



29 July 2020

Dear Shareholders,

IMPACT OF COVID-19 RESTRICTIONS ON THE COMPANY'S GENERAL MEETING

The Company's shareholder meeting is scheduled to be held in Perth on Friday, 28 August 2020 at the offices of Bentleys, at Level 3, 216 St Georges Tce, Perth, Western Australia at 2.00pm (WST) (**Meeting**).

Based on the best information available to the Board at the time of this Notice, the Board considers it will be in a position to hold an 'in-person' meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting, while complying with the COVID-19 restrictions regarding gatherings. The Company, however, strongly encourages Shareholders to participate in the Meeting via webinar (details can be requested below) and submit proxies prior to the Meeting.

To re-iterate, the Directors **strongly encourage all shareholders to lodge a directed proxy form prior to the meeting and participate in the Meeting via webinar.**

Shareholders will be able to participate in the Meeting by:

1. voting their Shares prior to the Meeting by lodging the proxy form attached to the Notice by no later than 2.00pm (WST) on Wednesday 26 August 2020 (recommended);
2. by preregistering with the Company at least 48 hours prior to the Meeting to attend via the online webinar and to vote by poll during the meeting rather than by proxy; and/or
3. attending 'in-person'.

Shareholders are encouraged to participate via option 1 above to vote their Shares and submit questions in advance of the Meeting. This will assist, for example, in enabling management to prepare appropriate responses to your questions. If you decide to participate in the Meeting using option 2, you are advised to contact the Company Secretary via email at info@rumblersources.com.au to obtain the necessary webinar log in details.

All Meeting resolutions will be voted upon by poll. Shareholders who have pre-registered to attend the Meeting via the webinar and have elected to vote by poll during the meeting rather than by proxy will immediately prior to the Meeting, be sent a poll form to complete and email back to the Company Secretary during the meeting, while the poll is being conducted. The poll form must be completed and returned to the Company after the poll has been called and **prior to the close of polling**. During the Meeting, the Chair will notify you when and how you are able to complete and return the poll form. Shareholders will be able to electronically attend the meeting and vote subject to completing the pre meeting registration procedures at least 48 hours prior to the meeting. To register please contact the Company Secretary via email at info@rumblersources.com.au.

Shareholders are encouraged to participate in the Meeting via the live webinar and submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the questions to info@rumblersources.com.au by no later than 5.00pm (WST) on Friday 21 August 2020.

Shareholders unable to attend the meeting or who do not wish to vote during the meeting are encouraged to appoint the Chair as proxy ahead of the Meeting. Shareholders can complete the proxy form attached to the Notice to provide specific instructions on how their vote is to be exercised on each item of business and the Chair must follow your instructions. Instructions on how to complete the proxy form are set out in the Notice.

The Meeting Chairperson will provide instructions as to how questions may be asked by Shareholders over the teleconference facility.

The Meeting will be accessible to all Shareholders via the webinar. To access the Meeting by videoconference, or to submit their questions prior to the Meeting Shareholders are advised to contact the Company Secretary via email at **info@rumblersources.com.au**.

The situation regarding COVID-19 is constantly evolving and the Company is following health advice of the Australian Government. Shareholders are encouraged to monitor the Company's ASX announcements and website for any further updates in relation to the Meeting.

This announcement is authorised for market release by Rumble Resources Limited's Company Secretary.

Sincerely,

A handwritten signature in black ink, appearing to read 'Steven Wood', written in a cursive style.

Steven Wood
Company Secretary



**Rumble Resources Limited
ACN 148 214 260**

Notice of General Meeting

The General Meeting of the Company will be held at the offices of Bentleys, at Level 3, 216 St Georges Tce, Perth, Western Australia on Friday 28 August 2020 at 2.00pm (WST).

THE COMPANY IS TAKING PRECAUTIONS TO FACILITATE AN IN PERSON MEETING IN ACCORDANCE WITH COVID-19 RESTRICTIONS. IF THE SITUATION IN RELATION TO COVID-19 CHANGES IN A WAY AFFECTING THE ABILITY TO FACILITATE AN IN PERSON MEETING, THE COMPANY WILL PROVIDE AN UPDATE AHEAD OF THE MEETING BY WAY OF AN ASX ANNOUNCEMENT.

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 6555 3980.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

Rumble Resources Limited
ACN 148 214 260
(Company)

Notice of General Meeting

Notice is hereby given that the general meeting of Shareholders of Rumble Resources Limited will be held at the offices of Bentleys, at Level 3, 216 St Georges Tce, Perth, Western Australia on Friday, 28 August 2020 at 2.00pm (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

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 as Shareholders on Wednesday 26 August 2020 at 5.00pm (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Resolutions

Resolution 1 – Ratification of prior issue of Placement Shares

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the following issues of Placement Shares:

- (a) 19,130,734 Placement Shares under Listing Rule 7.1; and
- (b) 44,638,566 Placement Shares under Listing Rule 7.1A,

on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of any person who participated in the issue of the Placement Shares, or any of their respective associates.

However, this does not apply to a vote cast in favour of a 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;

- (b) the Chair 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.

Resolution 2 – Ratification of prior issue of Lead Manager Options

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

'That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,103,115 Options to Gleneagle Securities (Aust) Pty Limited (or its nominees) on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Gleneagle Securities (Aust) Pty Limited (and its nominees) or is a counterparty to the agreement being approved, or any of their respective associates.

However, this does not apply to a vote cast in favour of a 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;
- (b) the Chair 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.

Resolution 3 – Approval to issue Director Placement Shares

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

'That, pursuant to and in accordance Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of Director Placement Shares to Directors (or their nominees) as follows:

(a) *up to 500,000 Shares to Matthew Banks; and*

(b) *up to 730,700 Shares to Michael Smith,*

on the terms and conditions in the Explanatory Memorandum.'

Voting Exclusion

The Company will disregard any votes cast in favour of:

- (a) Resolution 3(a) by or on behalf of Matthew Banks (and his nominees), and any other person who will obtain a material benefit as a result of the issue of the Director Placement Shares (except a benefit solely by reason of being a holder or ordinary securities in the entity), or any of their respective associates; and
- (b) Resolution 3(b) by or on behalf of Michael Smith (and his nominees), and any other person who will obtain a material benefit as a result of the issue of the Director Placement Shares (except a benefit solely by reason of being a holder or ordinary securities in the entity), or any of their respective associates.

However, this does not apply to a vote cast in favour of a 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;
- (b) the Chair 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.

BY ORDER OF THE BOARD



Steven Wood
Company Secretary
Rumble Resources Limited
Dated: 29 July 2020

Rumble Resources Limited
ACN 148 214 260
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of Bentleys, at Level 3, 216 St Georges Tce, Perth, Western Australia on Friday 28 August 2020 at 2.00pm (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1– Ratification of prior issue of Placement Shares
Section 4	Resolution 2 – Ratification of prior issue of Lead Manager Options
Section 5	Resolution 3 – Approval to issue Director Placement Shares
Schedule 1	Definitions
Schedule 2	Terms and conditions of Lead Manager Options

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Impact of COVID-19 on the Meeting

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19.

Based on the best information available to the Board at the time of the Notice, the Board considers it will be in a position to hold an 'in-person' meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting, while complying with the COVID-19 restrictions regarding gatherings. The Company, however, strongly encourages Shareholders to submit proxies prior to the Meeting.

If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide an update ahead of the Meeting by releasing an ASX announcement.

2.2 Voting in person

Given the current COVID-19 circumstances and in the interests of public health and safety of our Shareholders, the Company will implement arrangements to allow Shareholders to physically attend the Meeting in accordance with COVID-19 protocols and government advice.

The Company will strictly comply with applicable limitations on indoor gatherings in force at the time of the Meeting. If you attend the Meeting in person, you will be required to adhere to COVID-19 protocols in place at the time of the Meeting.

2.3 Proxies

Shareholders are encouraged to vote by voting online or by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form to the Notice of Meeting.

Proxy Forms can be lodged:

Online:	At investor.automic.com.au/#/loginsah
By email:	meetings@automicgroup.com.au
By mail:	Share Registry – Automic Group Pty Ltd, GPO Box 5193, Sydney NSW 2001
By fax:	02 8583 3040 (within Australia) +61 2 8583 3040 (outside Australia)
By mobile:	investor.automic.com.au/#/loginsah or scan the QR Code available on the proxy form.

2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

3. **Resolution 1– Ratification of prior issue of Placement Shares**

3.1 **General**

On 22 June 2020, the Company announced that it had received binding commitments for a placement to raise approximately \$6.045 million before costs (**Placement**) by the issue of 65,000,000 Shares at \$0.093 each as follows:

- (a) 63,769,300 Shares to be issued to sophisticated and professional investors who are not related parties of the Company (**Placement Shares**); and
- (b) 1,230,700 Shares to be issued to certain Directors, subject to the receipt of prior Shareholder approval (the subject of Resolution 3) (**Director Placement Shares**).

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

Each of the Resolutions which form part of Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of each of the Resolutions which form part of Resolution 1.

3.2 **Listing Rules 7.1, 7.1A and 7.4**

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.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 29 November 2019.

The issue of Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's placement capacity under each of Listing Rules 7.1 and 7.1A. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under those Listing Rules for the 12 month period following the issue of the Placement Shares.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies previous issues of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issues did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rules 7.1 and 7.1A, as applicable.

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 Rules 7.1 and 7.1A.

The effect of the resolutions which form part of Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 and the additional 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

If each of the Resolutions which form part of Resolution 1 is passed, the issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

In the event that Resolution 1(a) is not passed, the Placement Shares will continue to be included in the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval to the extent of 19,130,734 Equity Securities for the 12 month period following the issue of those Placement Shares.

In the event that Resolution 1(b) is not passed, the Placement Shares will continue to be included in the Company's 10% limit under Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue or agreed to issue without obtaining prior Shareholder approval, to the extent of 44,638,566 Equity Securities, until the current Listing Rule 7.1A mandate expires on the earlier of:

- (a) 30 November 2020;
- (b) the Company's next annual general meeting; or
- (c) the date Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

3.3 **Specific 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 the ratification of the issue of the Placement Shares:

- (a) the Placement Shares were issued to Placement Participants, none of whom is a related party of the Company or a Material Investor. Gleneagle Securities (Aust) Pty Limited acted as Lead Manager to the Placement. The Placement Participants were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the capital raising from non-related parties of the Company, including but not limited to existing contacts of the Company and clients of the Lead Manager;
- (b) a total of 63,769,300 Placement Shares were issued on 29 June 2020 and 8 July 2020 as follows:
 - (i) 19,130,734 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
 - (ii) 44,638,566 Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;
- (c) the Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Placement Shares were issued at \$0.093 per Share;

- (e) the proceeds from the issue of the Placement Shares are intended to be used towards the upcoming drill program at the Western Queen Gold Project, exploration at the Company's other projects and general working capital;
- (f) the Placement Shares were not issued under an agreement; and
- (g) a voting exclusion statement is included in the Notice.

4. **Resolution 2– Ratification of prior issue of Lead Manager Options**

4.1 **General**

On 29 June 2020 and 8 July 2020, the Company issued Gleneagle Securities (Aust) Pty Limited (**Lead Manager**) (or its nominees) 4,103,115 unquoted Options exercisable at \$0.15 each on or before 31 December 2022, as partial consideration for the lead manager and broker services provided by the Lead Manager to the Company in connection with the Placement (**Lead Manager Options**).

The Lead Manager Options were issued in accordance with a mandate between the Company and the Lead Manager (**Lead Manager Mandate**), a summary of the material terms of which is at Section 4.4 below.

The Lead Manager Options were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Lead Manager Options.

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

4.2 **Listing Rules 7.1 and 7.4**

Summaries of Listing Rules 7.1 and 7.4 are in Section 3.2 above.

The issue of the Lead Manager Options does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under that Listing Rule for the 12 month period following the issue of the Lead Manager Options.

The effect of Shareholders passing Resolution 2 will be to restore the Company's ability to issue further Equity Securities, to the extent of 4,103,115 Equity Securities, during the next 12 months without the requirement to obtain prior Shareholder approval.

In the event that Resolution 2 is not passed, the Company's ongoing capacity to issue or agreed to issue Equity Securities under Listing Rule 7.1 without obtaining prior Shareholder approval will continue to be reduced to the extent of 4,103,115 Equity Securities for the 12 month period following the issue of those Lead Manager Options.

4.3 **Specific 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 the ratification of the issue of the Lead Manager Options:

- (a) a total of 4,103,115 Lead Manager Options were issued on 29 June 2020 and 8 July 2020 to the Lead Manager (or its nominees), none of whom is a related party of the Company or a Material Investor;
- (b) the Lead Manager Options are exercisable at \$0.15 each on or before 31 December 2022 and were otherwise issued on the terms and conditions in Schedule 2;
- (c) the Lead Manager Options were issued for nil cash consideration, as part consideration for lead manager/broker services provided by the Lead Manager to the Company in relation to the Placement;
- (d) no funds were raised from the issue of the Lead Manager Options as the Lead Manager Options were issued as part consideration for lead manager/broker services provided to the Company;
- (e) the Lead Manager Options were issued in accordance with the Lead Manager Mandate, a summary of the material terms of which is at Section 4.4 below; and
- (f) a voting exclusion statement is included in the Notice.

4.4 **Summary of material terms of the Lead Manager Mandate**

The Company and the Lead Manager entered into an agreement for the provision of lead manager and broker services in relation to the Placement. The Lead Manager agreed to assist the Company with the structure of the Placement, the due diligence process as well as assist with general marketing of the Placement.

In consideration for the Lead Manager's services, the Company agreed to pay the Lead Manager:

- (a) a management fee of 2% of the total dollar amount raised in the Placement;
- (b) a placement fee of 4% of the total dollar amount raised in the Placement (may be paid by the Lead Manager to other brokers pro rata to their participation); and
- (c) Options to be issued as follows:
 - (i) 1,000,000 Options issued to the Lead Manager as an additional managers fee; and
 - (ii) 0.5 Options for every \$1 raised payable to the Lead Manager and/or other participating brokers pro rata to their participation,

exercisable at \$0.15 each on or before 31 December 2022 (that is, the Lead Manager Options).

The Lead Manager Mandate contains additional provisions including termination rights, reimbursement obligations, and warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

5. **Resolution 3– Approval to issue Director Placement Shares**

5.1 **General**

Pursuant to Resolution 3, the Company is seeking Shareholder approval for the issue of up to 1,230,700 Director Placement Shares at an issue price of \$0.093 each to raise up to \$114,455 (before costs) as follows:

- (a) 500,000 Shares to Matthew Banks; and
- (b) 730,700 Shares to Michael Smith,

or their respective nominees (together, the **Related Party Participants**).

Each of the Resolutions which forms part of Resolution 3 is an ordinary resolution.

The Board (other than Messrs Banks and Smith who have a personal interest in the outcome of the Resolutions) recommends that Shareholders vote in favour of each of the Resolutions which forms part of Resolution 3.

5.2 **Listing Rule 10.11**

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in Listing Rule 10.12 applies.

The Related Party Participants are related parties of the Company by virtue of being Directors. As the issue of the Director Placement Shares involves the issue of Shares to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares will not be included in the use of the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

If each of the Resolutions which form part of Resolution 3 is passed, the Company will be able to proceed with the issue of the Director Placement Shares to the Related Party Participants in the proportions set out above in Section 5.1.

If each of the Resolutions which form part of Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Director Placement Shares.

5.3 **Specific information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

- (a) the Director Placement Shares will be issued to Directors Matthew Banks and Michael Smith (or their respective nominees);
- (b) pursuant to Listing Rule 10.11.1, Mr Banks and Mr Smith are related parties by virtue of being Directors;

- (c) the maximum number of Director Placement Shares to be issued is 1,230,700 in the following proportions:
 - (i) 500,000 Placement Shares to Matthew Banks (or his nominee); and
 - (ii) 730,700 Placement Shares to Michael Smith (or his nominee);
- (d) the Director Placement 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;
- (e) the Director Placement Shares will be issued no later than one month after the date of the Meeting;
- (f) the issue price will be \$0.093 per Director Placement Share, being the same as all other Shares issued under the Placement;
- (g) the funds raised will be used for the same purposes as all other funds raised under the Placement as set out in Section 3.3(e);
- (h) there are no other material terms to the agreement by the Directors to subscribe for Director Placement Shares; and
- (i) a voting exclusion statement is included in the Notice.

5.4 **Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Director Placement Shares constitutes giving a financial benefit to related parties of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Shares because the Shares will be issued on the same terms as Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$	means Australian Dollars.
ASX	means ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Rumble Resources Limited ACN 148 214 260.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Director Placement Shares	means the 1,230,700 Shares which are the subject of Resolution 3(a) and (b).
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Lead Manager	means Gleneagle Securities (Aust) Pty Limited ACN 136 930 526.
Lead Manager Mandate	means the agreement between the Company and the Lead Manager for the provision of broker and lead manager services to the Placement.
Lead Manager Options	means 4,103,115 Options issued to the Lead Manager on the terms and conditions in Schedule 2 which are the subject of Resolution 2.
Listing Rules	means the listing rules of ASX.
Material Investor	means, in relation to the Company: (a) a related party; (b) Key Management Personnel; (c) a substantial Shareholder;

(d) an adviser; or

(e) an associate,

of the above who will receive securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.

Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of general meeting.
Option	means an option to acquire a Share.
Placement	has the meaning given in Section 3.1.
Placement Shares	means the 63,769,300 Shares under the Placement, which are the subject of Resolution 1(a) and (b).
Proxy Form	means the proxy form attached to the Notice.
Related Party Participants	means Messrs Banks and Smith.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Securities	means any Equity Securities of the Company.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
WST	means Western Standard Time being the time in Perth, Western Australia.

Schedule 2 Terms and conditions of Lead Manager Options

The terms of the Lead Manager Options are as follows:

1. Entitlement

Each Lead Manager Option (**Option**) entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price

The amount payable upon exercise of each Option will be \$0.15 (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5.00pm (WST) on 31 December 2022 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

7. Quotation

The Options are unquoted. No application for quotation of the Options will be made by the Company.

8. Quotation of Shares issued on exercise

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

9. Timing of issue of Shares on exercise

Within 5 Business Days after the Exercise Date, the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if admitted to the official list of ASX at the time, subject to any restriction or escrow arrangements imposed by ASX, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under 9(a) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

10. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

11. Reconstruction of capital

In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the expiry date of the Options, all rights of the Option holder will be varied in accordance with the Listing Rules.

12. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. However, the Company will give the holders of Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

13. Change in exercise price

There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).

14. Adjustment for bonus issues

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder of the Options had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Option exercise price.

15. Transferability

The Options are transferable with prior written consent of the Board.



Rumble Resources Limited | ACN 148 214 260

GM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Vote by Proxy: RTR

Your proxy voting instruction must be received by **2.00pm (WST) on Wednesday, 26 August 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.

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>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting 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.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



