institutional Placement (split 50:50). A summary of the material terms of the Joint Lead Manager Mandate is set out in Schedule 1.

#### 1.3 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 20 November 2020.

The issue of the Institutional Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without



Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Institutional Placement Shares .

#### **1.4 Listing Rule 7.4**

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Institutional Placement Shares.

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

#### **1.5 Technical information required by Listing Rule 14.1A**

If Resolutions 1 and 2 are passed, the Institutional Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Institutional Placement Shares.

If Resolutions 1 and 2 are not passed, the Institutional Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Institutional Placement Shares.

#### **1.6 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

- (a) the Institutional Placement Shares were issued to international and domestic institutions together with professional and sophisticated investors who are clients of Euroz Hartleys and Canaccord. 57,921,944 Shares were issued to Newcrest and 29,308,650 Shares were issued to IGO Limited;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;

- (c) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company notes that:
  - (i) Newcrest currently holds 310,010,163 of the Shares on issue in the Company; and
  - (ii) Newcrest were issued 57,921,944 Institutional Placement Shares.
- (d) 523,809,549 Institutional Placement Shares were issued on the following basis:
  - (i) 273,705,489 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
  - (ii) 250,104,060 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (e) the Institutional 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;
- (f) the Institutional Placement Shares were issued on 29 April 2021;
- (g) the issue price was \$0.042 per Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Institutional Placement Shares;
- (h) the purpose of the issue of the Institutional Placement Shares was to raise \$22,000,000, which will be applied towards meeting the Company's share of the Citadel Joint Venture CY21 exploration expenditure, in addition to funding ongoing exploration activities at the Company's 100% owned Minyari Dome Project and for general working capital purposes; and
- (i) the Company engaged the services of Euroz Hartleys and Canaccord to act as Joint Lead Managers and joint book runners in respect of the Institutional Placement. A summary of the material terms of the Joint Lead Manager Mandate is set out in Schedule 1. The Institutional Placement Shares were not otherwise issued under any agreement.

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## **2. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES – NEWCREST PLACEMENT 1 - LISTING RULE 7.1**

### **2.1 Background**

As set out in the Company's announcement of 26 May 2021, the Company received a commitment from Newcrest for a placement to raise \$325,500 through the issue of 7,750,000 Shares at \$0.042 per share (**Newcrest Placement 1**), pursuant to which Newcrest would maintain its 9.9% shareholding.

### **2.2 General**

On 27 May 2021, the Company issued 7,750,000 Shares to Newcrest at an issue price of \$0.042 per Share to raise \$325,500 (**Newcrest Placement 1 Shares**).

As summarised in Section 1.3 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its

shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The issue of the Newcrest Placement 1 Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Newcrest Placement 1 Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Newcrest Placement 1 Shares.

Resolution 3 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Newcrest Placement 1 Shares.

### **2.3 Technical information required by Listing Rule 14.1A**

If Resolution 3 is passed, the Newcrest Placement 1 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Newcrest Placement Shares.

If Resolution 3 is not passed, the Newcrest Placement 1 Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, 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 the Newcrest Placement Shares.

### **2.4 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

- (a) the Newcrest Placement 1 Shares were issued to Newcrest;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that:
  - (i) Newcrest is not a related party of the Company, member of the Company's Key Management Personnel, adviser of the Company or an associate of any of these parties; and
  - (ii) Newcrest was not issued more than 1% of the issued capital of the Company;
- (c) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company notes that:

- (i) Newcrest currently holds 310,010,163 of the Shares on issue in the Company; and
  - (ii) Newcrest were issued 7,750,000 Newcrest Placement 1 Shares.
- (d) 7,750,000 Newcrest Placement 1 Shares were issued and the Newcrest 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 Newcrest Placement 1 Shares were issued on 27 May 2021;
  - (f) the issue price was \$0.042 per Share. The Company has not and will not receive any other consideration for the issue of the Newcrest Placement 1 Shares;
  - (g) the purpose of the issue of the Newcrest Placement 1 Shares was to raise \$325,000, which will be applied towards pursuing the Company's CY 2021 exploration programmes in the Paterson Province of Western Australia; and
  - (h) the Newcrest Placement 1 Shares were issued to Newcrest under the Subscription Agreement. A summary of the material terms of the Subscription Agreement is set out in Schedule 1.

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### **3. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES – CDF PLACEMENT - LISTING RULE 7.1**

#### **3.1 Background**

As set out in the Company's announcement of 2 June 2021, the Company received a firm commitment from the Netherlands-based Commodity Discovery Fund, to raise \$1,000,000 through the issue of 23,809,524 new shares at \$0.042 per share (**CDF Placement**).

Commodity Discovery Fund is focused on precious and base metals exploration and development stage companies and currently has more than 100 holdings in its portfolio.

#### **3.2 General**

On 3 June 2021, the Company issued 23,809,524 Shares to Commodity Discovery Fund at an issue price of \$0.042 per Share to raise \$1,000,000 (**CDF Placement Shares**).

As summarised in Section 1.3 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The issue of the CDF Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the CDF Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the CDF Placement Shares.

Resolution 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the CDF Placement Shares.

### **3.3 Technical information required by Listing Rule 14.1A**

If Resolution 4 is passed, the CDF Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the CDF Placement Shares.

If Resolution 4 is not passed, the CDF Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, 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 the CDF Placement Shares.

### **3.4 Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 4:

- (a) the CDF Placement Shares were issued to Stichting Legal Owner CDFund (**Commodity Discovery Fund**);
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that:
  - (i) Commodity Discovery Fund is not a related party of the Company, member of the Company's Key Management Personnel, substantial holder of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) was not issued more than 1% of the issued capital of the Company;
- (c) 23,809,524 CDF Placement Shares were issued and the CDF 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;
- (d) the CDF Placement Shares were issued on 3 June 2021;
- (e) the issue price was \$0.042 per CDF Placement Shares. The Company has not and will not receive any other consideration for the issue of the CDF Placement Shares;

- (f) the purpose of the issue of the CDF Placement Shares was to raise \$1,000,000, which will be applied towards pursuing the Company's CY21 exploration programmes in the Paterson Province of Western Australia; and
- (g) the CDF Placement Shares were issued to Commodity Discovery Fund under the Offer Agreement. A summary of the material terms of the Offer Agreement is set out in Schedule 1.

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## **4. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES – NEWCREST PLACEMENT 2 - LISTING RULE 7.1**

### **4.1 General**

On 21 June 2021, the Company issued 2,800,000 Shares to Newcrest at an issue price of \$0.042 per Share to raise \$117,600 (**Newcrest Placement 2 Shares**).

As summarised in Section 1.3 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

The issue of the Newcrest Placement 2 Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Newcrest Placement 2 Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Newcrest Placement 2 Shares.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Newcrest Placement 2 Shares.

### **4.2 Technical information required by Listing Rule 14.1A**

If Resolution 5 is passed, the Newcrest Placement 2 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Newcrest Placement 2 Shares.

If Resolution 5 is not passed, the Newcrest Placement 2 Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, 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 the Newcrest Placement 2 Shares.

### 4.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) the Newcrest Placement 2 Shares were issued to Newcrest;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that Newcrest:
  - (i) is not a related party of the Company, member of the Company's Key Management Personnel, adviser of the Company or an associate of any of these parties; and
  - (ii) was not issued more than 1% of the issued capital of the Company;
- (c) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company notes that:
  - (i) Newcrest currently holds 310,010,163 of the Shares on issue in the Company; and
  - (ii) Newcrest were issued 2,800,000 Newcrest Placement 2 Shares.
- (d) 2,800,000 Newcrest Placement 2 Shares were issued and the Newcrest Placement 2 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 Newcrest Placement 2 Shares were issued on 18 June 2021;
- (f) the issue price was \$0.042 per Newcrest Placement 2 Shares. The Company has not and will not receive any other consideration for the issue of the Newcrest Placement 2 Shares;
- (g) the purpose of the issue of the Newcrest Placement 2 Shares was to raise \$117,600, which will be applied towards pursuing the Company's CY21 exploration programmes in the Paterson Province of Western Australia; and
- (h) the Newcrest Placement 2 Shares were issued to Newcrest under the Subscription Agreement 2. A summary of the material terms of the Subscription Agreement 2 is set out in Schedule 1.

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## GLOSSARY

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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.

**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.

**Company** means Antipa Minerals Ltd (ACN 147 133 364).

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

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

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

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

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

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

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

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

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

**Section** means a section of the Explanatory Statement.

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

**Shareholder** means a registered holder of a Share.

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



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## SCHEDULE 1– SUMMARY OF MATERIAL CONTRACTS

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### 1. Joint Lead Manager Mandate

The Company entered into a lead manager mandate on 12 April 2021 with Euroz Hartleys and Canaccord (**Joint Lead Managers**), to assist the Company through the provision of capital raising services to meet equity funding requirements with respect to the development of the Company's projects (**Joint Lead Manager Mandate**). The material terms and conditions of the Joint Lead Manager Mandate are summarised below:

<b>Fees</b>	The Company paid the Joint Lead Managers a fee comprising:  (a) 2% of the gross proceeds raised under the Placement (Management Fee); and  (b) 4% of the gross proceeds raised under the Placement (Selling fee).  The Joint Lead Managers split these fees 50:50.
<b>Expenses</b>	The Company agreed to reimburse the Joint Lead Managers for all reasonable disbursements and expenses relating to or arising from the Joint Lead Manager's involvement in the agreement. The Joint Lead Managers agreed to seek approval from the Company before incurring any single expense greater than \$2,000.
<b>Scope of Work / Services</b>	The Joint Lead Managers were engaged as Joint Lead Managers and joint book runners in respect of the Placement for all jurisdictions.
<b>Term</b>	The term of the Joint Lead Manager Mandate ended on 29 April 2021.

The Joint Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature (including confidentiality provisions, representations and warranties).

### 2. Subscription Agreement 1

The Company entered into a subscription agreement on 24 May 2021 with Newcrest, whereby the Company agreed to issue subscription shares in the capital of the Company to Newcrest on the terms of the agreement (**Subscription Agreement 1**). The material terms and conditions of the Subscription Agreement 1 are summarised below:

<b>Subscription Shares</b>	The Company agreed to issue 7,750,000 Shares in the capital of the Company
<b>Subscription Amount</b>	The Company agreed to issue Shares to a total of \$325,500.

<b>Subscription Price</b>	The subscription price for the Shares under the Subscription Agreement 1 is \$0.042 per Share.
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The Subscription Agreement 1 otherwise contains provisions considered standard for an agreement of its nature (including confidentiality provisions and warranties).

### 3. Offer Agreement

The Company entered into an offer agreement on 1 June 2021 with Commodity Discovery Fund, whereby the Company agreed to issue shares in the capital of the Company to Commodity Discovery Fund on the terms of the agreement (**Offer Agreement**). The material terms and conditions of the Offer Agreement are summarised below:

<b>Number of Shares</b>	The Company agreed to issue 23,809,524 Shares in the capital of the Company
<b>Firm Amount</b>	The Company agreed to issue Shares to a total of \$1,000,000.01
<b>Issue Price</b>	The issue price for the Shares under the Offer Agreement is \$0.042 per Share.

The Subscription Agreement 1 otherwise contains provisions considered standard for an agreement of its nature (including confidentiality provisions and warranties).

### 4. Subscription Agreement 2

The Company entered into a subscription agreement on 16 June 2021 with Newcrest, whereby the Company agreed to issue subscription shares in the capital of the Company to Newcrest on the terms of the agreement (**Subscription Agreement 2**). The material terms and conditions of the Subscription Agreement 2 are summarised below:


<b>Subscription Shares</b>	The Company agreed to issue 2,800,000 Shares in the capital of the Company
<b>Subscription Amount</b>	The Company agreed to issue Shares to a total of \$117,600.
<b>Subscription Price</b>	The subscription price for the Shares under the Subscription Agreement 2 is \$0.042 per Share.


The Subscription Agreement 2 otherwise contains provisions considered standard for an agreement of its nature (including confidentiality provisions and warranties).



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

## Need assistance?

 **Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

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



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 AM (AWST) on Sunday, 8 August 2021.**

# Proxy Form

## How to Vote on Items of Business

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

### APPOINTMENT OF PROXY

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

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

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

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

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

## PARTICIPATING IN THE MEETING

### Corporate Representative

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

## Lodge your Proxy Form:

**XX**

### Online:

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

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

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

### By Mail:

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

### By Fax:

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



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

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

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



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

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

XX

I/We being a member/s of Antipa Minerals Ltd hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Antipa Minerals Ltd to be held at the Offices of BDO, Ground Floor, 38 Station Street, Subiaco, WA 6008 on Tuesday, 10 August 2021 at 11:00 AM (AWST) and at any adjournment or postponement of that meeting.

### Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Ratification of Prior Issue of Shares – Institutional Placement - Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Prior Issue of Shares – Institutional Placement - Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue of Shares – Newcrest Placement 1- Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue of Shares – CDF Placement - Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Prior Issue of Shares – Newcrest Placement 2 - Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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

AZY

999999A



Computershare

