
CRATER GOLD MINING LIMITED

ACN 067 519 779

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10.00am WST

DATE: 11 April 2023

PLACE: Consilium Corporate Offices, Second Floor, 22 Mount Street, Perth WA

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 4.00pm WST on 9 April 2023.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

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

"That, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that every ten (10) Shares be consolidated into one (1) Share and, where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction up to the nearest whole number."

2. RESOLUTION 2 – APPROVAL TO ISSUE SHARES UNDER THE PLACEMENT

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 66,666,667 Shares (on a post-Consolidation basis), on the terms and conditions set out in the Explanatory Statement."

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

Dated: 10 March 2023

By order of the Board



Laura Woods
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:

Resolution 2 – Approval to issue Shares under the Placement

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) (namely the Placement participants) 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

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

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6188 8181.

EXPLANATORY STATEMENT

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

1. BACKGROUND

1.1 General

On 7 July 2021, the Company requested a trading halt pending an announcement in respect of a material acquisition (**Acquisition**). The Company's Shares were subsequently suspended from trading on ASX on 9 July 2021. As announced on 16 September 2022, the Company subsequently decided not to proceed with the Acquisition. The Company has subsequently requested further extensions to the voluntary suspension (**Suspension**).

The Suspension is to continue until the Company complies with the conditions of reinstatement (set out in Section 1.5 below) and is able to demonstrate compliance with Listing Rule 12.1 and 12.2.

In order to recapitalise and strengthen its balance sheet and ensure the Company is able to demonstrate compliance with Listing Rule 12.2, the Company proposes to undertake a consolidation of its current issued capital on a ten (10) for one (1) basis (**Consolidation**) and raise a total of \$22,868,334 as follows (the **Recapitalisation Strategy**):

- (a) \$14,868,334 through a proposed entitlement offer of 123,902,786 Shares (on a post-Consolidation basis) to eligible Shareholders on the basis of one (1) Share issued for every one (1) Share held at an issue price of \$0.12 per Share (**Entitlement Offer**); and
- (b) \$8,000,000 through a proposed placement of 66,666,667 Shares (on a post-Consolidation basis) at an issue price of \$0.12 per Share (**Placement**),

(together the **Capital Raisings**).

In order to ensure the Company is able to demonstrate compliance with Listing Rule 12.1, the Company plans to undertake an extensive exploration program. Further details of the proposed exploration program are set out in Part 1 of Schedule 1.

On the basis of the information provided to ASX, ASX has confirmed it can see no reason why the securities of the Company should not be reinstated to official quotation, subject to compliance with the conditions precedent set out in Section 1.5 below. The conditions are based solely on the information provided by the Company. If other material facts come to light or should there be any change to the proposed activities and Capital Raisings, ASX reserves the right to withdraw or amend the conditions or impose further conditions on the Company's reinstatement.

If the Company has not satisfied the conditions of reinstatement by 31 May 2023 it will be required to re-apply to ASX for confirmation of ASX's requirements for reinstatement of its securities to quotation. If the Company has not satisfied the conditions of reinstatement by 9 July 2023 its securities would have been suspended for two years and the Company will be removed from the Official List of the ASX.

1.2 Debt Conversion

Freefire Technology Ltd (a company incorporated in Hong Kong) (**Freefire**) is a substantial Shareholder of the Company, controlled by Samuel Chan, a Director of the Company. Freefire currently holds 1,040,558,539 Shares (on a pre-Consolidation basis) (equating to approximately 84% of the Shares on issue).

As at the date of this Notice, Freefire has advanced the Company \$12,555,483 under various loan facilities, which have accrued interest of \$3,153,426. The total amount owed by the Company to Freefire as at the date of this notice is \$15,708,909 (**Existing Debt**).

The Company and Freefire have entered into a deed of acknowledgement and release in respect of the Existing Debt(**Deed**).

Pursuant to the terms of the Deed, Freefire has agreed to apply for 80% of its entitlement under the Entitlement Offer (being 83,244,684 Shares on a post-Consolidation basis), and the Company has agreed to offset the application monies to be paid by Freefire to take up 80% of its entitlement against \$9,989,362 of its Existing Debt (**Debt Conversion**).

Upon completion of the Capital Raisings, including the Debt Conversion, the amount owed by the Company to Freefire will be reduced to approximately \$5,719,547. The exact amount owed by the Company to Freefire upon completion of the Capital Raisings will be dependent on the date of reinstatement of the Company's securities and the interest accrued under the various loan facilities to that date.

Upon completion of the Capital Raisings including the Debt Conversion, and the Consolidation Freefire will hold approximately 60% of the Shares on issue in the Company.

1.3 Use of Funds

Assuming successful completion of the Capital Raisings, the Company will have up to \$12,878,972 in available cash (both before costs and excluding existing cash reserves).

Funds raised from the Capital Raisings will be used towards exploration at the Company's Projects, considering acquisition opportunities that may be presented to the Board from time to time and general working capital as set out below.

Funds available	Full Subscription	%
Existing cash reserves ¹	\$130,560	1.0%
Funds raised under the Entitlement Offer ²	\$4,878,972	37.5%
Funds raised under the Placement	\$8,000,000	61.5%
Total	\$13,009,532	100.0%

Funds available	Full Subscription	%
Allocation of funds		
Exploration at Croydon Projects ³	\$6,250,000	48.0%
Care and Maintenance of PNG Project	\$805,200	6.2%
Expenses of the Capital Raisings	\$1,091,421	8.4%
Administration costs ⁴	\$2,355,280	18.1%
Working capital	\$2,507,631	19.3%
Total	\$13,009,532	100.0%

Notes:

- As at 30 June 2022.
- This assumes the Company raises a total of \$14,868,334 under the Entitlement Offer at an issue price of \$0.12 per Share and \$9,989,362 of the application monies is paid by way of the Debt Conversion.
- To the extent that:
 - the Company's exploration activities warrant further exploration activities; or
 - the Company is presented with additional acquisition opportunities,

the Company's working capital will fund such further exploration and acquisition costs (including due diligence investigations and expert's fees in relation to such acquisitions). Any amounts not so expended will be applied toward administration costs for the period following the initial 2-year period following reinstatement.
- Administration costs include the general costs associated with the management and operation of the Company's business including administration expenses, management salaries, directors' fees and other associated costs.

The above table assumes that successful completion of the Capital Raisings and is a statement of current intentions as of the date of this Notice. As with any budget, intervening events including exploration success or failure 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 funds are applied on this basis

1.4 Pro-forma Capital Structure

Upon completion of the Consolidation and Capital Raisings (assuming full subscription under the Placement and Entitlement Offer), the capital structure of the Company will be as follows:

	Shares
Current issued capital – pre-Consolidation	1,239,027,862
Consolidation on a 10-to-1 basis	
Issued capital – post-Consolidation (Resolution 1)	123,902,786
Shares to be issued pursuant to the Placement on a post-Consolidation basis (Resolution 2)	66,666,667

	Shares
Shares to be issued pursuant to the Entitlement Offer on a post-Consolidation basis	123,902,786
TOTAL ISSUED CAPITAL POST RESOLUTION 1 & 2	314,472,239

Notes:

1. This assumes the Company raises a total of \$8,000,000 under the Placement at an issue price of \$0.12 per Share.
2. This assumes the Company raises a total of \$14,868,334 under the Entitlement Offer at an issue price of \$0.12 per Share.

1.5 Reinstatement Conditions

ASX has set out in its conditions of reinstatement the conditions precedent the Company must satisfy to be reinstated to official quotation.

- (a) Based solely on the information provided by the Company to ASX, ASX can see no reason why the securities of the Company should not be reinstated to official quotation, subject to compliance with the following conditions precedent being satisfied: the Company's shareholders approving all the resolutions required to effect the proposed Capital Raisings to be considered at a general meeting of shareholders;
- (b) the Company releasing a full form prospectus, which must include a solicitor's report on title, pursuant to section 710 of the Corporations Act 2001 (Cth) (the **Prospectus**) in relation to the Capital Raisings;
- (c) completion of the Capital Raisings, closure of the Prospectus and confirmation that the Company has reached minimum subscription;
- (d) confirmation in a form acceptable to ASX that the Company has received cleared funds for the complete amount of the issue price of every security allotted and issued to every successful applicant for securities under the Capital Raisings (excluding any securities issued in satisfaction of the Debt Conversion);
- (e) the Company demonstrating compliance with Listing Rules 12.1 and 12.2 to the satisfaction of ASX, as set out below:
 - (i) the Company announces to the market:
 - (A) a detailed exploration programme at EPM 8795 and 18616 in accordance with the Programme of Activities (as set out in Part 1 of Schedule 1);
 - (B) an expenditure programme outlining commitments for the next 12 months (as disclosed in the 2023 Exploration Expenditure, as set out in Part 2 of Schedule 1); and
 - (C) confirmation that the Company has commenced the 2nd Drilling Campaign (as set out in Part 3 of Schedule 1);
 - (ii) the Company demonstrating compliance with Listing Rule 12.2 to the satisfaction of ASX including:

- (A) providing a 'working capital statement' similar to that required by Listing Rule 1.3.3(a) to the effect that following completion of the Capital Raisings, the Company will have sufficient working capital at the time of its reinstatement to carry out its objectives (being those in the Programme of Activities); and
- (B) providing a reviewed pro forma statement of financial position to the satisfaction of ASX, illustrating compliance with the 'working capital test' of at least \$1.5million, similar to that required by Listing Rule 1.3.3(c);
- (iii) confirmation that there are no legal, regulatory or contractual impediments to CGN undertaking the activities the subject of the commitments disclosed in the Prospectus';
- (f) lodgement of all outstanding Appendices 3B and 2A with ASX for the issue and quotation of any new securities;
- (g) lodgement of any outstanding reports for the period since the Company's securities were suspended and any other outstanding documents required by Listing Rule 17.5;
- (h) lodgement of Director's Interest Notices, being either Appendix 3X's, 3Y's or 3Z's, as required;
- (i) payment of any ASX fees, including listing fees, applicable and outstanding;
- (j) confirmation that the securities to be issued following the Meeting have been issued, and despatch of each of the following has occurred:
 - (i) in relation to all holdings on the CHESS sub register, a notice from CGN under ASX Settlement Operating Rule 8.9.1;
 - (ii) in relation to all other holdings, issuer sponsored holding statements; and
 - (iii) any refund money;
- (k) provision of the following documents, in a form suitable for release to the market:
 - (i) a statement setting out the names of the 20 largest holders of each class of securities to be quoted, including the number and percentage of each class of securities held by those holders;
 - (ii) a distribution schedule of the numbers of holders in each class of security to be quoted, setting out the number of holders in the following categories:
 - 1-1000
 - 1,001 – 5,000
 - 5,001 – 10,000
 - 10,001 – 100,000
 - 100,001 and over

- (iii) a statement confirming the completion of the Capital Raisings, closure of the Prospectus and that the Company has reached minimum subscription;
 - (iv) a statement outlining the Company's capital structure following the Meeting on a post-issue basis;
 - (v) the Company's pro forma balance sheet based on actual funds raised;
 - (vi) a consolidated activities report setting out the proposed business strategy for the Company (including an update on the status of the Company's assets and the current activities with respect thereto); and
 - (vii) a statement confirming there are no legal, regulatory or contractual impediments to the Company undertaking the activities the subject of the commitments disclosed in the Prospectus;
- (l) confirmation that the Company is in compliance with the listing rules and in particular 3.1;
- (m) confirmation that the Company will release to the market monthly Activities and 5B cash flow reports which includes a comparison of CGN's actual expenditure on the individual items disclosed in its estimated expenditure programme since its re-instatement against its estimated expenditure programme with an explanation for any material variances; and
- (n) provision of any other information required or requested by ASX including, but not limited to the generality of the foregoing, in relation to any issues that may arise
- (i) from ASX's review of the Prospectus and
 - (ii) the Company's financial reports.

1.6 Underwriter and Lead Manager

The Company has engaged the services of Indian Ocean Corporate Pty Ltd (ACN 142 266 279), a corporate authorised representative of Indian Ocean Management Group Pty Ltd (AFSL 336409) (**Indian Ocean Corporate**) to act as lead manager to the Placement and RaffAello Securities (HK) Limited (**RaffAello**) to act as co-lead manager to the Placement. A summary of the terms and conditions of the mandate with Indian Ocean Corporate (**Indian Ocean Mandate**) is set out below:

Term	The engagement pursuant to the Indian Ocean Mandate commenced on 8 August 2022 and will continue until the completion date of the Capital Raisings, unless otherwise terminated.
Fees	Under the terms of the Indian Ocean Mandate, the Company will pay Indian Ocean Corporate: <ul style="list-style-type: none"> (a) a placement fee of 5% (plus GST) in respect of the funds raised by Indian Ocean Corporate under the Placement; and

	(b) a work fee of \$5,000 per month from execution of the Indian Ocean Mandate until the earlier of completion of the Capital Raisings and termination of the Indian Ocean Mandate.
Expenses	The Company will reimburse Indian Ocean Corporate all reasonable out of pocket expenses properly incurred in relation to the engagement of Indian Ocean Corporate under the Indian Ocean Mandate. Any expense incurred above \$2,500 will require prior approval of the Company.
Right of first refusal	From the date of execution of the Indian Ocean Mandate for a period of 12 months, Indian Ocean Corporate has a right of first refusal to act as the Company's advisor to any alternative or additional equity capital raisings the Company undertakes.
Termination	The Indian Ocean Mandate may be terminated by either party with immediate effect if the other party has materially failed to comply with its obligations under the Indian Ocean Mandate and failed to rectify the non-compliance within 14 days of being given notice by the first mentioned party to do so.

A summary of the terms and conditions of the mandate with RaffAello (**RaffAello Mandate**) is set out below:

Term	The engagement pursuant to the RaffAello Mandate commenced on 21 September 2022 and will continue until the completion date of the Capital Raisings, unless otherwise terminated.
Fees	Under the terms of the RaffAello Mandate, the Company will pay RaffAello a placement fee of 5% (plus GST) in respect of funds raised by RaffAello under the Placement.
Right of first refusal	From the date of execution of the RaffAello Mandate for a period of 12 months, RaffAello has a right of first refusal to act as the Company's advisor to any alternative or additional equity capital raisings the Company undertakes.

The Company has also engaged Indian Ocean Corporate to act as lead manager and underwriter and RaffAello Securities (HK) Limited as co-lead manager and sub-underwriter to the Entitlement Offer.

2. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

2.1 Background

Resolution 1 seeks Shareholder approval to consolidate the Company's issued capital on the basis that every ten (10) Shares be consolidated into one (1) Share (subject to rounding).

2.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

2.3 Fractional entitlements

Not all Shareholders will hold that number of Shares which can be evenly divided by ten. Fractional entitlements will be rounded up to the nearest whole number.

2.4 Taxation

It is not considered that any taxation implications will exist for security holders arising from the Consolidation. However, security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

2.5 Holding statements

From the date that is two Business Days after the Effective Date (as set out in the timetable in Section 2.7 below), all holding statements for Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares to be issued to holders of those Shares.

It is the responsibility of each security holder to check the number of Shares held prior to disposal or exercise (as the case may be).

2.6 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below.

	Shares
Pre-Consolidation	1,239,027,862
Post Consolidation (Resolution 1)	123,902,786
Issue of Shares under the Entitlement Offer on a post-Consolidation basis	123,902,786
Issue of Shares under the Placement on a post-Consolidation basis (Resolution 2)	66,666,667
Completion of all Resolutions and Capital Raisings¹	314,472,239

Notes:

1. Subject to rounding and full subscription under the Capital Raisings.

2.7 Indicative timetable

If Resolution 1 is passed, the Consolidation will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 7) of the Listing Rules):

Action	Date
Company announces Consolidation.	10 March 2023
Company sends out the Notice of Meeting	10 March 2023
Shareholders pass Resolution 1 to approve the Consolidation.	11 April 2023
Effective Date of Consolidation	11 April 2023
Last day for pre-Consolidation trading.	12 April 2023
Post-Consolidation trading commences on a deferred settlement basis.	13 April 2023
Record Date.	14 April 2023
Last day for the Company to register transfers on a pre-Consolidation basis.	14 April 2023
First day for the Company to update its register and send holding statements to security holders reflecting the change in the number of Shares they hold.	17 April 2023
Last day for the Company to update its register and to send holding statements to security holders reflecting the change in the number of Shares they hold and to notify ASX that this has occurred.	21 April 2023

3. RESOLUTION 2 – APPROVAL TO ISSUE SHARES UNDER THE PLACEMENT

3.1 General

The Company is proposing to issue up to 66,666,667 Shares (on a post-Consolidation basis) at an issue price of \$0.12 per Share to raise up to \$8,000,000 (**Placement Shares**).

The Company has engaged the services of Indian Ocean Corporate to act as lead manager and RaffAello to act as co-lead manager to the Placement. A summary of the Indian Ocean Mandate and the RaffAello Mandate is set out in Section 1.6 above.

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 shares it had on issue at the start of that period.

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

3.2 Technical information required by Listing Rule 14.1A

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

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Placement Shares. The issue of the Placement Shares is part of the recapitalisation strategy that has been approved by ASX. If Resolution 2 is not passed, the Company will not be able to fulfill this limb of its recapitalisation

strategy, meaning that the Company's financial condition will not be adequate for the purposes of ASX Listing Rule 12.2, the Company's securities will not be reinstated to quotation and the Company will risk being de-listed. If the Company has not satisfied the conditions of reinstatement by 9 July 2023 its securities would have been suspended for two years and the Company will be removed from the Official List of the ASX.

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

3.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the Placement Shares will be issued to professional and sophisticated investors who are clients of Indian Ocean Corporate or RaffAello. The recipients will be identified through a bookbuild process, which will involve Indian Ocean Corporate and RaffAello seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, 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) the maximum number of Shares to be issued is 66,666,667;
- (d) the Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Shares will occur on the same date;
- (f) the issue price will be \$0.12 per Share. The Company will not receive any other consideration for the issue of the Placement Shares;
- (g) the purpose of the issue of the Placement Shares is to raise \$8,000,000. The Company intends to apply the funds raised from the issue in the manner set out in Section 1.3;
- (h) the Placement Shares are not being issued under an agreement; and
- (i) the Placement Shares are not being issued under, or to fund, a reverse takeover.

GLOSSARY

\$ means Australian dollars.

2023 Exploration Expenditure means the Company's proposed breakdown of exploration expenditure in 2023, as set out in Part 2 of Schedule 1.

2nd Drilling Campaign means the proposed drilling campaign at the Croydon Projects, as set out in Part 3 of Schedule 1.

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 Crater Gold Mining Limited (ACN 067 519 779).

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.

Programme of Activities means the programme of activities as set out in Part 1 of Schedule 1.

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.

SCHEDULE 1 –PROGRAMME OF ACTIVITIES, 2023 EXPENDITURE AND 2ND DRILLING CAMPAIGN

Part 1: Programme of Activities

Activities	Jan	Feb	Mar	Apr	May	June	July	Aug	Sep	Oct	Nov	Dec
Reports for DES application												
Assay tests for Nov drilling campaign												
Results analysis and data compiling												
Further metallurgy and assay tests for samples on hand												
DES submission												
2 nd drilling campaign (initial drilling at Sunset North, S3 and other anomalies)												
Assay tests for 2 nd drilling campaign												
Data compiling and JORC resource estimation if possible												
3 rd drilling campaign (S1-GG Graphite and follow-up exploration on potential anomalies)												
Assay tests for 3 rd drilling campaign												
Data compiling and JORC resource estimation – GG Graphite												
Documentations for Mining permit application of alluvial gold and gold tailing												
Mining permit application												
Preparation works and machinery for gold processing (tailing & alluvial gold)												

The above is a statement of current intentions as of the date of this Notice. As with any programme, intervening events including exploration success or failure and new circumstances have the potential to affect the manner in which the programme of activities is ultimately undertaken.

Part 2: 2023 Exploration Expenditure

Item	Description	Expenditure (\$)
1.	Reports for DES application (a) Reports are being prepared by Company's geologist consultant for accessing the heritage declared areas close to S1, S2 and Sunset North (b) Environmental reports related to DES application will be outsourced independent experts to prepare	95,000
2.	Assay test for Nov drilling campaign	40,000
3.	Results analysis, mapping and data compiling	70,000
4.	Further metallurgy and assay tests for all samples on hand	260,000
5.	DES submission	5,000
6.	2 nd drilling campaign (RC and Diamond drilling) (a) Initial drilling at Sunset North and S3 (b) Further drilling at S4 and alluvial gold	620,000
7.	Assay tests for 2 nd drilling campaign	40,000
8.	Data compiling, mapping and JORC resource estimation (if possible)	80,000
9.	3 rd drilling campaign (a) S1-GG Graphite (b) Further drilling at Sunset North, S3 and S4 (c) Initial drilling at S2, S5, S6 and S7	955,000
10.	Assay tests for 3 rd drilling campaign	55,000

11.	Data compiling, mapping and JORC resource estimation (GG Graphite, Sunset North and S3)	120,000
12.	Documentations for Mining permit application (alluvial gold and gold tailing)	35,000
13.	Mining permit application	5,000
14.	Preparation works and machinery for gold processing (tailing and alluvial gold)	-
15.	4 th drilling campaign (not yet scheduled)	880,000
	(a) Will be scheduled according to the results of previous exploration results	
	(b) This may include S2, S4, S5, S6 and S7, together with initial drilling at polymetallic areas (EPM 26749)	
	Total Budget in 2023	3,260,000

Note: The higher cost reflected in this year's budget arises from the recent new anomalies discovered after the HEMs done in 2022 in respect of S2, S3, S4, S5, S6 and S7 in addition to Golden Gate Graphite – S1, Sunset North and alluvial gold area.

The above is a statement of current intentions as of the date of this Notice. As with any budget, intervening events including exploration success or failure and new circumstances have the potential to affect the 2023 Exploration Expenditure.

Part 3: 2nd Drilling Campaign

The Company is required to wait for formal approval before conducting exploration activities at the heritage declared areas covering the Golden Gate Graphite Deposit and part of the Sunset North Project, the proposed 2nd drilling campaign intends to drill several holes outside the heritage area at the Sunset North Project and focus on the S3 area. Depending on the assay results from the samples taken from the November drilling campaign, further drilling may also be conducted at the S4 area and the potential alluvial gold area. Smaller drilling programs may also be undertaken on defined gold and polymetallic targets.

Compared to the first drilling program (undertaken in November 2022), the second drilling program will be much larger and is anticipated to be more than double the size. The Company notes, however, once the assay results from the 1st drilling campaign have been received, the current plan of the 2nd drilling campaign may need to be adjusted slightly.

The proposed 2nd drilling campaign is scheduled for late March/early April after the wet season. The Company estimates it will take about 4 weeks to complete. The detailed timeline will be subject to favourable ground conditions in the Croydon region at that time, a matter over which the Company has no control.

The proposed 2nd drilling campaign will be substantially larger than the 1st drilling campaign, hence the budget was correspondingly increased in proportion. The Company's cost estimate is based on the benchmarks of cost items experienced in November 2022. Of the overall amount of \$620,000, 70% is apportioned to pure drilling costs with the remaining 30% attributed to attendant logistics, administration, operational and professional charges.


The above is a statement of current intentions as of the date of this Notice. As with any drilling campaign, intervening events including exploration success or failure and new circumstances have the potential to affect the manner in which the 2nd drilling campaign is ultimately undertaken.


LODGE YOUR VOTE

 **ONLINE**
<https://investorcentre.linkgroup.com>

 **BY MAIL**
Crater Gold Mining Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Crater Gold Mining Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (AWST) on Tuesday, 11 April 2023 at Consilium Corporate Offices, Second Floor, 22 Mount Street, Perth WA (the Meeting)** and at any postponement or adjournment of the Meeting.


The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
1 Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval to issue Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * 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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

CGN PRX2301A



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two 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 telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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 your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AWST) on Sunday, 9 April 2023**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Crater Gold Mining Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Deliver it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**