
CODA MINERALS LIMITED

ACN 625 763 957

NOTICE OF ANNUAL GENERAL MEETING

TIME: 12.45 pm (WST)

DATE: Friday 29 November 2019

PLACE: The Park Business Centre
45 Ventnor Avenue
West Perth WA 6005
Australia

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6323 2397.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 12.45 am (WST) on 29 November 2019 at:

45 Ventnor Avenue
West Perth WA 6005
Australia

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 12.45 pm (WST) on 27 November 2019.

Voting in person

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

Voting by proxy

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

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the directors, the director's report and the auditor's report.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – MR KEITH JONES

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

“That, for the purpose of clause 47(b) of the Constitution and for all other purposes, Mr Keith Jones, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR PAUL HALLAM

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

“That, for the purpose of clause 47(d) of the Constitution and for all other purposes, Mr Paul Hallam, a Director who was appointed by resolution of the Board on 21 August 2019, retires, and being eligible is elected as a Director of the Company.”

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR COLIN MOORHEAD

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

“That, for the purpose of clause 47(d) of the Constitution and for all other purposes, Mr Colin Moorhead, a Director who was appointed by resolution of the Board on 21 August 2019, retires, and being eligible is elected as a Director of the Company.”

Dated: 1 November 2019

By order of the Board



**ALEX NEULING
JOINT COMPANY SECRETARY**

EXPLANATORY STATEMENT

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the directors, the directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.codaminerals.com.

2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR – KEITH JONES

Clause 47 of the Constitution requires that at the Company's annual general meeting (AGM) in every year, one-third of the Directors for the time being shall retire from office.

Mr Jones, the Director longest in office since last elected, retires by rotation and seeks re-election.

<p>Mr Keith F Jones BBus, FCA, FAICD, FFin <i>Non-executive Chairman, Chair of Nomination & Remuneration Committees, member of Audit & Risk Committees</i></p> <p>Appointed: 26 April 2018</p>	<p>Mr Jones is an experienced public company Chairman with a background of over 40 years professional experience providing advisory and consulting services to the mining and resources sector.</p> <p>Mr Jones served for 10 years on the Board of Deloitte Australia and was elected Chairman of Deloitte Australia for four years. He is the former Chairman of Gindalbie Metals Limited and currently serves as the Chairman of Cannings Purple and Non-Executive Director of ASX listed Ora Banda Mining Limited.</p> <p>Mr Jones has significant executive leadership experience serving for 15 years as the Managing Partner of Deloitte in Western Australia and as Leader of the National Chinese Services Group and National Energy and Resources Group.</p> <p>As a Partner of Deloitte, Mr Jones provided Audit, Corporate Finance and Advisory Services to a wide range of corporate clients with a focus on the resources sector. He has also advised on numerous transactions, capital raisings, valuations and takeovers as advisor or expert.</p>
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2.1 Current shareholding

Mr Jones holds an indirect interest in 2,370,267 Shares (7.08%).

2.2 Board recommendation

The Board supports the re-election of Mr Jones and recommends that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 – ELECTION OF DIRECTOR – PAUL HALLAM

Resolution 2 relates to the election of Paul Hallam as a Director of the Company.

Clause 47(d) of the Constitution provides that where a director is appointed by the Board and has not retired at the next general meeting following their appointment, that director must retire at the next AGM and is eligible for re-election at that AGM.

Paul Hallam, having been appointed by other Directors on 21 August 2019, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders.

<p>Mr Paul Hallam</p> <p>BE(Hons)Mining, FAICD, FAU SIMM</p> <p><i>Non-Executive Director, Chair of the Audit & Risk Committee, member of Nomination & Remuneration Committee</i></p> <p>Appointed: 21 August 2019</p>	<p>Mr Hallam has more than 40 years Australian and international resource industry experience. His operating and corporate experience is across a range of commodities (iron ore, bauxite, alumina, aluminium, gold, silver, copper, zinc and lead) and includes both surface and underground mining. Mr Hallam retired in 2011 to pursue a career as a professional non-executive director. He has held Australian and international non-executive director roles since 1997.</p> <p>His former executive roles include Director – Operations with Fortescue Metals Group, Executive General Manager – Developments & Projects with Newcrest Mining Limited, Director – Victorian Operations with Alcoa and Executive General Manager – Base and Precious Metals with North Ltd.</p> <p>Mr Hallam is a qualified mining engineer and holds a BE (Hons) from Melbourne University and a Certificate of Mineral Economics from Curtin University. He is a Fellow of the Australian Institute of Company Directors and the Australasian Institute of Mining & Metallurgy.</p>
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3.1 Board recommendation

The Board supports the re-election of Mr Hallam and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – ELECTION OF DIRECTOR – COLIN MOORHEAD

Resolution 3 relates to the election of Colin Moorhead as a Director of the Company.

Clause 47(d) of the Constitution which provides that where a director is appointed by the Board and has not retired at the next general meeting following their appointment, that director must retire at the next AGM and is eligible for re-election at that AGM.

Colin Moorhead, having been appointed by other Directors on 21 August 2019, will retire in accordance with the Constitution and being eligible, seeks election from Shareholders.

<p>Mr Colin Moorhead</p> <p>BSc (Hons), FAusIMM(CP), FSEG, GAICD</p>	<p>Mr Moorhead is an experienced mining professional. He is well recognised in the mining industry, including building safe, successful and highly regarded technical teams; ability to develop and deliver strategy, culture and governance; a thorough understanding of the technical, legal and commercial aspects of the mining business with an exposure</p>
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<p>Non-Executive Director, <i>member of the Audit & Risk and Nomination & Remuneration Committees</i></p> <p>Appointed: 21 August 2019</p>	<p>to many different cultures and operating environments. Also recognised as a leader in the areas of health, safety, environment and community.</p> <p>Prior to joining Coda Minerals, he served as EGM Minerals, Newcrest Mining Ltd, Australia (2008- 2015), GM Resources & Reserves of the same company (2006-2008), Geology Manager, PT Nusa Halmahera Minerals, Gosowong Gold Mine, Indonesia (2003-2006), Technical Services Manager, Cadia Holdings Ltd, NSW, Australia (1997-2003), and various other positions in the mining industry in a career spanning 29 years since 1987. Mr. Moorhead has been elected as President of the Australasian Institute of Mining and Metallurgy (AusIMM) for 2017-2018.</p>
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4.1 Board recommendation

The Board supports the re-election of Mr Moorhead and recommends that Shareholders vote in favour of Resolution 3.

GLOSSARY

\$ means Australian dollars.

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

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company means Coda Minerals Ltd (ACN 625 763 957).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Proxy Form means the proxy form accompanying the Notice.

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

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.

