

## BOARD & MANAGEMENT

Glenn Davis - Chair  
Michael Schwarz - MD  
Gary Ferris - NED  
Jarek Kopias - Co Sec

## CAPITAL STRUCTURE

**Ordinary Shares**  
Issued 96.1M

**Options**  
Issued 3.0M

**Performance rights**  
Issued 0.3M

## CONTACT

Address:  
Level 3, 170 Greenhill Rd  
PARKSIDE SA 5063

Email:  
info@itechminerals.com.au

Website:  
www.itechminerals.com.au

Telephone:  
+61 2 5850 0000



## Location – Eyre Peninsula Project, South Australia

**Contact:**  
Michael Schwarz  
Managing Director  
E: [mschwarz@itechminerals.com.au](mailto:mschwarz@itechminerals.com.au)  
Ph: +61 2 5850 0000  
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## NOTICE OF 2022 SHAREHOLDER MEETING AND PROXY FORM

iTech Minerals Ltd (ASX: **ITM**, **iTech** or **Company**) refers to the notice of meeting and accompanying explanatory memorandum released to ASX on 14 November 2022 (together, the Notice of Meeting) in respect of an general meeting of the Company's shareholders (Shareholders) to be held on 14 December 2022 at 10:00am (ACDT).

In reliance on section 253RA of the *Corporations Act 2001* (Cth), the Company will not be posting hard copies of the Notice of Meeting to Shareholders unless the Shareholder has given the Company notice in writing electing to receive documents in hard copy only. The Notice of Meeting can be viewed or downloaded from the Company's website or on the ASX announcements page at <https://www.itechminerals.com.au/investor-centre/> or at [www.asx.com.au](http://www.asx.com.au).

This announcement has been authorised for release to the ASX by the Company Secretary. For further information, please contact the Company Secretary by telephone on +61 2 5850 0000 or by email at [info@itechminerals.com.au](mailto:info@itechminerals.com.au).

For further information please contact:

### iTech Minerals

Michael Schwarz, FAusIMM, AIG

Managing Director

E: [mschwarz@itechminerals.com.au](mailto:mschwarz@itechminerals.com.au)

Ph: +61 2 5850 0000

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**ITECH MINERALS LTD**

**ACN 648 219 050**

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**NOTICE OF GENERAL MEETING**

**EXPLANATORY NOTES**

**PROXY FORM**

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**Date of Meeting**

Wednesday 14 December 2022

**Time of Meeting**

10:00am (ACDT) (Adelaide time)

**Place of Meeting**

Offices of Grant Thornton Australia Limited  
Level 3, 170 Frome Street  
Adelaide, South Australia

## NOTICE OF 2022 GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of iTech Minerals Ltd ("Company or iTech") will be held at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia on Wednesday 14 December 2022 at 10:00am ACDT.

The business to be considered at the General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes, which form part of this Notice of Meeting and contain information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the Resolutions set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Defined terms used in this Notice of Meeting have the meanings given to those terms in the Glossary at the end of the Explanatory Notes.

### ORDINARY BUSINESS

#### **Resolution 1 – Issue of up to 3,600,000 Tranche 2 Shares**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the proposed issue and allotment of up to 3,600,000 Tranche 2 Shares to applicants in the Placement as set out in the Notice of Meeting and Explanatory Notes is approved."*

#### **Resolution 2 – Ratification of 14,400,000 Tranche 1 Shares announced on 11 November 2022**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 14,400,000 Tranche 1 Shares announced on 11 November 2022 on the terms and to the parties set out in the Explanatory Notes."*

### VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

The business of the Meeting affects your Shareholding and your vote is important.

#### **Voting prohibition statement in relation to Resolutions 1 and 2**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolutions 1 and 2 by or on behalf of any person who participated in the issue of Tranche 1 Shares or who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Tranche 2 Shares (except a benefit solely by reason of being a holder of ordinary securities in the entity) or, in each case, any of their Associates.

However, this does not apply to a vote cast in favour of a 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 of the Meeting to vote on the Resolution as the Chair of the Meeting 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:
  - o 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
  - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Voting, Attendance Entitlement and proxy**

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf.

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should appoint the Chairman of the Meeting as their proxy to attend and vote on the Member's behalf. iTech encourages shareholders to **appoint the Chairman of the Meeting as their proxy**.

Shareholders are encouraged to lodge their Proxy Forms online at <https://www.automicgroup.com.au/>.

In completing the attached Proxy Form, Members must be aware that where the Chair of the Meeting is appointed as their proxy, they will be directing the Chair of the Meeting to vote in accordance with the Chair of the Meeting's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. Members should note that they are entitled to appoint the Chair of the Meeting as a proxy with a direction to cast the votes contrary to the Chair of the Meeting's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chair of the Meeting.

A proxy need not be a Member of the Company. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In order to be valid, the Proxy Form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 10:00am ACDT on 12 December 2022):

On-line: <https://www.automicgroup.com.au/>.

By mail: Automic  
GPO BOX 5193  
SYDNEY NSW 2001

By hand: Level 5, 126 Phillip Street  
SYDNEY NSW 2000

By e-mail: [meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative, including an individual, to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 6:30pm ACDT on 12 December 2022. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Jarek Kopias

Company Secretary  
Adelaide, 14 November 2022

## GENERAL MEETING - EXPLANATORY NOTES

These Explanatory Notes accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting and should be read in conjunction with this Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

### Introduction

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

## GENERAL BUSINESS

### Resolution 1: Issue of up to 3,600,000 Tranche 2 Shares

On 11 November 2022, the Company announced that it received firm commitments to issue 18,000,000 Shares under a private placement of Shares to raise \$4,500,000 (**Placement**). The issue of 14,400,000 Shares was undertaken under the Company's 15% placement capacity under ASX Listing Rule 7.1 to raise \$3,600,000 (Tranche 1). Approval for a further issue of 3,600,000 Shares is being sought at this meeting to complete the Placement and raise a further \$900,000 (Tranche 2).

Broadly speaking, and subject to a number of exceptions, ASX 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 shares it had on issue at the start of that period.

As the proposed issue does not fall within any of the exceptions under Listing Rule 7.2 and exceeds the 15% placement capacity limit, approval is required for the issue under Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to proceed with the issue of Tranche 2 Shares to raise the remaining \$900,000 under the Placement. In addition, the Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 1 is not passed, the Company will not be able to proceed with the issue of Tranche 2 Shares to raise the remaining \$900,000 under the Placement.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of the proposed issue of Shares the subject of Resolution 1:

<b>Party/ Allottees <sup>1</sup></b>	The Tranche 2 Shares are proposed to be issued to various investors who did not require a disclosure document in consultation with the Company's corporate advisers Foster Stockbroking.
<b>Number and Class of Securities issued</b>	3,600,000 fully paid ordinary Shares.
<b>Date of issue</b>	As soon as practicable following the Meeting, and in any event, within three (3) months of the date of the Meeting.
<b>Consideration</b>	The Shares will be issued at a price \$0.25 (25 cents) per Share.
<b>Terms</b>	Shares rank equally with all other Shares on issue.
<b>Purpose</b>	Exploration and resource drilling and metallurgy on the Company's two graphite Prospects at Sugarloaf and Lacroma, Kaolin & REE drilling at Caralue Bluff and for working capital.
<b>Material terms of agreement</b>	The relevant placement agreements included various conditions for a placement agreement of this sort.

<sup>1</sup> None of the parties are related parties of the Company.

**Board Recommendation:** The Directors recommend that Shareholders vote in favour of Resolution 1.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

## Resolution 2: Ratification of 14,400,000 Tranche 1 Shares announced on 11 November 2022

As described in the explanatory notes to Resolution 1, the Company announced that it received firm commitments to issue 18,000,000 Shares under a private placement of Shares to raise \$4,500,000 (**Placement**). This Resolution is seeking ratification for the issue of Tranche 1 14,400,000 Shares under the Company's 15% placement capacity under ASX Listing Rule 7.1 to raise \$3,600,000.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 and ASX Listing Rule 7.1A limit the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% and 10% respectively of the fully paid ordinary shares it had on issue at the start of that period.

The relevant Shares issued to participants in Tranche 1 of the Placement did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, provided the issue did not breach the maximum thresholds set by ASX Listing Rule 7.1 and ASX Listing Rule 7.1A. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A and so does not reduce the company's capacity to issue further equity securities without shareholder approval under those rules.

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 ASX Listing Rule 7.1 and ASX Listing Rule 7.1A and thus the Company is seeking ratification of the Shares issued pursuant to the Placement issue by Resolution 2. The Company confirms that the issue and allotment of the Shares did not breach ASX Listing Rule 7.1 and ASX Listing Rule 7.1A at the date of issue.

If Resolution 2 is passed, the Shares issued pursuant to Tranche 1 under the Placement will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% Additional Placement Capacity limit in ASX Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 2 is not passed, the relevant issues will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% Additional Placement Capacity limit in ASX Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

ASX Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of ASX Listing Rule 7.4 and the following information is included in these Explanatory Notes for that purpose:

<b>Party<sup>1</sup></b>	The Tranche 1 Shares were issued to various investors who did not require a disclosure document in consultation with the Company's corporate advisers Foster Stockbroking.
<b>Number and Class of Securities issued</b>	14,400,000 fully paid ordinary Shares.
<b>Date of issue</b>	The Tranche 1 Shares were issued on or about 18 November 2022.
<b>Consideration</b>	The Shares were issued at a price \$0.25 (25 cents) per Share.
<b>Terms</b>	Shares rank equally with all other Shares on issue.
<b>Purpose</b>	Exploration and resource drilling and metallurgy on the Company's two graphite Prospects at Sugarloaf and Lacroma, Kaolin & REE drilling at Caralue Bluff and for working capital.
<b>Material terms of agreement</b>	The relevant placement agreements included various conditions for a placement agreement of this sort.

<sup>1</sup> None of the parties are related parties of the Company.

**Board Recommendation:** The Directors recommend that Shareholders vote in favour of Resolution 2.

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

## Glossary

In the Notice of Meeting and Explanatory Notes:

**10% Additional Placement Capacity** means the Equity Securities issued under Listing Rule 7.1A.

**ACDT** means Australian Central Daylight Time (Adelaide time).

**Associate** has the meaning given to that term in the Listing Rules.

**ASX** means ASX Limited (ABN 98 008 624 691).

**Board** means the board of Directors of iTech.

**Chair of the Meeting** means the chairman of the Meeting.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Corporations Regulations** means the *Corporations Regulations 2001* (Cth).

**Director** means a director of the Company.

**Equity Securities** or **Securities** has the same meaning as in the Listing Rules.

**Explanatory Notes** means these explanatory notes.

**iTech or the Company** means iTech Minerals Ltd (ABN 41 648 219 050).

**Listing Rules** and **ASX Listing Rules** means the listing rules of ASX.

**Meeting** or **General Meeting** means the general meeting of Shareholders to be held at the offices of Grant Thornton Australia Limited on Wednesday 14 December 2022 at 10:00am ACDT.

**Member** or **Shareholder** means each person registered as a holder of a Share.

**Notice** or **Notice of Meeting** means this Notice of General Meeting.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes cast by Shareholders entitled to vote at a general meeting of Shareholders.

**Placement** means the share placement of 18,000,000 Shares at 25 cents per Share to raise approximately \$4.50 million as announced on 11 November 2022 under Tranche 1 and Tranche 2.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Resolution** means a resolution referred to in this Notice.

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

**Tranche 1** means the issue of 14,400,000 shares under the Placement under the Company's 15% placement capacity under Listing Rule 7.1.

**Tranche 2** means the issue of 3,600,000 shares under the Placement pursuant to approval the Meeting.



iTech Minerals Ltd | ACN 648 219 050

# Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **10.00am (ACDT) on Monday, 12 December 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login> or scan the QR code below using your smartphone

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

**WEBSITE:** <https://automicgroup.com.au/>

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+61 2 9698 5414 (Overseas)



