



CANTERBURY RESOURCES

Canterbury Resources Limited ACN 152 189 369

Suite 108, 55 Miller Street, Pyrmont NSW 2009

www.canterburyresources.com.au

On 22 October 2020

Dear Shareholder

ANNUAL GENERAL MEETING 2020

On behalf of the Board of Directors of Canterbury Resources Limited (the Company or Canterbury), I am pleased to confirm that the Company's Annual General Meeting (**AGM**) will be held as a virtual meeting on Friday 20 November 2020 commencing at 10.30AM (Sydney time). You will find attached the Notice of Meeting (**Notice**).

Considering the COVID-19 transmission risks, the restrictions currently in place, and the inability of a number of our Directors to travel to Sydney for the AGM, and in order to protect the safety of shareholders and staff attending the meeting, the Board has decided to hold the AGM as a virtual meeting via the Zoom online platform.

Accordingly, the Directors strongly encourage all shareholders to lodge online a directed proxy form and appoint the Chair as proxy as follows before Wednesday 18 November 2020 at 10.30AM*:

- 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 or on a Shareholding Statement).
- login to the Automic website as follows:
 - go to <https://investor.automic.com.au/#/loginsah> or
 - <https://investor.automic.com.au/#/home>
 - use the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'.

In accordance with subsection 5(f) of the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, the Company will not be dispatching physical copies of the Notice. Instead, a copy of the Notice will be available under the Newsroom section of the Company's website at <https://www.canterburyresources.com.au/2020-AGM/> and the Annual Report is available at <https://www.canterburyresources.com.au/2020-annual-report/>

If you have not elected to receive notices by email, you will receive your proxy form by post.

If you have elected to receive notices by email, you will receive your proxy form by email.

Shareholders will be able to participate in the AGM by:

- (a) registering their attendance by entering the following URL in your browser: https://zoom.us/webinar/register/WN_c5f_727HQqGO_TafB5wLyg
- (b) The meeting ID for the Meeting is: **976 9854 9289** and your registration details are your first name, your surname and your email address.
- (c) lodging questions in advance of the meeting by emailing the questions to the Company at info@canterburyresources.com.au by no later than 10.30AM on 18 November 2020.

I look forward to your virtual attendance and the opportunity to engage with you at our 2020 AGM.

Yours sincerely
John Anderson
Chairman

*appointing a proxy for votes does not prevent you from attending the meeting.



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NOTICE OF 2020 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ninth Annual General Meeting (**AGM** or **Meeting**) of the members of Canterbury Resources Limited (the **Company** or **Canterbury**) will be held on Friday 20 November 2020 commencing at 10.30AM (Sydney time) for the purpose of transacting the business set out in this Notice.

Due to COVID-19 restrictions on public gatherings and the temporary modifications to the *Corporations Act 2001* (Cth) (**Corporations Act**) under the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020* (Cth), the Meeting will be held virtually and there will not be a physical meeting where shareholders can attend.

The Directors strongly encourage all shareholders to lodge online a directed proxy form and appoint the Chair as proxy as follows:

- 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 or on a Shareholding Statement).
- login to the Automic website as follows:
 - go to <https://investor.automic.com.au/#/loginsah> or
 - <https://investor.automic.com.au/#/home>
 - use the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'.

Proxies must be lodged by no later than Wednesday 18 November 2020 at 10.30AM.

Shareholders will be able to participate in the AGM by:

- (a) registering their attendance by entering the following URL in your browser: https://zoom.us/webinar/register/WN_c5f_727HQqGO_TafB5wLyg
- (b) The meeting ID for the Meeting is: **976 9854 9289** and your registration details are your first name, your surname and your email address.
- (c) lodging questions in advance of the meeting by emailing the questions to the Company at info@canterburyresources.com.au by no later than 10.30AM on 18 November 2020.

For any enquiries relating to virtual participation, please contact the Company Secretary at +61 2 9392 8020 or info@canterburyresources.com.au

Shareholders will be able to log in to the online platform from 10.15AM (Sydney time) on the date of the Meeting. Further information on how to participate virtually is set out in this Notice. You will get a confirmation email upon registration, providing the various details of the meeting.

If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will ensure that shareholders are given as much notice as possible. Further information will be made available on the Company's website at www.canterburyresources.com.au or the ASX website.

ORDINARY BUSINESS

Item 1: Financial Statements and Reports

To receive the financial statements and associated reports of the Company and its controlled entities, which include the Annual Financial Report, the Directors' Report and the Auditor's Report, for the year ended 30 June 2020.

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 consider and, if thought fit, to pass the following ordinary resolution:

"To elect

- (a) Mr John Anderson, 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 Non-Executive Director of the Company;
- (b) Ms Robyn Watts, who having been appointed a Director of the Company in accordance with clause 12.7 of the Company's Constitution offers herself for election as a Non-Executive 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 2020.

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

SPECIAL BUSINESS

Item 4: Approval of Grant of Options to Directors

Item 4(a): Approval of Grant of Options to Managing Director Grant Craighead

To consider and, if thought fit, to pass the following ordinary resolution:

"To approve, under and for the purpose of ASX Listing Rule 10.14 and for all other purposes, the grant of 150,000 options (and the resulting issue of shares in the Company) to Mr Grant Craighead under the Canterbury Employee Share Option Plan, pursuant to its terms and as described in the Explanatory Notes."

Item 4(b): Approval of Grant of Options to Chairman John Anderson

To consider and, if thought fit, to pass the following ordinary resolution:

"To approve, under and for the purpose of ASX Listing Rule 10.14 and for all other purposes, the grant of 150,000 options (and the resulting issue of shares in the Company) to Mr John Anderson under the Canterbury Employee Share Option Plan, pursuant to its terms and as described in the Explanatory Notes."

Item 4(c): Approval of Grant of Options to Director Ross Moller

To consider and, if thought fit, to pass the following ordinary resolution:

"To approve, under and for the purpose of ASX Listing Rule 10.14 and for all other purposes, the grant of 150,000 options (and the resulting issue of shares in the Company) to Mr Ross Moller under the Canterbury Employee Share Option Plan, pursuant to its terms and as described in the Explanatory Notes."

Item 4(d): Approval of Grant of Options to Director Michael Erceg

To consider and, if thought fit, to pass the following ordinary resolution:

"To approve, under and for the purpose of ASX Listing Rule 10.14 and for all other purposes, the grant of 150,000 options (and the resulting issue of shares in the Company) to Mr Michael Erceg under the Canterbury Employee Share Option Plan, pursuant to its terms and as described in the Explanatory Notes."

Item 4(e): Approval of Grant of Options to Director Robyn Watts

To consider and, if thought fit, to pass the following ordinary resolution:

"To approve, under and for the purpose of ASX Listing Rule 10.14 and for all other purposes, the grant of 150,000 options (and the resulting issue of shares in the Company) to Ms Robyn Watts under the Canterbury Employee Share Option Plan, pursuant to its terms and as described in the Explanatory Notes."

Item 5: Approval of issue of ordinary shares to Related Parties

Item 5(a): Approval of issue of shares to associate of Director John Anderson

To consider and, if thought fit, to pass the following ordinary resolution:

"To approve, under and for the purpose of Listing Rule 10.11 and for all other purposes, the issue of 790,000 Ordinary Fully Paid Shares to Icekins Pty Ltd <John Anderson S/F A/C>, being an associate of a related party of the Company, as set out in the Explanatory Notes."

Item 5(b): Approval of issue of shares to associate of Director Ross Moller

To consider and, if thought fit, to pass the following ordinary resolution:

“To approve, under and for the purpose of Listing Rule 10.11 and for all other purposes, the issue of 50,000 Ordinary Fully Paid Shares to Mrs Raewyn Moller, being an associate of a related party of the Company, as set out in the Explanatory Notes.”

Item 5(c): Approval of issue of shares to associate of Director Grant Craighead

To consider and, if thought fit, to pass the following ordinary resolution:

“To approve, under and for the purpose of Listing Rule 10.11 and for all other purposes, the issue of 213,333 Ordinary Fully Paid Shares to Gage Resources Pty Ltd <Craighead Family A/C>, being an associate of a related party of the Company, as set out in the Explanatory Notes.”

Item 5(d): Approval of issue of shares to associate of Director Robyn Watts

To consider and, if thought fit, to pass the following ordinary resolution:

“To approve, under and for the purpose of Listing Rule 10.11 and for all other purposes, the issue of 50,000 Ordinary Fully Paid Shares to L&R Asset Management Pty Ltd <ATF L&R Superfund>, being an associate of a related party of the Company, as set out in the Explanatory Notes.”

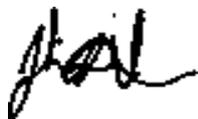
Item 6: Approval of additional 10% placement capacity

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

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given by the shareholders to allow the Company to issue equity securities up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the explanatory statement attached hereto.”

Note: this resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, vote in favour.

BY ORDER OF THE BOARD



Veronique Morgan-Smith
Company Secretary

22 October 2020

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 18 November 2020.
Last date to submit Proxy Forms:	Your completed Proxy Form must be received by Canterbury (via Automic) no later than 10.30am (AEDT) on 18 November 2020 in order to be effective.
Questions	If you wish to submit questions to the Board, they need to be sent to info@canterburyresources.com.au and received by 10.30am (AEDT) on 18 November 2020. There will be a time for Q&A at the end of the meeting.

VOTING

In accordance with clause 11.9(b) of the Constitution, the Chair intends to call a poll on each of the resolutions proposed at the meeting.

On a poll, shareholders have one vote for every fully paid Share held.

Voting by proxy

A shareholder entitled to 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 (preferred voting option):

- **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 or on a Shareholding Statement).**
- **login to the Automic website as follows:**
 - go to <https://investor.automic.com.au/#/loginsah> or
 - <https://investor.automic.com.au/#/home>
 - **use the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'.**

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) Email the pdf to meetings@automic.com.au; or

(b) Fax to Automic at (+61 2) 8583 3040;

Due to COVID-19, shareholders are encouraged to submit their proxies online. If you wish to post a proxy form, please be aware of current postal timeframes, including the possibility of delays due to COVID-19 regulations and reduced frequency of deliveries. The postal address is: Automic at GPO BOX 5193, Sydney, NSW 2001 Australia

Deliveries in person are not accepted at Automic or Canterbury.

The deadline for receipt of proxy appointments is 10.30am (AEDT) on 18 November 2020.

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.

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.

Voting in person

This year, as a precaution against the COVID-19 pandemic, there will be no attendance in person to the AGM. Shareholders are therefore encouraged to vote by proxy online as this is the most practical means to vote.

However, where a shareholder has not lodged a proxy and still wishes to vote during the Meeting, that shareholder may send an email to info@canterburyresources.com.au before the end of the Meeting containing the shareholder's SRN/HIN and, against the number of each resolution, the proposed vote. An email received after the end of the Meeting or failing to contain the SRN/HIN or clear voting indications will not be considered valid for voting purposes.

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.

Shareholders are encouraged to submit questions to the Board by sending an email to info@canterburyresources.com.au at least 48 hours before the meeting.

A reasonable opportunity will be given to shareholders to ask questions at the end of the Meeting.

EXPLANATORY NOTES

These explanatory notes set out information in connection with the business to be considered at the Canterbury Resources Limited 2020 Annual General Meeting.

ORDINARY BUSINESS

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 2020 have been sent to the shareholders by email or post and are disclosed on the Company's website at www.canterburyresources.com.au and [ASX 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 John Anderson 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 Anderson has around 40 years' experience in the finance sector in banking, investment banking and general consulting, and in the mining sector in Australia and Chile. He has held positions of Managing Director or Chairman with a number of public and private companies in Australia, and as a Director of mining companies in Chile. John has experience in general financing and capital raisings, developing and implementing business plans for new and existing entities, and taking companies from IPO through to operations. In ASX listed companies, in the capacity of director or chairman, John has been a member of audit, remuneration and finance committees. John was Chairman of Anchor Resources Ltd from IPO through to its sale to Chinese interests. Among other previous positions, John was Managing Director of an Australian publicly listed mining company and was responsible for turning around its unprofitable operations and implementation of mining and operating plans.

Mr Anderson was originally appointed as a Director of the Company on 19 July 2011. He was also appointed as Chairman at that time and continues to act as Chairman to date. Under the Company's constitution, Mr Anderson 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 Anderson.

Voting:

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

Ms Robyn Watts, who having been appointed a Director of the Company in accordance with clause 12.7 of the Company's Constitution offers herself for election as a Non-Executive Director of the Company.

Ms Robyn Watts is an experienced Chair and Non-Executive Director of ASX and private company boards, which followed a 25+ year executive career as a CEO, across a diverse range of sectors including telecommunications, retail, media, entertainment and education sectors. Ms Watts' experience is characterised by companies with robust growth strategies involving significant M&A, business transformation and turnaround, capital raising, strategic planning, development of digital capability and customer engagement and international business activity. Her ASX experience also includes Governance and Compliance, Remuneration and Nomination (Chair), and Audit and Risk Committees. Ms Watts has a strong background both professionally and personally in Papua New Guinea over 35 years. This has given her experience in dealing with government, local landowner groups and traditional cultures.

Ms Watts was originally appointed by the Board as a Director of the Company on 12 February 2020. Under the Company's constitution, Ms Watts must retire in order to submit her appointment to the annual general meeting, and being eligible, wishes to stand for re-election.

Board Recommendation:

The non-candidate Directors unanimously support the re-election of Ms Watts.

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 2020 (FY20) is set out in the Company's 2020 Annual Report. The report outlines the Company's executive remuneration framework and the FY20 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 Mr Erceg, and by any associates of theirs. The Chairman of the meeting intends to vote available proxies in favour of this resolution.

SPECIAL BUSINESS

Item 4: Grant of Options to Directors

Canterbury is proposing to issue a number of options under the Canterbury Employee Share Option Plan to Directors (**New Options**).

The Canterbury Employee Share Option Plan was adopted by the Board of Canterbury on 1 March 2013 in order to grant options to subscribe for shares in Canterbury to its eligible staff, Directors and eligible consultants (all together defined as 'Eligible Employees'). The intention of the Plan is to align as closely as possible the longer term interests of all Eligible Employees with those of Canterbury's shareholders, by encouraging all Eligible Employees to add value to Canterbury over time through their demonstrated loyalty and hard work.

Canterbury's policy is to grant options on an annual basis in recognition of his or her completed contribution to the Company's progress over the previous financial year. In keeping with statutory approved guidelines, Canterbury limits the number of options at any time granted under the Canterbury Employee Share Option Plan to not more than 5% of the issued capital of the Company (presently 110,761,864 shares). A summary of the Canterbury Employee Share Option Plan is provided below in Appendix A.

The Board, on the recommendation of the Remuneration Committee, has resolved to grant Eligible Employees (other than Directors) 450,000 unlisted options with an exercise price of A\$0.25 and an expiry date of 30 June 2023 under the Canterbury Employee Share Option Plan, vesting immediately, in respect to their performance during the financial year ended 30 June 2020.

In addition, it is proposed to grant Directors who held office during the financial year ended 30 June 2020, 750,000 unlisted options with an exercise price of A\$0.25 and an expiry date of 30 June 2023 under the Canterbury Employee Share Option Plan, vesting immediately upon approval of the AGM as follows (**New Options**):

Grantee	Position	Number of Options:	Exercise Price	Expiry Date	Maximum number of resulting Shares
Grant Craighead	Managing Director	150,000	A\$0.25	30 June 2023	150,000
Michael Erceg	Executive Director	150,000	A\$0.25	30 June 2023	150,000
John Anderson	Non-Executive Chairman	150,000	A\$0.25	30 June 2023	150,000
Ross Moller	Non-Executive Director	150,000	A\$0.25	30 June 2023	150,000
Robyn Watts	Non-Executive Director	150,000	A\$0.25	30 June 2023	150,000
TOTAL		750,000			750,000

The New Options are granted for no consideration (\$0 per New Option) and therefore no funds will be raised by the grant of the New Options. The exercise price of the New Options (\$0.25 per New Option) will not be, or be based on, the volume weighted average market price or closing market price at the time of the exercise. The total capital raised by the full exercise of the New Options is A\$187,500.

The New Options will be issued immediately upon approval by the Shareholders.

Presently, there are 2,650,000 options current under the Canterbury Employee Share Option Plan, and if the grant of the New Options is approved, there will be 3,400,000 unlisted options on issue, representing 2.98% of Canterbury's issued share capital.

750,000 options (\$0.30 exercise price and expiring on 30/06/2022) were issued to Directors at the AGM of 2019.

The dilution effect from the exercise of these 750,000 New Options will be 0.64% of the expanded shares and options on issue (on the basis of 110,761,864 fully paid ordinary shares, 5,000,000 non-ESOP options on issue, and 2,950,000 ESOP options on issue).

At the time of writing, the price of the Company's shares is 14.5 cents compared with the range 6.5 cents to 15.1 cents during the previous six months.

The Company has obtained an independent report valuing the New Options. Using the Cox Ross Rubenstein (CRR) for option valuation and assuming a valuation grant date of 23 September 2020, when the closing share price was 14.5 cents, the New Options have an indicative value of approximately 6.93 cents each.

Therefore, the value of the New Options proposed to be granted to Directors, on the basis of the following assumptions, is shown in the table below.

	Total	Grant Craighead	Michael Erceg	John Anderson	Ross Moller	Robyn Watts
Value of Underlying Stock	\$0.1450	\$0.1450	\$0.1450	\$0.1450	\$0.1450	\$0.1450
Exercise Price	\$0.250	\$0.2500	\$0.2500	\$0.2500	\$0.2500	\$0.2500
Dividend Yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Volatility (per Year)	107.75%	107.75%	107.75%	107.75%	107.75%	107.75%
Risk free rate	1.09%	1.09%	1.09%	1.09%	1.09%	1.09%
Maturity	30/06/2023	30/06/2023	30/06/2023	30/06/2023	30/06/2023	30/06/2023
Pricing Date	23/09/2020	23/09/2020	23/09/2020	23/09/2020	23/09/2020	23/09/2020
Price of Option	\$0.0693	\$0.0693	\$0.0693	\$0.0693	\$0.0693	\$0.0693
Number of Options Granted	750,000	150,000	150,000	150,000	150,000	150,000
Options Value	\$51,975	\$10,395	\$10,395	\$10,395	\$10,395	\$10,395

No loans will be made by the Company in connection with the grant or the exercise of the New Options.

All Directors are eligible to participate in the Canterbury Employee Share Option Plan. No Director will participate in an issue under the Canterbury Employee Share Option Plan unless shareholders in general meeting approve that specific issue. It is proposed that the Options be granted in recognition

of and in consideration for the contribution to the Company by Directors during the financial year ended 30 June 2020 and the ongoing responsibility that they assume for the affairs of the Company.

As of today, the Directors held the following securities in the Company, either directly or indirectly:

Director	Shares	Options
Grant Craighead	Ordinary shares (Escrowed) – 5,004,659 Ordinary shares (Un-Escrowed) – 2,552,183	Options (Escrowed) under ESOP expiring 30 June 2021 – 125,000 Options (Un-Escrowed) under ESOP expiring 30 June 2022 – 150,000
John Anderson	Ordinary shares (Escrowed) – 2,236,669 Ordinary shares (Un-Escrowed) – 975,331	Options (Escrowed) under ESOP expiring 30 June 2021 – 125,000 Options (Un-Escrowed) under ESOP expiring 30 June 2022 – 150,000
Ross Moller	Ordinary shares (Escrowed) – 1,836,668 Ordinary shares (Un-Escrowed) – 535,832	Options (Un-Escrowed) under ESOP expiring 30 June 2022 – 150,000
Michael Erceg	Ordinary shares (Escrowed) – 449,168 Ordinary shares (Un-Escrowed) – 265,832	Options (Escrowed) under ESOP expiring 30 June 2021 – 125,000 Options (Un-Escrowed) under ESOP expiring 30 June 2022 – 150,000
Robyn Watts	None	None

And have the following remuneration package (other than the New Options and previously granted options):

Director	Total Remuneration Package
Grant Craighead (Managing Director)	\$300,000 p.a. including superannuation
John Anderson	\$75,000 p.a. including superannuation
Ross Moller	\$65,000 p.a. including superannuation
Michael Erceg (Executive Director)	\$1,200 per diem including superannuation
Robyn Watts	\$65,000 p.a. including superannuation

As of today, the following options, duly approved under and for the purposes of Listing Rule 10.14 are on issue:

Class of Options	Number	Exercise Price	Expiry Date
ESOP OPTIONS	1,000,000	\$0.40	30/06/2021
ESOP OPTIONS	550,000	\$0.35	30/06/2022
ESOP OPTIONS	450,000	\$0.25	30/06/2023

Details of any securities issued under the Canterbury Employee Share Option Plan will be published in each Annual Report of Canterbury relating to a period in which securities have been issued, together with confirmation that approval for the issue of securities was obtained under Australian Securities Exchange Listing Rule 10.14.

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

10.14.1 a director of the company;

10.14.2 an associate of a director of the company; or

10.14.3 a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders, unless it obtains the approval of its shareholders/unitholders.

The issue of the New Options falls within Listing Rule 10.14.1 above and therefore requires the approval of Canterbury's shareholders under Listing Rule 10.14.

The resolutions under Items 4(a) to 4(e) seek the required shareholder approval to the issue of the New Options under and for the purposes of Listing Rule 10.14.

If each of resolutions under Items 4(a) to 4(e) is passed, Canterbury will be able to proceed with the issue of the New Options, thus ratifying the remuneration structure recommended by the Remuneration Committee and the Directors will accordingly have the right to increase their shareholding in the Company by paying the exercise price upon the exercise of their options.

If a resolution under Items 4(a) to 4(e) is not passed, Canterbury will not be able to proceed with the issue of the New Options and the Remuneration Committee will need to propose a different remuneration structure for the Directors.

The following information is provided pursuant to ASX Listing Rules 10.15 and the Corporations Act.

Details of any options issued under the ESOP will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for those issues was obtained under listing rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of options under the Canterbury Employee Share Option Plan after the resolutions under Item 5 are approved and who were not named in this Notice will not participate until approval is obtained under that rule.

For the purpose of Chapter 2E of the Corporations Act 2011 (Cth), the financial benefit constituted by the grant of the New Options would be reasonable given the circumstances of the Company and of the grantees. Accordingly, the Company will not seek approval for the issue of the New Options pursuant to Chapter 2E of the Corporations Act 2001 (Cth).

For the purpose of Chapter 7 of the ASX Listing Rules, it is noted that a summary of the terms of the Canterbury Employee Share Option Plan was set out in the Prospectus for the Initial Public Offering of Shares which resulted in the listing of Canterbury on 7 March 2019. Accordingly, the Company will not seek approval for the issue of the New Options under Chapter 7.

Board recommendation:

In respect of the resolutions under Items 4(a) to 4(e), the directors make no recommendations to shareholders because of their personal interest in the subject matter of the resolutions.

Voting exclusion statement:

In respect of the resolutions under Items 4(a) to 4(e), the Company will disregard any votes cast by the Director grantee, and by an associate of his/hers. However, the Company need not disregard a vote if it is cast by such Director grantee as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form.

The Chairman of the meeting intends to vote available proxies in favour of those resolutions.

Item 5: Approval of issue of ordinary shares to Related Parties

Canterbury is proposing to issue the following fully paid ordinary shares (**New Shares**) to the following parties, who are controlled entities or associates of the Directors, following their participation in the private placements conducted by the Company since the last annual general meeting.

When subscribed	Director concerned	Director's associate to be issued the shares (Allottee)	Number of New Shares	Payment made
Private Placement December 2019	John Anderson	Icekins Pty Ltd <John Anderson S/F A/C>	250,000	\$50,000.00
Private Placement July 2020	John Anderson	Icekins Pty Ltd <John Anderson S/F A/C>	220,000	\$22,000.00
Private Placement September 2020 (placement of shortfall of SPP)	John Anderson	Icekins Pty Ltd <John Anderson S/F A/C>	320,000	\$32,000.00
Subtotal			790,000	\$104,000.00
Private Placement July 2020	Ross Moller	Mrs Raewyn Moller	50,000	\$5,000.00
Subtotal			50,000	\$5,000.00
Private Placement July 2020	Grant Craighead	Gage Resources Pty Ltd <Craighead Family A/C>	213,333	\$21,333.30
Subtotal			213,333	\$21,333.30
Private Placement July 2020	Robyn Watts	L&R Asset Management Pty Ltd <ATF L&R Superfund>	50,000	\$5,000.00
Subtotal			50,000	\$5,000.00
Total			1,103,333	\$135,333.30

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in Canterbury;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial(10%+) holder in Canterbury and who has nominated a director to the board of Canterbury pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with Canterbury or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders, unless it obtains the approval of its shareholders.

The New Shares falls within Listing Rule 10.11.4 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Canterbury's shareholders under Listing Rule 10.11.

The resolutions under Items 5(a) to 5(d), seek the required shareholder approval to issue the New Shares under and for the purposes of Listing Rule 10.11.

The consideration for the New Shares has already been paid into Canterbury's bank account at the time when the relevant private placement was conducted.

If each of the resolutions under Items 5(a) to 5(d) is passed, Canterbury will be able to proceed with the issue of the New Shares and use the funds paid in consideration for those New Shares.

If one of the resolutions under Items 5(a) to 5(d) is not passed, Canterbury will not be able to proceed with the issue of the corresponding New Shares, the corresponding Allottee will not be allotted those New Shares and Canterbury will be required to reimburse the corresponding funds.

The New Shares will be issued immediately upon approval by the Shareholders.

The New Shares are issued under the placement capacity of the Company under ASX Listing Rule 7.1.

Board recommendation:

In respect of the resolutions under Items 5(a) to 5(d), the directors make no recommendations to shareholders because of their personal interest in the subject matter of the resolutions.

Voting exclusion statement:

In respect of the resolutions under Items 5(a) to 5(d), the Company will disregard any votes cast by the applicant Director, and by an associate of his/hers. However, the Company need not disregard a vote if it is cast by such applicant Director, as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form. The Chairman of the meeting intends to vote available proxies in favour of those resolution.

Item 6: Approval of additional 10% placement capacity

Under Item 6, the Company is seeking shareholder approval to create an ability to issue up to an additional 10% of the issued share capital of the Company under ASX Listing 7.1A (**10% Placement**).

Item 6 must be approved by a special resolution requiring approval of 75% of the votes cast by shareholders present and eligible to vote. The only securities that the 10% Placement can cover are ordinary fully paid shares (**Shares**).

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 period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. Canterbury is an eligible entity for these purposes.

The resolution under Item 6 seeks shareholder approval by way of special resolution for Canterbury to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without shareholder approval.

If the resolution under Item 6 is passed, Canterbury will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If the resolution under Item 6 is not passed, Canterbury will not be able to access the additional 10% capacity to issue equity securities to issue equity securities without shareholder provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Formula for calculating 10% Placement Capacity

The maximum number of equity securities that may be issued by Canterbury under the 10% Placement is calculated in accordance with the following formula in Listing Rule 7.1A.2:

(A x D) – E	
A	has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity;
D	10%
E	is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

Placement capacity under Listing Rule 7.1 and 7.1A

The 10% Placement is in addition to a listed entity's usual 15% placement capacity under Listing Rule 7.1.

Over the last 12 months, the Company has carried out two private placements, one in December 2019 followed by a share purchase plan and one in July 2020 followed by a share purchase plan and placement of the shortfall of the share purchase plan. The latter capital raising was carried out in July 2020 under the *ASX Class Waiver Decision – Temporary Extra Placement Capacity dated 9 July 2020* which temporarily increased the 15% placement capacity under Listing Rule 7.1A to 25%.

As at the date of this Notice:

- the Company has 110,761,864 fully paid ordinary shares on issue.
- in addition to any other Shares which it can issue under the permitted exceptions to Listing Rules 7.1 and 7.1A, Canterbury has the capacity to issue:
 - nil Shares under Listing Rule 7.1 (until 27 July 2021); and
 - subject to shareholder approval being obtained under this resolution, 8,518,320 Shares under Listing Rule 7.1A. The actual number of Shares that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the aforementioned formula.

Minimum issue price

In accordance with Listing Rule 7.1A, shares issued by the Company under a 10% Placement can only be issued at a cash price that is not less than 75% of the VWAP (volume weighted average price) of the shares calculated over the 15 trading days on which trades in its shares were recorded immediately before:

- the date on which the issue price of the shares is agreed; or

- the issue date (if the shares are not issued within five trading days of the date on which the issue price is agreed).

Placement period

Shareholder approval under Rule 7.1A is valid from the date of this AGM and expires on the first to occur of the following.

- The date that is 12 months after the date of this AGM;
- The time and date of our Company's next AGM;
- The time and date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking), or such longer period if allowed by ASX.

Shareholder approval under Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or if it is included in the S&P/ASX 300 Index at some time during that period provided that the Company meets those criteria on the date of the AGM.

Dilution to existing shareholdings

If the resolution under Item 6 is approved by shareholders and the Company issues Shares under the 10% Placement, there is a risk of economic and voting dilution to existing shareholders as a result. Further, as the market price of the Company's shares may be significantly lower on the issue date than on the date of Annual General Meeting approval, and because the shares may be issued at a price that is at a discount to the market price on the issue date, there is a risk that the 10% Placement may raise less funding than it would if it were based on current market prices.

As required by Listing Rule 7.3A.2, the table below shows a number of hypothetical scenarios for a 10% Placement where variable "A" in the formula in Listing Rule 7.1A.2 (representing the Company's share capital) is the number of Shares at the date of this Notice, or is that number increased by either 50% or 100%, and the share price is the market price at the date of this Notice, or is that price decreased or increased by 50%.

Number of Shares on Issue	Issue price (per Share)	50% decrease on current market price = \$ 0.07	Current market price = \$0.14	50% increase on current market price = \$0.21
Current = 110,761,864	10% voting dilution	11,076,186	11,076,186	11,076,186
	Funds raised	\$ 775,333.02	\$1,550,666.04	\$2,325,999.06
50% increase = 166,142,796	10% voting dilution	16,614,279	16,614,279	16,614,279
	Funds raised	\$1,162,999.53	\$2,325,999.06	\$3,488,998.59
100% increase = 221,523,728	10% voting dilution	22,152,372	22,152,372	22,152,372
	Funds raised	\$1,550,666.04	\$3,101,332.08	\$4,651,998.12

The dilution table has been prepared on the following hypothetical assumptions. The Company does not represent that they will necessarily occur:

- the Company issues the maximum number of shares available under the 10% Placement;
- any increase in Variable A (being the issued share capital at the time of issue) is due to an issue of shares which is an exception in Listing Rule 7.2 (for example a pro-rata rights issue, or the exercise of options). However, a 15% placement under Listing Rule 7.1 does not increase variable "A" for the purposes of calculating the placement capacity under Listing Rule 7.1A;
- the table shows only the effect of issues of shares under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- the table does not show the dilution that may be caused to any particular shareholder by reason of placements under Listing Rule 7.1A, based on that shareholder's holding at the date of the AGM. For instance, shareholders will have different outcomes depending on whether or not they participate in a pro-rata issue or exercise their options, which has the effect of increasing variable "A".

Purpose of the 10% Placement

The Company may seek to issue shares under the 10% Placement for a cash issue price. In this case, the Company may use the funds for working capital or to provide the flexibility to raise additional funds to accelerate assessment of key projects if warranted, and assess and progress potential new opportunities.

Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement. The identity of the allottees under the 10% Placement will be determined on a case by case basis having regard to the factors including the following:

- the methods of raising funds that are available to the Company, including a rights issue or other issue in which existing shareholders can participate;
- the effect of the issue of the shares on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Placement have not been determined as at the date of finalisation of this Notice and may include existing substantial shareholders and/or new shareholders, but the allottees cannot include any directors, related parties or associates of a related party of the Company without a further specific shareholder approval.

Previous approval

The Company has never previously requested shareholder approval under Listing Rule 7.1A and has accordingly never issued shares under Listing Rule 7.1A.

Board Recommendation

The Directors believe that the resolution under Item 6 will provide the Company with flexibility to raise capital quickly, and is in the best interests of the Company. The Directors recommend that shareholders vote in favour of this resolution.

Voting:

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

Voting exclusion Statement

The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person. However, the Company need not disregard a vote if it is cast:

- as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the form to vote as the proxy decides. At the date of this Notice of Annual General Meeting, the Company has not approached any particular existing shareholder or an identifiable class of existing shareholders to participate in the issue of the shares. No existing shareholder's vote will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.*

Appendix A - Terms of Options issued under the Employee Share Option Plan

The shareholders approved the Canterbury Employee Share Option Plan ("ESOP" or "Plan") on 1 March 2013.

The purpose of this ESOP is to provide incentives to senior staff to achieve the Company's long term objectives and improve the long term performance of the Company. The Plan is a key part of the longer term retention and incentive strategy of the Company. The Plan recognises that the growth and profitability of the Company is heavily dependant on the retention of key senior staff.

The ESOP is administered by the Board in accordance with the ESOP rules. The Board has full discretion, subject to the terms of the ESOP, the Constitution, the Corporations Act and the Listing Rules.

The options granted under the ESOP ("Employee Options") are issued for nil consideration, unless the Board resolves otherwise. The Employee Options are non-transferable. There is no obligation on the Company to apply for quotation of the Employee Options on the ASX. Optionholders have no rights or entitlements to participate in dividends declared by the Company or rights to vote at meetings of the Company until that Employee Option is exercised. Shares allotted upon exercise of the Employee Options will rank equally with Shares previously issued by the Company and will be listed in accordance with ASX Listing Rules. The Board sets in its absolute discretion the exercise price of the Employee Options, their number and the period during which the Employee Option can be exercised. The number of Employee Options that can be issued by the Board under the ESOP at any time is limited on the basis that the total number of Shares which might be issued pursuant to the exercise of Employee Options both unexercised and unexpired, and the total number of Shares issued as a result of the exercise of Employee Options during the previous 5 years cannot exceed 10% of the total number of Shares on issue (while the Company is unlisted). In accordance with ASIC RG49, the Company will limit the grants of Employee Options under the ESOP to 5% of the total number of Shares on issue.

Beneficiaries of the ESOP are employees and deemed employees. Eligible employees are full time or part-time employees or directors of the Company. Deemed employees are casual employees who have worked for the Company or a subsidiary for more than one year and consultants who have worked for the Company or a subsidiary for more than one year and have derived more than 80% of their income from the Company or a subsidiary.

Employee Options lapse and are forfeited:

- 30 days after resignation by the employee; or
- Immediately upon dismissal for wilful misconduct, repeated disobedience, incompetence, fraud or dishonesty, or any other fair and reasonable cause.

Employee Options will be adjusted in accordance with any pro-rata issues, bonus issues or reconstruction event.

The Plan may be terminated at any time or suspended for any period by resolution of the Board and notification thereof to the ASX. Termination or suspension of the Plan does not affect the rights of the Holders of unexpired Employee Options previously granted under the Plan and these Rules will continue to apply to those options until the Employee Options lapse or are exercised.

Proxy Voting Form

[HolderNumber]

Holder Number:
[HolderNumber]

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

Your proxy voting instruction must be received by **10.30AM (Sydney time) on Wednesday, 18 November 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/loginsah>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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