

30 November 2020

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Members of Kasbah Resources Limited (the "Company") will be held virtually via a webinar conferencing facility at 10.00 AM (AEDT) on Wednesday, 23 December 2020 (AGM, Annual General Meeting or Meeting).

In accordance with subsection 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No.1) 2020 made by the Commonwealth Treasurer on 5 May 2020 and making these changes permanent effective from 23 October 2020, the Company will not be dispatching physical copies of the Notice of Meeting. Instead the Notice of Meeting and accompanying explanatory statement (Meeting Materials) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company's website http://www.kasbahresources.com/site/content/ or at or at the Company's share registry's website (www.linkmarketservices.com.au) through Investor Centre.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at www.linkmarketservices.com.au. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry LINK at www.linkmarketservices.com.au or by phone on 1300 554 474 (within Australia) or on +61 1300 554 474 (Outside Australia) between 8:30am and 5:30pm (AEST) Monday to Friday, to obtain a copy.

As a result of the potential health risks in relation to the COVID-19 pandemic, the Meeting will be held via a webinar conferencing facility. Details of how to register to attend the Meeting are contained in the Meeting Materials. The Company strongly recommends to Shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

Yours sincerely,

Pradeep Subramaniam Company Secretary

Kasbah Resources Limited



Kasbah Resources Limited ACN 116 931 705

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting: Wednesday, 23 December 2020

Time of Meeting: 10.00 AM (AEDT)

Due to the ongoing COVID-19 pandemic, the meeting will be held virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Following recent modifications brought to the Corporations Act 2001 and the Corporations Regulations 2001 under the Corporations (Coronavirus Economic Response) Determination (no.1) 2020, no hard copy of the Notice of Annual General Meeting and Explanatory Statement will be circulated. The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Company's website: http://www.kasbahresources.com/site/content/

This Notice of Annual General Meeting and Explanatory Statement 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 advisor without delay.

KASBAH RESOURCES LIMITED

ACN 116 931 705 Registered office: Level 4, 100 Albert Road, South Melbourne, VIC 3205

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Notice is hereby given that the Annual General Meeting of Members of Kasbah Resources Limited (the "Company") will be held virtually via a webinar conferencing facility at 10.00 AM (AEDT) on Wednesday, 23 December 2020 (AGM, Annual General Meeting or Meeting).

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Company at the time of preparing the Notice of Annual General Meeting ("**Notice**"), the Company intends to conduct a poll on the resolutions in the Notice using the proxies filed prior to the Meeting.

Shareholders are strongly encouraged to submit their proxies as early as possible and in any event prior to the cutoff for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form which will be delivered to you by email or post (depending on your communication preferences).

Shareholders attending the AGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions. Shareholders who intend to join the AGM are asked to dial-in 30 minutes prior to the start of the meeting.

The virtual meeting can be attended using the following details:

When: 10.00 AM (AEDT) on Wednesday, 23 December 2020 Topic: Kasbah Resources Limited Annual General Meeting

Register in advance for this webinar:

https://us02web.zoom.us/webinar/register/WN_nDeYoqcXQc6bxOrsjLnc6g

After registering, you will receive a confirmation email containing information about joining the meeting. The Company strongly recommends its Shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online.

The Company is happy to accept and answer questions submitted prior to the meeting by email to info@kasbahresources.com. Where a written question is raised in respect of the key management personnel of the Company or the resolutions to be considered at the meeting, the Company will address the relevant question during the course of the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions). If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update to shareholders ahead of the Meeting.

Any shareholders who wish to attend the AGM online should therefore monitor the Company's website for any updates about the AGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through its website at http://www.kasbahresources.com/site/content/.

KASBAH RESOURCES LIMITED

ACN 116 931 705 Registered office: Level 4, 100 Albert Road, South Melbourne, VIC 3205

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors and auditors for the year ended 30 June 2020.

Note: There is no requirement for shareholders to approve these reports. Accordingly, no resolution will be put to shareholders on this item of business.

Resolution 1: Election of Mr Evan James Spencer as a Director of the Company

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, Mr Evan James Spencer, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company."

Resolution 2: Election of Mr Kapil Ashvin Seetulsingh as a Director of the Company

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, Mr Kapil Ashvin Seetulsingh, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company."

Resolution 3: Election of Mr Nicholas Michael Slade as a Director of the Company

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, Mr Nicholas Michael Slade, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company."

Resolution 4: Election of Ms Katie Laura Southwell as a Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, Ms Katie Laura Southwell, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company."

BY ORDER OF THE BOARD

Pradeep Subramaniam Company Secretary 30 November 2020

Notes

- 1. **Entire Notice:** The details of the resolutions contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
- 2. Record Date: The Company has determined that shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the Annual General Meeting, for the purposes of the Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

3. Proxies

- a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
- b. Each shareholder has a right to appoint one or two proxies.
- c. A proxy need not be a shareholder of the Company.
- d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution and the Corporations Act.
- e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
- f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
- g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
- h. To be effective, proxy forms must be received at the Company's share registry (Link Market Services Limited) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 10.00 AM (AEDT) on Monday, 21 December 2020. Any proxy received after that time will not be valid for the scheduled meeting.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. How the Chairman will vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chairman of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

6. Voting Exclusion Statements

Resolutions 1 to 4

There are no voting exclusions on these resolutions.

7. Enquiries

Shareholders are invited to contact the Company Secretary, Pradeep Subramaniam on +61 3 9482 2223 or info@kasbahresources.com if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Purpose of Information

This Explanatory Statement ("Statement") accompanies and forms part of the Company's Notice of Annual General Meeting ("Notice") for the 2020 Annual General Meeting ("Meeting") to be held virtually via a webinar conferencing facility at 10.00 AM (AEDT) on Wednesday, 23 December 2020 (AGM, Annual General Meeting or Meeting).

The Notice incorporates, and should be read together, with this Statement.

As the Company is no longer listed with Australian Stock Exchange ("ASX"), the matters in relation to ASX Listing Rules and any guidelines thereof no longer apply to the Company.

For ease of reference, further background and details regarding each of the resolutions follows in the order that the resolutions appear in the Notice of Meeting. Capitalised terms have the same meaning as set out in the Definitions section of this Explanatory Memorandum.

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2020 (which incorporates the Company's financial report, reports of the Directors and the auditors) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at +61 3 9482 2223 or email at info@kasbahresources.com, and you may request that this occurs on a standing basis for future years. Alternatively, you may access the Annual Report at the Company's website: http://www.kasbahresources.com/site/content/. It is noted that no resolution is required on these reports.

Shareholders will have the opportunity to ask questions about or make comments on, the 2020 Annual Report and the management of the Company. The auditor will be invited to attend, to answer questions about the audit of the Company's 2020 Annual Financial Statements.

Resolution 1: Election of Mr Evan James Spencer as a Director of the Company

Background

Mr Evan James Spencer was appointed as a Director of the Company on 31 December 2019 and being eligible, offers himself for election under the Company's Constitution.

Mr Spencer is a highly experienced mining executive and has held a wide range of executive, senior management and operational roles in mining, both domestically and internationally over 25 years. Mr Spencer has held senior roles in Barrick Gold, Kagara, Goldfields of South Africa, Aditya Birla Minerals and GBF Mining Contractors. Prior to joining Kasbah he was most recently Chief Executive of Asian Mineral Resources. Mr Spencer brings extensive technical and strategic leadership skills and experience to the Kasbah Management team, guiding AMR through the completion of construction, permitting and commissioning of the Ban Phuc operations in Vietnam. In addition, Mr Spencer has worked on asset integration in Saudi Arabia lead the strategic development and implementation of Barrick's Kalgoorlie assets further lead the strategic direction for Barrick's Papua New Guinea assets in the Ramu valley.

Mr Spencer has significant experience in project development, feasibility, permitting approvals and Joint venture management bringing key technical and operational management leadership to the Kasbah team.

Mr Spencer holds a Master of Mineral Economics, a Bachelor of Applied Science Geology (Hons), completed post-graduate studies in mine engineering, business, economics and frontline management. Mr Spencer also holds a W.A. First Class Managers Certificate.

Board Recommendation

The Board (with Mr Spencer abstaining) recommends that shareholders vote in favour of the election of Mr Spencer.

Voting Exclusions

Refer Note 6 above for voting exclusions.

Resolution 2: Election of Mr Kapil Ashvin Seetulsingh as a Director of the Company

Background

Mr Kapil Ashvin Seetulsingh is a corporate lawyer and was a partner with global law firm Clifford Chance, in London and previously in Hong Kong. Mr Seetulsingh has over 20 years' experience in the planning and successful execution of M&A, financing and joint venture transactions for blue-chip clients across the energy, natural resources and infrastructure sectors in markets spanning Africa, Asia, Europe, the Middle East and Australia.

His cross-border transactional expertise will be an invaluable asset to the Company at this stage of its development.

Board Recommendation

The Board (with Mr Seetulsingh abstaining) recommends that shareholders vote in favour of the election of Mr Seetulsingh.

Voting Exclusions

Refer Note 6 above for voting exclusions.

Resolution 3: Election of Mr Nicholas Michael Slade as a Director of the Company

Background

Mr Nicholas Michael Slade has 25 years' experience as an international mining professional in both management and technical roles, spanning various operating companies, consulting and project development roles. Mr Slade has significant experience in hard rock base metal mining having managed underground mining operations and has also had leading roles in conducting due diligence for equity and offtake interests, and overall project management/technical leadership of mining projects/studies.

Mr Slade is the Principal Engineer and Director of the Noetic Mining Solutions Ltd (an independent mining consultancy). Prior to this Mr Slade has held roles including Vice-President Technical & Operations with Pala Investments, Chief Mining Engineer – Underground with commodities trader Trafigura, Vice-President Golder PasteTec Consulting (subsidiary of Golder Associates) and held management and technical roles in Xstrata (now Glencore).

Mr Slade is a Fellow of the IMMM; a Chartered Engineer; and a Fellow of the AusIMM (CP), has also authored and reviewed a range of papers in various fields of his experience and is a co-editor of the AusIMM Mine Manager's Handbook and a co-author of the AusIMM's Mineral Consultants' Handbook. Mr Slade also holds a Queensland First Class Underground Mine Manager's certificate, a BEng in Mineral Surveying & Resource Management and a MSc in Mining Engineering from the Camborne School of Mines, UK.

Board Recommendation

The Board (with Mr Slade abstaining) recommends that shareholders vote in favour of the election of Mr Slade.

Voting Exclusions

Refer Note 6 above for voting exclusions.

Resolution 4: Election of Ms Katie Laura Southwell as a Director of the Company

Background

Ms Katie Laura Southwell is a senior legal executive with over 14 years' experience as a legal and strategic adviser on M&A, financing and corporate governance matters in the mining and resources sector. Ms Southwell has had leading roles for several mining companies, including Nyrstar, managing complex development and financing projects. Ms Southwell is currently Senior Legal Counsel at Pala Investments Ltd, a mining investment fund based in Zug, Switzerland, and manages due diligence, compliance, contentious matters and alternative financing, including streams, royalties and mezzanine finance, for several portfolio companies. Ms Southwell was General Counsel of Nevada Copper (TSX:NCU) and successfully closed a USD115M project finance facility with KfW IPEX Bank GmbH, negotiated EPC and underground mining contracts, and negotiated offtake contracts with Aurubis and Concord Resources. Ms. Southwell is currently a director of Nevada Copper.

Kate holds a BA in Law with French (First Class), is admitted to practice in England and is a member of the New York Bar. She is a member of the IBA Mining Committee and holds the CFA Certificate in ESG Investing, is a regular speaker on M&A and corporate matters at industry events and is passionate about improving diversity and sustainability in the mining sector.

Board Recommendation

The Board (with Ms Southwell abstaining) recommends that shareholders vote in favour of the election of Ms Southwell.

Voting Exclusions

Refer Note 6 above for voting exclusions.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

- "\$" means Australian Dollars;
- "Annual Report" means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2020;
- "ASX" means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;
- "Auditor's Report" means the auditor's report on the Financial Report;
- "AEDT" means Australian Eastern Daylight Time;
- "Board" means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;
- "Chairman" means the person appointed to chair the Meeting of the Company convened by the Notice;
- "Company" means Kasbah Resources Limited ACN 116 931 705;
- "Constitution" means the constitution of the Company as at the date of the Meeting;
- "Corporations Act" means the Corporations Act 2001 (Cth);
- "Director" means a Director of the Company;
- "Directors Report" means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;
- "Explanatory Memorandum" means the explanatory memorandum which forms part of the Notice;
- "Financial Report" means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;
- "Meeting" has the meaning given in the introductory paragraph of the Notice;
- "Notice" means the Notice of Meeting accompanying this 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; and
- "Shareholder" means shareholder of the Company.

ACN 116 931 705

LODGE YOUR VOTE

ONLINE

www.linkmarketservices.com.au



Kasbah Resources Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



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PROXY FORM

I/We being a member(s) of Kasbah Resources Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am (ADST) on Wednesday, 23 December 2020, virtually via a webinar conferencing facility (the Meeting) and at any postponement or adjournment of the Meeting. Register in advance for this webinar:

https://us02web.zoom.us/webinar/register/WN_nDeYoqcXQc6bx0rsjLnc6g

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

For Against Abstain*



- Election of Mr Evan James Spencer as a Director of the Company
- Election of Mr Kapil Ashvin Seetulsingh as a Director of the Company
- Election of Mr Nicholas Michael Slade as a Director of the Company
- Election of Ms Katie Laura Southwell as a Director of the Company





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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Please note: you cannot change ownership of your shares using this form.

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00am (ADST) on Monday, 21 December 2020, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN).



BY MAIL

Kasbah Resources Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am-5:00pm)