



**ACN 108 456 444**

## **IMPORTANT INFORMATION IN REGARD TO SHAREHOLDER MEETING VOTING**

Notice is hereby given that a general meeting of Shareholders of New World Resources Limited (**Company**) will be held at 1/100 Railway Road, Subiaco WA 6008 on Wednesday 15 July 2020 at 2.00pm (WST) (**Meeting**). Due to the current restrictions in place in relation to COVID-19, in particular the guidance and restrictions on public gatherings and social distancing, the Company is not able to allow Shareholders to physically attend the Meeting. Accordingly all resolutions at the Meeting will be decided by poll, based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions summarised below and set out in more detail in the Notice of Meeting.

In accordance with subsection 5(f) of the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020, the Company will not be despatching physical copies of the Notice of Meeting. Instead, Shareholders can access a copy of the Notice of Meeting at the following link:

<https://newworldres.com/wp-content/uploads/NoticeOfMeeting11Jun20.pdf>

### **How Shareholders Can Participate**

1. Shareholders are urged to appoint the Chair as their proxy. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business and the Chair must follow Shareholder's instructions. Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form attached to the Notice of Meeting. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting. Your proxy voting instructions must be received by 2.00pm (WST) on Monday 13 July 2020.
2. The Company has made arrangements for Shareholders who wish to participate and vote on a poll at the Meeting. Those shareholders should contact the Company Secretary at [icunningham@newworldres.com](mailto:icunningham@newworldres.com) or by phone on +61 8 9226 1356, by 5pm (WST) on Tuesday 14 July 2020. The Company will email those Shareholders a personalised poll form. Further details and instructions on voting by poll are set out in the Notice of Meeting.
3. Shareholders may submit questions in advance of the Meeting by email to the Company Secretary at [icunningham@newworldres.com](mailto:icunningham@newworldres.com). Responses will be provided at the Meeting in respect of all valid questions received prior to 5.00pm (WST) on Tuesday 14 July 2020. Shareholders will also have the opportunity to submit questions during the Meeting.

Shareholders should contact the Company Secretary on +61 8 9226 1356 or by email at [icunningham@newworldres.com](mailto:icunningham@newworldres.com) if they have any queries in relation to the special arrangements applying to this Meeting.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at [www.newworldres.com](http://www.newworldres.com).



ACN 108 456 444

## NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

**TIME:** 2.00pm (WST)  
**DATE:** 15 July 2020  
**PLACE:** 1/100 Railway Road  
Subiaco, Western Australia 6008

This Notice of General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Due to the current restrictions in place in relation to COVID-19, the Company will not be able to allow Shareholders to physically attend the Meeting. Accordingly, all resolutions at the Meeting will be decided by poll, based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instructions set out in the Notice of Meeting.

Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary on +61 8 9226 1356.

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## IMPORTANT INFORMATION

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### **Time and place of Meeting**

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The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2.00pm (WST) on Wednesday, 15 July 2020 at:

1/100 Railway Road  
Subiaco, Western Australia 6008

Due to the current restrictions in place in relation to COVID-19, the Company will not be able to allow Shareholders to physically attend the Meeting. Accordingly, all resolutions at the Meeting will be decided by poll, based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instruction set out below.

### **Your vote is important**

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The business of the Meeting affects your shareholding and your vote is important.

### **Voting eligibility**

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The Company may specify a time, not more than 48 hours before the Meeting, at which a "snap-shot" of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Company's Directors have determined that all Shares of the Company that are on issue at 5.00pm (WST) on Monday, 13 July 2020 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time.

### **Voting by proxy**

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Shareholders are strongly urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow Shareholder's instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to this Notice of Meeting. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting. **Proxy Forms must be received prior to 2.00pm (WST) on Monday 13 July 2020.**

### **Voting in person**

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The Company has made arrangements for Shareholders who wish to participate and vote at the Meeting. Those Shareholders should contact the Company Secretary at [icunningham@newworldres.com](mailto:icunningham@newworldres.com) or by phone on +61 8 9226 1356, prior to 5.00pm (WST) on Tuesday 14 July 2020, at which time the Company will email you a personalised poll form for the purpose of voting at the Meeting. Instructions on how to participate in the Meeting via teleconference will also be provided to those Shareholders. Shareholders will need to provide evidence that they are Shareholders of the Company.

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## BUSINESS OF THE MEETING

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The business to be considered at the Meeting is set out below

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### 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 26,423,971 Shares pursuant to a placement, on the terms and conditions set out in the Explanatory Statement.”

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by any person who participated in the issue and any Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as 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 acting 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.

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### 2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1A

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 87,212,392 Shares pursuant to a placement, on the terms and conditions set out in the Explanatory Statement.”

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by any person who participated in the issue and any Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as 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 acting 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.

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**3. RESOLUTION 3 – AMENDMENTS TO CONSTITUTION**

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

*“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by making the amendments set out in the Explanatory Statement, with effect immediately from the close of the Meeting.”*

Dated: **11 June 2020**

**By order of the Board**

**IAN CUNNINGHAM  
COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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

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### 1. RESOLUTIONS 1 AND 2 - PLACEMENT

#### 1.1 Background

On 6 May 2020, the Company completed a placement of 113,636,363 Shares at an issue price of \$0.011 per Share (**Placement Shares**).

The Placement Shares were issued on the following basis:

- (a) 26,423,971 Shares issued pursuant to Listing Rule 7.1 (**Placement 7.1 Shares**); and
- (b) 87,212,392 Shares issued pursuant to Listing Rule 7.1A (**Placement 7.1A Shares**).

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement 7.1 Shares.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement 7.1A Shares.

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### 2. RESOLUTION 1– RATIFICATION OF PRIOR SHARE ISSUE UNDER LISTING RULE 7.1

#### 2.1 Background

As stated in section 1.1 of the Explanatory Statement, the purpose of Resolution 1 is for Shareholders to ratify the issue of the Placement 7.1 Shares which was undertaken by way of a placement without Shareholder approval, as announced to the ASX on 6 May 2020.

#### 2.2 Regulatory requirements

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

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

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 and so it does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

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

If Resolution 1 is not passed, the issue of the Placement 7.1 Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue of the Placement 7.1 Shares.

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

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

- (a) 26,423,971 Shares were issued pursuant to Listing Rule 7.1;
- (b) the Placement 7.1 Shares were issued on 6 May 2020;
- (c) the Placement 7.1 Shares were issued at \$0.011 per Share;
- (d) the Placement 7.1 Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Placement 7.1 Shares were issued to sophisticated, professional or other exempt investors, all of whom were not related parties of the Company;
- (f) the proceeds from the issue of the Placement Shares will be used to fund the Company's ongoing exploration program at its Antler Copper Project in Arizona, USA (Antler Project); and
- (g) a Voting Exclusion Statement has been provided for Resolution 1 in the Business of the Meeting Section of this Notice of Meeting.

### **2.3 Board Recommendation**

The Board believes that the ratification of the above issues of securities is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the Company's share capital under Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolution 1.

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## **3. RESOLUTION 2 – RATIFICATION OF PRIOR SHARE ISSUE UNDER LISTING RULE 7.1A**

### **3.1 Background**

As stated in section 1.1 of the Explanatory Statement, the purpose of Resolution 2 is for Shareholders to ratify the issue of the Placement 7.1A Shares which was undertaken by way of a placement without Shareholder approval, as announced to the ASX on 6 May 2020.

### **3.2 Regulatory requirements**

On 29 November 2019, the Company held its annual general meeting where shareholder approval was sought and obtained to, among other things, approve an additional 10% placement capacity pursuant to Listing Rule 7.1A.

The Company issued the Placement 7.1A Shares without prior Shareholder approval pursuant to its additional 10% placement capacity under Listing Rule 7.1A.

Listing Rule 7.1A provides, subject to a number of exemptions, that in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue, during the period the approval is valid, a number of equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in Listing Rule 7.1.

The issue of the Placement 7.1A Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1A for the 12 month period following the date of issue of the Placement 7.1A Shares.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1A those securities will from that date be included in variable "A" in the formula in Listing Rules 7.1 and 7.1A.2 for the purpose of calculating the annual placement capacity of the Company under both Listing Rules 7.1 and 7.1A.

and so it does not reduce the Company's capacity to issue further equity securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1A.

If Resolution 2 is passed, the issue of the Placement 7.1A Shares will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 months period following the date of issue of the Placement 7.1A Shares.

If Resolution 2 is not passed, the issue of the Placement 7.1A Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the date of issue of the Placement 7.1A Shares.

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

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

- (a) 87,212,392 Shares were issued pursuant to Listing Rule 7.1A;
- (b) the Placement 7.1A Shares were issued on 6 May 2020;
- (c) the Placement 7.1A Shares were issued at \$0.011 per Share;
- (d) the Placement 7.1A Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Shares were issued to sophisticated, professional or other exempt investors, all of whom were not related parties of the Company;
- (f) the proceeds from the issue of the Placement Shares will be used to fund the Company's ongoing exploration program at the Antler Project; and
- (g) a Voting Exclusion Statement has been provided for Resolution 2 in the Business of the Meeting Section of this Notice of Meeting.

### **3.3 Board Recommendation**

The Board believes that the ratification of the above issue of securities is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 10% annual placement capacity under Listing Rule 7.1A without the requirement to obtain prior Shareholder approval. Accordingly, the Board recommends Shareholders vote in favour of Resolution 2.

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## **4. RESOLUTION 3 – AMENDMENTS TO CONSTITUTION**

### **4.1 Background**

A company may modify or repeal its Constitution by special resolution of Shareholders.

Resolution 3 is a special resolution which seeks approval of Shareholders to modify the Company's existing Constitution. A summary of the amendments to the Constitution is set out in Annexure A.

ASX has introduced a number of changes to the escrow regime in the Listing Rules which has taken effect from 1 December 2019 to make aspects of the listing process and ongoing compliance with the Listing Rules more efficient for issuers and for ASX.

Amongst these, ASX introduced a two-tier escrow regime where ASX can and will require certain significant holders of restricted securities and their controllers to execute a formal escrow agreement in the form of Appendix 9A, as is currently the case. However, for less significant holdings, ASX will instead permit entities to rely on a provision in their constitution imposing appropriate escrow restrictions on the holder of restricted securities and to simply give a notice to the holder of restricted securities in the form of a new Appendix 9C advising them of those restrictions

The proposed amendments are aimed at addressing certain changes to the Listing Rules, which require listed entities with restricted securities on issue to include certain provision in their constitutions. Notwithstanding that the Company does not currently have any restricted securities on issue, the Company seeks to update the Constitution to incorporate this change to the Listing Rules.

A copy of the amended Constitution is available for review by Shareholders at the office of the Company. A copy of the amended Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 9226 1356). Shareholders are invited to contact the Company if they have any queries or concerns.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

#### **4.2 Board Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

If this Resolution is approved, the amended Constitution will be adopted with effect from the close of the Meeting.

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#### **5. ENQUIRIES**

Shareholders may contact the Company Secretary on (+61) 8 9226 1356 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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

**ASIC** means the Australian Securities and Investments Commission.

**Associate** has the meaning given to that term in the Listing Rules.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means board of Directors.

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

**Company** means New World Resources Limited (ACN 108 456 444).

**Constitution** means the constitution of the Company.

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

**Director** means director of the Company.

**Explanatory Statement** means the explanatory statement that accompanies this Notice of Meeting.

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

**Notice of Meeting** or **Notice** means this notice of General Meeting.

**Proxy Form** means the proxy form enclosed with this Notice of Meeting.

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

**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.

**ANNEXURE A – AMENDMENTS TO CONSTITUTION**

Clause	Current provision	Amendment
1.4	<p>In this Constitution, unless the contrary intention appears the expressions “Business Day”, “Uncertificated Securities”, “dispose”, “Escrow Period” and “Restricted Securities” have the same meaning as in the Listing Rules.</p>	<p>In this Constitution, unless the contrary intention appears the expressions “Business Day”, “Dispose”, “Escrow Period”, “Holding Lock”, “Restricted Securities”, “Restriction Deed” and “Uncertificated Securities” have the same meaning as in the Listing Rules. “Disposal” has the corresponding meaning to “Dispose”.</p>
24.1	<p>Restricted Securities cannot be disposed of during the Escrow Period except as permitted by the Listing Rules or ASX.</p> <p>The Company must not acknowledge a disposal (including by registering a transfer) of Restricted Securities during the Escrow Period except as permitted by the Listing Rules or ASX.</p>	<p>The Company shall comply in all respects with the requirements of the Listing Rules with respect to Restricted Securities. Without limiting the generality of the above:</p> <ul style="list-style-type: none"> <li>(i) a holder of Restricted Securities must not Dispose of, or agree or offer to Dispose of, the Restricted Securities during the Escrow Period applicable to those securities except as permitted by the Listing Rules or ASX;</li> <li>(ii) if the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company’s issuer sponsored subregister and are to have a Holding Lock applied for the duration of the Escrow Period applicable to those securities;</li> <li>(iii) the Company will refuse to acknowledge any Disposal (including, without limitation, to registering any transfer), assignment or transfer of Restricted Securities during the Escrow Period applicable to those securities except as permitted by the Listing Rules or the ASX;</li> <li>(iv) a holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the Escrow Period applicable to those securities except as permitted by the Listing Rules or ASX; and</li> <li>(v) if a holder of Restricted Securities breaches a Restriction Deed or a provision of this Constitution restricting a Disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.</li> </ul>

Holder Number:

## Vote by Proxy: NWC

Your proxy voting instruction must be received by **2.00pm (WST) on Monday, 13 July 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 VOTE ONLINE

#### Vote online at <https://investor.automic.com.au/#/loginsah>

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

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.

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman 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

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

You must sign this form as follows in the spaces provided

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

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

#### ATTENDING THE MEETING

Due to the current restrictions in place in relation to COVID-19, the Company will not be able to allow shareholders to physically attend the Meeting. Accordingly all resolutions at the Meeting will be decided by poll, based on votes submitted by proxy and at the Meeting by shareholders who have indicated that they intend to vote at the Meeting in accordance with the instruction set out in the Notice of Meeting.

#### VOTING IN PERSON

The Company has made arrangements for Shareholders who wish to participate and vote at the Meeting. Those Shareholders should contact the Company Secretary at [icunningham@newworldres.com](mailto:icunningham@newworldres.com) or by phone on +61 8 9226 1356, prior to 5.00pm (WST) on Tuesday 14 July 2020, at which point the Company will email you a personalised poll form for the purpose of voting at the Meeting. Instructions on how to participate in the Meeting via teleconference will also be provided to those Shareholders. Shareholders will need to provide evidence that they are Shareholders of the Company.



