

## 10. ADDITIONAL INFORMATION

### Rights attaching to Shares

10.1 The following is a summary of the more significant rights and liabilities attaching to Shares to be issued pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

10.2 Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours or can be obtained from the Company's website at [www.eurogold.com.au](http://www.eurogold.com.au).

#### 10.2.1 General meetings

10.2.1.1 Shareholders are entitled to be present in person, or by proxy or attorney to attend and vote at general meetings of the Company.

10.2.1.2 Shareholders may requisition meetings in accordance with section 249D of the Corporations Act.

#### 10.2.2 Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

10.2.2.1 each Shareholder entitled to vote may vote in person or by proxy or attorney;

10.2.2.2 on a show of hands, every person present who is a Shareholder or a representative of a Shareholder has one vote in respect of each Share carrying the right to vote; and

10.2.2.3 on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

#### 10.2.3 Dividend rights

The Directors alone may declare a dividend to be paid to shareholders. The dividend is payable at a time determined in the directors' discretion. No dividend may be declared or paid except as allowed by the Corporations Act. No interest is payable in respect of unpaid dividends. The Directors may set aside the Company's profit any amount that they consider appropriate. This amount may be used in any way that profits can be used, and can be invested or used in the Company's business in the interim.

#### 10.2.4 Winding-up

10.2.4.1 If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for the purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

10.2.4.2 The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is liability.

#### 10.2.5 Shareholder liability

As the Shares to be issued under the Offers contained in this Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

#### 10.2.6 Transfer of Shares

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the Listing Rules.

#### 10.2.7 Variation of rights

10.2.7.1 Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

10.2.7.2 If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

#### 10.2.8 Alteration of Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

### **Terms of Performance Shares**

10.3 Subject to approval at the General Meeting, the key terms of the Performance Shares are as follows:

10.3.1 No Dividend - Performance Shareholders are not entitled to a dividend.

10.3.2 Conversion - each Performance Share will convert into one Share upon the announcement by the ASX of the following prior to the Expiry Date:

10.3.2.1 the clinical trial of the blood test developed by BARD1AG S.A. for the detection of lung cancer (BBLC Test) has been completed;

10.3.2.2 the clinical trial involved at least 2000 participants, and returned a detection rate greater than 80%, and false positive results of less than 20%; and

10.3.2.3 the results of the clinical trial provide statistically significant evidence that the BBLC Test provides an outcome equal or superior to the current "gold

standard" CT Scan, which has a detection rate of less than 80%, and returns false positive results of more than 20%.

**("Milestone")**

- 10.3.3 Expiry Date - the Expiry Date is five years from the date of issue.
- 10.3.4 Conversion after Expiry Date - if the Milestone is not met by 5.00pm (WST) on the Expiry Date the Company will, as soon as reasonably practical and in any event no later than 90 days after the Expiry Date, convert the total number of Performance Shares on issue into one Share.
- 10.3.5 Non-transferrable - the Performance Shares are not transferrable.
- 10.3.6 No voting rights - Performance Shareholders shall have no right to vote, subject to the Corporations Act.
- 10.3.7 Participation in new issues - there are no participation rights or entitlements inherent in the Performance Shares and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Shares.
- 10.3.8 Unquoted - the Performance Shares are unquoted. No application for quotation of the Performance Shares will be made by the Company.