

18 September 2024

CIRCULAR TO CREDITORS

CALIDUS RESOURCES LIMITED ACN 006 640 553 (RECEIVERS AND MANAGERS APPOINTED)
KERAS (PILBARA) GOLD PTY LTD ACN 169 795 037 (RECEIVERS AND MANAGERS APPOINTED)
CALIDUS BLUE SPEC PTY LTD ACN 643 467 501 (RECEIVERS AND MANAGERS APPOINTED)
KERAS (GOLD) AUSTRALIA PTY LTD ACN 152 080 110
MILLENNIUM MINERALS PTY LTD ACN 003 257 556
CALIDUS OTWAYS PTY LTD ACN 640 807 183
(ALL ADMINISTRATORS APPOINTED)
("THE COMPANIES")

I refer to the appointment of Daniel Woodhouse and I, Hayden White, as Joint and Several Administrators of the Companies on 28 June 2024.

CONCURRENT SECOND MEETING OF CREDITORS

The Administrators are required under the law to convene a second meeting of creditors, at which creditors will vote on the future of the Companies.

The concurrent Second Meeting of Creditors of the Companies will be held at **10:00AM (AWST) on Friday, 27 September 2024** using virtual meeting facilities ("Meeting").

Please find enclosed the following documents:

- Notice of Second Meeting of Creditors
- Meeting Registration Form
- Appointment of Proxy Form
- Formal Proof of Debt or Claim Form

The Administrators' Report pursuant to *Section 75-225 of the Insolvency Practice Rules (Corporations) 2016* is available online via the Creditors Portal maintained by the Administrators at: <https://www.fticonsulting.com/creditors/calidus-resources-group>.

If you or your appointed proxy wish to attend the Meeting, you must complete and return the above documents by **1:00PM (AWST) on Thursday, 26 September 2024** as outlined below:

FTI Consulting (Australia) Pty Limited

ABN 49 160 397 811 | ACN 160 397 811 | AFSL Authorised Representative # 001269325
Level 47, Central Park | 152-158 St George's Terrace | Perth WA 6000 | Australia
Postal Address | PO Box Z5486 | Perth WA 6831 | Australia
+61 8 9321 8533 telephone | [fticonsulting.com](https://www.fticonsulting.com)

Liability limited by a scheme approved under Professional Standards Legislation.

Creditor Class	Registration Form	Formal Proof of Debt	Appointment of Proxy
Employee	✓	Note 1	Note 2
Individual / Partnership	✓	✓	Note 2
Company	✓	✓	✓
Statutory	✓	✓	✓

The below notes are to be read in conjunction with the above table.

Notes:

- 1 Employees are not required to provide a formal proof of debt and will be admitted to vote on the amounts set out in the Companies' books and records. Employees may still lodge their own claim form if preferred.
- 2 Only a company or statutory creditor is required to appoint a proxy. Individuals (including employees) and partnerships may appoint a proxy, but only if they want that proxy to attend the meeting on their behalf.

ELECTRONIC NOTICES

In accordance with section 600G of the *Corporations Act 2001*, the Administrators have used one or more technologies to provide notice of the Second Meeting of creditors as follows:

- sent a copy of this circular to creditors by using email addresses obtained from the Companies' records.
- if no email address was obtained, the Administrators have provided a copy of this circular by post with a link to the FTI Consulting Creditor Portal.
- published a copy of this circular and the Administrators' Report to Creditors on the FTI Consulting Creditor Portal

Should you have any queries in relation to the Second Meeting of Creditors, the enclosed documents or the voluntary administration generally, please contact Administrators' office on (08) 9321 8533 or by email at calidus.creditors@fticonsulting.com.



Hayden White

Joint and Several Voluntary Administrator

DETAILS AND NOTICES FOR THE SECOND MEETING OF CREDITORS

CALIDUS RESOURCES LIMITED ACN 006 640 553 (RECEIVERS AND MANAGERS APPOINTED)

KERAS (PILBARA) GOLD PTY LTD ACN 169 795 037 (RECEIVERS AND MANAGERS APPOINTED)

CALIDUS BLUE SPEC PTY LTD ACN 643 467 501 (RECEIVERS AND MANAGERS APPOINTED)

KERAS (GOLD) AUSTRALIA PTY LTD ACN 152 080 110

MILLENNIUM MINERALS PTY LTD ACN 003 257 556

CALIDUS OTWAYS PTY LTD ACN 640 807 183

(ALL ADMINISTRATORS APPOINTED)

("THE COMPANIES")

NOTICE OF THE SECOND MEETING OF CREDITORS OF COMPANY UNDER ADMINISTRATION

The agenda for the meeting is set out in the attached notice.

Please access the virtual meeting facility at least 15 minutes before the scheduled commencement time in order to sign-in.

This meeting is being held virtually. If you or the person you have appointed is intending on accessing the meeting virtually, the meeting can be accessed by online video conference.

MEETING REGISTRATION FORM

This form should be completed if you intend to attend the meeting. The completed form must include the email address which you will use to access the Meeting virtually.

Dial in details will be provided to creditors who have returned this completed form one day prior to the day of the meeting.

All parties attending the Meeting are responsible for ensuring that they have the technology and internet connection to attend the Meeting virtually. Unfortunately, we are unable to assist with any technical issues relating to accessing the Meeting.

APPOINTMENT OF PROXY FORM

The appointment of proxy form allows you to appoint another person (known as a proxy) to attend the Meeting on your behalf. It is mandatory for a company or statutory creditor to appoint a proxy (or an attorney as proxy) to attend the Meeting on its behalf. If an individual is representing themselves at the meeting, a proxy form is not required.

You need only to complete the appointment of proxy form for the relevant Company/s you are a creditor of. If you are a creditor of more than one company, you must complete a new appointment of proxy form for each Company.

FORMAL PROOF OF DEBT OR CLAIM FORM

The Formal Proof of Debt provides us with details of the debt owing by, or your claim against, any of the Companies. If available, please attach to the Formal Proof of Debt such documents (for example, invoices) that substantiate your claim. You must send us a completed form if you wish to vote at the meeting if you have not already provided one to us.

Employees are not required to provide a formal proof of debt and will be admitted to vote on the amounts set out in the Companies' books and records.

RETURNING THE COMPLETED DOCUMENTS

The required completed documents must be returned to us no later than **1:00PM (AWST) on Thursday, 26 September 2024**. Please return your documents via one of the following methods:

Email: calidus.creditors@fticonsulting.com

Post: FTI Consulting, PO Box Z5486, PERTH WA 6831

Following receipt of your documents, we will email you or your elected proxy a confidential link to access the Meeting.

NOTICE OF CONCURRENT SECOND MEETING OF CREDITORS

CALIDUS RESOURCES LIMITED ACN 006 640 553 (RECEIVERS AND MANAGERS APPOINTED)
KERAS (PILBARA) GOLD PTY LTD ACN 169 795 037 (RECEIVERS AND MANAGERS APPOINTED)
CALIDUS BLUE SPEC PTY LTD ACN 643 467 501 (RECEIVERS AND MANAGERS APPOINTED)
KERAS (GOLD) AUSTRALIA PTY LTD ACN 152 080 110
MILLENNIUM MINERALS PTY LTD ACN 003 257 556
CALIDUS OTWAYS PTY LTD ACN 640 807 183
(ALL ADMINISTRATORS APPOINTED)
("THE COMPANIES")

Notice is now given that the concurrent Second Meeting of Creditor of the Companies will be held at **10:00AM (AWST) on Friday, 27 September 2024**. The meeting is being held virtually and all creditors wanting to attend the meetings are required to register their attendance with the Administrators. Once registration is confirmed, virtual meeting details will be provided.

Although there is no physical place where creditors are able to attend the meeting, I am required under law to nominate a notional place for the meeting for administrative purposes. The notional place for this meeting is FTI Consulting, Level 47, 152-158 St Georges Terrace, PERTH WA 6000. PLEASE DO NOT ATTEND THIS LOCATION.

AGENDA

1. The purpose of the meeting is:
 - a) to review the report of the Administrators and their recommendation in connection with the business, property, affairs and financial circumstances of the Companies; and
 - b) for the creditors of the Companies and/or to resolve:
 - i) that the Companies execute a Deed of Company Arrangement; or
 - ii) that the Administration should end; or
 - iii) that the Companies be wound up.
2. Creditors will be requested to fix the remuneration to be paid to the Administrators, as calculated on a time basis to the conclusion of the Administration.
3. If the Company enters into a DOCA, the Deed Administrators will seek to have creditors resolve to fix the remuneration of the Deed Administrators.
4. If the Company is placed into liquidation, the Liquidators will seek to have creditors resolve to fix the remuneration of the Liquidators.
5. Any other business properly brought before the meeting.

Creditors wishing to vote at the meeting:

- who will not be attending the meeting or are a company, must complete and return an Appointment of Proxy Form (attached); and
- must complete and return a Formal Proof of Debt or Claim Form (attached) if not already done so,

by no later than **1:00PM on Thursday, 26 September 2024**, by email to calidus.creditors@fticonsulting.com, or by post to FTI Consulting, PO Box Z5486, PERTH WA 6831.

Dated this 18th day of September 2024



Hayden White
Joint and Several Voluntary Administrator

NOTICE OF ATTENDANCE – MEETING REGISTRATION FORM
CONCURRENT SECOND MEETING OF CREDITORS

CALIDUS RESOURCES LIMITED ACN 006 640 553 (RECEIVERS AND MANAGERS APPOINTED)
KERAS (PILBARA) GOLD PTY LTD ACN 169 795 037 (RECEIVERS AND MANAGERS APPOINTED)
CALIDUS BLUE SPEC PTY LTD ACN 643 467 501 (RECEIVERS AND MANAGERS APPOINTED)
KERAS (GOLD) AUSTRALIA PTY LTD ACN 152 080 110
MILLENNIUM MINERALS PTY LTD ACN 003 257 556
CALIDUS OTWAYS PTY LTD ACN 640 807 183
(ALL ADMINISTRATORS APPOINTED)
(“THE COMPANIES”)

ATTENDANCE

Attendance of this meeting is not compulsory.

Should you wish to attend the virtual meeting you **must** complete the following registration details and return to our offices by **1:00PM AWST on Thursday, 26 September 2024** to:

Email: calidus.creditors@fticonsulting.com

Post: FTI Consulting, PO Box Z5486, PERTH WA 6831

Name of Creditor:	
Contact Name:	
Position:	
Email Address: <i>(That you will use to access the virtual meeting)</i>	
Contact Number:	

SIGNATURE OF CREDITOR (OR PERSON AUTHORISED BY CREDITOR)

Once you have returned this completed form, you will be provided by email with instructions and a link to the virtual meeting.

Please ensure you have lodged an Appointment of Proxy Form (if applicable) and Proof of Debt, otherwise you may only be an observer at the meeting, and you will be unable to vote.

FORM 535 – FORMAL PROOF OF DEBT OR CLAIM

Please select Company the Proxy Form relates to:

Company	Select
Calidus Resources Limited (ACN 006 640 553) (Receivers and Managers Appointed)	
Keras (Gold) Australia Pty Ltd (ACN 152 080 110)	
Millennium Minerals Pty Ltd (ACN 003 257 556)	
Keras (Pilbara) Gold Pty Ltd (ACN 169 795 037) (Receivers and Managers Appointed)	
Calidus Otways Pty Ltd (ACN 640 807 183)	
Calidus Blue Spec Pty Ltd (ACN 643 467 501) (Receivers and Managers Appointed)	

(All Administrators Appointed)

To the Administrators of the Companies (All Administrators Appointed)

1. This is to state that the Company was on 28 June 2024, and still is, justly and truly indebted to:

.....

(full name, ABN and address of the creditor and, if applicable, the creditor's partners)

for \$(dollars and cents)

Particulars of the debt are:

Date	Consideration	Amount (\$/c)	Remarks
	(state how the debt arose)		(include details of voucher substantiating payment)

2. To my knowledge or belief the creditor has not, nor has any person by the creditor's order, had or received any satisfaction or security for the sum or any part of it except for the following:

.....
(insert particulars of all securities held. If the securities are on the property of the company, assess the value of those securities. If any bills or other negotiable securities are held, show them in a schedule in the following form).

Date	Drawer	Acceptor	Amount (\$/c)	Due Date
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3. Signed by (select correct option):

- ☐ I am the creditor personally
- ☐ I am employed by the creditor and authorised in writing by the creditor to make this statement. I know that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied
- ☐ I am the creditor's agent authorised in writing to make this statement in writing. I know the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied.

Signature: Dated:

Name: Occupation:.....

Address:

* If prepared by an employee or agent of the creditor, also insert a description of the occupation of the creditor

FTI Consulting (Australia) Pty Limited

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RECEIVE REPORTS BY EMAIL**YES****NO**

Do you wish to receive all future reports and correspondence from our office via email?

☐☐

Email:

If being used for the purpose of voting at a meeting:

a) Is the debt you are claiming assigned to you?

☐ Yes☐ No

b) If yes, attach written evidence of the debt, the assignment and consideration given.

☐ Attached

c) If yes, what value of consideration did you give for the assignment (eg, what amount did you pay for the debt?)

\$

d) If yes, are you a related party creditor of the Company? (If you are unsure contact the Administrators' Office)

☐ Yes☐ No

APPOINTMENT OF PROXY

CALIDUS RESOURCES LIMITED ACN 006 640 553

(RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)
("THE COMPANY")

I/We (name of signatory) _____
 of (address) _____
 a creditor of the Company, appoint (add name and address of proxy) _____

or in his/her absence (add alternate proxy) _____

as my/our ☐ general proxy or ☐ special proxy to vote at the meeting of creditors to be held on
Friday, 27 September 2024 at 10:00AM (AWST) or at any adjournment of that meeting.

	Resolutions (for special proxies only)	For	Against	Abstain
1	<p>Resolution in relation to the future of the Company.</p> <p>Please note you may only vote in relation to either 1(a) or (b) or (c) or (d).</p> <p>(a) The Company should enter a Deed of Company Arrangement; OR</p> <p>(b) The Company be wound up; OR</p> <p>(c) The Administration should end and control of the Company be reverted to the Director; OR, alternatively</p> <p>(d) The second meeting be adjourned for a period not exceeding 45 business days.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<p>"That the remuneration of the Voluntary Administrators of Calidus Resources Limited (Receivers and Managers Appointed) (Administrators Appointed) ACN 006 640 553 and their staff, for the period 28 June 2024 to 15 September 2024 (inclusive), calculated at the hours spent at the rates set out in the FTI Consulting Schedule of Rates (Corporate Finance & Restructuring effective 1 July 2024, Strategic Communications effective 1 January 2024 and Technology effective 14 December 2023) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, is approved for payment in the amount of \$195,454.00 exclusive of GST, to be drawn from available funds immediately or as funds become available."</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<p>"That the future remuneration of the Voluntary Administrators of Calidus Resources Limited (Receivers and Managers Appointed) (Administrators Appointed) ACN 006 640 553 and their staff, for the period 16 September 2024 to the conclusion of the second meeting of creditors (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Voluntary Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024, Strategic Communications effective 1 January 2024 and Technology effective</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Technology effective 14 December 2023) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$150,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”			
If Creditors resolve to enter into a Deed of Company Arrangement				
4	“That the future remuneration of the Voluntary Administrators of Calidus Resources Limited (Receivers and Managers Appointed) (Administrators Appointed) ACN 006 640 553 and their staff, for the period from the conclusion of the second meeting of the creditors to the execution of the Deed of Company Arrangement (inclusive) is determined and approved for payment at a sum equal to the cost of time incurred by the Voluntary Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024 and Strategic Communications effective 1 January 2024) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$100,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	“That the future remuneration of the Deed Administrators of Calidus Resources Limited (Deed Administrators Appointed) ACN 006 640 553 and their staff, from the execution to conclusion of the Deed of Company Arrangement (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Deed Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024 and Strategic Communications effective 1 January 2024) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$200,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	“That the future remuneration of the Trustees of the Calidus Resources Creditors’ Trust from the commencement to conclusion of the Calidus Resources Creditors’ Trust (inclusive) and their staff, is determined and approved for payment at a sum equal to the cost of time incurred by the Trustees, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$30,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
If Creditors resolve to wound up the Company				
7	“That the future remuneration of the Liquidators of Calidus Resources Limited (in Liquidation) ACN 006 640 553 and their staff, from the conclusion of the second meeting of creditors to the conclusion of the liquidation (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Liquidators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024 and Strategic Communications effective 1 January 2024) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$130,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*I/*We authorise *my/*our proxy to vote as a general proxy on resolutions other than those specified above.

Dated:.....

.....
Name and signature of authorised person

(“THE COMPANY”)

as my/our ☐ general proxy or ☐ special proxy to vote at the meeting of creditors to be held on **Friday, 27 September 2024 at 10:00AM (AWST)** or at any adjournment of that meeting.

	Resolutions (<i>for special proxies only</i>)	For	Against	Abstain
1	Resolution in relation to the future of the Company. Please note you may only vote in relation to either 1(a) or (b) or (c) or (d). (a) The Company should enter a Deed of Company Arrangement; OR (b) The Company be wound up; OR (b) The Administration should end and control of the Company be reverted to the Director; OR, alternatively (d) The second meeting be adjourned for a period not exceeding 45 business days.	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
2	"That the remuneration of the Voluntary Administrators of Keras (Pilbara) Gold Pty Ltd (Receivers and Managers Appointed) (Administrators Appointed) and their staff, for the period from 28 June 2024 to 15 September 2024, calculated at the hours spent at the rates set out in the FTI Consulting Schedule of Rates – Corporate Finance & Restructuring effective 1 July 2024, provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, is approved for payment in the amount of \$256,878.00, exclusive of GST, to be drawn from available funds immediately or as funds become available."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	"That the future remuneration of the Voluntary Administrators of Keras (Pilbara) Gold Pty Ltd (Receivers and Managers Appointed) (Administrators Appointed) ACN 169 795 037 and their staff, for the period from 16 September 2024 to the conclusion of the second meeting of creditors (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Voluntary Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$80,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If Creditors resolve to enter into a Deed of Company Arrangement				
4	"That the future remuneration of the Voluntary Administrators of Keras (Pilbara) Gold Pty Ltd (Receivers and Managers Appointed) (Administrators Appointed) ACN 169 795 037 and their staff, for the period from the conclusion of the second meeting of creditors to the execution of the Deed of Company Arrangement (inclusive) is determined and approved for payment at a sum equal to the cost of time incurred by the Voluntary Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$30,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	"That the future remuneration of the Deed Administrators of Keras (Pilbara) Gold Pty Ltd ACN 169 795 037 (Deed Administrators Appointed) and their staff, from the execution to conclusion of the Deed of Company Arrangement (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Deed Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$80,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	"That the future remuneration of the Trustees of the Keras (Pilbara) Gold Creditors' Trust from the commencement to conclusion of the Keras (Pilbara) Gold Creditors' Trust (inclusive) and their staff, is determined and approved for payment at a sum equal to the cost of time incurred by the Trustees, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$100,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
If Creditors resolve to wind up the Company				
7	"That the future remuneration of the Liquidators of Keras (Pilbara) Gold Pty Ltd ACN 169 795 037 (in Liquidation) and their staff, from the conclusion of the second meeting of creditors to the conclusion of the liquidation (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Liquidators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$400,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*I/*We authorise *my/*our proxy to vote as a general proxy on resolutions other than those specified above.

Dated:.....

.....

Name and signature of authorised person

APPOINTMENT OF PROXY

CALIDUS BLUE SPEC PTY LTD ACN 643 467 501

(RECEIVERS AND MANAGERS APPOINTED) (ADMINISTRATORS APPOINTED)

("THE COMPANY")

I/We (name of signatory) _____

of (address) _____

a creditor of the Company, appoint (add name and address of proxy) _____

or in his/her absence (add alternate proxy) _____

as my/our ☐ general proxy or ☐ special proxy to vote at the meeting of creditors to be held on
Friday, 27 September 2024 at 10:00AM (AWST) or at any adjournment of that meeting.

	Resolutions (for special proxies only)	For	Against	Abstain
1	<p>Resolution in relation to the future of the Company.</p> <p>Please note you may only vote in relation to either 1(a) or (b) or (c) or (d).</p> <p>(a) The Company should enter a Deed of Company Arrangement; OR</p> <p>(b) The Company be wound up; OR</p> <p>(c) The Administration should end and control of the Company be reverted to the Directors; OR, alternatively</p> <p>(d) The second meeting be adjourned for a period not exceeding 45 business days.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<p>"That the remuneration of the Voluntary Administrators of Calidus Blue Spec Pty Ltd ACN 643 467 501 (Receivers and Managers Appointed) (Administrators Appointed) and their staff, for the period 28 June 2024 to 15 September 2024 (inclusive), calculated at the hours spent at the rates set out in the FTI Consulting Schedule of Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, is approved for payment in the amount of \$60,415.50, exclusive of GST, to be drawn from available funds immediately or as funds become available."</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<p>"That the future remuneration of the Voluntary Administrators of Calidus Blue Spec Pty Ltd ACN 643 467 501 (Receivers and Managers Appointed) (Administrators Appointed) and their staff, for the period 16 September 2024 to the conclusion of the second meeting of creditors (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Voluntary Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$30,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available."</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If Creditors resolve to enter into a Deed of Company Arrangement				
4	“That the future remuneration of the Voluntary Administrators of Calidus Blue Spec Pty Ltd ACN 643 467 501 (Receivers and Managers Appointed) (Administrators Appointed) and their staff, for the period from the conclusion of the second meeting of the creditors to the execution of the Deed of Company Arrangement (inclusive) is determined and approved for payment at a sum equal to the cost of time incurred by the Voluntary Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$10,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	“That the future remuneration of the Deed Administrators of Calidus Blue Spec Pty Ltd ACN 643 467 501 (Deed Administrators Appointed) and their staff, from the execution to conclusion of the Deed of Company Arrangement (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Deed Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$10,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	“That the future remuneration of the Trustees of the Calidus Blue Spec Creditors’ Trust from the commencement to conclusion of the Calidus Blue Spec Creditors’ Trust (inclusive) and their staff, is determined and approved for payment at a sum equal to the cost of time incurred by the Trustees, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$12,500.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
If Creditors resolve to wound up the Company				
7	“That the future remuneration of the Liquidators of Calidus Blue Spec Pty Ltd ACN 643 467 501 (in Liquidation) and their staff, from the conclusion of the second meeting of creditors to the conclusion of the liquidation (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Liquidators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule D of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$75,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

***I/*We authorise *my/*our proxy to vote as a general proxy on resolutions other than those specified above.**

Dated:.....

.....

Name and signature of authorised person

(ADMINISTRATORS APPOINTED) (“THE COMPANY”)

as my/our ☐ general proxy or ☐ special proxy to vote at the meeting of creditors to be held on **Friday, 27 September 2024 at 10:00AM (AWST)** or at any adjournment of that meeting.

	Resolutions (<i>for special proxies only</i>)	For	Against	Abstain
1	Resolution in relation to the future of the Company. Please note you may only vote in relation to either 1(a) or (b) or (c) or (d). (a) The Company should enter a Deed of Company Arrangement; OR (b) The Company be wound up; OR (c) The Administration should end and control of the Company be reverted to the Director; OR, alternatively (d) The second meeting be adjourned for a period not exceeding 45 business days.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	"That the remuneration of the Voluntary Administrators of Millennium Minerals Pty Ltd (Administrators Appointed) ACN 003 257 556 and their staff, for the period 28 June 2024 to 15 September 2024 (inclusive), calculated at the hours spent at the rates set out in the FTI Consulting Schedule of Rates – Corporate Finance & Restructuring effective 1 July 2024, provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, is approved for payment in the amount of \$337,174.50, exclusive of GST, to be drawn from available funds immediately or as funds become available."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	"That the future remuneration of the Voluntary Administrators of Millennium Minerals Pty Ltd (Administrators Appointed) ACN 003 257 556 and their staff, for the period 16 September 2024 to the conclusion of the second meeting of creditors (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Voluntary Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$150,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If Creditors resolve to enter into a Deed of Company Arrangement

4	“That the future remuneration of the Voluntary Administrators of Millennium Minerals Pty Ltd (Administrators Appointed) ACN 003 257 556 and their staff, for the period from the conclusion of the second meeting of creditors to the execution of the Deed of Company Arrangement (inclusive) is determined and approved for payment at a sum equal to the cost of time incurred by the Voluntary Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$40,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	“That the future remuneration of the Deed Administrators of Millennium Minerals Pty Ltd (Administrators Appointed) ACN 003 257 556 and their staff, from the execution to conclusion of the Deed of Company Arrangement (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Deed Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$100,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	“That the future remuneration of the Trustees of the Millennium Minerals Creditors’ Trust from the commencement to conclusion of the Millennium Minerals Creditors’ Trust (inclusive) and their staff, is determined and approved for payment at a sum equal to the cost of time incurred by the Trustees, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$12,500.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
If Creditors resolve to wound up the Company				
7	“That the future remuneration of the Liquidators of Millennium Minerals Pty Ltd (in Liquidation) ACN 003 257 556 and their staff, from the conclusion of the second meeting of creditors to the conclusion of the liquidation (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Liquidators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$75,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*I/*We authorise *my/*our proxy to vote as a general proxy on resolutions other than those specified above.

Dated:.....

.....

Name and signature of authorised person

APPOINTMENT OF PROXY

KERAS (GOLD) AUSTRALIA PTY LTD ACN 152 080 110

(ADMINISTRATORS APPOINTED) ("THE COMPANY")

I/We (name of signatory) _____

of (address) _____

a creditor of the Company, appoint (add name and address of proxy) _____

or in his/her absence (add alternate proxy) _____

as my/our ☐ general proxy or ☐ special proxy to vote at the meeting of creditors to be held on
Friday, 27 September 2024 at 10:00AM (AWST) or at any adjournment of that meeting.

	Resolutions (for special proxies only)	For	Against	Abstain
1	<p>Resolution in relation to the future of the Company.</p> <p>Please note you may only vote in relation to either 1(a) or (b) or (c) or (d).</p> <p>(a) The Company should enter a Deed of Company Arrangement; OR</p> <p>(a) The Company be wound up; OR</p> <p>(b) The Administration should end and control of the Company be reverted to the Directors; OR, alternatively</p> <p>(d) The second meeting be adjourned for a period not exceeding 45 business days.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<p>"That the remuneration of the Voluntary Administrators of Keras (Gold) Australia Pty Ltd (Administrators Appointed) ACN 152 080 110 and their staff, for the period 28 June 2024 to 15 September 2024 (inclusive), calculated at the hours spent at the rates set out in the FTI Consulting Schedule of Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, is approved for payment in the amount of \$57,172.00, exclusive of GST, to be drawn from available funds immediately or as funds become available."</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<p>"That the future remuneration of the Voluntary Administrators of Keras (Gold) Australia Pty Ltd (Administrators Appointed) ACN 152 080 110 and their staff, for the period 16 September 2024 to the conclusion of the second meeting of creditors (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Voluntary Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$30,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available."</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
If Creditors resolve to enter into a Deed of Company Arrangement				

4	“That the future remuneration of the Voluntary Administrators of Keras (Gold) Australia Pty Ltd (Administrators Appointed) ACN 152 080 110 and their staff, for the period from the conclusion of the second meeting of creditors to the execution of the Deed of Company Arrangement (inclusive) is determined and approved for payment at a sum equal to the cost of time incurred by the Voluntary Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$10,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	“That the future remuneration of the Deed Administrators of Keras (Gold) Australia Pty Ltd (Deed Administrators Appointed) ACN 152 080 110 and their staff, from the execution to conclusion of the Deed of Company Arrangement (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Deed Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$30,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	“That the future remuneration of the Trustees of the Keras (Gold) Australia Creditors’ Trust from the commencement to conclusion of the Keras Gold Australia Creditors’ Trust (inclusive) and their staff, is determined and approved for payment at a sum equal to the cost of time incurred by the Trustees, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report, up to a capped amount of \$12,500.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
If Creditors resolve to wound up the Company				
7	“That the future remuneration of the Liquidators of Keras (Gold) Australia Pty Ltd (in Liquidation) ACN 152 080 110 and their staff, from the conclusion of the second meeting of creditors to the conclusion of the liquidation (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Liquidators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report, up to a capped amount of \$75,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*I/*We authorise *my/*our proxy to vote as a general proxy on resolutions other than those specified above (delete if not required)

Dated:.....

.....

Name and signature of authorised person

APPOINTMENT OF PROXY**CALIDUS OTWAYS PTY LTD ACN 640 807 183****(ADMINISTRATORS APPOINTED) ("THE COMPANY")**I/We (*name of signatory*) _____of (*address*) _____a creditor of the Company, appoint (*add name and address of proxy*) _____or in his/her absence (*add alternate proxy*) _____

as my/our ☐ general proxy or ☐ special proxy to vote at the meeting of creditors to be held on
Friday, 27 September 2024 at 10:00AM (AWST) or at any adjournment of that meeting.

	Resolution (<i>for special proxies only</i>)	For	Against	Abstain
1	<p>Resolution in relation to the future of the Company.</p> <p>Please note you may only vote in relation to either 1(a) or (b) or (c) or (d).</p> <p>(a) The Company should enter a Deed of Company Arrangement; OR</p> <p>(b) The Company be wound up; OR</p> <p>(c) The Administration should end and control of the Company be reverted to the Director; OR, alternatively</p> <p>(d) The second meeting be adjourned for a period not exceeding 45 business days.</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<p>"That the remuneration of the Voluntary Administrators of Calidus Otways Pty Ltd (Administrators Appointed) ACN 640 807 183 and their staff, for the period 28 June 2024 to 15 September 2024 (inclusive), calculated at the hours spent at the rates set out in the FTI Consulting Schedule of Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, is approved for payment in the amount of \$38,316.50, exclusive of GST, to be drawn from available funds immediately or as funds become available."</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<p>"That the future remuneration of the Voluntary Administrators of Calidus Otways Pty Ltd (Administrators Appointed) ACN 640 807 183 and their staff, for the period 16 September 2024 to the conclusion of the second meeting of creditors (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Voluntary Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$20,000.00, exclusive of GST, to be drawn from available funds immediately or as funds become available."</p>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If Creditors resolve to enter into a Deed of Company Arrangement				
4	“That the future remuneration of the Voluntary Administrators of Calidus Otways Pty Ltd (Administrators Appointed) ACN 640 807 183 and their staff, for the period from the conclusion of the second meeting of the creditors to the execution of the Deed of Company Arrangement (inclusive) is determined and approved for payment at a sum equal to the cost of time incurred by the Voluntary Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$10,000.00 exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	“That the future remuneration of the Deed Administrators of Calidus Otways Pty Ltd (Deed Administrators Appointed) ACN 640 807 183 and their staff, from the execution to conclusion of the Deed of Company Arrangement (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Deed Administrators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$10,000.00, exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	“That the future remuneration of the Trustees of the Calidus Otways Creditors’ Trust from the commencement to conclusion of the Calidus Otways Creditors’ Trust (inclusive) and their staff, is determined and approved for payment at a sum equal to the cost of time incurred by the Trustees, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$12,500.00, exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
If Creditors resolve to wound up the Company				
7	“That the future remuneration of the Liquidators of Calidus Otways Pty Ltd (in Liquidation) ACN 640 807 183 and their staff, from the conclusion of the second meeting of creditors to the conclusion of the liquidation (inclusive), is determined and approved for payment at a sum equal to the cost of time incurred by the Liquidators, calculated on a time basis at the hourly rates set out in the FTI Consulting Schedule of Standard Rates (Corporate Finance & Restructuring effective 1 July 2024) provided to creditors in Schedule E of the Remuneration Approval Report dated 18 September 2024, up to a capped amount of \$75,000.00, exclusive of GST, to be drawn from available funds immediately or as funds become available.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*I/*We authorise *my/*our proxy to vote as a general proxy on resolutions other than those specified above (delete if not required)

Dated:.....

.....
Name and signature of authorised person

GUIDANCE NOTES FOR COMPLETING PROXY AND PROOF OF DEBT OR CLAIM

FORMS APPOINTMENT OF PROXY FORM

A person can appoint another person to attend the meeting on their behalf by completing the Form of proxy.

If the creditor is a company or a firm, a person needs to be appointed to represent the company. This representative needs to be appointed by completing the Form of Proxy in accordance with section 127 of the Corporations Act 2001 ("the Act"). Alternatively, the appointed person must be authorised to act as a representative for the company per section 250D of the Act.

The Form of proxy is valid only for the meeting indicated (or any adjournment).

You may appoint either a general proxy (a person who may vote at their discretion on motions at the meeting) or a special proxy (who must vote according to your directions). If you appoint a special proxy, you should indicate on the form what directions you have given. In many instances, there will be a box or section on the proxy form where you can mark how you want your proxy to vote for you.

If you are unable to attend the meeting and you do not have a representative who can attend on your behalf, you may if you wish, appoint any person, including the Chairperson of the Meeting, as either your general or special proxy.

FORMAL PROOF OF DEBT OR CLAIM FORM

The proof of debt submitted during an Administration is used for voting purposes at any meetings of creditors and also to help establish the overall level of creditor claims in the administration.

Admission of your proof for voting purposes does not mean that the Administrator has agreed with your proof for the purpose of making a dividend distribution.

You should include a description of how your debt/claim arose, whether you are claiming a security interest in property and if you have any guarantees and indemnities for the debt. If you need more space, you can attach any additional details you wish to include – just make sure that you mention this on the form so we know what you've attached and how many pages.

You should provide supporting documents that substantiate what you are owed by the Company. This may include things like account statements, unpaid invoices and their corresponding purchase orders, PPSR registration, agreements/terms of trade, contracts, lease or hire agreements, court order or judgment, guarantee or loan document, emails/other correspondence with the Company.

If you need help in completing the forms or if you are uncertain what information you should attach, please email or telephone the nominated FTI Consulting contact person.