

## NOTICE OF 2024 SHAREHOLDER MEETING AND PROXY FORM

Resolution Minerals Ltd (ACN 617 789 732, **Company**) (ASX:RML) refers to the notice of General Meeting (GM) and accompanying explanatory memorandum released to ASX on 7 February 2024 (together, the Notice of Meeting) in respect of a GM of the Company's shareholders (Shareholders).

The Meeting will be held:

Date: Friday 8 March 2024  
Time: 9:30am (ACDT)  
Location: Offices of Grant Thornton Australia Limited,  
Level 3, 170 Frome Street, Adelaide SA

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 on its ASX announcements page at <https://www.resolutionminerals.com/investor-center/category/asx-releases> 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 8 6118 7110 or by email at [info@resolutionminerals.com](mailto:info@resolutionminerals.com).

Yours sincerely

**Resolution Minerals Ltd**

Jarek Kopias  
Company Secretary

# RESOLUTION MINERALS LTD

ACN 617 789 732

---

## NOTICE OF GENERAL MEETING

### EXPLANATORY NOTES

### PROXY FORM

---

#### **Date of Meeting**

8 March 2024

#### **Time of Meeting**

9:30am (ACDT) (Adelaide time)

#### **Place of Meeting**

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

**RESOLUTION MINERALS LTD**  
**ACN 617 789 732**

**NOTICE OF GENERAL MEETING**

Notice is hereby given that the General Meeting of Shareholders of Resolution Minerals Ltd ("Company/RML") will be held at the offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia on Friday 8 March 2024 at 9:30am 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 Remuneration Shares to Mr Aharon Zaetz**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 175,000,000 Remuneration Shares to Mr Aharon Zaetz (or his nominee) on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."*

**Resolution 2 – Issue Director Options to Mr Aharon Zaetz**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 180,000,000 Director Options to Mr Aharon Zaetz (or his nominee) on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."*

**Resolution 3 – Issue Remuneration Shares to Mr Mendel Rogatsky**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 175,000,000 Remuneration Shares to Mr Mendel Rogatsky (or his nominee) on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."*

**Resolution 4 – Issue Director Options to Mr Mendel Rogatsky**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 180,000,000 Director Options to Mr Mendel Rogatsky (or his nominee) on the terms and conditions set out in the Notice of Meeting and Explanatory Notes."*

## VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

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

### **Voting exclusions and voting restriction in relation to Resolutions 1, 2, 3 and 4**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this Resolution by Mr Aharon Zaetz and Mendel Rogatsky and any of their respective 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.

Further, in accordance with the Corporations Act, a vote must not be cast on this Resolution (and will be taken not to have been cast if cast contrary to this restriction) by a member of the Key Management Personnel, and any Closely Related Party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, the member of the Key Management Personnel or any Closely Related Party of such a member may vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on this Resolution or by a person who is the Chair of the Meeting at which this Resolution is voted on and the appointment expressly authorises the Chair of the Meeting to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a Key Management Personnel.

### **Important information concerning proxy votes on Resolutions 1, 2, 3 and 4**

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their closely related parties to vote on the Resolutions connected directly or indirectly with the remuneration of the Key Management Personnel.

Additionally, the Company will disregard any votes cast on Resolutions 1, 2, 3 and 4 by any person appointed as a proxy by any person who is either a member of the Key Management Personnel or a Closely Related Party of such a member, unless:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (b) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, Shareholders who intend to appoint the Chair of the Meeting as their proxy (including an appointment by default) are encouraged to direct the Chair of the Meeting as to how to vote on all Resolutions.

If the Chair of the Meeting is appointed, or taken to be appointed, as your proxy, you can direct the Chair of the Meeting to vote for, against or abstain from voting on Resolutions 1, 2, 3 and 4 by marking the box opposite the respective Resolution on the Proxy Form. You should direct the Chair of the Meeting how to vote on these Resolutions.

However, if the Chair of the Meeting is your proxy and you do not direct the Chair of the Meeting how to vote in respect of Resolutions 1, 2, 3 and 4 on the Proxy Form, you will be deemed to have directed and expressly authorised the Chair of the Meeting to vote your proxy in favour of the relevant Resolution. This express authorisation acknowledged that the Chair of the Meeting may vote your proxy even if:

- (a) Resolutions 1, 2, 3 and 4 are connected directly or indirectly with the remuneration of a member or members of the Key Management Personnel for the Company; and
- (b) the Chair of the Meeting has an interest in the outcome of Resolutions 1, 2, 3 and 4 and that votes cast by the Chair of the Meeting for these Resolutions, other than as authorised proxy holder, will be disregarded because of that interest.

### **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 Chair of the Meeting as their proxy to attend and vote on the Member's behalf. The Company encourages shareholders to **appoint the Chair of the Meeting as their proxy**.

Shareholders are encouraged to lodge their Proxy Forms online at <https://investor.automic.com.au/#/loginsah>.

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 9:30am ACDT on 6 March 2024):

On-line: <https://investor.automic.com.au/#/loginsah>

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 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 6 March 2024. 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, 7 February 2024

## 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, 2, 3 and 4: Issue of Remuneration Shares and Director Options to Participating Directors

#### Background

Mr Aharon Zaetz and Mr Mendel Rogatsky (together the **Participating Directors**) are Executive Directors of the Company with responsibility for the management and oversight of the Company's operations. The Remuneration of the Participating Directors comprises a base remuneration component and other cash benefits. For the purpose of remunerating the Participating Directors based on their experience and the significant requirement to preserve cash, the Board has determined to settle their remuneration via the issue of Equity Securities as well as an incentive based component to their remuneration package. The Participating Directors have been invited by the board of the Company to receive up to Remuneration Shares and Director Options if approved by Members at this Meeting.

#### Reason for approval – Listing Rules

ASX Listing Rule 10.11 provides that a director, or their Associate, may not acquire Equity Securities without the prior approval of shareholders.

Accordingly, shareholder approval is sought for the issue of up to 175,000,000 Remuneration Shares and up to 180,000,000 Director Options to each of the Participating Directors (or their nominee(s)) on the terms set out below. If approval of the issue of the Remuneration Shares and Director Options is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1. The issue of Remuneration Shares and Director Options to the Participating Directors will therefore not be included in the Company's 15% limit in ASX Listing Rule 7.1 and 10% Additional Placement Capacity limit in ASX Listing Rule 7.1A.

If Resolutions 1, 2, 3 and 4 are approved, then the Participating Directors (or their nominee/s) will receive the relevant Remuneration Shares and Director Options.

If Resolutions 1, 2, 3 and 4 are not approved, no Remuneration Shares and Director Options will be issued to the Participating Directors (or their nominee/s). Further, the Participating Directors will be paid their remuneration via cash payment.

#### Issue of Remuneration Shares and Director Options to Participating Directors

Upon approval at this Meeting, the Company intends to issue 350,000,000 Remuneration Shares in total to the Participating Directors in lieu of cash compensation for Executive Director fees amounting to a gross amount of \$350,000 per annum. The Company will settle the outstanding fees for a 12 month period commencing on the appointment date (approximately 1 December 2023) for each of the Participating Directors. The Company will issue 350,000,000 Remuneration Shares to the Participating Directors being \$350,000 executive Directors fees in table 1 below based on an RML share price of \$0.002. The number of Remuneration Shares that will be issued will settle the first 12 months of the Participating Director's entitlements. In the event that the Participating Director resigns prior to six months of service (prior to 1 June 2024), the director will purchase the unearned amount in RML shares at a price of \$0.002 per share. Each Participating Director is entitled to six months' termination payment and the Remuneration Shares are intended to settle any component of this amount in the event that the Participating Director resigns from the Board prior to 1 December 2024 (being approximately 12 months from their appointment). The issue price of \$0.002 per Share has been used to determine the number of Shares to be issued. In the event that the Company would seek to settle the executive director remuneration via cash payment, it would be required to raise funds at a price that is a discount to its current market price of \$0.003. The Company has sought broker input regarding at what price it could currently raise funds, noting that a price of approximately \$0.002, with attaching options, would be required to attract investor interest.

TABLE 1

Remuneration for each Participating Director	Salary* payable \$	
	A Zaetz**	M Rogatsky*
Salary / contacts amounts payable	350,000	350,000
Superannuation payable	-	-
<b>Total salary to be paid</b>	<b>\$350,000</b>	<b>\$350,000</b>
Tax applicable to agreed settlement amount*	-	-
<b>Net salary to be settled via Share issue</b>	<b>\$350,000</b>	<b>\$350,000</b>
<b>Shares in lieu of cash salary - 0.2 cents per Share</b>	<b>175,000,000</b>	<b>175,000,000</b>

\* M Rogatsky is a foreign resident and does not have tax deducted from his remuneration.

\*\* A Zaetz will invoice for his services through a private entity.

Upon approval at this Meeting, the Company also intends to issue 180,000,000 Director Options to each of the Participating Directors within 20 business days of the Meeting. The Director Options will have an exercise price of 200% of the RML share price prior to the date of issue and expiry of five years from the date of issue.

The Company will not issue the Remuneration Shares and Director Options later than 1 month after the Meeting.

The Company advises that there are no loans provided to the Participating Directors (or their nominee/s) in relation to the issue of the Remuneration Shares and Director Options.

#### Issue Price and Exercise Price

The Remuneration Shares are issued at a price of \$0.002 per Share as settlement of the net salary to be settled via Share issue representing the cash saving to the Company in lieu of payment of Director remuneration. There are no funds raised upon issue of the Director Options as they are issued for nil consideration. Each Director Option issued to the Participating Directors (or their nominee/s) will have an exercise price of 200% of the RML share price prior to the date of issue.

TABLE 2

Director	Maximum number of Director Options vesting	Grant date <sup>1</sup>	Vesting date	Lapsing date <sup>2</sup>
A Zaetz	180,000,000	8 Mar 2024	Vested	8 Mar 2029
M Rogatsky	180,000,000	8 Mar 2024	Vested	8 Mar 2029
<b>TOTAL</b>	<b>360,000,000</b>			

<sup>1</sup> Within 1 month of receipt of Shareholder approval.

<sup>2</sup> Five years after issue.

#### Director total current remuneration

The Participating Directors are remunerated as listed below (base salary and superannuation).

TABLE 3

Director	Full year amount	2022/23 payments <sup>1</sup>
A Zaetz	\$350,000	\$0
M Rogatsky	\$350,000	\$0

<sup>1</sup> Cash remuneration for the year ended 30 June 2023 as disclosed the Company's remuneration report. The Directors commenced employment with the Company in November / December 2023

The participating Directors have the following relevant interest in Equity Securities of the Company:

TABLE 4

Director	Shares	Listed options	Unlisted options
M Rogatsky	57,725,000	30,000,000	2,200,000
A Zaetz	-	-	-

The issue of Remuneration Shares will further result in dilution of 27.8%. If all of the Options granted to the Participating Directors are exercised, then a total of 360,000,000 new Shares would be issued resulting in further dilution of 28.6%. The issue of Remuneration Shares and Options will increase the number of Shares on issue from 1,259,996,807 to 1,969,996,807 (assuming that no other Shares are issued and that Options are exercised) with the effect that the shareholding of existing Shareholders would be diluted by approximately 56.3% in total.

The market price for Shares during the term of the Director Options will affect the value of the perceived benefit given to the Directors.

The trading history of Shares on ASX in the 12 months before the date of this Notice (to 12 January 2024) are:

**TABLE 5**

	Price	Date
Highest	\$0.011	13 February 2023
Lowest	\$0.003	30 occurrences between 3 July 2023 and 24 January 2024.
Last	\$0.003	25 January 2024

### **Corporations Act**

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a Related Party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the Related Party.

The Directors are Directors so are Related Parties of the Company. In accordance with section 208 of the Corporations Act, to give a financial benefit to a Related Party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Remuneration Shares and Director Options, pursuant to Resolutions 1, 2, 3 and 4 as the exception in section 211 of the Corporations Act applies. Shareholder approval must nonetheless be obtained pursuant to ASX Listing Rule 10.11 and ASX Listing Rule 10.14. The Remuneration Shares and Director Options which are proposed to be issued are considered by the Board to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

### **ASX Listing Rules Disclosure**

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rule 10.11:

- (a) the Remuneration Shares and Director Options will be issued to nominees or Associates of the Participating Directors in accordance with Listing Rule 10.11.1 or Listing Rule 10.11.4 (Associates);
- (b) the number of Remuneration Shares to be issued is up to a total of 350,000,000 and the number of Director Options to be issued is up to a total of 360,000,000;
- (c) the key terms of the Director Options are described in detail above and full terms of Director Options are included in Appendix 1;
- (d) the Remuneration Shares are fully paid ordinary Shares in RML;
- (e) the Company will undertake a valuation of the Director Options using the Black Scholes valuation method if approved by Shareholders at the Meeting, similar to other directors as disclosed in the 2023 Annual Report. If all Director Options were currently vested, then each Director Option would convert into one (1) Share in the Company and would currently be valued at 0.3 cents per Share (closing Share price on 12 January 2024);
- (f) the Remuneration Shares are valued at \$0.002, being the price at which the net director remuneration is settled via issue of Shares;
- (g) the issue of the Remuneration Shares, the subject of Resolutions 1 and 3, and Director Options, the subject of Resolutions 2 and 4, will occur as soon as practicable after the Meeting and in any event no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (h) the Director Options will be issued for no cash consideration an exercise price of 200% of the RML share price prior to the date of issue is payable on the exercise of Director Options; and
- (i) no funds will be raised upon the issue of Options and the Company will effectively raise the net salary to be settled via the issue of Shares as detailed in table 1 above in lieu of payment of cash salary.



**Board Recommendation**

The Participating Directors decline to make a recommendation to Shareholders in relation to Resolutions 1, 2, 3 and 4 due to their material personal interest in the outcome of those Resolutions should Resolutions 1, 2, 3 and 4 be passed.

With the exception of the issue of Remuneration Shares and Options to Mr Zaetz in respect of Resolutions 1 and 2 and M Rogatsky in respect of Resolutions 3 and 4, no other Director has a personal interest in the outcome of Resolutions as they relate to the other Participating Directors. The Directors (other than in respect of Remuneration Shares and Options that relate to themselves) recommend that Shareholders vote in favour of Resolutions 1, 2, 3 and 4 for the following reasons:

- the issue of Remuneration Shares and Director Options to the Participating Directors will better align the interests of the Participating Directors with those of Shareholders;
- the issue of the Remuneration Shares is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would, if cash payments were given to the Participating Directors under their employment arrangements; and
- it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in the issue of Remuneration Shares or Options on the terms proposed.

In forming their recommendations, each Director considered the experience of the Participating Directors, the skills the Participating Directors bring to the Company and the current market price of Shares when determining the number of Remuneration Shares and Options to be issued.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolutions 1, 2, 3 and 4.

## 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.

**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 RML.

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

**Closely Related Party** has the meaning given to it in the Corporations Act and the Corporations Regulations.

**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.

**Director Options** means up to 180,000,000 unquoted Options proposed to be issued to each Participating Director.

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

**Explanatory Notes** means these explanatory notes.

**Key Management Personnel** means a member of the key management personnel as disclosed in the Remuneration Report.

**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 Friday 8 March 2024 at 9:30 am 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.

**Option** means unquoted options issued to Directors and employees of the Company.

**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.

**Participating Directors** means, together Mr Zaetz and Mr Rogatsky.

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

**Related Party** has the meaning given to that term in the Corporations Act.

**Remuneration Report** means the section of the Directors' report of RML that is included in the Company's Annual Report.

**Remuneration Shares** means the issue of RML Shares at a price of \$0.002 per Share in settlement of net remuneration payable to the Participating Directors.

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

**RML or the Company** means Resolution Minerals Ltd (ABN 99 617 789 732).

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

## Appendix 1

### Key terms of Director Options

- (a) Each Option will entitle the holder (**Optionholder**) to subscribe for one fully paid ordinary share (**Share**) in Resolution Minerals Ltd (ACN 617 789 732) (**Company** or **RML**) (subject to possible adjustments referred to in paragraphs (j), (k) and (l) below).
- (b) Each Option is exercisable at any time before 5:00pm Australian Central Standard Time (ACST) that is five years from the date of issue (**Expiry Date**).  
  
Options not exercised by that time will lapse.
- (c) The exercise price of each Option is 200% of the RML share price prior to the date of issue (**Exercise Price**).
- (d) Applicants will receive an exercise notice at the same time that they receive a holding statement in respect of the Options (**Exercise Notice**). Options are exercisable by completing and delivering an Exercise Notice to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.
- (e) Some or all of the Options may be exercised at any one time or times prior to the Expiry. Options must be exercised in respect of a minimum of 100,000 Options except where an Option holder holds less than 100,000 Options, in which case all options held by that Option holder must be exercised.
- (f) Shares issued pursuant to the exercise of any of the Options will rank in all respects on equal terms with the existing Shares in the Company at that time.
- (g) The Company not will seek to have the Options admitted to the official list of ASX and the Options will not be listed on ASX.
- (h) Each Option will not be freely transferable.
- (i) Options will not entitle the Optionholder to participate in any new issue of securities by the Company unless the Option has been duly exercised prior to the relevant record date.
- (j) If, prior to the Expiry Date of the Options, there is a bonus issue to the holders of Shares:
  - (i) the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue; and
  - (ii) no change will be made to the Exercise Price.
- (k) If, prior to the Expiry Date the issued capital of the Company is reorganised, the rights of the Optionholder may be varied to comply with the Corporations Act and ASX Listing Rules which apply at the time of the reconstruction.
- (l) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to holders of Shares after the date of issue of the Options, then the Exercise Price of the Options will be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

# Proxy Voting Form

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

Your proxy voting instruction must be received by **09.30am (ACDT) on Wednesday, 06 March 2024**, 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/#/loginsah> 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/>

##### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

