
BARTON GOLD HOLDINGS LIMITED

ACN 633 442 618

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9:00am (WST)

DATE: Subject to satisfaction of the Condition, Monday, 15 March 2021;
otherwise Wednesday, 7 April 2021.

PLACE: Suite 5
62 Ord Street
West Perth WA 6005

OR: Via teleconference or videoconference

The 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 accountant, solicitor or other professional adviser prior to voting.

Shareholders are urged to attend the Meeting (either in person or via teleconference or videoconference) or vote by lodging the proxy form attached to the Notice.

Shareholders wishing to attend the General Meeting via teleconference or videoconference should contact the Company Secretary by telephone on +61 (08) 9322 1587 or via email at cosec@bartongold.com.au for dial in codes and poll voting papers by no later than 24 hours prior to the General Meeting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 (08) 9322 1587 or via email at cosec@bartongold.com.au.

IMPORTANT INFORMATION

DATE, TIME AND PLACE OF MEETING

Notice is given that the General Meeting of Shareholders of Barton Gold Holdings Limited (ACN 633 442 618) (**Company**) will be held on Monday, 15 March 2021 at the Company's registered office at Suite 5, 62 Ord Street, West Perth WA 6005 or via teleconference or videoconference commencing at 9:00am (WST) subject to satisfaction of the Condition, otherwise at 9:00am (WST) on Wednesday, 7 April 2021.

Shareholders wishing to attend the General Meeting via teleconference or videoconference should contact the Company Secretary by telephone on +61 (08) 9322 1587 or via email at cosec@bartongold.com.au by no later than 24 hours prior to the General Meeting to receive dial in codes and poll voting papers.

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

VOTING ELIGIBILITY

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, subject to satisfaction of the Condition, Saturday, 13 March 2021 at 5:00pm (WST) or otherwise at 5:00pm (WST) on Monday, 5 April 2021 (as applicable).

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON OR VIA TELECONFERENCE OR VIDEOCONFERENCE

To vote in person or via teleconference or videoconference, attend the Meeting on the date and at the place and time set out above. Shareholders attending the Meeting via teleconference or videoconference should contact the Company Secretary by telephone on +61 (08) 9322 1587 or via email at cosec@bartongold.com.au by no later than 24 hours prior to the General Meeting to receive poll voting papers.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the applicable date and time and in accordance with the instructions set out on the Proxy Form.

BUSINESS OF THE MEETING

AGENDA

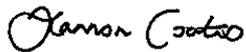
1. RESOLUTION 1 – CONSOLIDATION OF CAPITAL

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

"That, for the purposes of section 254H of the Corporations Act, rule 32.3 of the Constitution and for all other purposes, the issued capital of the Company be consolidated on the basis that every two (2) Shares be consolidated into one (1) Share and where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction up to the nearest whole Share, and that any officer of the Company be authorised to notify ASIC (or another governmental authority) of this change in accordance with any applicable laws."

Dated: 4 March 2021

By order of the Board



Shannon Coates
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms used in this Notice and Explanatory Statement are defined in the Glossary.

1. BACKGROUND TO RESOLUTION 1 – CONSOLIDATION OF CAPITAL

1.1 Background

To help facilitate future capital raising for the Company, the Company is seeking shareholder approval to consolidate the current Shares on issue on a 2:1 basis (one share for every two shares currently held) (subject to rounding)(the **Consolidation**).

The Consolidation will take effect on the date that Resolution 1 is passed.

1.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number. Rule 32.3 of the Constitution provides that the Company may convert all or any of its Shares into a larger or smaller number by ordinary resolution.

1.3 Fractional entitlements

Not all Shareholders will hold that number of Shares which can be evenly divided. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Share.

1.4 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below.

Capital Structure	Shares
Pre-Consolidation Shares	206,635,808
Consolidation on a 2:1 basis	
Post-Consolidation of Shares (Resolution 1)	103,317,915

Notes:

1. The above table represents the Company's current Shares on issue at the date of this Notice. Post-Consolidation Shares have been adjusted for rounding.

1.5 Taxation

Shareholders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor any of its advisers or officers, accept any responsibility for the individual taxation implications which may arise from the Consolidation.

1.6 Share Certificates / Holding Statements

From the date of the Consolidation, all share certificates or holding statements which have been previously issued to Shareholders by the Company will cease to have any effect, except as evidence of a Shareholder's entitlement to a certain number of Shares on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements to be issued to Shareholders which will evidence their entitlement to a specific number of Shares on a post-Consolidation basis.

It is the responsibility of each Shareholder to check the number of Shares held prior to Consolidation and post-Consolidation.

1.7 Director Recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 1.

GLOSSARY

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

\$ means Australian Dollars.

ASIC means the Australian Securities and Investments Commission.

Board means the board of Directors.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Company means Barton Gold Holdings Limited (ACN 633 442 618).

Condition means the Company obtaining signed prior written consents from Shareholders holding at least 95% of the Shares pursuant to section 249H(2)(b) of the Corporations Act to hold the Meeting on Monday, 15 March 2021 at 9:00am (WST), with each such Shareholder acknowledging that the Meeting was convened on notice shorter than would otherwise be required by the Corporations Act and the Constitution.

Consolidation means the proposed consolidation of the Company's Shares on a 2:1 basis pursuant to Resolution 1.

Constitution means the existing constitution of the Company dated 17 December 2020.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

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

Meeting has the meaning given in the introductory paragraph of the "Important Information" Section of the Notice.

Notice means this notice of general meeting incorporating the Explanatory Statement.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Section means a section of the Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

WST means western standard time being the time in Perth, Western Australia.

PROXY FORM

BARTON GOLD HOLDINGS LIMITED
ACN 633 442 618

GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 9.00am (WST) on Monday, 15 March 2021 at Suite 5, 62 Ord Street, West Perth WA 6005 subject to satisfaction of the Condition otherwise at 9:00am (WST) on Wednesday, 7 April 2021, and at any adjournment thereof.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES
The Chair intends to vote undirected proxies in favour of the Resolution.

Voting on business of the Meeting

FOR **AGAINST** **ABSTAIN**

Resolution 1 - Consolidation of Capital

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

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

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (Daytime): _____

E-mail address: _____

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director, who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person or via teleconference/videoconference if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person or via teleconference/videoconference, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Barton Gold Holdings Limited, at c/- Suite 5, 62 Ord Street, WA 6005; or
 - (b) facsimile to the Company on facsimile number +61 8 9322 5230; or
 - (c) email to the Company Secretary at cosec@bartongold.com.au

so that it is received by the Company at least 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.

BARTON GOLD HOLDINGS LIMITED
ACN 633 442 618
(Company)

Consent to calling a General Meeting on Short Notice

Registered office

Suite 5
62 Ord Street
West Perth WA 6005

Email: cosec@bartongold.com.au

Fax: +61 8 9322 5230

I/We, the undersigned, being a shareholder of the Company entitled to attend and vote at a General Meeting of the Company, hereby consent pursuant to Section 249H(2)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**) to short notice being given of the proposed General Meeting of the Company to be held at Suite 5, 62 Ord Street, West Perth WA 6005 and via videoconference/teleconference on Monday, 15 March 2021 at 9.00am (WST).

I/We acknowledge that the proposed General Meeting has been convened on notice shorter than would otherwise be required by the Corporations Act and the Constitution for the purpose of considering the resolutions set out in the Notice of General Meeting document accompanying this form.

This consent is provided on the basis that the proposed General Meeting of the Company will not be convened unless shareholders with at least 95% of the votes that may be cast at the General Meeting have provided their prior written consent to the Company.

Signed this _____ day of _____ 2021.

Name of Shareholder(s):

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company
Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact phone (Daytime):

E-mail address:

Note to Shareholders:

For this document to be effective it must be completed and provided to the Company:

- (a) by email to the email address or via fax to the facsimile number notified above; or
- (b) by post or hand delivery to the registered office address notified above; or
- (c) in person,

prior to the start of the general meeting to which it relates.