



WOOMERA MINING LIMITED

ACN 073 155 781

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting

Thursday 21 December 2023

Time of Meeting

11:00 am (ACDT)

Following the enactment of the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021* (Cth) which permits companies to hold their General Meetings using one or more technologies, and in the interests of the health and safety of our Shareholders, personnel and other meeting attendees, the Board has decided to hold the General Meeting as a virtual meeting in which Shareholders will be able to participate in the Meeting online. Accordingly, there will be no physical venue for Shareholders to attend and shareholders are encouraged to vote by directed proxy in lieu of attending the meeting.

Shareholders should contact the Company by email at info@woomeramining.com.au or by phone at +61 (08) 8232 6201 to obtain more details about how to participate and vote at the Meeting by no later than 5pm (ACDT) 19 December 2023.

Shareholders can also submit and are encouraged to submit any questions in advance of the Meeting by emailing questions to info@woomeramining.com.au by not later than 5pm (ACDT) on 19 December 2023.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

WOOMERA MINING LIMITED

(ACN 073 155 781)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT A GENERAL MEETING OF SHAREHOLDERS OF WOOMERA MINING LIMITED (ACN 073 155 781) ('COMPANY') WILL BE HELD VIRTUALLY ON AN ONLINE PLATFORM COMMENCING ON **THURSDAY, 21 DECEMBER 2023 AT 11:00AM (ACDT)** ('MEETING') FOR THE PURPOSES OF TRANSACTING THE FOLLOWING BUSINESS.

Each of the Resolutions proposed to be put to Shareholders at the Meeting are set out in this Notice of General Meeting ('Notice' or 'Notice of Meeting'). The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and Proxy Form accompanying this Notice of Meeting are hereby incorporated in and comprise part of this Notice.

The terms used and defined in the Explanatory Memorandum have the same meaning when used in this Notice.

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in the Glossary, or where they are first used in the Notice or Explanatory Memorandum.

AGENDA

1. Resolution 1: Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment, 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 142,058,029 Placement Shares, previously issued on 8 November 2023 under ASX Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum."

2. Resolution 2: Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1A

To consider and, if thought fit, to pass, with or without amendment, 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 95,441,975 Placement Shares previously issued on 8 November 2023 under ASX Listing Rule 7.1A on the terms and conditions set out in the Explanatory Memorandum."

3. Resolution 3: Approval of issue of Placement Shares to Ian Gordon

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11, s195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of 11,111,111 Placement Shares to Mr Ian Gordon (or his nominee) under the Share Placement undertaken by the Company."

4. Resolution 4: Approval of issue of Placement Shares to David Richards

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11, s195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of 11,111,111 Placement Shares to Mr David Richards (or his nominee) under the Share Placement undertaken by the Company."

5. Resolution 5: Approval of issue of Placement Shares to David Lindh

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11, s195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of 2,222,222 Placement Shares to Mr David Lindh (or his nominee) under the Share Placement undertaken by the Company.”

Voting Exclusion Statement

Resolution 1 – Ratification of Prior Issue of Placement Securities Issued under Listing Rule 7.1	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person(s).
Resolution 2: Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1A	The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person(s).
Resolution 3 – Approval of issue of Placement Shares to Ian Gordon	The Company will disregard any votes cast in favour of the Resolution by or on behalf of Ian Gordon (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 4 – Approval of issue of Placement Shares to David Richards	The Company will disregard any votes cast in favour of the Resolution by or on behalf of David Richards (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 5 – Approval of issue of Placement Shares to David Lindh	The Company will disregard any votes cast in favour of the Resolution by or on behalf of David Lindh (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, the voting exclusion statements from resolution 1 to 5 do not apply to a vote cast in favour of the respective Resolution by:

- (a) a person as a 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
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

PROXIES

Appointing a proxy

Members are entitled to appoint up to two proxies to act generally at the Meeting on their behalf, and to vote in accordance with their directions on the Proxy Form. A proxy need not be a Member. A personalised Proxy Form is attached to this Notice of Meeting.

Where two proxies are appointed, each proxy can be appointed to represent a specified proportion or number of the votes of the member. If no number or proportion of votes is specified, each proxy may exercise half of the member's votes. Neither proxy is entitled to vote on a show of hands if more than one proxy attends the Meeting.

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each resolution by marking the appropriate boxes on the Proxy Form.

Completed Proxy Forms (together with any authority under which the Proxy Form was signed, or a certified copy of the authority) must be returned by 11:00 am (ACDT) on **19 December 2023**:

(a) by mail to the Share Registry as follows:

Computershare Investor Services Pty Ltd
GPO Box 242, Melbourne, Victoria 3001

(b) by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or

(c) online by visiting www.investorvote.com.au and entering the shareholder's Control Number, SRN/HIN and PIN, which are shown on the first page of the enclosed Proxy Form.

For Intermediary Online subscribers only (custodians), cast the shareholder's vote online by visiting www.intermediaryonline.com.

Further instructions are on the reverse of the Proxy Form.

Undirected Proxies

The Chairman of the Meeting will vote undirected proxies in favour of all the resolutions.

Corporate representation

A corporation which is a Member, or which has been appointed a proxy, may appoint an individual to act as a representative to vote at the Meeting. The appointment must comply with Section 250D of the *Corporations Act 2001 (Cth)*. To participate in the Meeting, the representative should provide the appropriate "Appointment of Corporate Representative" unless it has previously been provided to the Share Registry.

ENTITLEMENT TO ATTEND AND VOTE AT THE MEETING

Remote Attendance

Shareholders, proxyholders, corporate representatives and holders of powers of attorney wishing to attend the Meeting via the webcast must email the Company Secretary at info@woomeramining.com.au by 5pm (Adelaide time) on **19 December 2023** to register, and will then be provided with log in details, including a password for the meeting.

In order to vote at the meeting, shareholders, proxyholders, corporate representatives and holders of powers of attorney must also log on to the online platform as per details below.

Voting on Resolutions

Shareholders are advised that all resolutions will be decided on a poll. Please note that you are strongly encouraged to lodge proxy votes prior to the proxy receipt close off.

Shareholders can vote at the Meeting virtually via the online platform at <https://meetnow.global/M5NY4QG> on your computer, tablet or smartphone.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxy holders will need to contact the call centre before the Meeting to obtain their login details. To vote in the meeting online follow the instructions below.

- (a) Click on 'Join Meeting Now';
- (b) Enter your SRN/HIN. Proxyholders will need to contact the Share Registrar on +61 3 9415 4024 one hour prior to the Meeting to obtain their login details;
- (c) Enter your postcode registered to your holding if you are an Australian Shareholder. If you are an overseas Shareholder select the country of your registered holding from the drop down list; and
- (d) Accept the Terms and Conditions.

You can cast votes at the appropriate times while the meeting is in progress.

Further information and support on how to use the platform is available by calling Computershare at +61 3 9415 4024.

Proxy votes must be received by 11 am (ACDT) on **19 December 2023**. Instructions on how to lodge proxy votes are set out in this Notice of Meeting.

Participation in the meeting

Shareholders are strongly encouraged to submit any questions they may have of the Company in writing to the Company Secretary at info@woomeramining.com.au by 5pm (ACDT) on **19 December 2023**.

Due to the difficulties of having a large number of attendees on a webcast, participants will be on listen-only mode for much of the Meeting, however, they will be given a reasonable opportunity to speak by the Chair at certain times during the call.

Technical Difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his or her discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy by 11 am (ACDT) on **19 December 2023** even if they plan to attend the Meeting online.

All members may attend the Meeting via webcast. The Directors have determined that for the purposes of voting at the Meeting, Shares will be taken to be held by the persons who are registered as the holders of those Shares as at 6.30 pm (ACDT) on **19 December 2023**.

By Order of the Board

Jonathan W. Lindh
Company Secretary
Dated: 21 November 2023

The accompanying Explanatory Memorandum and Proxy Form including voting instructions form part of this Notice of Meeting.

EXPLANATORY MEMORANDUM TO NOTICE OF GENERAL MEETING

This Explanatory Memorandum accompanies and forms part of the Woomera Mining Limited ('Company') Notice of Meeting for a General Meeting to be held on 21 December 2023 via a webcast at 11:00 am (ACDT).

This Explanatory Memorandum should be read in conjunction with, and forms part of, the accompanying Notice of Meeting. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

1. Resolution 1 - Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1

Background

On 1 November 2023, the Company announced that it had received binding commitments for a placement of 233,000,000 ordinary shares ('Placement Shares') (subject to any rounding) to sophisticated and professional investors and three Directors (subject to shareholder approval) at an issue price of \$0.009 to raise approximately \$2.3m ('Placement' or 'Share Placement').

The Company issued a total of 142,058,029 Placement Shares on 8 November 2023 as a portion of the Placement utilising the Company's existing placement capacity under Listing Rule 7.1.

Resolution 1 is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the portion of the Placement Shares issued under Listing Rule 7.1 as detailed above.

Listing Rule 7.4

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any Equity Securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A provides that an "eligible entity" may issue up to 10% of its issued share capital without shareholder approval in the 12 month period following its annual general meeting, provided that shareholder approval is obtained by special resolution to do so at the annual general meeting. This issuing capacity is in addition to the capacity under Listing Rule 7.1. An "eligible entity" under the Listing Rules 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 satisfied these criteria.

Listing Rule 7.4 provides that an issue of Equity Securities made without prior approval under Listing Rule 7.1 can be treated as having been made with approval if shareholders subsequently approve it and the issue did not breach Listing Rule 7.1. Issues made without shareholder approval in accordance with Listing Rule 7.1A can also be ratified under Listing Rule 7.4.

Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the portion of the Placement Shares detailed above will be excluded in calculating the Company's 15% placement capacity in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, the portion of the Placement Shares detailed above will be included in calculating the Company's 15% placement capacity in Listing Rule 7.1, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the issue date.

Technical information required by Listing Rule 7.5

The following information is provided for the purposes of Listing Rule 7.5:

- (a) a total of 142,058,029 Placement Shares were issued on 8 November 2023, utilising the Company's 15% placement capacity under Listing Rule 7.1;

- (b) the issue price for the Shares was \$0.009 per Share;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued to sophisticated and professional investors;
- (e) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (f) the funds raised from this issue will be used to fund exploration at the Mt Cattlin Project and Mt Short JV Project; and
- (g) a voting exclusion statement is included in the Notice.

Directors recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 1.

2. Resolution 2 - Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1A

Background

On 8 November 2023, the Company issued a total of 95,441,975 of the Placement Shares as a portion of the Placement utilising the Company's placement capacity under Listing Rule 7.1A. The Company obtained Shareholder approval under Listing Rule 7.1A to issue up to an additional 10% of its fully paid issued capital at the Company's 2022 Annual General Meeting.

Resolution 2 is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the portion of the Placement Shares issued under Listing Rule 7.1A.

Listing Rule 7.4

A summary of Listing Rule 7.4 is set out in Section 1 above.

Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the portion of the Placement Shares detailed above will be excluded in calculating the Company's 10% additional placement capacity in Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, the portion of the Placement Shares detailed above will be included in calculating the Company's 10% additional placement capacity in Listing Rule 7.1A, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the 12 month period following the date of the 2022 AGM.

Technical information required by Listing Rule 7.5

The following information is provided for the purposes of Listing Rule 7.5:

- (a) a total of 95,441,975 Placement Shares were issued on 8 November 2023 utilising the Company's 10% placement capacity under Listing Rule 7.1A;
- (b) the issue price for the Shares was \$0.009 per Share;
- (c) the Placement Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued to sophisticated and professional investors;
- (e) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (f) the funds raised from this issue will be used to fund exploration at the Company's Mt Cattlin Project and Mt Short JV Project; and
- (g) a voting exclusion statement is included in the Notice.

Directors recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 2.

3. Resolutions 3, 4 & 5 – Approval of issue of Placement Shares to Ian Gordon, David Richards and David Lindh

Background

On 1 November 2023, the Company announced a Placement to raise approximately \$2.3m as detailed above in the background to Resolution 1 and 2. Included in this amount was a commitment by Directors Ian Gordon, David Richards and David Lindh to participate in the capital raise on the same terms as all the other investors, subject to the Company obtaining Shareholder approval to the issue ('**Director Shares**').

Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party (among others), unless an exception in Listing Rule 10.12 applies.

Mr Gordon, Mr Richards and Mr Lindh are related parties of the Company by virtue of being Directors of the Company. As the issue of the Director Shares is the issue of securities to a related party of the Company, shareholder approval is required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Accordingly, Shareholder approval is being sought for the issue of a total of 24,444,444 Director Shares to Mr Gordon, Mr Richards and Mr Lindh (or their nominees) on the terms set out below and as detailed in the table below.

Director	Director Shares
Ian Gordon	11,111,111
David Richards	11,111,111
David Lindh	2,222,222
Total	24,444,444

If approval to issue the Director Shares is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1. The Director Shares must be issued within one month of this meeting, as per Listing Rule 10.13.5.

Corporations Act

For a public company or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

It is considered that Shareholder approval under Chapter 2E of the Corporations Act is not required for the purposes of the issue of the Director Shares, pursuant to Resolutions 3, 4 and 5, on the basis that the exception in section 210 of the Corporations Act applies as Mr Gordon, Mr Richards and Mr Lindh are proposing to participate in the Placement on the same terms as the other applicants.

Shareholder approval is also being sought under section 195 of the Corporations Act which provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a 'material personal interest' are being considered except in certain circumstances or unless the non-interested directors pass a resolution approving the directors' participation. Section 195(4) provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting to pass a resolution to deal with the matter on the basis that the Directors have a material personal interest in the outcome of Resolutions 3-5.

Technical information required by Listing Rule 14.1A

If Resolutions 3, 4 and 5 are passed, the Company will be able to proceed with the issue of the Director Shares to Messrs Gordon, Richards and Lindh within one month after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Shares (because approval is being obtained under Listing Rule 10.11), the issue of the Director Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 3, 4 and 5 are not passed, the Company will not be able to proceed with the issue of the Director Shares to Messrs Gordon, Richards and Lindh.

Technical information required by ASX Listing Rule 10.11

For the purposes of Listing Rule 10.13, the Company provides the following information:

- (a) the Director Shares will be issued to Mr Ian Gordon, Mr David Richards and Mr David Lindh (or their nominees), Directors of the Company and persons falling within the definition of Listing Rule 10.11.1;
- (b) the maximum number of Director Shares to be issued is:
 - (i) 11,111,111 Director Shares to Mr Ian Gordon (or nominee);
 - (ii) 11,111,111 Director Shares to Mr David Richards (or nominee); and
 - (iii) 2,222,222 Director Shares to Mr David Lindh (or nominee);
- (c) the Director Shares will be issued at an issue price of \$0.009 per Share;
- (d) the Director Shares are proposed to be issued on 22 December 2023 but in any event will be issued no later than 1 month after the date of the Meeting;
- (e) the Director Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the funds raised from this issue will be used to fund exploration at the Company's Mt Cattlin Project and Mt Short JV Project; and
- (g) a voting exclusion statement is included in the Notice.

Directors recommendation

Mr Gordon, Mr Richards and Mr Lindh decline to make a recommendation to Shareholders in relation to Resolutions 3, 4 and 5 respectively due to their material personal interest in the outcome of these Resolutions on the basis that they are to be issued 24,444,444 Director Shares should Resolutions 3, 4 and 5 be passed.

The Directors (other than the Resolution that relates to their own interest) recommend that Shareholders vote in favour of Resolutions 3, 4, and 5.

The Directors make the recommendation above for the following reasons:

- (a) the issue of the Director Shares to Mr Gordon, Mr Richards and Mr Lindh will better align the interests of Mr Gordon, Mr Richards and Mr Lindh with those of Shareholders;
- (b) the issue of the Director Shares is reasonable and appropriate as Mr Gordon, Mr Richards and Mr Lindh are proposing to participate in the Company's capital raising activity on the same terms as other applicants; and
- (c) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Director Shares on the terms proposed.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 3, 4 and 5.

GLOSSARY

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

ACDT means Australian Central Standard Time, being the time in Adelaide, South Australia, Australia.

ASIC means Australian Securities and Investments Commission.

Associate has the same meaning as in the Corporation Act.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

Board means the Directors of the Company as at the date of this Notice of Meeting.

Chair and **Chairman** means the person appointed to chair the Meeting.

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

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependant of the member or of 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 dealings with the entity;

(e) a company the member controls; or

(f) a person prescribed as such by the *Corporations Regulations 2001* (Cth).

Company means Woomera Mining Limited (ACN 073 155 781).

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum to the Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term 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).

Listing Rules means the listing rules of the ASX.

Meeting means the annual general meeting proposed in this Notice of Meeting.

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

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

Resolution means a resolution contained in this Notice of Meeting.

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

Shareholder or **Member** means a holder of a Share.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.



WML

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030**Need assistance?****Phone:**1300 556 161 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**www.investorcentre.com/contact**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **11:00am (ACDT) on Tuesday, 19 December 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 999999****SRN/HIN: I9999999999****PIN: 99999**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Woomera Mining Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Woomera Mining Limited to be held at on Thursday, 21 December 2023 at 11:00am (ACDT) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Ratification of Prior Issue of Placement Shares Issued under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of issue of Placement Shares to Ian Gordon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval of issue of Placement Shares to David Richards	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of issue of Placement Shares to David Lindh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

WML

999999A



Computershare

