



ABN 45 101 955 088

All Registry communications to:
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Telephone: +61 1300 554 474
Facsimile: +61 2 9287 0303
ASX Code: DLM

Email: registrars@linkmarketservices.com.au
Website: www.linkmarketservices.com.au

Dear Shareholder

I am pleased to invite you to participate in the Annual General Meeting of Dominion Minerals Limited (the Company) to be held at 10.00am (AEST) on Wednesday 31 May 2023 at Level G, 121 King William Street, Adelaide SA 5000.

The Board considers the Annual General Meeting to be an important event on our calendar and we look forward to the opportunity to update you on the Company's performance and answer any questions you may have.

The Agenda for the AGM will include voting on the resolutions being put to shareholders, which are explained in detail in the Notice and Explanatory Memorandum.

To view the Company's 2022 Annual Report, please click [here](#).

To view the Notice of Meeting for the 2023 Annual General Meeting, please click [here](#).

The Board strongly encourages lodgement of proxy votes and submission of questions prior to the Annual General Meeting so the meeting can be held in an efficient manner. Please lodge your votes online via the below link(s) or the share registry's website at <https://investorcentre.linkgroup.com>. I intend to vote all proxies without voting instructions that are exercisable by me in favour of each Resolution.

Due to the large number of shareholdings linked to your email address, please go to <https://investorcentre.linkgroup.com> and log in to your portfolio or single holding to lodge your votes for the respective holdings by no later than 10:00am (AEST) on Monday, 29 May 2023.

You may also submit written questions in advance by email to Stephen.kelly@dominion-minerals.com. Written questions for the auditor must be delivered by 5:00pm on Wednesday, 24 May 2023. You may also send any written questions for PKF Brisbane (Audit) to:

The Company Secretary
C/- Company Matters Pty Limited
Level 21, 10 Eagle Street
Brisbane QLD 4000

Questions will be collated and we will seek to address as many of the raised questions and topics as possible.

I look forward to your continued support as a valued shareholder.

A handwritten signature in black ink, appearing to read "Stephen Kelly".

Yours faithfully
Stephen Kelly
Company Secretary
Dominion Minerals Limited

If you would like to change your communication options, please go to the registry's website at <https://www.linkmarketservices.com.au/>



Notice of Annual General Meeting

Dominion Minerals Limited
ACN 101 955 088

Notice of Annual General Meeting

Dominion Minerals Limited ACN 101 955 088

Time	10.00am (AEST)
Date	Wednesday 31 May 2023
Venue	Level G, 121 King William Street Adelaide SA 5000

Notice is given that the Annual General Meeting of Dominion Minerals Limited ACN 101 955 088 (**Company**) is due to be held on Wednesday 31 May 2023 commencing at 10:00am (AEST) at Level G, 121 King William Street Adelaide SA 5000.

Ordinary Business

Financial Statements and Reports

To consider and receive the financial report, the Directors' report and the auditor's report for the year ended 31 December 2022.

Remuneration Report

To consider and, if in favour, pass the following ordinary resolution in accordance with section 250R(2) of the Corporations Act:

- 1 *'That the Remuneration Report for the year ended 31 December 2022 be adopted.'*

Note: This resolution shall be determined under section 250R(2) of the Corporations Act. Votes must not be cast on this resolution by Key Management Personnel and Closely Related Parties in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

Re-Election of Mr Anastasios Arima

To consider and, if in favour, pass the following resolution as an ordinary resolution:

- 2 *'That Anastasios Arima, who retires in accordance with Listing Rule 14.4 and rule 19.3 of the Constitution, and being eligible, be elected as a Director of the Company.'*

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Arima abstaining) unanimously recommend that you vote in favour of this resolution.

Special Business

Approval of additional 10% capacity to issue shares under Listing Rule 7.1A

To consider and, if in favour, to pass the following as a special resolution:

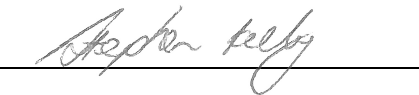
- 3 *'That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the fully paid ordinary issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, at a price no less than that determined pursuant to Listing Rule 7.1A.3 from the date of the Annual General Meeting and expiring on the first to occur of the following:*
- (a) *the date which is 12 months after the date of this Annual General Meeting;*
 - (b) *the time and date of the Company's next Annual General Meeting after this Annual General Meeting; and*
 - (c) *the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),*

and otherwise on the terms and conditions set out in the Explanatory Memorandum.'

The Directors unanimously recommend that you vote in favour of this resolution.

Dated: 1 May 2023

By order of the Board

A handwritten signature in cursive script, appearing to read 'Stephen Kelly', is written over a horizontal line.

Stephen Kelly
Company Secretary

Voting Exclusion Statement

Corporations Act

Resolution 1 – A vote on resolution 1 must not be cast:

- by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, regardless of the capacity in which the vote is cast; or
- by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

- either the person is appointed as a proxy that specifies the way the proxy is to vote on this resolution; or
- the person is the chair and the appointment of the chair as proxy does not specify the way the proxy is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if this resolution is connected with the remuneration of a member of the Key Management Personnel.

Listing Rules

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the following resolutions by or on behalf of:

Resolution 3 - Approval of additional 10% capacity to issue shares under Listing Rule 7.1A

Any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of such person.

In accordance with Listing Rule 14.11.1 and the relevant note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

However, for the purposes of Listing Rule 14.11, the Company will not disregard a vote cast in favour of the resolution if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction 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 excluding from voting, on the resolution; and
 - the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Notes

- Terms used in this Notice of Meeting which are defined in the Explanatory Memorandum have the meaning given to them in the Explanatory Memorandum.
- Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form to the Company's share registry Link Market Services Limited:

ONLINE www.linkmarketservices.com.au
BY MAIL Dominion Minerals 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, Parramatta Square, Level 22, Tower 6, 10 Darcy Street,
Parramatta NSW 2150

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

- (e) To be effective, the proxy must be received at the share registry of the Company no later than 10.00am (AEST) on Monday 29 May 2023 (48 hours before the commencement of the meeting).
- (f) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (g) The Company has determined under regulation 7.11.37 Corporations Regulations that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 10.00am (AEST) on Monday 29 May 2023.
- (h) The passing of each Resolution arising at this meeting will be decided by a poll. Upon a poll, every person who is present in person or by proxy, corporate representative, or attorney, will have one vote for each Share held by that person.
- (i) Ordinary resolutions require the support of more than 50% of the votes cast. Special resolutions require the support of at least 75% of the votes cast. Resolution 3 is a special resolution.
- (j) If you have any queries, please contact the Company Secretary at stephen.kelly@dominion-minerals.com.

Explanatory Memorandum

Dominion Minerals Limited ACN 101 955 088 (**Company**)

This Explanatory Memorandum has been prepared to help Shareholders understand the items of business at the forthcoming Annual General Meeting.

Ordinary Business

Financial Statements and Reports

- 1 The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.
- 3 Shareholders will be given a reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, PKF Brisbane (Audit), if the question is relevant to:
 - (a) the content of the auditor's report; or
 - (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

- 5 Written questions for the auditor must be delivered by 5:00pm on Wednesday 24 May 2023. Please send any written questions for PKF Brisbane (Audit) to:

The Company Secretary
C/- Company Matters Pty Limited
Level 21, 10 Eagle Street
Brisbane QLD 4000
or via email to: stephen.kelly@dominion-minerals.com

Resolution 1: Remuneration Report

- 6 The Remuneration Report is contained in the Financial Report for the year ended 31 December 2022. A copy is available on the Company's website.
- 7 The Corporations Act requires that the Remuneration Report be put to a vote of Shareholders.
- 8 The resolution of Shareholders is advisory only and not binding on the Company. The Board will take the discussion at the meeting into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.
- 9 The Remuneration Report:
 - (a) reports and explains the remuneration arrangements in place for non-executive Directors, executive Directors and senior management; and
 - (b) explains Board policies in relation to the nature and value of remuneration paid to non-executive

Directors, executives and senior managers within the Company.

- 10 Where a resolution on the Remuneration Report receives a 'no' vote of 25% or more (Strike) at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director, if any) who were in office at the date of approval of the applicable Directors' report must vacate office but may stand for re-election should they wish to do so.
- 11 At the Company's 2022 Annual General Meeting, a "first strike" was not recorded in respect of the Remuneration Report. Accordingly, a Spill Resolution is not relevant for this Meeting.
- 12 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

Directors' Recommendation

- 13 As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this resolution.
- 14 The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

Resolution 2: Re-election of Mr Anastasios Arima

- 15 Rule 19.3(b) of the Constitution provides that no director, other than a managing director, may hold office without re-election beyond the third annual general meeting following the meeting at which the director was last elected or re-elected.
- 16 Mr Anastasios Arima retires from office under Listing Rule 14.4 and rule 19.3(b) of the Constitution and stands for re-election.
- 17 Mr Arima was appointed as a Non-Executive Director on 1 November 2021.
- 18 The Board considers that if re-elected, Mr Arima will be an independent Non-Executive Director.
- 19 Mr Arima is a resource company executive with a strong history of identifying company-making resource projects. He was the founder of Piedmont Lithium (Nasdaq:PLL) and was instrumental in identifying and securing the Piedmont Lithium Project in North Carolina, USA. Mr. Arima is the founder and managing director of IperionX (ASX:IPX), focused on the development of the titan heavy mineral sand project and associated titanium metal technologies in Tennessee, USA. He has extensive experience in the formation and development of energy and resource projects in North America and Europe. He attended the University of Western Australia where he earned a Bachelor of Commerce whilst studying for a Bachelor of Engineering.

Directors' Recommendation

- 20 The Directors (with Mr Arima abstaining), unanimously recommend the re-election of Mr Arima to the Board.
- 21 The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

Special Business

Resolution 3: Approval of additional 10% capacity under Listing Rule 7.1A

- 22 Listing Rule 7.1 allows the Company to issue a maximum of 15% of its fully paid ordinary issued capital in any 12 month period immediately preceding the date of the issue or agreement to issue equity securities without requiring Shareholder approval. In accordance with Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less) can issue a further 10% of the Company's share capital over a 12 month period following the Annual

General Meeting (provided Shareholder approval is obtained at the Annual General Meeting) on a non-pro rata basis.

23 The Company falls within the eligibility criteria required by Listing Rule 7.1A. For illustrative purposes, the Company's market capitalisation was \$8.58 million based on the Company's share price on 7 April 2023 of \$0.038.

24 The Company is accordingly seeking Shareholder approval by way of a special resolution to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Shares without Shareholder approval (10% Placement Facility). The number of shares that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

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

- A** has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity, being the number of fully paid shares on issue 12 months before the date of issue or agreement:
- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
 - plus the number of fully paid ordinary shares issued in the 12 months on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the 12 months; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under rule 7.1 or rule 7.4;
 - plus the number of fully paid ordinary shares issued in the 12 months under an agreement to issue securities within rule 7.2 exception 16 where:
 - 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 rule 7.1 or rule 7.4;
 - plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% capacity pursuant to Listing Rule 7.1 without Shareholder approval;
 - plus the number of partly paid shares that become fully paid in the 12 months; and
 - less the number of fully paid shares cancelled in the 12 months.
- D** is 10%.
- E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.4.

25 The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon the issue of any Shares.

26 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 at which the equity securities may be issued	Shares issued under rule 7.1A.2 must be issued for cash consideration not less than 75% of the volume weighted average price for the Shares trading on ASX calculated over the 15 trading days on which trades in that class were recorded immediately before: (a) the date on which the price at which the securities are to be issued is agreed between the Company and the recipient of the Shares; 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.
Risk of economic and voting dilution	The issue of shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include: (a) the market price for Shares 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 the Shares on the issue date. In accordance with Listing Rule 7.3A, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.
Date by which the Company may issue the securities	The period commencing on the date of the Annual General Meeting at which approval is obtained and expiring on the first to occur of the following: (a) the date which is 12 months after the date of this Annual General Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration	It is the Board's current intention that any funds raised pursuant to an issue of securities will be applied towards the ongoing exploration and development of the Georgia Lime Project and for general working capital purposes. To the extent that the Company is presented with additional acquisition opportunities, surplus working capital may also fund further exploration and acquisition costs in relation to those opportunities. The Company may only issue Shares under Listing Rule 7.1A for cash consideration.
Details of the Company's allocation policy for issues under approval	The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the 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 issues or other issues in which existing security holders can participate; (b) the effect of the issue of the Listing Rule 7.1A shares 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 Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.
Previous approvals under Listing Rule 7.1A	Approval was previously obtained at the Company's 2022 annual general meeting held on 31 May 2022.

Information under Listing Rule 7.3A.6:

- 27 The table below shows the total number of equity securities the Company has issued, or agreed to issue pursuant to Listing Rule 7.1A.2, in the past 12 months preceding the date of the Annual General Meeting and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period.

Equity securities on issue at the commencement of the 12 month period	242,263,455 equity securities (comprised of 225,850,957 fully paid ordinary shares and 16,412,498 options).
Equity securities issued pursuant to Listing Rule 7.1A.2 in the prior 12 month period	Nil
Percentage previous issues under Listing Rule 7.1A.2 represent of total number of equity securities on issue at commencement of 12 month period	N/A

- 28 The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its annual general meeting held on 31 May 2022.

Information under Listing Rule 7.3A.2

- 29 The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of fully paid ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

- 30 The table also shows:

- (a) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of fully paid ordinary securities the Company has on issue. 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, a 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 of where the issue price of fully paid ordinary securities has decreased by 50% and increased by 100% as against the current market price.

		Dilution		
Variable 'A' in Listing Rule 7.1A.2		\$0.019	\$0.038	\$0.076
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
Current Variable A* 225,850,957 Shares	10% Voting Dilution	22,585,096 shares	22,585,096 shares	22,585,096 shares
	Funds raised	\$429,117	\$858,324	\$1,716,467
50% increase in current Variable A* 338,776,436 Shares	10% Voting Dilution	33,877,644 shares	33,877,644 shares	33,877,644 shares
	Funds raised	\$643,675	\$1,287,350	\$2,574,701
100% increase in current Variable A* 451,701,914 Shares	10% Voting Dilution	45,170,191 shares	45,170,191 shares	45,170,191 shares
	Funds raised	\$858,234	\$1,716,467	\$3,432,935

*Note: Current Variable A refers to the calculation required by Listing Rule 7.1A.2 which, in the Company's case, equates to the current issued share capital of the Company.

- 31 The table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval;
- (b) no options are exercised to convert into Shares before the date of the issue of the Shares available under Listing Rule 7.1A;

- (c) 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%;
 - (d) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of a share issue under Listing Rule 7.1A, based on that Shareholder's holding at the date of the Annual General Meeting;
 - (e) 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;
 - (f) the issue of Shares under Listing Rule 7.1A consists only of Shares; and
 - (g) the issue price is \$0.038, being the closing price of the Shares on ASX at the close of trading on 7 April 2023 of \$0.038.
- 32 As at the date of the Notice of Meeting, the Company has on issue 225,850,957 Shares. Subject to Shareholder approval being obtained for resolution 3 the Company will have capacity to issue the following equity securities as at the date of the Annual General Meeting:
- (a) 33,877,644 Shares (under Listing Rule 7.1); and
 - (b) 22,585,096 Shares (under Listing Rule 7.1A).¹
- 33 Listing Rule 7.1A requires resolution 3 to be passed as a special resolution. A special resolution needs approval by at least 75% of the votes cast by members entitled to vote on the resolution.
- 34 A voting exclusion statement is included in the Notice of Meeting for resolution 3.
- 35 At the date of this Notice of Meeting, 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. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Meeting.
- 36 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.
- 37 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 provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Directors' recommendation

- 38 The Directors unanimously recommend that you vote in favour of this resolution.
- 39 The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

¹ The actual number of Shares the Company will have capacity to issue under Listing Rule 7.1A may vary and will be determined at the date of issue in accordance with Listing Rule 7.1A.2 (as illustrated in the table above).

Glossary

Dominion Minerals Limited ACN 101 955 088

Annual General Meeting or Meeting	means the Company's annual general meeting the subject of this Notice of Meeting.
ASX	means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
Board	means the board of directors of the Company.
Closely Related Party	has the meaning given in section 9 of the Corporations Act.
Company	means Dominion Minerals Limited ACN 101 955 088.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
Directors	means the directors of the Company.
Explanatory Memorandum	means the explanatory memorandum attached to the Notice of Meeting.
Financial Report	means the financial report of the Company for the year ended on 31 December 2022.
Key Management Personnel	means 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).
Listing Rules	means the listing rules of ASX.
Notice of Meeting or Notice	means the notice of meeting and includes the Explanatory Memorandum.
Remuneration Report	means the section of the Directors' report for the year ended on 31 December 2022, that is included under section 300A(1) of the Corporations Act.
Shares	means the existing fully paid ordinary shares in the Company.
Shareholder	means a person who is the registered holder of Shares.
Strike	has the meaning given in paragraph 10.

LODGE YOUR VOTE

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL

Dominion Minerals 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
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150


ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

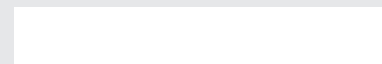

X99999999999
PROXY FORM

I/We being a member(s) of Dominion Minerals Limited and entitled to participate in 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 (AEST) on Wednesday, 31 May 2023 at Level G, 121 King William Street Adelaide SA 5000 (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 ☒
Resolutions
For Against Abstain*
1 Remuneration Report

☐	☐	☐
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2 Re-election of
Mr Anastasios Arima

☐	☐	☐
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3 Approval of additional 10%
capacity to issue shares under
Listing Rule 7.1A

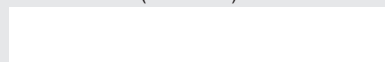
☐	☐	☐
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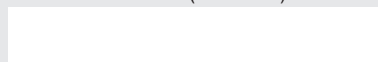
* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

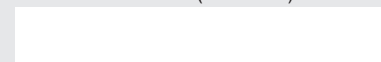
Shareholder 1 (Individual)



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).

DLM PRX2301C

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 Resolution is 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 participate in 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 participate in 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 (AEST) on Monday, 29 May 2023**, 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

<https://investorcentre.linkgroup.com>

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

Dominion Minerals 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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**