

ASX Announcement
1 April 2022



MEDUSA

Notice of Extraordinary General Meeting, Explanatory Memorandum and Proxy Form

Medusa Mining Limited advises that its Extraordinary General Meeting will be held on Wednesday, 4 May 2022, commencing at 10.30 am (Sydney time) at Shangri-La Sydney, 176 Cumberland Street, The Rocks, New South Wales, 2000.

The Notice of Extraordinary General Meeting, Explanatory Memorandum and Proxy Form will be dispatched to shareholders of the Company today

This announcement has been authorised for release by the Board of Medusa Mining.

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ABOUT MEDUSA

Medusa is an unhedged, high-grade gold producer which operates the Co-O Gold Mine in the Philippines. The Company's FY22 guidance is for 90,000 to 95,000 ounces of gold production at an All-In-Sustaining-Cost of between US\$1,250 to US\$1,300 an ounce. Medusa has no long-term debt and is targeting new growth opportunities in the Asia Pacific region.



MEDUSA

MEDUSA MINING LIMITED

ACN 099 377 849

NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY MEMORANDUM

For the Extraordinary General Meeting to be held on Wednesday, 4 May 2022 at 10.30 am (Sydney time) at Shangri-La Sydney, 176 Cumberland Street, The Rocks, New South Wales, 2000.

**This is an important document. Please read it carefully and in its entirety.
If you do not understand it please consult with your professional advisers.**

If you are unable to attend the Extraordinary General Meeting, please complete the Proxy Appointment Form enclosed and return it in accordance with the instructions set out on that form.

MEDUSA MINING LIMITED

ACN 099 377 849

NOTICE OF EXTRAORDINARY GENERAL MEETING

Medusa Mining Limited (the “**Company**”) gives notice that the Extraordinary General Meeting of the Company will be held on Wednesday, 4 May 2022 at 10.30 am (Sydney time) at Shangri-La Sydney, 176 Cumberland Street, The Rocks, New South Wales, 2000.

ITEMS OF BUSINESS

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

Terms and abbreviations used in this Notice (including in the Explanatory Memorandum and the Proxy Appointment Form) are defined in Schedule 1 to this Notice (or elsewhere in the body of this Notice).

SPECIAL BUSINESS

RESOLUTION 1: CHANGE OF COMPANY NAME

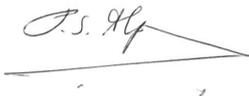
To consider and if thought fit, pass the following Special Resolution with or without modification:

“That, for the purpose of section 157(1) of the Corporations Act and for all other purposes, the Company’s name be changed from “Medusa Mining Limited” to “Ten Sixty Four Limited” and that for the purpose of Section 136(2) of the Corporations Act and for all other purposes, all references to “Medusa Mining Limited” in the Company’s Constitution be replaced with “Ten Sixty Four Limited”, as detailed in the Explanatory Memorandum to this Notice of Meeting.”

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board



Peter Alphonso
Company Secretary

31 March 2022

EXPLANATORY MEMORANDUM

The Explanatory Memorandum has been prepared to provide Shareholders with information about the items of business to be considered at the Extraordinary General Meeting to be held on Wednesday, 4 May 2022 at 10.30 am (Sydney time) at Shangri-La Sydney, 176 Cumberland Street, The Rocks, New South Wales, 2000.

The Explanatory Memorandum is important and should be read carefully, in its entirety, by all Shareholders. The Explanatory Memorandum is part of the Notice.

SPECIAL BUSINESS

RESOLUTION 1: CHANGE OF COMPANY NAME

Pursuant to Special Resolution 1 the Company seeks shareholder approval for the change of the name of the Company to Ten Sixty Four Limited. The Board has implemented a change in strategy involving the acquisition of projects in Queensland Australia as an evolution of the Company's gold focus and as a way of providing a level of geographic diversity across its asset portfolio.

As part of this initiative, the Board is proposing to change the Company's name to Ten Sixty Four Limited. In accordance with Section 157(1) of the Corporations Act, a company may change its name by Special Resolution. If Special Resolution 1 is passed, the Company will lodge the prescribed forms with ASIC requesting that ASIC alter the registration details of the Company to reflect the name change. The change of name will take effect from the day on which ASIC alters the details of the Company's registration. The Company also seeks approval under Section 136(2) of the Corporations Act to amend the Company's constitution to reflect the change of name. The Company's ASX listing code will also change from 'MML' to 'X64'.

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

EXPLANATORY MEMORANDUM

SCHEDULE 1: TERMS AND ABBREVIATIONS

Definition	Meaning
ASX Listing Rules	means the official listing rules of ASX Limited
Board	The Board of Directors of the Company
Chairperson	The Chairperson of the Extraordinary General Meeting appointed in accordance with the Constitution
Closely related party	closely related party of a member of the key management personnel means: <ul style="list-style-type: none"> • a spouse or child of the member; or • a child of the member's spouse; or • a dependant of the member or of the member's spouse; or • anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or • a company that the member controls; or • a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Company or Medusa	Medusa Mining Limited (ACN 099 377 849)
Constitution	The Constitution of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A Director of the Company
Explanatory Memorandum	The Explanatory Memorandum enclosed with and forming part of this Notice
Extraordinary General Meeting	The Extraordinary General Meeting of the Company notified to Shareholders by this Notice
Key management personnel	Key management personnel have the same meaning as in the accounting standards. So, the term broadly includes those persons involved in decision making with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any director of the Company.
Notice	This Notice of Meeting incorporating the Explanatory Memorandum and the Proxy Appointment Form
Proxy Appointment Form	The Proxy Appointment Form enclosed with and forming part of this Notice
Remuneration Report	Has the meaning given to it by the Corporations Act
Resolutions	The resolutions referred to in this Notice, and resolution means the applicable resolution referred to in this Notice or any of the resolutions referred to in this Notice (as the context requires)
Rule	A rule of the Constitution
Shareholder	The holder of a Share
Share	A fully paid ordinary share in the Company
Ten Sixty Four Limited	Ten Sixty Four Limited (ACN 614 771 407)
\$ or A\$	A reference to "\$" or "A\$" is to Australian currency, unless otherwise indicated

EXPLANATORY MEMORANDUM

NOTES

These Notes form part of the Notice of Extraordinary General Meeting.

Right to vote

The Directors have determined that those persons who are the registered holders of Shares at 7.00pm (Sydney time) on Monday, 2 May 2022 will be entitled to attend and vote at the Extraordinary General Meeting (and their voting entitlement will be the entitlement set out in the register of Shareholders at that time). Share transfers registered after that time will be disregarded in determining voting entitlements.

Appointment of proxies

Each Shareholder entitled to vote at the Extraordinary General Meeting may appoint a proxy to attend and vote at the Extraordinary General Meeting.

A proxy need not be a Shareholder and can be an individual or a body corporate.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Extraordinary General Meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder 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.

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of these provisions, as they will apply to this meeting. Broadly, the effect of the provisions is that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chairperson, who must vote the proxies as directed.

More detail on these provisions is provided below.

Proxy vote if appointment specifies way to vote

Section 250BB provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chairperson of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (ie as directed); and
- (d) if the proxy is not the Chairperson - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-Chairperson proxy to Chairperson in certain circumstances

Section 250BC provides that, if:

- (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 Chairperson 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;
 - (ii) the proxy does not vote on the resolution,

the Chairperson 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.

Chairperson as proxy and intentions of Chairperson

The Chairperson of the Extraordinary General Meeting, where appropriately authorised, intends to vote all available undirected proxies in favour of Resolutions 1.

If you appoint the Chairperson of the Extraordinary General Meeting as your proxy but do not mark either "For", "Against" or "Abstain" on the Proxy Appointment Form for a Resolution, you will be expressly authorising the Chairperson to vote on that Resolution in accordance with the Chairperson's stated voting intention described above.

If you wish to appoint the Chairperson of the meeting as your proxy with a direction to vote, you can do so by marking the boxes for the relevant Resolution (ie by directing him to vote "For", "Against", or "Abstain") on the Proxy Appointment Form

Lodgement of proxy documents

For an appointment of a proxy for the Extraordinary General Meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointer's attorney - the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it,

must be received by the Company at least 48 hours before the meeting (that is, not later than 10.30 am (Sydney time) on Monday, 2 May 2022).

The following addresses are specified for the purposes of receipt of proxies:

By mail: Computershare Investor Services Pty Ltd GPO Box 242, Melbourne, Victoria 3001	online: www.investorvote.com.au	By fax: 1800 783 447 (within Aust) +61 3 9473 2555 (outside Aust)
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Bodies corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.



MEDUSA

Medusa Mining Limited
ABN 60 099 377 849

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30am (Sydney time) on Monday, 2 May 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 also 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. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 186674

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Medusa Mining Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 Extraordinary General Meeting of Medusa Mining Limited to be held at Shangri-La Sydney, 176 Cumberland Street, The Rocks, NSW 2000 on Wednesday, 4 May 2022 at 10:30am (Sydney time) and at any adjournment or postponement of that meeting.

Step 2 Item of Business

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

	For	Against	Abstain
Resolution 1 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on the resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

Mobile Number Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

