



ACN 129 327 073

1 November 2019

Dear Shareholder,

### **NOTICE OF ANNUAL GENERAL MEETING**

Please find enclosed the Notice of Annual General Meeting and Explanatory Memorandum, for the shareholder meeting to be held at Level 2, Suite 9, 389 Oxford Street, Mount Hawthorn, Western Australia on Friday, 29 November 2019 at 3.00pm WST.

There will be three items of business attended to at the Annual General Meeting;

- To receive and consider the financial report of the Company for the year ended 30 June 2019, together with the reports by the directors and auditors thereon;
- To consider, and if thought fit, pass one resolution for the re-election of Director Mr Paul Jurman, who retires by rotation (under Clause 12.11 of the Company Constitution); and
- To consider, and if thought fit, pass one resolution for the re-election of Director Mr Leonard Math, who retires by rotation (under Clause 12.17 of the Company Constitution).

This document is also available for download from the Company website [www.sambaminerals.com](http://www.sambaminerals.com), as well as the 2019 Annual Financial Report.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9380 6789 or email [service@sambaminerals.com](mailto:service@sambaminerals.com)

Yours sincerely,

A handwritten signature in blue ink, appearing to read 'Nigel Ferguson', with a long horizontal flourish extending to the right.

Nigel Ferguson  
**Director**

*Please Note that the attached Notice of Annual General Meeting 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 prior to voting.*

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# SAMBA MINERALS LIMITED

ACN 129 327 073

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Samba Minerals Limited ("Company") will be held at Level 2, Suite 9, 389 Oxford Street, Mount Hawthorn, Western Australia on Friday, 29 November 2019 at 3.00pm WST ("Meeting").

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form are part of this 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 of the Company on Wednesday, 27 November 2019 at 5 pm.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in the Glossary.

### **ORDINARY BUSINESS**

#### **1. 2019 FINANCIAL REPORT**

To receive and consider the financial report of the Company for the year ended 30 June 2019, together with the reports by the directors and auditors thereon.

**To consider and, if thought fit, pass the following resolutions as ordinary resolutions:**

#### **2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR**

*“That Mr Paul Jurman who retires by rotation in accordance with clause 12.11 of the Constitution of the Company and, being eligible, offers himself for re-election, be elected as a director.”*

#### **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR**

*That Mr Leonard Math who retires in accordance with clause 12.17 of the Constitution of the Company and, being eligible, offers himself for election, be elected as a director.”*

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**BY ORDER OF THE BOARD**



Nigel Ferguson

Director

Dated: 1 November 2019

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# **SAMBA MINERALS LIMITED**

## **ACN 129 327 073**

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### **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting.

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

#### **1. 2019 ANNUAL REPORT**

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2019 Annual Report will be tabled at the Annual General Meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report.

Hardcopies of the 2019 Annual Report are available to be mailed out to all Shareholders. You can obtain a hard copy (free of charge) by contacting the Company. Alternatively, it is available on the Company's website [www.sambaminerals.com](http://www.sambaminerals.com) for you to download or read online.

#### **2. RESOLUTION 1 – RE-ELECTION OF DIRECTOR**

Resolution 1 relates to the election of a director. In accordance with clause 12.11 of the Company's Constitution, Mr Jurman retires by rotation and offers himself for re-election at the Annual General Meeting.

A summary of Mr Jurman's qualifications and experience is provided below:

**Paul Jurman**, BCom, CPA  
Non-Executive Director and Company Secretary  
Appointed 22 January 2008

Mr Jurman is a Certified Practising Accountant with over 10 years experience and has been involved with a diverse range of Australian public listed companies in company secretarial and financial roles. He is also company secretary of Carnavale Resources Limited and Platina Resources Limited.

Current directors, Mr Math and Mr Ferguson, support the re-election of Mr Jurman as a director.

#### **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR**

Resolution 2 relates to the election of a director. In accordance with clause 12.17 of the Company's Constitution, Mr Math retires and offers himself for re-election at the Annual General Meeting.

A summary of Mr Math's qualifications and experience is provided below:

**Leonard Math**, BCom, CPA  
Non-Executive Chairman  
Appointed 5 December 2018

Mr Math is a Chartered Accountant with more than 13 years of resources industry experience. He previously worked as an auditor at Deloitte and is experienced with public company responsibilities including ASX and ASIC compliance, control and implementation of corporate governance, statutory financial reporting and shareholder relations. He has previously acted as Director, Chief Financial Officer and Company Secretary of a number of ASX listed companies.

## GLOSSARY

In this Explanatory Memorandum and Notice of Annual General Meeting:

**"Board"** means Directors of the Company.

**"Company"** and **"Samba Minerals"** means Samba Minerals Limited ACN 129 327 073.

**"Constitution"** means the Constitution of the Company.

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

**"Directors"** mean the directors of the Company.

**"Explanatory Memorandum"** means the explanatory memorandum to the Notice.

**"Meeting"** has the meaning given in the introductory paragraph of the Notice.

**"Notice"** means this Notice of Annual General Meeting.

**"Proxy Form"** means the proxy form attached to the Notice.

**"Resolution"** means a resolution referred to in this Notice.

**"Share"** means a fully paid ordinary share in the capital of the Company.

**"Shareholder"** means a shareholder of the Company.

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