

Receipt of section 249D notice

Further to its announcement of 12 April 2022, **Twenty Seven Co. Limited** (ASX: TSC) (“**TSC**” or “**the Company**”) advises that it has last week received various documents from shareholders collectively holding in excess of 5% of the total issued shares in TSC (“**Requisitioning Shareholders**”), including:

- a notice under section 203D of the *Corporations Act 2001* (Cth) (“**Act**”) received by the Company on Thursday, 28 April 2022, by which the Requisitioning Shareholders notified the Company of their intention to propose resolutions at a general meeting for the removal of Messrs Rohan Dalziell and Mark Burchnall from the board of directors of the Company (“**Section 203D Notice**”);
- a notice under section 249D of the Act received by the Company on Thursday, 5 May 2022, by which the Requisitioning Shareholders requested the Company convene a general meeting of shareholders for the purposes of considering the above resolutions and, in addition, resolutions to appoint Messrs Mark Caruso, David Argyle and Robert Downey as directors of the Company (“**Section 249D Notice**”); and
- consents to act as directors of the Company signed by each of Messrs Caruso, Argyle and Downey.

Copies of the Section 203D Notice and Section 249D Notice are attached.

The Company has taken external legal advice in relation to the validity of the Section 203D Notice and the Section 249D Notice and has confirmed that they are valid in each case.

The Requisitioning Shareholders

The Requisitioning Shareholders comprise:

- Regional Management Pty Ltd ATF <Canello Super Fund>, a company in respect of which Mr Mark Caruso is sole shareholder, director and company secretary;
- Gold Terrace Pty Ltd, a company in respect of which Mr Michael Cudby is sole director and a Hong Kong company, Parklane Investments Limited, is the sole shareholder; and
- Mr Kevin Leo and Mrs Leticia Leo ATF <Leo Super>.

Next steps

The directors of the Company are required to call a general meeting within 21 days after a request under section 249D of the Act is given to the Company and to hold that meeting within two months after receipt of that request.

The Company will keep shareholders updated as required in connection with that meeting.

The Board of Twenty Seven Co. Limited authorised the release of this announcement to the ASX.

For further information please contact:

Rohan Dalziell
Non-executive Chairman

Phone: (08) 9385 6911

Mobile: + 61 407 994 507

Email: enquiries@twentysevenco.com.au

About Twenty Seven Co. Limited

Twenty Seven Co. Limited (ASX: TSC) is an ASX-listed explorer. TSC's Australian assets comprise two tenure groupings detailed briefly as follows:

WA Archaean Gold assets:

- **Mt Dimer Project:** is made up of mining lease M77/515 and exploration license E77/2383. The project is highly prospective for Archean gold. The recent soil geochemical sampling undertaken over the exploration license to the west of the MDML shows the potential for further mineralisation to be defined within the greater project area.
- **Yarbu Project:** This project is located on the Marda Greenstone belt ~ 80km to the northwest of the Mt Dimer Project. Yarbu consists of three exploration licenses (E77/2442, E77/2540 and E77/2539) which cover approximately 223sq km and are highly prospective for Archean gold deposits.
- **Rover Project:** TSC's 100% owned Rover project is located near Sandstone in a base metals and gold mineral rich area associated with Archean greenstone belts. Rover Project is a large 460sqkm tenure package covering two linear Archean greenstones, with a combined length of around 160km. Historically the area is underexplored and is currently undergoing a resurgence in exploration.

NSW Iron Oxide-Copper-Gold and tin assets:

- **Midas Project:** is prospective for Iron Oxide Copper Gold (IOCG) and is located 40km NE of Broken Hill.
- **Perseus Project:** is prospective for Iron Oxide Copper Gold (IOCG) and historically has been underexplored and is located ~50km west of Broken Hill.
- **Trident Project:** is prospective for Iron Oxide Copper Gold (IOCG) and tin and is located ~35km north-east of Broken Hill.

To:

Attention: The Directors
Twenty Seven Co. Limited
ACN 119 978 013
Suite 17, 145 Stirling Highway
Nedlands WA 6009

From:

Gold Terrace Pty Ltd
ACN 601 177 619
Unit 22, 8-12 Hurley Street, Canningvale WA 6155

Regional Management Pty Ltd
ACN 106 755 622
ATF <Canello Super Fund>
125 Sheffield Road
Welshpool WA 6106

Mr Kevin Anthony Leo and Mrs Leticia Leo
ATF <Leo Super>
PO Box 23
Lake Grace WA 6353

**NOTICE OF INTENTION TO MOVE A RESOLUTION PURSUANT TO SECTION 203D OF THE
CORPORATIONS ACT 2001**

We:

- (a) Gold Terrace Pty Ltd ACN 601 177 619 of Unit 22, 8-12 Hurley Street, Canningvale WA 6155;
- (b) Regional Management Pty Ltd ACN 106 755 622 ATF <Canello Super Fund> of 125 Sheffield Road Welshpool WA 6106; and
- (c) Mr Kevin Anthony Leo and Mrs Leticia Leo ATF <Leo Super> of PO Box 23 Lake Grace WA 6353,

are all members of Twenty Seven Co. Limited ACN 119 978 013 (**Company**) holding (as at midnight on 27 April 2022) 133,454,264 ordinary fully paid shares in the capital of the Company, being approximately 5.02% of the votes that may be cast at a general meeting of the Company.

We hereby give notice pursuant to section 203D of the *Corporations Act 2001* (Cth) of our intention to move the following resolutions at the next general meeting of the Company:

RESOLUTION 1 - Removal of Director - Mr Rohan Dalziell

"That, Mr Rohan Dalziell be removed as a Director of the Company with immediate effect."

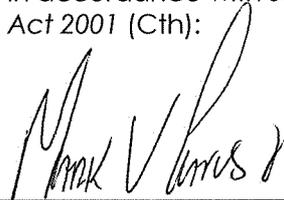
RESOLUTION 2 - Removal of Director - Mr Mark Langley Burchnall

"That, Mr Mark Langley Burchnall be removed as a Director of the Company with immediate effect."

EXECUTION OF MEMBERS

Dated 28 April 2022

**EXECUTED by REGIONAL MANAGEMENT PTY LTD ACN
106 755 622 ATF <CANCELLO SUPER FUND>**
in accordance with section 127 of the Corporations
Act 2001 (Cth):

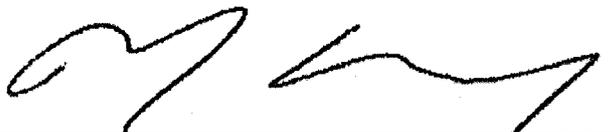


Sole Director/Secretary

Mark Caruso

Name of Sole Director/Secretary (print)

**EXECUTED by GOLD TERRACE PTY LTD
ACN 601 177 619**
in accordance with section 127 of the
Corporations Act 2001 (Cth):

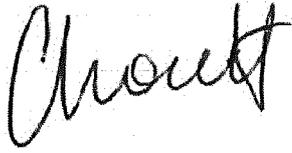


Sole Director/Secretary

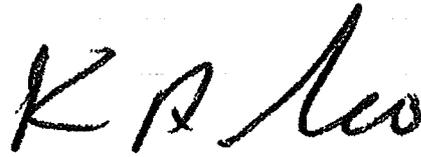
Michael Cubdy

Name of Sole Director/Secretary (print)

SIGNED by MR KEVIN ANTHONY LEO ATF)
<LEO SUPER> in the presence of:)



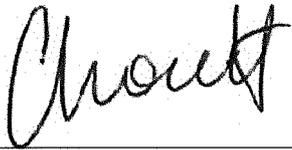
Signature of witness



Signature

Christopher Hoult
Name of witness

SIGNED by MRS LETICIA LEO ATF <LEO)
SUPER> in the presence of:)



Signature of witness



Signature

Christopher Hoult
Name of witness

To:

Attention: The Directors
Twenty Seven Co. Limited
ACN 119 978 013
Suite 17, 145 Stirling Highway
Nedlands WA 6009

From:

Gold Terrace Pty Ltd
ACN 601 177 619
Unit 22, 8-12 Hurley Street, Canningvale WA 6155

Regional Management Pty Ltd
ACN 106 755 622
ATF <Canello Super Fund>
125 Sheffield Road
Welshpool WA 6106

Mr Kevin Anthony Leo and Mrs Leticia Leo
ATF <Leo Super>
PO Box 23
Lake Grace WA 6353

**REQUEST TO CONVENE GENERAL MEETING OF
TWENTY SEVEN CO. LIMITED PURSUANT TO SECTION 249D OF THE CORPORATIONS ACT
2001**

We:

- (a) Gold Terrace Pty Ltd ACN 601 177 619 of Unit 22, 8-12 Hurley Street, Canningvale WA 6155;
- (b) Regional Management Pty Ltd ACN 106 755 622 ATF <Canello Super Fund> of 125 Sheffield Road Welshpool WA 6106; and
- (c) Mr Kevin Anthony Leo and Mrs Leticia Leo ATF <Leo Super> of PO Box 23 Lake Grace WA 6353,

are all members of Twenty Seven Co. Limited ACN 119 978 013 (**Company**) holding (as at midnight on 4 May 2022) 133,454,264 ordinary fully paid shares in the capital of the Company, being approximately 5.02% of the votes that may be cast at a general meeting of the Company.

We request, pursuant to section 249D of the *Corporations Act 2001* (Cth), that the directors of the Company call and arrange to hold a general meeting of the Company for the purpose of considering and if thought fit, passing as ordinary resolutions, the resolutions set out below:

RESOLUTION 1 - Appointment of Director - Mr Mark Victor Caruso

"That Mr Mark Victor Caruso, having consented to act, be appointed as a Director of the Company."

RESOLUTION 2 - Appointment of Director - Mr David Argyle

"That Mr David Argyle, having consented to act, be appointed as a Director of the Company."

RESOLUTION 3 - Appointment of Director - Mr Robert Hartley Downey

"That Mr Robert Hartley Downey, having consented to act, be appointed as a Director of the Company."

RESOLUTION 4 - Removal of Director - Mr Rohan Dalziell

"That, Mr Rohan Dalziell be removed as a Director of the Company."

RESOLUTION 5 - Removal of Director - Mr Mark Langley Burchnall

"That, Mr Mark Langley Burchnall be removed as a Director of the Company."

We propose to move the resolutions above.

The consents to act from Mr Mark Victor Caruso, Mr David Argyle and Mr Robert Hartley Downey have been delivered to the Company on 29 April 2022.

EXECUTION OF MEMBERS

Dated 5 May 2022

EXECUTED by **REGIONAL MANAGEMENT PTY LTD ACN 106 755 622 ATF <CANCELLO SUPER FUND>**
in accordance with section 127 of the *Corporations Act 2001* (Cth):



Sole Director/Secretary

Mark Caruso

Name of Sole Director/Secretary (print)

EXECUTED by **GOLD TERRACE PTY LTD ACN 601 177 619**
in accordance with section 127 of the *Corporations Act 2001* (Cth):

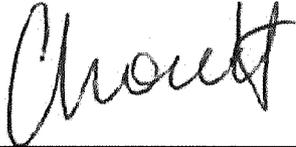


Sole Director/Secretary

Michael Cudby

Name of Sole Director/Secretary (print)

SIGNED by MR KEVIN ANTHONY LEO ATF)
<LEO SUPER> in the presence of:)
)



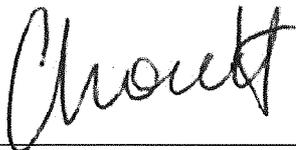
Signature of witness



Signature

Christopher Hoult
Name of witness

SIGNED by MRS LETICIA LEO ATF <LEO)
SUPER> in the presence of:)
)



Signature of witness



Signature

Christopher Hoult
Name of witness