
MOHO RESOURCES LIMITED

ACN 156 217 971

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Moho Resources Limited (ACN 156 217 971) (**Company**), hereby gives notice to shareholders of the Company that, in relation to the Notice of Annual General Meeting dated 22 October 2019 (**Notice of Meeting**) in respect of an annual general meeting of members to be held at 11.00am (WST) on 28 November 2019 Level 1, 46 Salvado Road, Wembley WA 6014 (**Meeting**), the Directors have determined to amend and supplement the information contained in the Notice of Meeting provided to Shareholders by this addendum to the Notice of Meeting (**Addendum**) for the purposes set out below.

Definitions in the Notice of Meeting have the same meaning in this Addendum.

This Addendum to the Notice of Meeting is supplemental to the original Notice of Meeting and should be read in conjunction with the original Notice of Meeting. Save for the changes set out below, all other Resolutions proposed in the original Notice of Meeting remain unchanged.

(a) **Replacement Resolution – Resolution 3**

By this Addendum Resolution 3 is replaced with new Resolution 3 as detailed below.

(b) **Additional Resolution – Resolution 5**

By this Addendum an additional Resolution 5 is added to the Notice of Meeting as detailed below.

(c) **Explanatory Statement - Supplementary Information**

By this Addendum:

- (i) Resolution 3 is deleted and replaced;
- (ii) Section 4.2(b)(i) is deleted and replaced;
- (iii) Section 4.2(d) is deleted and replaced;
- (iv) the dilution table at Section 4.4(b) is deleted and replaced; and
- (v) Resolution 5 is added.

Proxy Form

The Company advises that there has been a change to the Proxy Form previously despatched to Shareholders and the replacement Proxy Form is annexed to this Addendum.

To ensure clarity of voting instructions by Shareholders on the Resolutions to be considered at the Meeting, Shareholders are advised that:

- (a) If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you wish to change your original vote, or**
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vote on Resolutions 3 and 5, you must complete and return the Proxy Form annexed to this Addendum.

- (b) If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you do not wish to change your original vote, or vote on Resolutions 3 and 5, you do not need to take any action** as the earlier submitted Proxy Form will be accepted by the Company for Resolutions 1,2 and 4 unless you submit a new Proxy Form. However, completed Proxy Forms annexed to the Notice of Meeting will not be accepted by the Company in relation to Resolutions 3 and 5 to be voted on by Shareholders at the Meeting.
- (c) If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of Meeting as supplemented by the Addendum, please complete and return the Proxy Form annexed to this Addendum.

To vote on the Resolutions 3 and 5 by proxy **PLEASE COMPLETE AND RETURN THE REPLACEMENT PROXY FORM** annexed to this Addendum.

Proxy Forms annexed to the original Notice of Meeting, whether duly completed or not, **WILL NOT** be accepted by the Company or counted in relation to Resolutions 3 and 5.

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

Enquiries

Shareholders are requested to contact the Company Secretary on (08) 9481 0389 if they have any queries in respect of the matters set out in these documents.

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NOTICE OF MEETING – REPLACEMENT AND ADDITIONAL RESOLUTIONS

Resolution 3 is deleted and replaced, and a new Resolution 5 is added to the Agenda:

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – PLACEMENT

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,372,688 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES FOR LEAD MANAGER SERVICES

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 208,333 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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SUPPLEMENTARY EXPLANATORY STATEMENT

AMENDMENTS TO RESOLUTIONS

The Explanatory Memorandum is supplemented and amended as follows:

SECTION 3 OF THE EXPLANATORY MEMORANDUM IS DELETED AND REPLACED AS FOLLOWS:

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – PLACEMENT

3.1 General

On 7 November 2019, the Company issued 6,372,688 Shares at an issue price of \$0.06 per Share to raise \$382,361 (**Placement**).

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

ASX 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.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

3.2 Technical information required by ASX Listing Rule 7.4

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

- (a) 6,372,688 Shares were issued;
- (b) the issue price was \$0.06 per Share;
- (c) the 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;
- (d) the Shares were issued to sophisticated and institutional investors, clients of RM Capital. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue are to be applied to ongoing exploration activities of the Company, primarily for the exploration of massive nickel sulphide mineralisation at the Company's Silver Swan North project in Western Australia, and the Empress Springs gold project in Queensland where drilling over 2019 has returned highly anomalous gold intersections. Exploration near Edna May is also ongoing at the Burracoppin project where a 1.4km Au in soil anomaly has been identified.

1. SECTION 4 OF THE EXPLANATORY MEMORANDUM IS AMENDED AS FOLLOWS:

(a) Section 4.2(b)(i) is deleted and replaced as follows:

(i) 43,442,351 ordinary shares quoted on ASX;

(b) Section 4.2 (d) is deleted and replaced as follows:

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 48,857,280 ordinary shares and therefore has a capacity to issue:

(i) 7,328,592 Equity Securities under Listing Rule 7.1; and

(ii) subject to Shareholder approval being obtained under Resolution 4, 4,885,728 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 4.2(c)).

(c) The dilution table at Section 4.4(b) is replaced with the following:

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.038 (50% decrease in current issue price)	\$0.076 (Current issue price)	\$0.15 (100% increase in current issue price)
48,857,280 (Current)	10% voting dilution	4,885,728 Shares	4,885,728 Shares	4,885,728 Shares
	Funds Raised	\$185,657	\$371,315	\$742,630
73,285,920 (50% increase)*	10% voting dilution	7,328,592 Shares	7,328,592 Shares	7,328,592 Shares
	Funds Raised	\$278,486	\$556,972	\$1,113,945
97,714,560 (100% increase)*	10% voting dilution	9,771,456 Shares	9,771,456 Shares	9,771,456 Shares
	Funds Raised	\$371,315	\$742,630	\$1,485,261

(d) The last note to the dilution table at Section 4.4(b) is replaced with the following:

- The issue price is \$0.076, being the closing price of the shares on ASX on 23 October 2019.
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SECTION 5 IS ADDED TO THE EXPLANATORY STATEMENT AS FOLLOWS:

5. RESOLUTION 5 – APPROVAL TO ISSUE SHARES FOR LEAD MANAGER SERVICES

5.1 General

Resolution 5 seeks Shareholder approval for the issue of 208,333 Shares in consideration for lead manager services provided by RM Capital in respect to the Placement.

ASX 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.

A summary of ASX Listing Rule 7.1 is set out in Section 3.1 above.

The effect of Resolution 5 will be to allow the Company to issue the Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

5.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Shares to be issued is 208,333;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares will be issued for nil cash consideration, at a deemed issue price of \$0.06 per Share, in satisfaction of lead manager services provided by RM Capital in respect to the Placement;
- (d) the Shares will be issued to RM Capital, who is not a related party of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue as the Shares are being issued in consideration for lead manager services.

APPOINTMENT OF PROXY FORM

**MOHO RESOURCES LIMITED
ACN 156 217 971**

ANNUAL GENERAL MEETING

I /We

of:

being a Shareholder of Moho Resources Limited entitled to attend and vote at the Annual General Meeting, hereby appoint:

Name:

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit at the Annual General Meeting to be held at Level 1, 46 Salvado Road, Wembley WA 6014 at 11am WST on Thursday, 28 November 2019 and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Mr Ralph Winter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Issue - Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to Issue Shares for Lead Manager Services	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

**Contact telephone
(daytime):**

E-mail address:

**Consent for contact by e-mail
in relation to this Proxy Form:**

YES NO

MOHO RESOURCES LIMITED
ACN 156 217 971
Instructions for Completing "Appointment of Proxy" Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
- (a) send the Proxy Form by post to Moho Resources Limited, GPO Box 2517, PERTH WA 6831;
 - (b) send the Proxy Form by e-mail to davidm@miningcorporate.com.au; or
 - (c) send the Proxy Form by facsimile to the Company on facsimile number (08) 9463 6103,

so that it is received not less than 48 hours prior to commencement of the Meeting being 11.00am WST on Tuesday 26 November 2019.

Proxy forms received later than this time will be invalid.