



**ASCOT RESOURCES LIMITED**  
**ACN 146 530 378**

**NOTICE OF GENERAL MEETING**

**TIME:** 1pm (AWST)

**DATE:** Wednesday, 16 March 2022

**PLACE:** The Park Business Centre, Conference Room, 45 Ventnor Avenue, West Perth  
Western Australia 6005

**IMPORTANT INFORMATION**

This Notice of 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 professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting, please contact the Company Secretary on +61 (8) 6365 5112.

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## Chairman's Letter

10 February 2022

Dear Shareholder,

### 1. INTRODUCTION

Since finalising a partial return of capital to shareholders in January 2021, the Company has been working to finalise its affairs in preparation for winding up as a solvent Members' Voluntary Liquidation.

To this end, at a meeting of the Company's Directors on 10 February 2022, it was resolved to convene a Shareholders' meeting to consider Ascot's winding up in accordance with the Members' Voluntary Winding Up provisions of the Corporations Act.

In broad terms, a Members' Voluntary Winding Up is a process to close down a solvent company and distribute its remaining assets to Shareholders after all of its debts are satisfied in full.

Ascot's directors are recommending to Shareholders to vote in favour of all resolutions.

### 2. THE PROPOSED LIQUIDATOR

The proposed liquidator is Dino Travaglini, director of Travaglini Corporate Advisory and registered liquidator with over 30 years' experience and who has provided his written consent to act as liquidator of the Company.

He is a member of the Australian Restructuring Insolvency and Turnaround Association (ARITA) and member of the Chartered Accountants Association of Australia and New Zealand.

Further information on Dino Travaglini can be found on [www.tcorpadvisor.com.au](http://www.tcorpadvisor.com.au).

### 3. THE NOTICE OF MEETING (NoM)

The Notice of Meeting contains the resolutions being put to Shareholders and how to vote.

The NoM contains the resolutions being put to Shareholders and how to vote. In considering how to vote, Shareholders should consider the entire contents of this booklet.

### 4. FURTHER INFORMATION

Should you have any queries regarding the information in this booklet, please contact your advisor or the Company.

Yours faithfully

Paul Kopejtka

**Non-Executive Chairman**

## Items of Business

### Notice of General Meeting

Notice is given that a General Meeting of Shareholders will be held on Wednesday, 16 March 2022 at 1pm (AWST) at The Park Business Centre, Conference Room, 45 Ventnor Avenue, West Perth WA 6005.

The business of the General Meeting is to consider the following proposed resolutions.

### Resolution 1 – Members’ Voluntary Winding Up

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

***“Pursuant to section 491(1) of the Corporations Act, the Company be wound up as a Members Voluntary Winding Up.”***

### Resolution 2 – Appointment of Liquidator

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

***“That Dino Travaglini of Travaglini Corporate Advisory be appointed as Liquidator of the Company.”***

### Resolution 3 – Liquidator’s authority to distribute

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

***“To authorise the Liquidator to make any distribution of the property of the Company, in specie and/or cash.”***

### Resolution 4 – Powers of Liquidator

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

***“That the Liquidator is authorised to exercise any of the powers given by section 477 of the Corporations Act 2001 including, but not limited to, s477(2A) and s477(2B).”***

### Resolution 5 – Remuneration of Liquidator

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

***“That the future remuneration of the Liquidator for the period from appointment to finalisation of the Liquidation, is determined at a sum equal to the cost of time spent by the Liquidator and his staff, calculated at the hourly rates as detailed in the Remuneration Approval Report provided to members, up to a capped amount of \$30,000, exclusive of GST, and that the Liquidator can draw remuneration as time is incurred, plus disbursements from available funds on a monthly basis or as funds become available.”***

### Resolution 6 – Books and Records

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

***“That the members direct the Liquidator to apply to ASIC when appropriate or upon finalisation of the liquidation for consent to destroy books and records of the Company within the retention period in accordance with IPS 70-35.”***

## **What to do Next**

### **Read the remainder of this booklet**

You should read and consider the remainder of this booklet in full before making any decision on how to vote on each of the resolutions.

### **Consider your options**

Shareholders should refer to this booklet for further guidance on how to cast their vote. This booklet, however, does not consider the financial situation, investment objectives and needs of any shareholder. Shareholders should seek their own professional advice regarding financial, legal and taxation matters, relevant to their own circumstances.

### **Vote at the meeting**

The directors encourage all shareholders to vote on the resolutions. This can be done prior to the meeting via proxy or during the meeting via poll.

## Notes to Notice of Meeting

### Time and Place

Notice is hereby given that the Extraordinary General Meeting will be held as follows:

**Time:** 1pm (AWST)

**Date:** Wednesday, 16 March 2022

**Place:** The Park Business Centre, Conference Room, 45 Ventnor Avenue, West Perth Western Australia 6005

### Explanatory Statement

The Explanatory Statement accompanying this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary contained in the Explanatory Statement.

### Entitlement To Vote

For the purpose of determining entitlements to vote at the Meeting, persons who are the registered holders of fully paid ordinary shares in the Company at 5:00pm AWST, on Monday 14 March 2022, will be treated as Shareholders of the Company. If you are not the registered holder of a share in the Company at that time, you will not be entitled to vote in respect of that share at the Meeting.

### How To Vote

Shareholders entitled to vote at the Meeting may vote:

- a) by attending the meeting and voting in person,
- b) by appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice. A proxy may be an individual or a body corporate.
- c) if a body corporate by appointing a corporate representative.

### Proxies

#### *Appointing a proxy*

Each Shareholder that is entitled to attend and vote is entitled to appoint a proxy. The proxy does not need to be a Shareholder. A Shareholder that is entitled to cast two or more votes may appoint not more than two proxies to attend and vote on its behalf. The person or persons so appointed need not necessarily be Shareholders. Where two proxies are appointed, each proxy should be appointed to represent a specified portion or number of the Shareholder's voting rights (failing which each appointee will be entitled to cast half the Shareholder's votes).

A Proxy Form together with instructions on how to complete the Proxy Form is attached.

To vote by proxy, please complete and sign the Proxy Form and return by:

- (a) post to Ascot Resources Limited, PO Box 375, Nedlands WA 6909; or
- (b) email to [admin@ascotresources.com](mailto:admin@ascotresources.com).

To be valid, properly completed proxy forms must be received by the Company no later than by at 1:00pm AWST, on Monday 14 March 2022.

If you return your Proxy Form but do not nominate a person as proxy, the Chairman of the Meeting will be your proxy and will vote on your behalf as you direct on the Proxy Form. If your nominated proxy does not attend the Meeting then your proxy will revert to the Chairman of the Meeting and he will vote on your behalf as you direct on the Proxy Form.

***Transfer of Non-Chairman proxy to Chairman in certain circumstances***

Section 250BC of the Corporations Act provides that, if all of the following criteria (a) to (d) are met:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the Chairman of the meeting;
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
  - (i) the proxy is not recorded as attending the meeting; or
  - (ii) the proxy does not vote on the resolution,

then the Chairman of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

***Corporate Representative***

A body corporate Shareholder may elect to appoint a representative, rather than appoint a proxy, in accordance with section 250D of the Corporations Act. Where a body corporate appoints a representative, the Company requires written proof of the representative's appointment to be lodged with or presented to the Company before the Meeting.

**By order of the Board**

**Nick Longmire  
Company Secretary**

**Dated: 10 February 2022**

## Important Notes

### General

You should read this booklet in its entirety before making a decision on how to vote on the resolutions to be considered at the Meeting. The notice convening the meeting is set out in this booklet. A proxy form for the meeting is enclosed.

### Defined Terms

Capitalised terms in this are defined either in the glossary on page 13 of this booklet or where the relevant term is first used.

References to dollars or \$ are references to the lawful currency of Australia. Any discrepancies between the totals and the sum of all the individual components in the tools contained in this booklet due to rounding.

### Purpose of this booklet

The purpose of this booklet is to:

- state the nature of the business to be conducted at the meeting, and
- provide such information as is prescribed by the Corporations Act 2001.

### Investment Decisions

This booklet does not take into account the investment objectives, financial situation, tax position and requirements of any particular person. This booklet should not be relied on as the sole basis for any investment decision in relation to Shares. It is important that you read the entire booklet before making any voting or investment decision. You should seek your own professional advice regarding financial, legal and taxation matters.

### Past return and forward-looking statements

This booklet may include certain prospective financial information which has been based on current expectations about future events. The prospective financial information is, however, subject to risks, uncertainties and assumptions that could cause actual results to differ materially from the expectations described in such prospective financial information.

The assumption on which prospective financial information is based may prove to be incorrect or may be affected by matters not currently known or considered material by the Company.

Actual events or results may differ materially from the events or results expressed or implied in any forward-looking statement and deviations are both normal and to be expected. None of the Company, its officers or any person named in this booklet makes any representation or warranty (either expressed or implied) as to the accuracy or likelihood of fulfilment of results expressed or implied in any forward-looking statement. You are cautioned not to place undue reliance on those statements.

The forward-looking statements in this booklet reflect views held only as at the date of this booklet notwithstanding the uncertainty outlined above there are reasonable grounds for including all forward-looking statements set out in this booklet.

Past performance information is not a reliable indicator of future performance of the Company.



## Important Dates and Times

Date of this booklet	10 February 2022
Last time and date by which the proxy form for the meeting can be lodged	1:00pm AWST 14 March 2022
Time and date for determining eligibility to vote at the meeting	5:00pm AWST, 14 March 2022
Time and date of the general meeting	1:00pm AWST 16 March 2022
Implementation members voluntary windup if approved	Upon passing of resolution

You should consult your legal, financial, taxation or other professional adviser concerning the impact your decision may have on your own circumstances.

## **Explanatory Statement**

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at General Meeting of Shareholders to be held at 1pm (AWST) on Wednesday 16 March 2022 at The Park Business Centre, Conference Room, 45 Ventnor Avenue, West Perth Western Australia 6005.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether to pass the Resolutions in the Notice of Meeting.

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

The Board recommends that Shareholders vote in favour of the Resolutions.

The Chairman of the meeting intends who vote undirected proxies in favour of the Resolutions.

## **Resolution 1 – Members’ Voluntary Winding Up**

### **1.1 Background**

Resolution 1 is a special resolution and requires at least 75% of the votes cast by Shareholders entitled to vote in voting to be in favour of the resolution.

There are no voting restrictions on Resolution 1 under the Corporations Act.

Following the decision to return capital to Shareholders in late January 2021, the Company advised in March 2021 that it had engaged the services of a Registered Liquidator to commence preparing the Company for a Members Voluntary Liquidation.

The Company has reached a stage where a liquidator is able to take over the control of the Company.

If Resolution 1 is approved, pursuant to section 493 of the Corporations Act, the Company must cease carrying on all business. If Resolution 1 is passed, a transfer of shares or an alteration in the status of members of the Company will be void unless the liquidator gives written consent and that consent is unconditional or if the consent is subject to conditions, those conditions have been satisfied or the transfer or share of shares or the alteration in the status of the member of the Company is authorised by the Court.

### **1.2 Directors’ recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1. The Chairman intends to exercise all available undirected proxies in favour of the Resolution.

## **Resolution 2 – Appointment of Liquidator**

### **2.1 Background**

Resolution 2 is an ordinary resolution and requires a majority of the votes cast by Shareholders entitled to vote in voting to be in favour of the resolution.

There are no voting restrictions on Resolution 2 under the Corporations Act.

As outlined in the Notice of Meeting, Shareholders are asked to approve the appointment of a liquidator to the Company. Dino Travaglini of Travaglini Corporate Advisory has been proposed as the appointed liquidator. Dino Travaglini has provided written consent to act as liquidator of the Company.

Resolution 2 is an ordinary resolution and requires a majority of the votes cast by Shareholders entitled to vote in voting to be in favour of the resolution.



If Resolution 2 is approved then Dino Travaglini of Travaglini Corporate Advisory becomes responsible for winding up the affairs of the Company and distributing any remaining assets of the Company. Upon the appointment of Dino Travaglini as the liquidator of the Company, all powers of the Directors cease pursuant to Section 495(2) of the Corporations Act.

## **2.2 Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3. The Chairman intends to exercise all available undirected proxies in favour of the Resolution.

## **Resolution 3 – Liquidator authority to distribute**

### **3.1 Background**

Resolution 3 is a special resolution and requires at least 75% of the votes cast by Shareholders entitled to vote in voting to be in favour of the resolution.

There are no voting restrictions on Resolution 3 under the Corporations Act.

As outlined in the Notice of Meeting, Shareholders are asked to authorise the Liquidator to make any further asset distributions to Shareholders in specie and/or cash.

### **3.2 Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3. The Chairman intends to exercise all available undirected proxies in favour of the Resolution.

## **Resolution 4 – Powers of Liquidator**

### **4.1 Background**

Resolution 4 is a special resolution and requires at least 75% of the votes cast by Shareholders entitled to vote in voting to be in favour of the resolution.

There are no voting restrictions on Resolution 4 under the Corporations Act.

Resolution 4 provides the Liquidator with the power to enter into agreements on the Company's behalf (including, but not limited to, leases, agreements under which security interests arise or are created or a litigation funding agreement), where the term of any such agreement may end, or the obligations of a party to the agreement may (according to the terms of the agreement) be discharged by performance more than three months after such agreement is entered into, even if the term may end, or the obligations may be discharged, within those three months. Further, it also provides the Liquidator to comprise debts greater than the prescribed amount referred to in the Corporations Regulations 2001 which is currently set at \$100,000.

### **4.2 Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4. The Chairman intends to exercise all available undirected proxies in favour of the Resolution.

## **Resolution 5 – Remuneration of Liquidator**

### **5.1 Background**

Resolution 5 is an ordinary resolution and requires a majority of the votes cast by Shareholders entitled to vote in voting to be in favour of the resolution.

There are no voting restrictions on Resolution 5 under the Corporations Act.

Resolution 5 authorises the remuneration of the Liquidator for the period from appointment to finalisation of the Liquidation, to be determined at a sum equal to the cost of time spent by the Liquidator and his staff, calculated at the hourly rates as detailed in the Remuneration Approval Report provided to the Company by Travaglini Corporate Advisory. This is capped to an amount of \$30,000 exclusive of GST, and the Liquidator can draw the remuneration as time is incurred, plus disbursements from available funds monthly or as funds become available.

Any surplus funds that remain in the Company will be distributed to Shareholders after paying costs associated with the voluntary winding up and finalising all liabilities of the Company.

Resolution 5 is an ordinary resolution and requires a majority of the votes cast by Shareholders entitled to vote in voting to be in favour of the resolution.

### **5.2 Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5. The Chairman intends to exercise all available undirected proxies in favour of the Resolution.

## **Resolution 6 – Books and Records**

### **6.1 Background**

Resolution 6 is an ordinary resolution and requires a majority of the votes cast by Shareholders entitled to vote in voting to be in favour of the resolution.

There are no voting restrictions on Resolution 6 under the Corporations Act.

Resolution 6 authorises, subject to obtaining the approval of the ASIC, pursuant to Insolvency Practice Schedule (Corporations) 70-35(3) of the Corporations Act, the books and records of the Company and of the Liquidator be disposed of by the Liquidator three months after the dissolution of the Company, or earlier at the discretion of ASIC.

Section 542(3)(b) of the Corporations Act provides that, subject to ASIC's approval, the books and records of the Company and of the Liquidator may be destroyed within a period approved by Shareholders.

Resolution 6 is an ordinary resolution and requires a majority of the votes cast by Shareholders entitled to vote in voting to be in favour of the resolution.

### **6.2 Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6. The Chairman intends to exercise all available undirected proxies in favour of the Resolution.



## Glossary

\$ means Australian dollars.

**Ascot** or **Company** means Ascot Resources Limited (ACN 146 530 378).

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

**Board** means the current board of directors of the Company.

**Company** means Ascot Resources Limited (ACN 146 530 378).

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

**Constitution** means the Company's constitution.

**Director** means a current director of the Company.

**Explanatory Statement** means this explanatory statement.

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

**IPS** means Insolvency Practice Schedule.

**Notice** or **Notice of Meeting** means the notice of meeting accompanying this Explanatory Statement.

**Proxy Form** means the proxy form accompanying the Notice of Meeting.

**Resolution** means a resolution set out in the Notice of Meeting.

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

**Shareholder** means a holder of a Share.



## Corporate Directory

### Directors

Mr Paul Kopejtka (Non-executive Chairman)  
Mr Chris Corbett (Non-executive Director)  
Mr Shahb Richyal (Non-executive Director)

### Company Secretary

Mr Nick Longmire

### Registered Office and Principal Place of Business

Unit 3  
154 Hampden Road  
Nedlands WA 6009 Australia  
Telephone: +61 8 6365 5112  
E-mail: [admin@ascotresources.com](mailto:admin@ascotresources.com)  
Website: [www.ascotresources.com](http://www.ascotresources.com)

### Share Registry

Automic Group  
Level 2, 267 St Georges Terrace  
PERTH WA 6000  
Telephone: 1300 288 664  
Website: [www.automicgroup.com.au](http://www.automicgroup.com.au)

### Solicitors

HopgoodGanim  
Level 27  
Allendale Square  
77 St Georges Terrace  
Perth WA 6000

### Auditors

Pitcher Partners BA&A Pty Ltd  
Level 11  
12-14 The Esplanade  
Perth WA 6000

### Bankers

National Australia Bank  
1232 Hay Street  
West Perth WA 6005

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**Please refer to the next page**

## Liquidator's Remuneration Approval Report

**Ascot Resources Limited**  
**ACN 146 530 378**

This remuneration approval report provides you with the information you need to be able to make an informed decision regarding the approval of my remuneration for undertaking the members' voluntary liquidation of Ascot Resources Limited ("the Company") if I am appointed liquidator.

### 1. Liquidator's Remuneration

My remuneration is being determined on a time basis. I will be seeking approval of the following resolution to approve my remuneration.

"That the remuneration of the Liquidator for the period from commencement to finalisation of the Members 'Voluntary Liquidation is determined at a sum equal to the cost of time spent by the Liquidator and their staff, calculated at the hourly rates as detailed in the Remuneration Approval Report provided to members, up to a capped amount of \$30,000, exclusive of GST, and that the Liquidator can draw the remuneration as time is incurred, plus disbursements from available funds on a monthly basis or as funds become available".

The remuneration resolution covers the estimated total cost of undertaking the members' voluntary liquidation.

The basis of calculating the remuneration claim and the details of the major tasks that will be performed and the costs associated with each of those major tasks are contained in Schedule A. A schedule of my hourly rates is included at Schedule B.

Under law I am also required to report on the likely impact of my remuneration on dividends to creditors-on which is there is no impact. As this is a solvent liquidation, any creditors of the Company will be satisfied in full.

### 2. Disbursements

Disbursements are divided into three types and are recovered as follows:

**Externally provided professional services** - these are recovered at cost from the liquidation. An example of an externally provided professional service disbursement is legal fees, share registry fees and registered taxation services.

**Externally provided non-professional costs** - these are recovered at cost from the liquidation. Examples of externally provided non-professional costs are travel, accommodation and search fees, lodgement fees and insurance.

**Internal disbursements** such as photocopying, printing and postage.

## Schedule A - Table of Major Tasks

The below table provides a description of the anticipated work to be undertaken in each major task area for the conduct of the members' voluntary liquidation.

Task Area	General Description	Includes
<b>Assets</b>  <b>\$6,000</b>	Preparing and realising assets for distribution to members.	Reviewing balance sheets and testing recoverability of any assets written off.
		Write to bank and take control of cash at bank.
		Reviewing status of assets including foreign domiciled entities and mining tenements.
<b>Shareholders</b>  <b>\$8,000</b>	Attending to Shareholder matters	Addressing queries from Shareholders, as required such as confirmation of shareholding, taxation queries and other.
		Review of Shareholder register to confirm details of Shareholders, including contact details, shareholding and other information.  Engage and liaise with share registry.
		Review of financial position to allow for issuing of Liquidator's advice of no further return to Shareholders.
		Convene Annual General Meeting and prepare notice of meeting.
<b>Dividend</b>  <b>\$10,000</b>	Distribution to Shareholders	Determine distribution to Shareholders.  Preparation of correspondence and other documentation to members regarding distribution.  Obtaining Notified Amount from ATO and Office of State Revenue.  Consider obtaining independent taxation advice on return of capital/dividend as required.  Calculate and review proposed dividend to Shareholders.  Prepare notice of dividend to Shareholder, including breakdown of return.

		<p>Prepare dividend payments to members including obtaining.</p> <p>Attend to any in-specie distribution of assets as necessary.</p> <p>Report to Australian Taxation Office of return or capital/dividend, as required.</p>
<b>Administration/investigations</b>  <b>\$6,000</b>	Liabilities	Undertake review of the Company to ensure all liabilities have been identified and satisfied.
	Return of capital payments	Investigate and resolve return of capital payments held.
	Creditor Enquiries, Requests & Directions	Receive and respond to creditor enquiries. Dealing with immediate payment to enquiring creditor or comply with request in required timeframe in accordance with law.
	Document maintenance/file review/checklist	First month, then six monthly administration reviews. Filing of documents. Updating checklists.
	Insurance	Identification and arranging initial and ongoing insurance requirements including assessing status of any D&O Insurance run-off cover
	Bank account administration	Maintenance and effecting receipts and payments. Opening and closing accounts. Updating cashbook and bank reconciliations. Correspondence with bank regarding specific transfers.
	ASIC returns and other lodgements	Preparing and lodging ASIC forms, including annual reporting. Correspondence with ASIC regarding statutory forms.
	Australian Taxation Office	<p>Notification of appointment</p> <p>Seeking Notified Amount from the Australian Taxation Office.</p> <p>Providing information regarding the Company as and when requested by the Australian Taxation Office.</p> <p>Preparing BAS.</p> <p>Preparing Income Tax Returns.</p>

	Finalisation	Notifying Australian Taxation Office of finalisation.
		Cancelling ABN / GST / PAYG registration.
		Completing checklists.
		Finalising WIP and any remuneration.
	Planning / Review	Discussions regarding status of administration.
	Books and records/storage	Dealing with records in storage.
		Storage Destruction of books and records.

## Schedule B - Schedule of Hourly Rates

The rates for the liquidator's remuneration calculation are set out in the following table together with a general guide showing the qualifications and experience of staff engaged in the administration and the role they take in the administration. Travaglini Corporate Advisory ensures that all work charged is carried out by personnel at the appropriate level of experience and training, and that all time charges are fair and reasonable.

The hourly rates charged encompass the total cost of providing professional services and should not be compared to an hourly wage.

<b>Hourly charges effective from 1 July 2021</b>	<b>Hourly Charge</b>
<b>Position / ARITA Classification</b>	<b>Rate (exc GST)</b> <b>(\$)</b>
<b>Appointee / Co-Appointee / Director</b>  Registered Insolvency Practitioner. Qualified Accountant with 20 plus years of experience, leading complex insolvency appointments and supervision of seniors staff.	350
<b>Associate Director</b>  Qualified Accountant with 15 years plus experience. Responsible for all aspects of appointments and able to self-sufficiently complete large appointments.	300
<b>Senior Consultant</b>  Qualified Accountant and / or appropriate insolvency experience. Able to plan and control small to medium insolvency appointments.	250
<b>Consultant</b>  Appropriately experienced and developing basic insolvency principles while working under supervision.	180
<b>Secretary / WRO / Clerk</b>  Appropriately experienced with varying skills, undertaking various support activities	155

Dated this 10<sup>th</sup> day of February 2022

Dino Travaglini  
Travaglini Corporate Advisory

**PROXY FORM  
ASCOT RESOURCES LIMITED  
(ACN 146 530 378)**

I/We

of

being a shareholder of Ascot Resources Limited entitled to vote at the General Meeting, hereby appoint:

The Chairman of the Meeting (mark with an 'X').

Or write here the name of the person you are appointing if this person is someone other than the Chairman of this Meeting,

(Name of Proxy)

Or failing the person named (or if no person is named), the Chairman of the Meeting, or the Chairman's nominee, as my/our proxy to attend and vote on my/our behalf at the General Meeting of Ascot Resources Limited to be held at 1pm (AWST) on Wednesday 16 March 2022 at The Park Business Centre, Conference Room, 45 Ventnor Avenue, West Perth Western Australia 6005 and at any adjournment or postponement thereof.

**Voting on Business of the General Meeting**

(mark with an 'X')

	FOR	AGAINST	ABSTAIN
<b>Resolution 1</b> "Pursuant to section 491(1) of the Corporations Act, the Company be wound up as a Members Voluntary Winding Up."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> "That Dino Travaglini of Travaglini Corporate Advisory be appointed as Liquidator of the Company."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> "To authorise the Liquidator to make any distribution of the property of the Company, in specie and/or cash."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b> "That the Liquidator is authorised to exercise any of the powers given by section 477 of the Corporations Act 2001 including, but not limited to, s477(2A) and s477(2B)."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b> "That the future remuneration of the Liquidator for the period from appointment to finalisation of the Liquidation, is determined at a sum equal to the cost of time spent by the Liquidator and his staff, calculated at the hourly rates as detailed in the Remuneration Approval Report provided to members, up to a capped amount of \$30,000, exclusive of GST, and that the Liquidator can draw remuneration as time is incurred, plus disbursements from available funds on a monthly basis or as funds become available."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6</b> "That the members direct the Liquidator to apply to ASIC when appropriate or upon finalisation of the liquidation for consent to destroy books and records of the Company within the retention period in accordance with IPS 70-35.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**PROXY FORM (PAGE 2)**

**Please note:** If you mark abstain, you are directing your proxy not to vote on a Resolution on a show of hands or on a poll and your votes will not to 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 \_\_\_\_\_%

**The Chairman of the Meeting intends to vote all available proxies in favor of each Resolution.**

**PLEASE SIGN HERE**

This section must be signed in accordance with the instructions overleaf for your directions to be implemented.

**Dated this** \_\_\_\_\_ **day of** \_\_\_\_\_ **2022**

Individual or Shareholder 1

Sole Director and Sole Secretar

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

**ASCOT RESOURCES LIMITED**  
**(ACN 146 530 378)**  
**Instructions for Completing Proxy Form**

1. **(Appointing a Proxy):** A member entitled to attend and cast a vote at the General Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy may be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. Any fraction of votes will be disregarded. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite the item of business. Please refer to the proxy form for further instructions on how to vote. 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 member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the members 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 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.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- a) post to Ascot Resources Limited, PO Box 375, Nedlands, WA 6909 or
- b) email to [admin@ascotresources.com](mailto:admin@ascotresources.com),

so that it is received 1:00pm AWST, on Monday 14 March 2022.

**Proxy forms received later than this time will be invalid.**