



# CANTERBURY RESOURCES

Canterbury Resources Limited ACN 152 189 369

Suite 505, 35 Lime Street, Sydney NSW 2000

[www.canterburyresources.com.au](http://www.canterburyresources.com.au)

## NOTICE OF 2018 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the seventh Annual General Meeting ("AGM") of the members of Canterbury Resources Limited (the "Company" or "Canterbury") will be held at Suite 505, 35 Lime Street, Sydney on Friday, 30<sup>th</sup> November 2018 commencing at 10.30am (Sydney time) for the purpose of transacting the business set out in this Notice.

### BUSINESS

#### **Item 1: Financial Statements and Reports**

To receive the financial statements and associated reports of the Company and its controlled entities, which includes the Annual Financial Report, the Directors' Report and the Auditor's Report, for the year ended 30 June 2018.

*Note: this item of business is for discussion only and is not a resolution as there is no requirement for shareholders to approve the Annual Financial Report, the Directors' Report and the Auditor's Report.*

#### **Item 2: Election of Directors**

To elect:

- (1) Mr Gary Fallon, who retires as a Director by rotation pursuant to clause 12.11 of the Company's Constitution, and being eligible, offers himself for re-election as a Director of the Company;
- (2) Mr Michael Erceg, who having been appointed a Director of the Company subject to admission of the Company on the ASX in accordance with clause 12.7 of the Company's Constitution offers himself for election as a Director of the Company.

*Note: Each resolution will be voted on separately.*

#### **Item 3: Remuneration Report**

To adopt the remuneration report for the year ended 30 June 2018.

*Note: This resolution is advisory only and does not bind the Company or the Directors.*

#### **Item 4: Update of the Constitution**

As a special resolution, to adopt the amended Constitution on the basis set out in the Explanatory Notes.

BY ORDER OF THE BOARD



Veronique Morgan-Smith  
Company Secretary  
7 November 2018

#### **KEY DATES**

Eligibility to attend and vote:	You are eligible to attend and vote at the meeting if you are registered as a shareholder of Canterbury at 10.30am (AEDT) on Wednesday 28 November 2018.
Last date to submit Proxy Forms:	Your completed Proxy Form must be received by Canterbury no later than 10.30am (AEDT) on Wednesday 28 November 2018 in order to be effective.

#### **VOTING**

On a show of hands each shareholder present may cast one vote. 'Shareholder present' includes a person present as a proxy, attorney or body corporate representative. However, if a shareholder holds 2 or more appointments and these appointments direct the proxy to vote in different ways, then the proxy cannot vote on a show of hands. On a poll, Shareholders have one vote for every fully paid Share held.

##### **Voting in person**

To vote in person, you need to attend the AGM on the date and at the place set out on page 1.

##### **Appointing a proxy**

A shareholder who is entitled to attend and vote at the AGM may appoint a proxy to attend and vote at the AGM on their behalf. A proxy does not need to be a shareholder of the Company. If a shareholder is entitled to cast two or more votes at the AGM, the shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the shareholder's votes that each proxy may exercise, each proxy may exercise half of the shareholder's votes on a poll. Fractions will be disregarded.

To appoint a proxy online:

- (a) go to <https://investor.automic.com.au/#/loginsah>
- (b) login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'; and
- (c) to use the online lodgement facility, shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form.

Alternative ways to appoint a proxy: you can appoint a proxy by completing and signing the enclosed proxy form and sending the form to by:

- (a) In person to Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;
- (b) Post to Automic at GPO BOX 5193, Sydney, NSW 2001 Australia; or
- (c) Fax to Automic at (+61 2) 8583 3040; or
- (d) Email the pdf to [meetings@automic.com.au](mailto:meetings@automic.com.au)

The deadline for receipt of proxy appointments is 10.30am (AEDT) on Wednesday 28 November 2018. Proxy appointments received later than this time will be invalid.

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the Share Registry.

If a representative of a corporate shareholder or a corporate proxy will be attending the AGM, the representative should bring to the AGM adequate evidence of their appointment, unless this has previously been provided to the Share Registry. An appointment of corporate representative form may be obtained from Automic by calling 1300 288 664 (local) or +61 2 9698 5414 (international) or online at: <https://automic.com.au/forms.html>.

Shareholders who return their proxy forms with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, or does not vote on the resolution, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.

## **QUESTIONS FROM SHAREHOLDERS**

Shareholders may direct questions during the meeting to the Chairman about the operations and management of Canterbury, or to Canterbury's auditor about the content of the auditor's report and the conduct of the audit.

## **EXPLANATORY NOTES**

These explanatory notes set out information in connection with the business to be considered at the Canterbury Resources Limited 2018 Annual General Meeting.

### **Item 1: Financial Statements and Reports**

The Corporations Act 2001 requires the Annual Financial Report, Directors' Report and Auditor's Report ("Annual Reports") to be laid before the Annual General Meeting.

The Annual Reports have been sent to the shareholders by email or post and are disclosed on the Company's website. If you need a paper copy, please contact the Company directly.

There is no requirement for shareholders to approve the Annual Reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the operations and management of Canterbury. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the auditor's report.

### **Item 2: Election of Directors**

**Mr Gary Fallon** retires as a Director by rotation pursuant to clause 12.11 of the Company's Constitution, and being eligible, offers himself for re-election as a Director of the Company.

Mr Gary Fallon is a geophysicist with more than 30 years of mineral and coal exploration experience. He is Director and principal consultant to Geophysical Resources and Services (GRS), a geophysical contracting and consulting company. He has extensive experience in precious, base metal and coal exploration and mining projects, focusing on the application of geophysical techniques to operating mines. Prior to co-founding GRS, he worked for Scintrex Consulting, Whim Creek Consolidated, Dominion Mining and MIM Exploration, providing exposure to both open cut and underground metalliferous and coal mining operations. Gary was a co-founder of Anchor Resources Ltd and a Director at the time of the sale of controlling interest in 2011.

Mr. Gary Fallon was originally appointed as a Director of the Company on 19 July 2011. Under the Company's constitution, Mr. Fallon retires by rotation, and being eligible, wishes to stand for re-election.

#### **Board Recommendation:**

*The non-candidate Directors unanimously support the re-election of Mr Fallon.*

#### **Voting:**

*The Chairman of the meeting intends to vote available proxies in favour of this resolution.*

**Mr Michael Erceg**, who having been appointed as a Director of the Company effective from the date of admission of the Company on the ASX in accordance with clause 12.7 of the Company's Constitution offers himself for election as a Director of the Company.

Michael Erceg is a geologist with over 35 years' experience in mineral exploration, mine development and operations in New Zealand, Australia, Papua New Guinea, Vanuatu, Philippines and China. He is a specialist in southwest Pacific porphyry copper-gold and epithermal gold-silver systems, and has a strong understanding of their geological, geochemical, geophysical and alteration footprints. He has extensive experience in managing remote area reconnaissance and advanced exploration programs, including an ability to readily adapt to culturally diverse environments and work effectively with local professional staff. During his career he has made significant direct contribution to the discovery and/or delineation of the Red Dome (Queensland), Northwest Mungana (Queensland), Wafi-Golpu (PNG), Ok

Tedi (PNG), New Holland underground (Western Australia) and Murrawombie/Larsens/Northeast (New South Wales) ore bodies. Mr Erceg is currently Manager Exploration for Canterbury and has been an important contributor in establishing the Company's exploration portfolio.

Mr Michael Erceg was appointed by the Board subject to and from the date of admission of Canterbury on the ASX. Canterbury is set to be admitted on the ASX during the course of November 2018.

Board Recommendation:

*The non-candidate Directors unanimously support the election of Mr Erceg.*

Voting:

*The Chairman of the meeting intends to vote available proxies in favour of this resolution.*

**Item 3: Remuneration Report**

The remuneration report of the Company for the financial year ended 30 June 2018 (FY18) is set out in the Company's 2018 Annual Report. The report outlines the Company's executive remuneration framework and the FY18 remuneration outcomes for the Board and the Managing Director.

The Chairman will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the remuneration report at the meeting before calling for a vote.

The resolution is advisory only and does not binding the Company or the Board. The Board will consider and take into account the outcome of the vote and feedback from shareholders on the remuneration report when reviewing the Company's remuneration policies.

Board recommendation:

*The non-executive directors recommend that you vote in favour of this item.*

Voting:

*In respect of this resolution, the Company will disregard any votes cast by Mr Craighead, and by an associate of his. The Chairman of the meeting intends to vote available proxies in favour of this resolution.*

**Item 4: Update of the Constitution**

It is proposed to refresh the current draft of the Constitution to bring it up to date with the Corporations Act 2001 (Cth) by adopting the draft Constitution amended as follows:

- (a) replacing clause 12.5 by the following clause:

"12.5 Number of Directors

- (a) Subject to clause 12.3, the Company must have at least three Directors and a maximum of nine Directors.
- (b) At least two Directors must ordinarily reside in Australia.
- (c) The maximum number of Directors may be changed by a resolution passed by a general meeting of the Company in accordance with sections 201N to 201U of the Act. The Company must not determine a maximum which is less than the number of Directors in office at the time the determination takes effect."

- (b) in clause 24.1, inserting "Subject to sections 254T to 254W of the Act," at the start of the first sentence of the first paragraph;

- (c) in clause 24.2(a), inserting "Subject to section 254T of the Act," at the start of the first sentence of the paragraph;
- (d) in clause 24.2(h), replace the clause by:

"(h) When resolving to pay a dividend, the Directors may, unless prevented by the Listing Rules or section 254T of the Act, direct payment of the dividend to particular Members wholly or partly out of any particular fund or reserve or out of profits derived from any particular source, and to the other Members wholly or partly out of any other particular fund or reserve or out of profits derived from any other particular source."
- (e) In clause 24.3(a), insert ", sections 254T of the Act," after the expression "Subject to the Listing Rules" in the first sentence of the paragraph; and
- (f) amending minor style or formatting issues or typographical errors, in order to achieve consistency.

Board recommendation

*The Board recommends that you vote in favour of this item.*

Voting:

*The Chairman of the meeting intends to vote available proxies in favour of this resolution.*