TASMAN RESOURCES LTD
ACN 009 253 187

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

EXPLANATORY STATEMENT

AND

PROXY FORM

TO BE HELD ON

30 NOVEMBER 2023
COMMENCING AT 10:00AM

AT

LEVEL 15
197 ST GEORGES TERRACE, PERTH
WESTERN AUSTRALIA

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TASMAN RESOURCES LTD
(ACN 009 253 187)

NOTICE OF MEETING

Notice is hereby given that an Annual General Meeting of shareholders of Tasman Resources Ltd (the **Company**) will be held at **Level 15, 197 St Georges Terrace, Perth** on **Thursday the 30th of November 2023 at 10:00am**.

AGENDA

1. Annual Reports

To table the Annual Financial Report for the financial year ended 30 June 2023 and the Director's Report and Auditor's Report for that financial year.

2. Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit pass, with or without amendment, the following Resolution as a **non-binding resolution:**

"That for the purposes of section 250R(2) of the Act and for all other purposes, the Company be authorised to adopt the Remuneration Report contained in the Annual Financial Report".

Short Explanation: In accordance with section 249L(2) of the Act, a resolution that the Remuneration Report be adopted must be put to the vote. The effect of section 250R(3) of the Act is that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Company will disregard any votes cast (in any capacity) on this Resolution 1 by or on behalf of the members of the Company's key management personnel, details of whose remuneration is included in the Remuneration Report and their closely related parties. However, the Company need not disregard a vote cast by any such person (the voter) if the vote is not cast on behalf of any of these persons and either:

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

(b) the voter is the chair of the meeting and the appointment of the chair as proxy:

(i) does not specify the way the proxy is to vote on the resolution; and

(ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

3. Resolution 2 – Election of Director

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

"That Mr Guy T Le Page being a Director of the Company who retires by rotation pursuant to the Company's Constitution, and being eligible offers himself for re-election is hereby re-elected as a Director of the Company."

4. Resolution 3 – Approval of additional 10% placement capacity

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given to the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement"

5. General

To transact any business which may be brought before the meeting in accordance with the Constitution of the Company, the Act, or otherwise.

PROXIES

In accordance with section 249L of the Act, shareholders are advised:

- each shareholder has a right to appoint a proxy;
- the proxy need not be a shareholder of the Company;
- a shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In accordance with section 250BA of the Act the Company specifies the following for the purposes of receipt of proxy appointments:

Online:	www.advancedshare.com.au/investor-login
By hand delivery to:	Advanced Share Registry Limited, 110 Stirling Hwy, Nedlands WA 6009
By post to:	Advanced Share Registry Limited, PO Box 1156, Nedlands WA 6909

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By facsimile to: +61 8 9262 3723

Each shareholder entitled to vote at the General Meeting has the right to appoint a proxy to vote on each particular resolution. A shareholder may specify the way in which the appointed proxy is to vote on a particular resolution or may allow the appointed proxy to vote at its discretion. Where a shareholder appoints the Chairman as their proxy and does not expressly direct the Chairman to vote 'For' or 'Against' a resolution or to abstain from voting on a resolution, the Chairman intends to vote in favour of such resolution. Notwithstanding the Chairman's voting intention, a shareholder can (where they have appointed the Chairman as their proxy) expressly direct the Chairman to vote for or against such resolution, or to abstain from voting on such resolution, by marking the appropriate box on their proxy form. That is, a shareholder can direct the Chairman to vote as their proxy in a manner which is contrary to the Chairman's stated voting intentions. If a shareholder does not mark any of the 'For', 'Against' or 'Abstain' boxes on the proxy form for Resolution 1 (Adoption of Remuneration Report), that shareholder will thereby be taken to have expressly authorised and directed the Chairman to exercise the proxy in respect of Resolution 1 in accordance with the Chairman's stated voting intention (that is, to vote in favour of such resolution) even though that resolution is connected to the remuneration of members of the Company's key management personnel

The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the Annual General Meeting.

The Chairman will call a poll for all resolutions.

A corporation may elect to appoint a representative in accordance with the Act in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to the Company before the meeting.

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001* the Company determines that shareholders holding ordinary shares at 5.00pm WST on 28 November 2023 will be entitled to attend and vote at the Annual General Meeting.

Except where the contrary intention appears, all defined terms used in this Notice of Meeting have the meanings set out in the glossary of the Explanatory Statement accompanying this Notice.

By Order of the Board of Directors

J Scoringe

Company Secretary

Dated this 24th day of October 2023

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TASMAN RESOURCES LTD

(ACN 009 253 187)

EXPLANATORY STATEMENT FOR SHAREHOLDERS

This Explanatory Statement is intended to provide shareholders of the Company with sufficient information to assess the merits of each Resolution contained in the accompanying Notice of Annual General Meeting of the Company.

The Directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions. The following information should be noted in respect of the various matters contained in the accompanying Notice of Meeting.

1 – RECEIVE AND CONSIDER THE ANNUAL REPORTS

The first agenda item is to receive and consider the Annual Financial Report, Director's Report and Auditor's Report for the Company for the financial year ended 30 June 2023. No Resolution is required in respect of this agenda item. However, it provides shareholders with the opportunity to ask questions of the Company's Directors and auditors in relation to the Company's results and operations for the financial year.

2 – REMUNERATION REPORT

The Annual Financial Report for the financial year ended 30 June 2023 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 249L(2) of the Act, a resolution that a Remuneration Report be adopted must be put to the vote. However, pursuant to section 250R(3) of the Act, the vote on the Resolution is advisory only and will not require the Directors or the Company to alter any arrangements detailed in the Remuneration Report, should the Resolution not be passed.

Voting exclusion statement

The Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of the members of the Company's key management personnel, details of whose remuneration is included in the Remuneration Report and their closely related parties. However, the Company need not disregard a vote cast by any such person (the voter) if the vote is not cast on behalf of any of these persons and either:

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

(b) the voter is the chair of the meeting and the appointment of the chair as proxy:

(i) does not specify the way the proxy is to vote on the resolution; and

(ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Where the Chairman is appointed as proxy for a shareholder to vote on Resolution 1 and is not expressly directed by such shareholder to vote 'For' or 'Against' this resolution, or to 'Abstain' from voting on this resolution, the Chairman intends to vote in favour of this resolution.

3 – RE-ELECTION OF DIRECTOR

In accordance with the Company's Constitution, Mr Guy T Le Page retires by rotation and, being eligible, offers himself for re-election as a Director of the Company.

Mr Le Page has been a Board member since February 2001. Mr Le Page is currently a corporate adviser at RM Capital Pty Ltd specialising in resources. He is actively involved in a range of corporate initiatives from mergers and acquisitions, initial public offerings to valuations, consulting and corporate advisory roles. Mr Le Page was Head of Research at Morgan Stockbroking Limited (Perth) prior to joining Tolhurst Noall as a Corporate Adviser in July of 1998. As Head of Research, Mr Le Page was responsible for the supervision of all Industrial and Resources research. As a Resources Analyst, Mr Le Page published detailed research on various mineral exploration and mining companies listed on the ASX. The majority of this research involved valuations of both exploration and production assets.

Prior to entering the stockbroking industry, he spent 10 years as an exploration and mining geologist in Australia, Canada and the United States. His experience spans gold and base metal exploration and mining geology and he has acted as a consultant to private and public companies. This professional experience included the production of both technical and valuation reports for resource companies.

The Board recommends that shareholders vote in favour of this Resolution.

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4– APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of $300 million or less. The Company is an eligible entity for these purposes.

Resolution 3 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without shareholder approval.

If resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1

The following information is provided in accordance with Listing Rule 7.3A:-

1. This 7.1A mandate will be valid from the date of this Annual General Meeting (assuming this Resolution 3 is passed) and will expire on the first to occur of:
   1.1. the date that is 12 months after the date of this Annual General Meeting;
   1.2. the time and date of the Company's next annual general meeting;
   1.3. the time and date of the approval by the shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking);
2. Any Equity Securities issued under this 7.1A mandate must be in an existing quoted class of Equity Securities and must be issued at a minimum price of 75% of the volume weighted average market price for Equity Securities in the relevant class, calculated over the 15 trading days on which trades in that class where recorded immediately before:
   2.1. the date on which the price at which the Equity Securities to be issued is agreed by the Company and the recipient of the Equity Securities; or
   2.2. if the Equity Securities are not issued within 10 trading days of the date in paragraph 2.1, the date on which the Equity Securities are issued.
3. The Company intends to use the funds raised by an issue of Equity Securities under this 7.1A mandate for general working capital; extension of its existing investments in Eden Innovations Ltd and/or Conico Ltd as may be required from time to time; and mining exploration activities in currently held and/or potential future tenements.
4. If this mandate is approved, any issue of Equity Securities under this 7.1A mandate will dilute the economic and voting interest of shareholders who do not receive any Equity Securities under the issue. Existing shareholders should also note the risk that:
   4.1. the market price for Equity Securities may be significantly lower on the issue date than on the date the 7.1A mandate is approved; and
   4.2. the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date.

   The table below shows the dilution of the economic and voting interest of existing shareholders of the Company, calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the number of Shares on issue as at the date of this Notice and the closing market price of the Shares on the ASX on 13 October 2023. It also shows the voting dilution impact if the number of Shares on issue increases and the economic dilution where there are changes in the issue price of the Shares issued under the 7.1A mandate.

		Dilution				
Number of Shares on Issue* (Variable A in Listing Rule 7.1.A.2)		Shares Issued under Listing Rule 7.1A mandate (10% of the then issued shares on issue)	Total Shares on Issue after Shares issued under Listing Rule 7.1A mandate	Issue Price		
				$0.003	$0.006	$0.009
				50% Decrease	(see (1) below)	50% increase
				Funds Raised		
Current (as at date of this Notice)	712,669,288	71,266,929	783,936,217	$213,801	$427,602	$641,402
50% increase	1,069,003,932	106,900,394	1,175,904,326	$320,701	$641,402	$962,104
100% increase	1,425,338,576	142,533,858	1,567,872,434	$427,602	$855,203	$1,282,805

*The number of shares on issue (variable A in the formula) as at the date of this Notice could increase as a result of the issue of Shares that do not require shareholder approval (such as under a pro rata rights issue), that are issued with

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shareholder approval under Listing Rule 7.1 or that are issued consequent upon the exercise of options currently on issue by the Company.

The above table has been prepared on the following assumptions and basis:

(1) the issue price of $0.0006 was the closing market price of the Shares on ASX on 13 October 2023;

(2) that the Company issues the maximum possible number of Equity Securities under the 7.1A mandate and that the issue of Equity Securities under the 7.1A mandate consists only of Shares.

(3) The table set out above does not govern any dilution pursuant to approvals under Listing Rule 7.1.

(4) The table assumes the Company has not issued any Equity Securities in the 12 months prior to this meeting that were not issued under an exemption in Listing Rule 7.2, with approval under Listing Rule 7.1 or ratified under Listing Rule 7.4

(5) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(6) The above table does not show the dilution that any one particular shareholder will be subject to. All shareholders should consider the dilution caused to their own shareholding having regard to their own specific circumstances.

5. The Company's allocation policy for issues under this 7.1A mandate has not yet been determined. The recipients could consist of current shareholders or new investors (or both). The Company will determine the recipients at the time of the issue under this 7.1A mandate, having regard to the following factors:

5.1. the purpose of the issue;

5.2. the effect of the issue of the new Equity Securities on the control of the Company;

5.3. the circumstances of the Company, including but not limited to the financial position and solvency of the Company;

5.4. prevailing market conditions; and

5.5. advice from corporate, financial and broking advisers (if applicable).

6. The Company has not issued or agreed to issue any equity securities under Listing Rule 7.1A.2 in the 12 months preceding the date of this Annual General Meeting.

7. At the time of dispatching this Notice the Company is not proposing to make an issue of Equity Securities under this 7.1A mandate (and accordingly a voting exclusion statement is not included in this Notice).

GLOSSARY OF TERMS

In this Explanatory Statement and accompanying Notice of Meeting the following words and expressions have the following meanings:

"**Act**" means Corporations Act 2001 (Cth);

"ASIC" means Australian Securities and Investments Commission;

"**ASX**" means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires;

"**Board**" means the board of Directors of the Company;

"**Company**" **or** "**Tasman**" means Tasman Resources Ltd (ACN 009 253 187);

"**Director**" means a director of the Company;

"Equity Securities" means, in accordance with the Listing Rules:

(a) a share;
(b) a unit;
(c) an option over an issued or unissued share or unit;
(d) a right to an issued or unissued share or unit;
(e) an option over, or a right to, a security referred to in (c) or (d) above;
(f) a convertible security;
(g) any security that ASX decides to classify as an equity security;
(h) but not a security ASX decides to classify as a debt security;

"**Explanatory Statement**" means the information attached to the Notice of Meeting which provides information to shareholders about the Resolutions contained in the Notice of Meeting;

"Listing Rules" means the ASX Listing Rules and **"Listing Rule"** has a corresponding meaning;

"**Notice**" or "**Notice of Meeting**" means the notice of meeting which accompanies this Explanatory Statement; and

unless the contrary intention appears, terms defined in the Notice of Meeting have the same meaning in this Explanatory Statement.

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Tasman
RESOURCES LTD

LODGE YOUR PROXY APPOINTMENT ONLINE

ONLINE PROXY APPOINTMENT
www.advancedshare.com.au/investor-login

MOBILE DEVICE PROXY APPOINTMENT
Lodge your proxy by scanning the QR code below, and enter your registered postcode.
It is a fast, convenient and a secure way to lodge your vote.

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ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Tasman Resources Limited and entitled to attend and vote hereby:

STEP 1 APPOINT A PROXY

☐ The Chairman of the Meeting **OR** _____

PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held **at Level 15, 197 St Georges Terrace, Perth on Thursday, 30 November 2023 at 10:00 am WST** and at any adjournment or postponement of that Meeting.

Chairman's voting intentions in relation to undirected proxies: The Chairman intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chairman may change his/her voting intentions on any Resolution. In the event this occurs, an announcement will be made immediately disclosing the reasons for the change.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chairman.

STEP 2 VOTING DIRECTIONS

Resolutions		For	Against	Abstain*
1	Adoption of Remuneration Report	☐	☐	☐
2	Election of Director	☐	☐	☐
3	Approval of additional 10% placement capacity	☐	☐	☐

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

STEP 3 SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address _____

☐ Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chairman) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

PLEASE NOTE: If you appoint the Chairman as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chairman may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance to Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:00 am WST on 28 November 2023, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.

ONLINE PROXY APPOINTMENT
www.advancedshare.com.au/investor-login

BY MAIL
Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909

BY FAX
+61 8 6370 4203

BY EMAIL
admin@advancedshare.com.au

IN PERSON
Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009

ALL ENQUIRIES TO
Telephone: +61 8 9389 8033

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