

29 October 2024

Notice of Meeting

NewPeak Metals Ltd (ASX: NPM) (NewPeak or the Company) is pleased to attach a copy of the following documents in relation to the Annual General Meeting of Shareholders to be held on 27 November 2024 (Annual General Meeting).

1. Letter to Shareholders regarding arrangements for the Annual General Meeting as despatched to Shareholders;
2. Notice of Annual General Meeting; and
3. Proxy Form.

This announcement has been authorised for release to the ASX by the Company Secretary.

For further information contact:

Mr David Mason
Chief Executive Officer
dmason@newpeak.com.au

Mr Craig McPherson
Company Secretary
craigm@mhprivate.com.au

Website: www.newpeak.com.au

X: [@ASX_NPM](https://twitter.com/ASX_NPM)

29 October 2024

Dear Shareholder

Annual General Meeting – Notice of Meeting and Proxy Form

Notice is hereby given that the 2024 Annual General Meeting (**Meeting**) of NewPeak Metals Limited (**NewPeak**, the **Company**) will be held at 10:00 am (AEST) on 27th November 2024 at the offices of HopgoodGanim Lawyers, Level 8, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000.

As permitted by the Corporations Act 2001 (Cth), the Company will not be sending hard copies of the Notice of Meeting to Shareholders unless a Shareholder has previously requested a hard copy. Instead, the Notice of Meeting and accompanying Explanatory Memorandum (Notice of Meeting) are being made available to shareholders electronically. To view and download a copy of the Notice of Meeting please visit the Company's website <https://newpeak.com.au/general-meetings>.

The Notice of Meeting will also be available on ASX's website, under the Company's ticker code NPM. All resolutions for the Meeting will be decided via a poll. The poll will be conducted based on votes submitted by proxy, together with any votes cast at the Meeting.

A personalized Proxy Form will be attached to this letter when dispatched by the Registry. Shareholders who have elected to receive notices from the Company in electronic format will receive an email directly from the Registry.

NewPeak Metals Limited also encourages shareholders to lodge their proxy votes online. To do that, shareholders can login to <http://www.linkmarketservices.com.au> using the holding details (SRN or HIN) that will be available on the personalised Proxy Form dispatched by the Registry. Once logged in, select Voting and follow the prompts to lodge your vote.

Shareholders that experience any problems accessing the proxy voting screen(s) can contact the Registry (Link Market Services Limited) by phone on 1300 554 474 or by email at registrars@linkmarketservices.com.au

Proxy instructions must be received no later than 48 hours before the commencement of the Meeting.

By Order of the Board of Directors
Craig McPherson
Company Secretary
NewPeak Metals Limited

NEWPEAK METALS LIMITED

ACN 068 958 752

Notice of 2024 Annual General Meeting and Explanatory Memorandum

Date of Meeting:	27 November 2024
Time of Meeting:	10.00am (AEST)
Place of Meeting:	Hopgood Ganim Lawyers Level 8 Waterfront Place 1 Eagle Street Brisbane Qld 4000

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of NewPeak Metals Limited ACN 068 958 752 (**Company**) will be held physically **at Level 8, 1 Eagle Street, Brisbane, Qld 4000 on 27 November 2024 at 10.00am (AEST)**.

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum have the meaning ascribed to them in the Glossary contained at the end of the Explanatory Memorandum.

This Notice of Meeting should be read in its entirety, together with the Explanatory Memorandum and the enclosed proxy form.

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit or Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the Consolidated Financial Statements for the Company for the financial year ended 30 June 2024. The Company's reports can be accessed on the Company's website at www.newpeak.com.au.

1. Resolution 1 – Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the year ended 30 June 2024 (as set out in the Directors' Report) be adopted."

Note: The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting exclusion: The Company will disregard any votes cast on Resolution 1 (in any capacity) by, or on behalf of, any person who is either a member of the Key Management Personnel, for whom details of their remuneration are included in the Remuneration Report, 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 as proxy for a person who is entitled to vote, and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Additionally, the Company will disregard any votes cast on Resolution 1 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 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 as their proxy (including an appointment by default) are encouraged to direct the Chair as to how to vote on all Resolutions.

If the Chair is appointed, or is taken to have been appointed, as your proxy, you can direct the Chair to vote for, against or abstain from voting on Resolution 1 by marking the appropriate box opposite Resolution 1 on the proxy form.

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However, if the Chair is your proxy and you do not direct the Chair how to vote, you will be deemed to have directed, and expressly authorised, the Chair to vote your proxy in favour of Resolution 1. This express authorisation acknowledges that the Chair may vote your proxy even though:

- a) Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; or
- b) the Chair may have an interest in Resolution 1.

2. Resolution 2 – Re-Election of Brian Moller

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

“That Mr Brian Moller, who retires by rotation under the Company’s constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, is re-elected as a director.”

3. Resolution 3 – Re-Election of Emma Fairhurst

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

“That Ms Emma Fairhurst, who retires by rotation under the Company’s constitution and Listing Rule 14.4 and, being eligible, offers herself for re-election, is re-elected as a director.”

4. Resolution 4 – Ratification of issue of 6,666,667 Shares Issued for Project Acquisition

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

“That, in accordance with the provisions of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 6,666,667 Shares, issued at \$0.015 per share, for completion of the Treuer Range Project acquisitions with the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

5. Resolution 5 – Approval of issue of 16,666,666 Shares Issued for Project Acquisition

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 16,666,666 Shares, issued at \$0.015 per share, for completion of the Treuer Range Project acquisitions with the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

6. Resolution 6 – Ratification of issue of 1,000,000 Shares Issued to a Consultant

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

“That, in accordance with the provisions of Listing Rule 7.4 and for all other purposes, Shareholders ratify the previous issue of 1,000,000 Shares, having an issue price of \$0.015 per Share, issued to a Consultant with the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting exclusion: the Company will disregard any votes cast in favour of Resolution 4, 5 and 6 by:

- A person(s) who received, or who is expected to receive, the Shares the subject of Resolution 4, 5 and 6; and
- any Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 4, 5 and 6 by:

Notice of Annual General Meeting

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

7. Resolution 7 – Approval to issue additional 10% fully paid ordinary shares over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a Special Resolution:

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities in a number which is up to 10% of the fully paid ordinary issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Statement (**Placement Securities**)."*

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 7 by, or on behalf of, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Placement Securities (except a benefit arising solely from their capacity as a holder of Shares) and any of their respective Associates. However, the Company need not disregard a vote in favour of Resolution 7 if it is cast by a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with directions given to the proxy or attorney to vote on Resolution 7 in that way, or it is cast by the Chair as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote as the Chair decides, or it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (a) 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 Resolution 7; and (b) the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way. However, as at the date of this Notice of Meeting, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, as at the date of this Notice of Meeting, no existing Shareholders will be excluded from voting on Resolution 7.

By order of the Board

Mr Craig McPherson
Company Secretary
29 October 2024

Explanatory Memorandum

The following notes and the Explanatory Memorandum form part of the Notice of Meeting.

Voting and Attendance Entitlement

The Board has determined that those persons who are registered as holding Shares as at 7.00pm (AEST) on 25 November 2024, will be entitled to attend and vote at the Meeting.

Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If more than one joint holder of a Share is present at the Meeting (whether personally, by proxy, by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Action to be Taken by Shareholders

A Shareholder who is entitled to attend and vote at the Meeting may appoint a person, who need not be a Shareholder of the Company, as the Shareholder's proxy to attend and vote on behalf of the Shareholder.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If in respect of any of the items of business you do not direct your proxy how to vote, you are directing your proxy to vote as he or she decides.

If you mark the abstain box for a particular item you are directing your proxy to not vote on your behalf and your Shares will not be counted in computing the required majority in the event of a poll.

For proxies without voting instructions that are exercisable by the Chair, the Chair intends to vote those proxies in favour of the Resolutions. The Chair will be deemed to be appointed where a signed proxy form is returned that does not contain the name of the proxy or where the person appointed on the form is absent from the Meeting.

A proxy form accompanies this Notice of Meeting. Should you wish to appoint a proxy, please complete the proxy form and return it at least 48 hours before the Meeting, being no later than **10.00am (AEST) on 25 November 2024** to:

- (a) if online:
<https://investorcentre.linkgroup.com>

- (b) if by fax: on +61 2 9287 0309; or
- (c) if by mail: c/Link Market Services, Locked Bag A14, Sydney South, NSW 1235.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

Corporate Representatives

A Shareholder which is a corporation may appoint an individual to act as its representative to attend and vote at the Meeting. The appointment must comply with section 250D of the Corporations Act, meaning that Company will require a Certificate of Appointment of Corporate Representative executed in accordance with section 250D of the Corporations Act. The completed certificate should be lodged with Company's share registry before the Meeting or at the registration desk on the day of the Meeting.

Polls

All resolutions will be determined by way of a poll and, as such, every Shareholder shall have one vote for every Share registered in their name as at 7.00pm (AEST) on 25 November 2024.

Required Majority

Each of Resolutions 1 to 6 (inclusive) are Ordinary Resolutions, requiring a simple majority of the votes cast by Shareholders entitled to vote on them.

Resolution 7 is a Special Resolution, requiring at least 75% of the votes cast by Shareholders entitled to vote on Resolution 7.

General

All Shareholders are invited to attend the Meeting or, if they are unable to attend in person, to sign and return the proxy form to the Company in accordance with the instructions set out on the proxy form.

Shareholders, their proxy or corporate representatives who plan on attending the Meeting are asked to arrive at the venue at least 30 minutes prior to the time the Meeting is scheduled to commence, so that Shareholders can be checked against the Company's share register, or appointment as proxy, attorney or corporate representative can be verified and their attendance noted.

Explanatory Memorandum

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the Annual General Meeting. Shareholders should read this Explanatory Memorandum in full. This Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in this Explanatory Memorandum are defined in the Glossary section at the end of this Explanatory Memorandum. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

Resolution 1 – Remuneration Report

In accordance with section 250R of the Corporations Act, the Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report for the period ending 30 June 2024. The Annual Report is available to download on the Company's website, www.newpeak.com.au.

The Remuneration Report:

- (a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each member of Key Management Personnel of the Company; and
- (d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

At the 2023 Annual General Meeting of the Company, approximately 99% of the votes cast were in favour of the Remuneration Report.

In the interests of good corporate governance, the Directors abstain, from making a recommendation in relation to this Resolution 1.

A vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Resolution 2 – Re-Election of Mr Brian Moller

Clause 38.1(c) of the Company's Constitution requires that at least one third of the directors must stand for re-election at every Annual General Meeting. Brian Moller, Non-Executive Director and Chairman has been chosen to stand for re-election at this Annual General Meeting.

Explanatory Memorandum

Mr Moller is a consultant with the Brisbane based law firm HopgoodGanim Lawyers. He was admitted as a solicitor in 1981 and retired as a partner at 30 June 2024. He practices almost exclusively in the corporate area with an emphasis on capital raising, mergers and acquisitions.

Mr Moller holds an LLB Hons from the University of Queensland and is a member of the Australian Mining and Petroleum Law Association. Mr Moller acts for many public listed resource and industrial companies and brings a wealth of experience and expertise to the board particularly in the corporate regulatory and governance areas.

The Directors (Mr Moller abstaining) recommend that Shareholders vote in favour of Resolution 2 and advise that they intend to vote any Shares that they own or control in favour of Resolution 2.

The Chair intends to vote all undirected proxies in favour of Resolution 2.

Resolution 3 – Re-Election of Ms Emma Fairhurst

Clause 36.1 of the Constitution provides that the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors. A Director appointed under the Constitution holds office until the end of the next annual general meeting of the Company, at which the Director may be re-elected.

Ms Fairhurst was appointed as an additional Director of the Company on 15 July 2024. Accordingly, Ms Fairhurst holds office only until the end of the Meeting and offers herself for election to the Board. Ms Fairhurst is a Non-Executive Director of the Company.

Ms Fairhurst has over 20 years experience in the venture capital financial and public company markets, focused primarily on the Canadian and Australian natural resource sector. Emma previously worked at Canaccord Genuity, Vancouver, administering hundreds of millions in assets, private placements and financings. She subsequently went on to be a founder and director in the resource business venture sector.

The Directors (Ms Fairhurst abstaining) recommend that Shareholders vote in favour of Resolution 3 and advise that they intend to vote any Shares that they own or control in favour of Resolution 3.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

Resolutions 4 and 5 – Truer Range Project Acquisition

Background

On 17 July 2024, the Company announced that it had entered into a binding term sheet to acquire the Treuer Range Uranium-Vanadium Project in the Northern Territory.

The consideration for the acquisition was \$350,000 by way of the issue of 23,333,333 Shares at an issue price of \$0.015 (1.5 cents) per share, and the granting of a 2% net smelter royalty to the Vendor, with buyout provisions favourable to the Company.

The Company issued 6,666,667 shares on 12 August 2024 which was undertaken under the Company's capacities under Listing Rule 7.1 (Tranche 1 Shares).

A further 16,666,666 Shares for completion of the transaction are proposed to be issued (Tranche 2 Shares).

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Resolution 4 - Ratification of issue of 6,666,667 Shares Issued for Project Acquisition

As noted in the Background, the Company has issued 6,666,667 shares on 12 August 2024 which was undertaken under the Company's capacities under Listing Rule 7.1 (Tranche 1 Shares).

Listing Rules 7.1 and 7.4

In accordance with Listing Rule 7.1, a company whose shares are listed for quotation on the ASX must not, subject to certain exceptions, issue or agree to issue more Equity Securities during any 12-month period than the amount which represents 15% of the number of fully paid ordinary shares on issue at the commencement of that 12-month period.

The Shares issued pursuant to Resolution 4 did not fit within any of the exceptions, and as the issues were not approved by the Shareholders, they have depleted all of the Company's available capacities under Listing Rule 7.1 to issue new Equity Securities.

Listing Rule 7.4 sets out an exemption to Listing Rule 7.1. Listing Rule 7.4 permits a company's shareholders to subsequently ratify a previous issue of securities in a general meeting, provided that such previous issue did not breach Listing Rule 7.1 when it was made. If Shareholders ratify such previous issues, the issue of those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1, meaning that such issues will be excluded in the calculation of the Company's capacities under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and thus Resolution 4 seeks ratification of 6,666,667 Shares which were issued by the Company under the Placement using its capacity under Listing Rule 7.1.

Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolution 4:

- a) The Company issued 6,666,667 Tranche 1 Shares.
- b) The Shares issued pursuant to Resolution 4 were issued on 12 August 2024 to the vendor (Yaciminto Pty Ltd). None of the allottees were Related Parties of the Company.
 - (i) Details of the issues: 6,666,667 Shares were issued on 12 August 2024 using the Company's capacity under Listing Rule 7.1.
- c) The Shares were issued at a deemed issue price of \$0.015 per Share to satisfy payment for the Treuer Range Project Acquisition.
- d) There were no funds raised from the issue of the Tranche 1 Shares. Shares issued were issued as consideration for completion of the Treuer Range Project Acquisition.
- e) The relevant agreements provided for an asset purchase of the of the tenement (Treuer Range Project Acquisition) with consideration payable by way of issue of fully paid shares at an issue price per Share is \$0.015. The asset purchase

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agreement includes various other conditions usual for a transaction of this sort, including but not limited to: Due Diligence; Satisfaction of relevant authorisations and third-party approvals (if required); and Confidentiality.

Information required by Listing Rule 14.1A

If Resolution 4 is passed, the issue of 6,666,667 Shares will be excluded in calculating the Company's capacity limits pursuant to Listing Rule 7.1. Therefore, the Company will retain the flexibility to issue Equity Securities to the 15% placement capacity without the requirement to obtain prior Shareholder approval in the relevant period.

If Resolution 4 is not passed, the 6,666,667 Shares will be included in calculating the Company's capacity limits pursuant to Listing Rule 7.1. Therefore, the Company will have no flexibility to utilise its capacities under Listing Rule 7.1 to take advantage of any commercial opportunities as they may arise.

Resolution 5 – Approval of issue of 16,666,666 Shares Issued for Project Acquisition

As noted in the Background, the Company proposes to issue a further 16,666,666 Shares for completion of the Project Acquisition (Tranche 2 Shares).

Listing Rules 7.1

As described above in relation Resolution 4, subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue or agree to issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Exception 17 of Listing Rule 7.1 provides that an agreement to issue Equity Securities that is conditional on the holders of the listed company's ordinary securities approving the issue before the issue is made shall be an exception to this prohibition, provided that if an entity relies on this exception the listed company must not issue the Equity Securities without such approval.

Resolution 5 seeks Shareholder approval for the purpose of Listing Rule 7.1, and all other purposes, for the issue of the Tranche 2 Shares to the vendor of the Treuer Range Project.

If Resolution 5 is passed, the Company will be permitted to issue the Tranche 2 Shares.

The Tranche 2 Shares will also be excluded in calculating the Company's 15% Threshold in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 5 is not passed, the proposed issue of Tranche 2 Shares will not be excluded in calculating the Company's 15% Threshold in Listing Rule 7.1.

For the purposes of Listing Rule 7.3, the following information is provided in respect of Resolution 5:

- a) If Resolution 5 is passed the Tranche 2 Shares will be issued to the vendor (Yacimientto Pty Ltd) of the Treuer Range Project.
- b) The maximum number of Tranche 2 Shares to issued is 16,666,666. All Tranche 2 Shares will, from their date of issue, rank equally with all other Shares on issue. The Company will apply for the Tranche 2 Shares to be quoted on the ASX.

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- c) The Tranche 2 Shares will be issued as soon as practicable following the Meeting, and in any event, will be issued no later than 3 months after the Meeting.
- d) The Shares will be issued at a deemed issue price of \$0.015 per Share to satisfy payment for the Treuer Range Project Acquisition.
- e) There were no funds raised from the issue of the Tranche 2 Shares. Shares issued will be issued as consideration for completion of the Treuer Range Project Acquisition.
- f) The relevant agreements provided that the issue price per Share is \$0.015 and included various other conditions usual for a transaction of this sort, including but not limited to: Due Diligence; Satisfaction of relevant authorisations and third-party approvals (if required); and Confidentiality.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 4 and 5 and advise that they intend to vote any Shares that they own or control in favour of Resolutions 4 and 5.

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

Resolution 6 – Ratification of issue of 1,000,000 Shares Issued to a Consultant

Background

On 12 August 2024, the Company agreed to issue and did issue Shares in satisfaction of work conducted by a consultant to the Company.

The Company issued of 1,000,000 Shares at an issue price of \$0.015 (1.5 cents) per share in satisfaction of the services to the Consultant.

The issue of Shares to the Consultant was undertaken under the Company's capacities under Listing Rule 7.1.

Listing Rules 7.1 and 7.4

In accordance with Listing Rule 7.1, a company whose shares are listed for quotation on the ASX must not, subject to certain exceptions, issue or agree to issue more Equity Securities during any 12-month period than the amount which represents 15% of the number of fully paid ordinary shares on issue at the commencement of that 12-month period.

The Shares issued pursuant to Resolution 6 did not fit within any of the exceptions, and as the issues were not approved by the Shareholders, they have depleted all of the Company's available capacities under Listing Rule 7.1 to issue new Equity Securities.

Listing Rule 7.4 sets out an exemption to Listing Rule 7.1. Listing Rule 7.4 permits a company's shareholders to subsequently ratify a previous issue of securities in a general meeting, provided that such previous issue did not breach Listing Rule 7.1 when it was made. If Shareholders ratify such previous issues, the issue of those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1, meaning that such issues will be excluded in the calculation of the Company's capacities under Listing Rule 7.1.

Explanatory Memorandum

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and thus Resolution 6 seeks ratification of 1,000,000 Shares which were issued by the Company under the Placement using its capacity under Listing Rule 7.1.

Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5, the following information is provided in respect of Resolution 6:

- a) The Company issued 1,000,000 Shares.
- b) The Shares issued pursuant to Resolution 6 were issued in satisfaction of fees payable to the Consultant. None of the allottees were Related Parties of the Company.
 - (ii) Details of the issues: 1,000,000 Shares were issued on 12 August 2024 using the Company's capacity under Listing Rule 7.1.
- c) The Shares were issued at a deemed issue price of \$0.015 per Share to satisfy the fees payable to the Consultant.
- d) There were no funds raised, the Shares were issued to satisfy fees owing to the Consultant.
- e) The relevant agreements provided that the issue price per Share is \$0.015.

Information required by Listing Rule 14.1A

If Resolution 6 is passed, the issue of 1,000,000 Shares will be excluded in calculating the Company's capacity limits pursuant to Listing Rule 7.1. Therefore, the Company will retain the flexibility to issue Equity Securities to the 15% placement capacity without the requirement to obtain prior Shareholder approval in the relevant period.

If Resolution 6 is not passed, the 1,000,000 Shares will be included in calculating the Company's capacity limits pursuant to Listing Rule 7.1. Therefore, the Company will have no flexibility to utilise its capacities under Listing Rule 7.1 to take advantage of any commercial opportunities as they may arise.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6 and advise that they intend to vote any Shares that they own or control in favour of Resolution 6.

The Chair intends to vote all undirected proxies in favour of Resolution 6.

Resolution 7 – Approval to issue fully paid ordinary shares over a 12 month period pursuant to Listing Rule 7.1A

Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval to allow it to issue Equity Securities up to 10% of its Shares over a period up to 12 months after the entity's annual general meeting (**10% Additional Placement Capacity**). The 10% Additional Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Accordingly, Resolution 7 seeks Shareholder approval to have the ability to issue Equity Securities pursuant to the 10% Additional Placement Capacity.

If Resolution 7 is passed, the Directors will be able to issue Equity Securities in the Company for up to 10% of the Company's fully paid ordinary securities on issue during the period up to 12 months after the Meeting (**Placement Securities**), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2.

If Resolution 7 is not passed, the Directors will be unable to issue Placement Securities under the Company's 10% Additional Placement Capacity and the Company will be unable to raise funds using the Company's 10% Additional Placement Capacity.

Resolution 7 is a Special Resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 6 for it to be passed. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at the Meeting.

For the purpose of Listing Rule 7.3A, the following information is provided in respect of Resolution 7:

Period of approval	<p>The Placement Securities may be issued under the 10% Additional Placement Capacity commencing on the date of the General Meeting and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date that is 12 months after the date of the General Meeting; (b) the time and date of the Company's next annual general meeting; and (c) the time and date of the approval by Shareholders of any transaction under Listing Rules 11.1.2 or 11.2.
Minimum price	<p>The minimum price at which the Placement Securities (which must be in an existing quoted class of the Company's Equity Securities and issued for cash consideration) may be issued is 75% of the volume weighted average market price of Equity Securities in the same class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the relevant Placement Securities are to be issued is agreed by the Company and the recipient of the Placement Securities; or (b) if the relevant Placement Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the relevant Placement Securities are issued.
Use of funds	<p>The Company may issue Placement Securities under the 10% Additional Placement Capacity for cash consideration, which the Company intends to use to progress its exploration and development assets and general working capital (including payment of expenses associated with the issue of Placement Securities).</p>
Risk of economic and voting dilution	<p>Any issue of Placement Securities under the 10% Additional Placement Capacity will dilute the economic and voting interests of Shareholders who do not receive any Equity Securities under the issue. If Resolution 7 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Additional Placement Capacity, the</p>

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economic and voting dilution of existing Shares would be as shown in the table below.

Shareholders should note that there is a risk that:

- (a) the market price for the Company's Equity Securities may be significantly lower on the issue date of any Placement Securities than on the date of the General Meeting; and
- (b) the Placement Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the date of issue,

which may have an effect on the amount of funds raised by the issue of the Placement Securities.

The table below displays the potential dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2 on the basis of three (3) different assumed issue prices and values for variable "A" in the formula in Listing Rule 7.1A.2:

Listing Rule 7.1A.2		Dilution		
		\$0.006	\$0.12	\$0.024
		50% decrease in Market Price	Market Price	50% increase in Market Price
Current Issued Capital	10% voting dilution	30,530,507	30,530,507	30,530,507
305,305,065	Funds raised	\$183,183	\$366,366	\$732,732
50% increase in current issued capital	10% voting dilution	45,795,760	45,795,760	45,795,760
457,957,598	Funds raised	\$274,775	\$549,549	\$1,099,098
100% increase in current issued capital	10% voting dilution	61,061,013	61,061,013	61,061,013
610,610,130	Funds raised	\$366,366	\$732,732	\$1,465,464

The table above uses the following assumptions:

- (a) Resolution 7 is passed.
- (b) The current Shares on issue are the Shares on issue as at 15 October 2024.
- (c) The Share price set out above is the closing price of the Shares on the ASX on 15 October 2024.
- (d) The Company issues the maximum possible number of Equity Securities under the 10% Additional Placement Capacity.
- (e) The above table only shows the dilutionary effect based on the 10% Additional Placement Capacity under Listing Rule 7.1A and not the 15% issue under Listing Rule 7.1.
- (f) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- (g) The issued capital has been calculated in accordance with the formula in Listing Rule 7.1A.2 as at 15 October 2024 and as provided for by the assumptions.

Explanatory Memorandum

	<p>(h) The issue price of the Placement Securities used in the table is the same as the Share price and does not take into account any discount to the share price (if any).</p> <p>(i) No Options or Rights are exercised into Shares before the date of the issue of the Equity Securities under Listing Rule 7.1A.</p> <p>(j) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.</p> <p>(k) Only Shares will be issued under the 10% Additional Placement Capacity.</p>
Allocation policy	<p>The allottees of the Placement Securities to be issued under the 10% Additional Placement Capacity have not yet been determined. However, the allottees of Placement Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties or Associates of a related party of the Company.</p> <p>The Company will determine the allottees at the time of the issue under the 10% Additional Placement Capacity, having regard to the following factors:</p> <p>(a) the purpose of the issue;</p> <p>(b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;</p> <p>(c) the effect of the issue of the Placement Securities on the control of the Company;</p> <p>(d) the Company's circumstances, including, but not limited to, its financial position and solvency;</p> <p>(e) prevailing market conditions; and</p> <p>(f) advice from corporate, financial and broking advisers (if applicable).</p>
Total number of Equity Securities issued or agreed to be issued in the 12 months preceding the date of the Meeting under Listing Rule 7.1A.2	<p>In the twelve months before the scheduled date of the Meeting there were no Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2.</p>

As at the date of this Notice of Meeting, the Company does not have any intention to issue any Equity Securities under Listing Rule 7.1A which has not previously been disclosed.

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The Directors unanimously recommend that Shareholders vote in favour of Resolution 7 and advise that they intend to vote any Share that they own or control in favour of Resolution 7.

The Chair intends to vote all undirected proxies in favour of Resolution 7.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Craig McPherson (Company Secretary): Ph +61 416 010 684

Explanatory Memorandum

8. Glossary

10% Additional Placement Capacity means the equity securities issued by the Company pursuant to Listing Rule 7.1A.

Advisory Resolution means a Resolution which, the result of voting by Shareholders, does not bind the Company.

AEST means Australian Eastern Standard Time.

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited (ABN 98 008 624 691) or the securities market operated by ASX Limited (as the context requires).

Board means the board of Directors of the Company.

Chair means the chair of the Meeting.

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

- (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 Company;
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purpose of the above definition.

Company means NewPeak Metals Limited ACN 068 958 752.

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

Director means a director of the Company as at the date of this Explanatory Memorandum.

Eligible Entity has the meaning given to that term in the Listing Rules.

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

Explanatory Memorandum means this explanatory memorandum that accompanies, and forms part of, the Notice of Meeting.

General Meeting or **Meeting** means the annual general meeting of the Company to be convened by the Notice of Meeting.

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 the ASX.

Notice of Meeting means the notice convening the general meeting of Shareholders that accompanies this Explanatory Memorandum.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Placement Securities means Equity Securities issued pursuant to the Company's 10% Additional Placement Capacity.

Related Party has the meaning given to that term in the Listing Rules.

Resolution means a resolution referred to in this Notice of Meeting.

Remuneration Report means the section of the Directors' Report in the Annual Report dealing with the remuneration of the Company's Directors, Company Secretary and senior executives described as 'Remuneration Report'.

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Shareholder means a holder of a Share.

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

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) passed by at least 75% of the votes cast by members entitled to vote on the Resolution.

Trading Days means has the meaning given to that term in the Listing Rules.



LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



BY MAIL

NewPeak Metals 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; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

PROXY FORM

I/We being a member(s) of NewPeak Metals Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Brisbane time) on Wednesday, 27 November 2024 at the Offices of HopgoodGanim, Level 8, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

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

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

1 Remuneration Report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Re-Election of Brian Moller

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-Election of Emma Fairhurst

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Ratification of issue of 6,666,667 Shares Issued for Project Acquisition

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Approval of issue of 16,666,666 Shares Issued for Project Acquisition

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Ratification of issue of 1,000,000 Shares Issued to a Consultant

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

7 Approval to issue additional 10% fully paid ordinary shares over a 12 month period pursuant to Listing Rule 7.1A

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



* 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).

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 (Brisbane time) on Monday, 25 November 2024**, 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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

NewPeak Metals 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

or

Level 12
680 George Street
Sydney NSW 2000

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

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**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 PARTICIPATE INANCE.**