Superior Resources Limited

ABN 72 112 844 407

Notice of the 2021 Annual General Meeting of Shareholders

The Annual General Meeting of Superior Resources Limited (ACN 112 844 407) (Company) will be held at:

- A) Christie Centre 320 Adelaide Street Brisbane Qld 4000
- B) 11:00 am (AEST) on 10 December 2021

In accordance with section 253RA of the Corporations Act, the Notice of Meeting, accompanying Explanatory Notes and annexures are being made available to Shareholders electronically.

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisor prior to voting. Please contact the Company Secretary, Carlos Fernicola, on 07 3831 3922 or carlos@carlosfernicola.com.au if you wish to discuss any matter concerning the Meeting.

The details contained in the Explanatory Notes accompanying this Notice of Annual General Meeting should be read together with and form part of this Notice of Annual General Meeting.

Notice of the 2021 Annual General Meeting

Notice is given that the 2021 Annual General Meeting of Shareholders of Superior Resources Limited ABN 72 112 844 407 (**Company**) will be held at Christie Centre, 320 Adelaide Street, Brisbane Qld 4000 at 11:00 am (AEST) on 10 December 2021.

Terms used in this Notice are defined in the Glossary forming part of the Explanatory Notes. The Explanatory Notes and the Proxy Form accompanying this Notice are incorporated in and comprise part of this Notice.

A copy of this Notice and the Explanatory Notes which accompanies this Notice has been lodged with the Australian Securities & Investments Commission in accordance with Section 218 of the Corporations Act.

Ordinary Business

Financial Statements and Reports

To receive and consider the Annual Financial Report of the Company for the year ended 30 June 2021, incorporating the Company's Annual Financial Statements, together with the Directors' Report, the Remuneration Report and the Auditor's Report.

No resolution is required to be passed on this item.

Resolutions

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT (Non-Binding resolution)

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the Remuneration Report for the year ended 30 June 2021 covering directors and executives (as set out in the Directors' Report), as detailed in the Annual Report, to be adopted."

Voting Exclusions

The Company will in accordance with sections 250R(4) and 250BD(1) of the Corporations Act, disregard any votes cast on this Resolution by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, the Company need not disregard such a vote:

- if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chair intends to vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, in favour of Resolution 1.

RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MR CARLOS ALBERTO FERNICOLA

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

"That, for the purpose of ASX Listing Rules 14.4 and 14.5 and for all other purposes, Mr Carlos Fernicola, a Director, who retires by rotation but being eligible and offering himself for re-election, is hereby re-elected as a Director for a further term of office."

RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

To consider and if thought fit, pass the following as a special resolution:

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue equity securities up to 10.00% of the issued capital of the Company (calculated at the time of issue in accordance with the formula prescribed in Listing Rule 7.1A.2) over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Notes".

RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1 - DECEMBER 2020 PLACEMENT

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 177,840,000 ordinary shares by the Company on 23 December 2020 to sophisticated investors previously issued under the Company's Listing Rule 7.1 (15%) issue capacity, on the terms and conditions set out in the Explanatory Notes."

Voting Exclusions

The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who participated in the December 2020 Placement or is a counterparty to the agreement being approved. However, this does not apply to a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF SHARES UNDER LISTING RULE 7.1A - SEPTEMBER 2021 PLACEMENT

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

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 119,818,096 ordinary shares by the Company on 16 September 2021 to sophisticated investors previously issued under the Company's Listing Rule 7.1A (additional 10%) issue capacity, on the terms and conditions set out in the Explanatory Notes."

Voting Exclusions

The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who participated in the September 2021 Placement or is a counterparty to the agreement being approved. However, this does not apply to a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Your Directors recommend • FOR Resolutions 1 to 5	that you vote:
Further information is set out	in the Explanatory Notes accompanying this Notice.
By Order of the Board of Dire	ectors,
Carlos Fernicola Company Secretary	
Dated 4 November 2021	
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DIRECTORS' RECOMMENDATIONS ON RESOLUTIONS

Voting and Proxies

1. Voting

The Company has determined in accordance with Regulation 7.11.37 of the Corporations Regulations that for the purposes of voting at the Meeting, securities will be taken to be held by those persons recorded as Shareholders on the Company's share register as at 11:00am (AEST) on 8 December 2021, being 48 hours before the Meeting. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If you have any queries on how to cast your votes then call Mr Peter Hwang on 07 3847 2887 or Mr Carlos Fernicola on 07 3831 3922 during business hours.

2. Proxies

- (a) Any member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote in his or her stead.
- (b) If a Shareholder appoints more than one proxy, the appointment of the proxy may specify the proportion or number of that Shareholder's votes that each proxy may exercise. If the appointment does not specify the proportion or the number of the Shareholder's votes, each proxy may exercise one half of the votes.
- (c) Where a Shareholder appoints more than one proxy neither proxy is entitled to vote on a show of hands.
- (d) A proxy need not be a Shareholder of the Company.
- (e) For a proxy to be effective, the Company must receive (at the delivery details below) the completed Proxy Form and, if the form is signed by the Shareholder's attorney, the authority under which the Proxy Form is signed (or a certified copy of the authority) by no later than **48 hours** before the commencement of the Meeting, being 11.00 am (AEST) on 8 December 2021. Proxy Forms and other documentation may be lodged as follows:

By posting, delivery or Superior Resources Limited Share Registry

facsimile: C/- Link Market Services Limited

Locked Bag A14 Sydney South NSW 1235

Facsimile: (02) 9287 0309

By delivery: Level 12, 680 George Street Sydney NSW 2000

- (f) Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised officer or attorney.
- (g) If a proxy is not directed on how to vote on an item of business, the proxy may vote, or abstain from voting as he or she thinks fit. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction.
- (h) If a Shareholder appoints the Chairman of the meeting as the Shareholder's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that Shareholder for that item.

3. How the Chairman of the meeting will vote undirected proxies

Mr Carlos Fernicola, the Chairman of the Company, will chair the Meeting.

If you appoint the Chairman of the Meeting as your proxy or the Chairman is appointed as your proxy by default, and you do not specify how the Chairman is to vote on any Resolution, the Chairman as your proxy will vote:

FOR Resolutions 1 to 5.

NOTE: APPOINTMENT OF PROXY FORM IS ENCLOSED

Explanatory Notes to the Notice of Annual General Meeting 2021

These Explanatory Notes have been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions to be put to Shareholders at the Annual General Meeting to be held at Christie Centre, 320 Adelaide Street, Brisbane Qld 4000 at 11:00 am (AEST) on 10 December 2021.

The Notice of Meeting, which is also enclosed, sets out details of proposals concerning the Resolutions to be put to Shareholders.

The Directors recommend Shareholders read the accompanying Notice of Meeting and these Explanatory Notes in full before making any decision in relation to the Resolutions.

Unless otherwise defined, terms used in these Explanatory Notes are defined in the Glossary forming part of these Explanatory Notes.

Financial Statements and Reports

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2021, together with the Directors' Report, the Remuneration Report and the Auditor's Report.

The Company will not provide a hard copy of the Company's 2021 Annual Financial Report to Shareholders unless specifically requested to do so. The Company's 2021 Annual Financial Report is available on its website at www.superiorresources.com.au.

Shareholders will have the opportunity to ask questions about or make comments on, the 2021 Annual Financial Report and the management of the Company. The auditor will be invited to attend, to answer questions about the audit of the Company's 2021 Annual Financial Statements.

Resolution 1- REMUNERATION REPORT (NON-BINDING)

The Remuneration Report for the year ended 30 June 2021 is set out in the Directors' Report, which forms part of the 2021 Annual Financial Report. The 2021 Annual Financial Report is available on Superior Resources Limited's website: www.superiorresources.com.au.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

The purpose of Resolution 1 is to lay before the Shareholders the Company's Remuneration Report so that Shareholders may ask questions about or make comments on the management of the Company in accordance with the requirements of the Corporations Act and vote on whether to adopt the Remuneration Report for the year ended 30 June 2021.

In accordance with section 250R(2) of the Corporations Act the Annual General Meeting of a listed company must propose a resolution that the Remuneration Report, contained within the Annual Report, be adopted.

Prior to voting on this Resolution there will be a reasonable opportunity for Shareholders to ask questions and comment about the Remuneration Report for the year ended 30 June 2021.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

From 1 July 2011 the legislation has been amended in relation to voting on the Remuneration Report under section 250R(2) of the Corporations Act. Under sections 250 U and 250V of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration report at two consecutive AGMs, Shareholders will be required to vote at the second AGM on a resolution (a "Spill Resolution") that another general meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

At the Company's previous annual general meeting, the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Shareholders are encouraged to cast their votes on Resolution 1 (Remuneration Report).

In accordance with sections 250R(4) and 250BD(1) of the Corporations Act, a vote on this resolution must not be cast by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

- the person is acting as proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

Having regard to the above, Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:	You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the votes on this Resolution.
If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):	You do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you are taken to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel. The Chair intends to vote undirected proxies in favour of all Resolutions.
If you appoint any other person as your proxy:	You do not need to direct your proxy how to vote on this Resolution.

BOARD'S RECOMMENDATION ON RESOLUTION 1

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this Resolution (set out in the Notice), that each Director (or any Closely Related Party of a Director) is excluded from voting on this Resolution, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

Resolution 2 - RE- ELECTION OF DIRECTOR MR CARLOS ALBERTO FERNICOLA

Mr Fernicola has been a director of the Company since 25 August 2014. He retires by rotation in accordance with the Constitution of the Company, but being eligible, offers himself for re-election. Details of Mr. Fernicola's experience and qualifications are set out in the "Information on Directors" section within the 2021 Annual Report. The 2021 Annual Report is available on Superior Resources Limited website: www.superiorresources.com.au.

BOARD'S RECOMMENDATION ON RESOLUTION 2

The Board (with Mr Fernicola abstaining) recommends that Shareholders vote in favour of Resolution 2.

The Directors of the Company are not restricted from voting, and each Director intends to vote in favour of Resolution 2.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 2.

Resolution 3 - APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SHARES UNDER LISTING RULE 7.1A

(a) PURPOSE OF RESOLUTION

The purpose of Resolution 3 is to authorise the Directors to issue a further 10% of its issued share capital under ASX Listing Rule 7.1A during the 10% Placement Period in addition to and without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

This effectively gives the Board a 25% placement capacity less that part of its placement capacity not available under ASX Listing Rule 7.1.

(b) GENERAL INFORMATION

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

ASX Listing Rule 7.1A enables "eligible entities" to issue Equity Securities totalling up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 3 seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% Placement Facility provided for in Listing Rule 7.1A without further Shareholder approval.

If Resolution 3 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 3 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval pursuant to Listing Rule 7.1.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities. As at the date of this Notice, the Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: SPQ).

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed. If Shareholders approve this Resolution, the exact number of Equity Securities which may be issued under the 10%

Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (10% Placement Securities).

As disclosed in the Company's 2021 Annual Report, the Company continues to fund exploration and development expenditure and to actively seek new project acquisition opportunities and other investments. The Company intends to use the 10% Placement Facility to fund exploration and development expenditure and to acquire new assets or investments.

(c) TECHNICAL INFORMATION REQUIRED BY LISTING RULE 7.1A

(i) Formula for calculating 10% Placement Facility - Listing Rule 7.1A2

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

where:

- A = the number of fully paid ordinary securities on issue at the commencement of the relevant period:
 - plus the number of fully paid, ordinary securities issued in the relevant period under an exception in Listing Rule 7.3 other than exceptions 9, 16 or 17,
 - plus the number of fully paid, ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - o the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4,
 - plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - o the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4,
 - plus the number of any other fully paid, ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4,
 - plus the number of partly paid ordinary securities that became fully paid in the relevant period,
 - less the number of fully paid ordinary securities cancelled in the relevant period;

"relevant period" means, in the case of the Company, the 12 month period immediately preceding the date of the issue or agreement.

D = 10%.

E = the number of Equity Securities issued or agreed to be issued under rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

(ii) Listing Rule 7.1A(3)

Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company and issued for cash consideration.

As at the date of this Notice of Meeting, the class of Equity Securities in the Company quoted on the ASX are ordinary shares. The Company presently has 1,502,852,975 Shares on issue at the date of this Notice of Meeting.

(iii) Information to be given to ASX - Listing Rule 7.1A.4

If Resolution 3 is passed and the Company issues any 10% Placement Securities under Listing Rule 7.1A, the Company must:

- (A) state in its announcement of the issue or in its application for quotation of the 10% Placement Securities that they are being issued under Listing Rule 7.1A; and
- (B) give to the ASX immediately after the issue a list of allottees of the 10% Placement Securities and the number of 10% Placement Securities allotted to each (this list will not be released to the market).

(iv) Capacity to issue under Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

At the date of this Notice, the Company has on issue 1,502,852,975 Shares and therefore has a capacity to issue:

- (A) 225,427,946 Equity Securities under ASX Listing Rule 7.1; and
- (B) subject to Shareholder approval being sought under Resolution 3, 150,285,298 Equity Securities under Listing Rule 7.1A,

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities, or the agreement date, in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section (c)(i) above).

(v) Minimum Price of securities issued under Listing Rule 7.1A - Listing Rule 7.3A.2

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price (**VWAP**) of Equity Securities in the same class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (A) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of Equity Securities; or
- (B) if the Equity Securities are not issued within 10 trading days of the date in paragraph (A) above, the date on which the Equity Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the 10% Placement Securities.

(vi) The period for which approval will be valid - Listing Rule 7.3A.1

The Equity Securities may be issued under the 10% Placement Facility commencing on the date of the Meeting and expiring on the first to occur of the following:

- (A) the date that is 12 months after the date of this Meeting at which the approval is obtained;
- (B) the time and date of the Company's next annual general meeting;
- (C) the time and date of the approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Period).

If approval is given for the issue of the 10% Placement Securities then the approval will expire, on 10 December 2022, unless the Company holds its next annual general meeting or Shareholder approval is granted pursuant to Listing Rule 11.1.2 or Listing Rule 11.2 prior to that date.

(d) SPECIFIC INFORMATION REQUIRED BY LISTING RULE 7.3A

(i) Additional disclosure obligations are imposed when a special resolution is proposed, when securities are issued and when any further approval is sought. For the purposes of Listing Rule 7.3A the Company provides the following information:

Minimum Price of securities issued under Listing Rule 7.1A - Listing Rule 7.3A.2	·		
	a) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of Equity Securities; or		
	 b) if the securities are not issued within 10 trading days of the date in paragraph (a), the date on which the securities are issued. 		
	The Company will disclose to the ASX the issue price on the date of issue of the 10% Placement Securities.		
Risk of economic and voting dilution - Listing Rule 7.3A.4	If Equity Securities are issued under the 10% Placement Facility, there is a risk of economic and voting dilution of existing Shareholders, including the following risks:		
	 a) the market price for Equity Securities in the class of securities issued under the 10% Placement Facility may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and 		
	 b) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the issue date, 		
	which may have an effect on the amount of funds raised by the issue of the Equity Securities.		
	In accordance with Listing Rule 7.3A.4 a table describing the notional possible dilution, based upon various assumptions, is set out below.		
The period for which the approval will be valid - Listing Rule 7.3A.1	The Equity Securities may be issued under the 10% Placement Facility commencing on the date of the Meeting and expiring on the first to occur of the following:		
	a) the date that is 12 months after the date of the Meeting at which the approval is obtained;		
	b) the time and date of the Company's next annual general meeting; and		
	c) the time and date of the approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),		
	(10% Placement Period).		
	If approval is given for the issue of the 10% Placement Securities then the approval will expire, on 10 December 2022, unless the Company holds its next annual general meeting or Shareholder approval is granted pursuant to Listing Rule 11.1.2 or Listing Rule 11.2 prior to that date.		
Purpose of Issue under 10%	The Company may issue Equity Securities under the 10%		

Placement Facility - Listing Rule 7.3A.3

Placement Facility for cash consideration. It is the Board's current intention that any funds raised pursuant to an issue of securities will be applied towards the direct costs of exploration for the discovery of minerals.

The funds may also be applied to:

- a) an acquisition of new assets or investments (including expenses associated with such an acquisition);
- b) regulatory and reimbursement approvals;
- c) maintenance of intellectual property and exploration tenements including mining leases;
- d) research and development; and
- e) general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

Allocation policy under the 10% Placement Facility - Listing Rule 7.3A.5

The Company does not currently know the nature of any capital raising which may be conducted under listing Rule 7.1A and so is not able to define a general allocation policy that will apply to all future issues. However, based on past practice, the Company has sought to utilise its additional placement capacity to issue securities to existing Shareholders (to reward loyalty) and to new investors that are strategically aligned with the Company's corporate or operational objectives. Going forward, the Company will consider the most timely and cost effective sources of capital to achieve its commercial objectives, as well as prioritising issues to persons or entities that in the opinions of the Directors, present particular corporate, operational or strategic qualities that will assist the Company in achieving its objectives.

That said, the Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- a) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- b) the effect of the issue of the Equity Securities on the control of the Company;
- c) the financial situation and solvency of the Company; and
- d) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

If the Company is successful in acquiring new resources assets or investments, it may be that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

Previous issues under ASX Listing Rule 7.1A.2 - Listing Rule 7.3A.6

The Company obtained approval under Listing Rule 7.1A at the 2020 AGM held on 27 November 2020.

Pursuant to Listing Rule 7.3A.6(a), the Company has issued or agreed to issue Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting. The total number of Equity Securities issued by the Company under Listing Rule 7.1A.2 in the 12 months preceding the Meeting and the percentage they represent of the total number of Equity Securities on issue at the commencement of that 12 month period are as follows:

Equity Securities issued in the prior 12 month period under Listing Rule 7.1A.2	119,818,096
Percentage previous issues of Equity Securities in the prior 12 month period under Listing Rule 7.1A.2 represent of total number of Equity Securities on issue at commencement of the 12 month period	9.99%

As required by Listing Rule 7.3A.6(b), details of Equity Securities issued under Listing Rule 7.1A.2 in the previous 12 months are as follows:

Class/Type of equity security	Fully Paid Ordinary Shares
Summary of terms	Shares rank pari passu with all other Shares on issue in the Company
Names of persons who received securities or basis on which those persons was determined	Sophisticated and professional investors who participated in the private placement
Date of Issue	16 September 2021
Number Issued	119,818,096
Price at which equity securities were issued	\$0.0105 per share
Discount to market price (if any)	16.1% discount to the 15-day VWAP
Total cash consideration received	\$1,258,090
Amount of consideration spent	\$75,485 (ex. GST) spent to date on the costs of the September 2021 Placement.
and description of expenditure/intended use for remaining consideration (if any)	Balance to be used to fund complete a feasibility study for the Company's Steam Engine Gold Project, 5,000m extension of the drilling campaign on the Company's Greenvale tenement and for general working capital.
Total non-cash consideration (current value)	N/A

(ii) Information required under Listing Rule 7.3A.2

If Resolution 3 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Facility, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders on the basis of the market price of Shares as at 20 October 2021 and the number of ordinary securities as at that date as variable "A", calculated in accordance with the formula in Listing Rule 7.1A(2).

The table also shows:

- (A) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at 20 October 2021. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (B) two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the market price as at 20 October 2021.

		Dilution			
Variable 'A' In Listing Rule 7.1A.2		\$0.007 50.00% decrease in Issue Price	\$0.014 (Issue Price)	\$0.028 100.00% increase in Issue Price	
Current Variable A	10% Voting Dilution	150,285,298 shares	150,285,298 shares	150,285,298 shares	
(1,502,852,975 shares)	Funds Raised	\$1,051,997	\$2,103,994	\$4,207,988	
50% increase in current Variable A	10% Voting Dilution	225,427,946 shares	225,427,946 shares	225,427,946 shares	
(2,254,279,463 shares)	Funds raised	\$1,577,996	\$3,155,991	\$6,311,982	
100% increase in current Variable A	10% Voting Dilution	300,570,595 shares	300,570,595 shares	300,570,595 shares	
(3,005,705,950 shares)	Funds raised	\$2,103,994	\$4,207,988	\$8,415,977	

The table above has been prepared on the following assumptions:

- There are currently 1,502,852,975 Shares on issue. The issue price set out above is \$0.014 which is the closing price on the ASX on 20 October 2021.
- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- There are no Options issued and therefore no Options are exercised before the date of issue of the Equity Securities.
- Resolution 3 is approved.

(iii) Voting Exclusion Statements

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. As such, no existing Shareholder's votes on this Resolution 3 will be excluded.

BOARD'S RECOMMENDATION ON RESOLUTION 3

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and recommends that Shareholders vote in favour of this Resolution.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 3.

Resolutions 4 and 5 – RATIFICATION OF PRIOR ISSUE OF SHARES - DECEMBER 2020 AND SEPTEMBER 2021 PLACEMENTS

(i) Background

The Company undertook the following capital raisings during the 12 month period ending 10 December 2021:

- On 23 December 2020 the Company raised \$2,223,000 by issuing 177,840,000 fully paid ordinary shares at an issue price of \$0.0125 (**December 2020 Placement**). The December 2020 Placement was made without Shareholder approval using the Company's capacity under Listing Rule 7.1.
- On 16 September 2021 the Company raised \$1,258,090 by issuing 119,818,096 fully paid ordinary shares at an issue price of \$0.0105 (**September 2021 Placement**). The September 2021 Placement was made without Shareholder approval using the Company's capacity under Listing Rule 7.1A.

The Company's capital structure as a result of the placements is as follows:

	Shares	%
Shares on issue (excluding the placements)	1,205,194,879	80.19
December 2020 Placement	117,840,000	11.83
September 2021 Placement	119,818,096	7.98
Total	1,502,852,975	100.00

Resolutions 4 and 5 seek Shareholder approval by way of ratification in relation to the issue of 177,840,000 ordinary shares issued under the December 2020 Placement and 119,818,096 fully paid ordinary shares issued on under the September 2021 Placement.

(ii) ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

As set out above, under Listing Rule 7.1A an eligible entity can seek approval from its members to increase the 15% limit under Listing Rule 7.1 by 10% to 25%. The 10% Placement Facility is in addition to the Company's 15% issue capacity under Listing Rule 7.1. The Company obtained such approval at its annual general meeting in 2020 and consequently, issued 119,818,096 Shares under the September 2021 Placement using the 10% Placement Facility.

The December 2020 Placement the subject to Resolution 4 does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, effectively uses up part of the 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

Similarly, the September 2021 Placement the subject of Resolution 5 used up the Company's additional 10% Placement Facility under Listing Rule 7.1A.

ASX Listing Rule 7.4 provides an exception to Listing Rule 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities pursuant to Listing Rule 7.1 and 7.1A those securities are taken to have been approved under Listing Rule 7.1 and so do not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A. To this end, Resolutions 4 and 5 seek Shareholder approval to ratify the December 2020 and September 2021 Placements under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue pursuant to the December 2020 Placement will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 4 is not passed, the issue pursuant to the December 2020 Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 5 is passed, the issue pursuant to the September 2021 Placement will be excluded in calculating the Company's additional 10% issue capacity under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 5 is not passed, the issue pursuant to the September 2021 Placement will be included in calculating the Company's additional 10% capacity under Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without Shareholder approval unless and until the 10% Placement Facility is approved.

(iii) Technical information required by Listing Rule 7.5

In accordance with Listing Rule 7.5 the following information is provided to Shareholders:

- Names of persons to whom shares were issued:
 - Resolution 4 various sophisticated and professional investors identified by the Directors.
 - Resolution 5 various sophisticated and professional investors introduced by Fresh Equities.
- The total number of securities issued:
 - Resolution 4 177,840,000 Shares
 - o Resolution 5 119,818,096 Shares.
- The securities issued were fully paid ordinary shares in the Company that rank equally with the Company's currently issued Shares.
- Dates issued:
 - Resolution 4 23 December 2020.
 - Resolution 5 16 September 2021.
- Price received:
 - o Resolution 4 \$0.0125 per Share.
 - o Resolution 5 \$0.0105 per Share.
- Purpose of issue:
 - o Resolution 4 fund exploration on the Company's Greenvale tenements.
 - Resolution 5 complete a feasibility study for the Company's Steam Engine Gold Project,
 5,000m extension of the drilling campaign on the Company's Greenvale tenement and for working capital.
- Other than as set out in this section, there are no other material terms in relation to the issues.
- A voting exclusion statement in respect of Resolutions 4 and 5 is included in the Notice.

BOARD'S R	ECOMMENDATION ON RE	SOLUTIONS	4 AND 5			
The Director and unanimo	s of the Company believe usly recommend that Share	that Resolutio holders vote i	ns 4 and 5 are n favour of Res	in the best inte olutions 4 and 5	erests of the Cor	mpany
The Chairma	n of the meeting intends to	vote undirecte	d proxies in fav	our of Resolution	ons 4 and 5.	
		17	_			

GLOSSARY

10% Placement Facility has the meaning prescribed to that term in paragraph (b) of Resolution 3 (page 8 of the Explanatory Notes).

10% Placement Period has the meaning prescribed to that term in paragraph (c)(vi) of Resolution 3 (page 10 of the Explanatory Notes).

\$ means the lawful currency of the Commonwealth of Australia.

AEST means Australian Eastern Standard Time.

ASX means ASX Limited.

AGM or **Annual General Meeting** means the annual general meeting of the Company, the subject of the Notice.

ASX Listing Rules means the listing rules of the ASX.

Board means the Company's Board of Directors.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity:
- e) a company the member controls; or
- f) a person prescribed by the Corporations Regulations.

Company or Superior means Superior Resources Limited.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Corporations Regulations means the Corporations Regulations 2001 (Cth).

December 2020 Placement means the issue of Shares on 23 December 2020, as defined in paragraph (i) of Resolutions 4 and 5 (page 15 of the Explanatory Notes).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Notes means the explanatory notes accompanying this Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Meeting means the Annual General Meeting of the Company convened by this Notice of Meeting.

Notice or **Notice** of **Meeting** means this Notice of Annual General Meeting including the Explanatory Notes and Proxy Form.

Option means an option to acquire a Share.

ordinary share and Share means a fully paid ordinary share in the capital of the Company.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report which forms part of the Directors' Report on Superior Resources Limited for the financial year ended 30 June 2021 and which is set out in the 2021 Annual Report.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

September 2021 Placement means the issue of Shares on 16 September 2021, as defined in paragraph (i) of Resolutions 4 and 5 (page 15 of the Explanatory Notes).

Shareholder means a registered holder of a Share.

Spill Resolution is defined in Resolution 1 on page 6 of the Explanatory Notes.

Variable A means "A" as set out in the formula in Listing Rule 7.1A.2.

VWAP is defined in paragraph (v) of Resolution 3 (page 10 of the Explanatory Notes).



SUPERIOR RESOURCES LIMITED

ABN 72 112 844 407

LODGE YOUR VOTE

ONLINE

www.linkmarketservices.com.au



BY MAIL

Superior 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 Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X9999999999

PROXY FORM

I/We being a member(s) of Superior 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 11:00am (AEST) on Friday, 10 December 2021 at Christie Centre, 320 Adelaide Street, BRISBANE QLD 4000 (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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 \boxtimes

	1 loads total and total g mod actions of control marking any solds with an					
	Resolutions	For Against Abstain*	For Against Abstain*			
5	1 Adoption of Remuneration Report	5 Ratification of Prior Issue of Shares – September 2021 Placement				
STEP	2 Re-election of Director - Mr Carlos Alberto Fernicola	, idealiest				
	3 Approval of 10% Placement Facility					
	4 Ratification of Prior Issue of Shares – December 2020 Placement					
	* If you mark the Abstain box for a part	cular Item, you are directing your proxy not to vote on your behalf on a show	of hands or on a poll and your			

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

votes will not be counted in computing the required majority on a poll.

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. Shareholders sponsored by a broker should advise their broker of any changes. 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, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

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 **11:00am (AEST) on Wednesday, 8 December 2021,** 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) or Holder Identification Number (HIN).



BY MAIL

Superior 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* Level 12 680 George Street Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions