

# ENOVA MINING LIMITED

## NOTICE OF EXTRAORDINARY GENERAL MEETING

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Notice is hereby given that the Extraordinary General Meeting (EGM) of the Shareholders of Enova Mining Limited (**Company**) will be held:

- on 11 October 2023
- at 3:00pm (AEDT)
- at the offices of Henslow, Level 7, 333 Collins Street Melbourne, 3000

### IMPORTANT NOTICE

The Notice of Meeting is also available on the Australian Securities Exchange Market Announcements platform and on the Company's website at <https://www.enovamining.com/company-report>

This Notice of Extraordinary General Meeting and Explanatory Memorandum contains an explanation of, and important information about, the matters to be considered at the EGM. It is given to the Shareholders to help them determine how to vote on the Resolutions.

Shareholders should read this Notice of Extraordinary General Meeting and Explanatory Memorandum in full before deciding if and how to vote on the Resolutions. If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

***Due to COVID-19 current social distancing requirements and limited space at the meeting, it is recommended that shareholders submit a directed proxy and any questions in advance of the meeting.***

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### Ordinary Business

#### Resolution 1 – Ratify a prior issue of ordinary shares

To consider, and if thought fit, pass the following resolution **as an ordinary resolution**:

“That for the purpose of ASX Listing Rule 7.4 and all other purposes, approval be given for the issue of up to 97,7325,335 ordinary shares on the terms and conditions set out in the Explanatory Memorandum.”

#### Resolution 2 – Approve an issue of ordinary shares

To consider, and if thought fit, pass the following resolution **as an ordinary resolution**:

“That for the purpose of ASX Listing Rule 7.1 and all other purposes, approval be given for the issue of up to 152,267,665 ordinary shares on the terms and conditions set out in the Explanatory Memorandum.”

#### Resolution 3 – Approve an issue of options

To consider, and if thought fit, pass the following resolution **as an ordinary resolution**:

“That for the purpose of ASX Listing Rule 7.1 and all other purposes, approval be given for the issue of up to 280,000,000 Options, with an exercise price of \$0.012 and an exercise date of 60 months after date of issue, on the terms and conditions set out in the Explanatory Memorandum.”

### VOTING EXCLUSIONS

1. In accordance with the requirements of Listing Rule 14.11, the Company will disregard any votes cast in favour of **Resolution 1** (in any capacity) by or on behalf of any of the following persons:

- a) a person who participated in, and obtained a material benefit as a result of, the issue of securities (except a benefit solely by reason of being a holder of Shares in the Company); or
- b) any Associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing 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; 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:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote undirected proxies (where he has been appropriately authorised) in favour of Resolution 1.

2. In accordance with the requirements of Listing Rule 14.11, the Company will disregard any votes cast in favour of **Resolution 2 and 3** (in any capacity) by or on behalf of any of the following persons:
  - c) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares in the Company); or
  - d) any Associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing 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; 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:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Chairman intends to vote undirected proxies (where he has been appropriately authorised) in favour of Resolutions 2 and 3.

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By Order of the Board



Andrew Metcalfe

Company Secretary

8 September 2023

## VOTING INSTRUCTIONS

### Voting Entitlements

It has been determined (in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth)) that for the purposes of the Meeting, the Company's shares will be taken to be held by the persons who are the registered Shareholders of the Company at 7.00pm (Melbourne time) on 9 October 2023. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

If you are not the registered holder of a relevant Share at that time, you will not be entitled to vote at the Meeting.

### Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

### How to Vote

You may vote by attending the Meeting, by proxy or authorised representative. Registration will commence just prior to the Meeting. To vote in person, attend the Meeting on the date and at the place set out above.

### Voting at the Meeting

Resolutions 1 to 3 are ordinary resolutions. Ordinary resolutions require the support of at least 50% of the votes cast.

A Poll will be held on all resolutions.

Every Shareholder eligible to vote on the particular Resolution who is present in person or by proxy, representative or attorney will have one vote for each Share held by that person.

***Please note: Due to COVID-19 current social distancing requirements and limited space at the meeting, it is recommended that shareholders submit a directed proxy and any questions in advance of the meeting.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 3 9867 7199.***

### Proxy Votes

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this meeting.

A member who is entitled to vote at the Meeting may appoint:

- (a) one proxy if the member is only entitled to one vote: or
- (b) one or two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded.

A proxy need not be a member of the Company.

If you require an additional proxy form, the Company will supply it on request.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company, at least 48 hours before the time for holding the Meeting (i.e. by no later than 3:00pm (AEDT) on 7 October 2023), at:

- (a) online: <https://www.votingonline.com.au/enovaminingEGM>
- (b) by mail: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia.
- (c) by fax: + 61 2 9290 9655; or
- (d) by hand: Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000 Australia

Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy

may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a Shareholder appoints the chairperson of the Meeting as the Shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that Shareholder, in favour of the item on a poll.

You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the Proxy Form

#### **Voting Intention of the Chair for all Resolutions**

Shareholders should be aware that any undirected proxies given to the Chair are intended to be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

## EXPLANATORY MEMORANDUM TO ENOVA MINING LIMITED NOTICE OF EXTRAORDINARY GENERAL MEETING ('EGM')

This Explanatory Memorandum forms part of this Notice of Meeting and has been prepared to provide Shareholders of the Company with sufficient information to consider the Resolutions contained in the accompanying Notice of Extraordinary General Meeting of the Company. The Extraordinary General Meeting of the Company will be held on 11 October 2023 commencing at 3:00pm (AEDT) and be held at the offices of Boardroom Limited, Melbourne .

The Directors recommend that Shareholders read this Explanatory Memorandum carefully and in its entirety before making any decision in relation to the Resolutions.

Certain terms and abbreviations used in this Explanatory Memorandum have defined meanings which are explained in the Glossary appearing at the end of this Explanatory Memorandum.

### RESOLUTIONS

#### **Resolution 1: Ratify a prior issue of ordinary shares**

On 30 August 2023, the Company issued and allotted 97,732,335 ordinary shares (Shares) in the capital of the Company at an issue price of \$0.006.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of ordinary shares.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

Listing Rule 7.4 states that an issue by a company of securities made without approval under Listing Rule 7.1 is treated as having been made with approval for the purpose of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the company's members subsequently approve it.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

The Company issued Shares as follows:

58,639,401 Shares under the 15% annual placement capacity set out in ASX Listing Rule 7.1

39,092,934 Shares under the 10% placement capacity set out in ASX Listing Rule 7.1A that was approved by shareholders at the Company's last annual general meeting (resolution 9) held on 31 May 2023.

#### **Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the placement of ordinary shares using the capacity allowed under Listing Rule 7.1:

- (a) 97,732,335 Shares were issued on 30 August 2023;
- (b) the issue price was \$0.006 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to sophisticated and professional investors who were approached by the Company's appointed adviser, GBA Capital Pty Ltd, to provide financial support for the Company's ongoing exploration operations at the Company's mineral sands project in Northern Territory, Australia and to provide working capital.
- (e) all Shares were issued for cash and were issued at a price that was not less than 75% of the volume weighted average market price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before the date on which the price at which the securities were agreed to be issued.
- (f) No Shares were issued to related parties or substantial shareholders of the Company.

If Resolution 1 is approved, the Company will refresh its ability to issue securities under the 15% annual placement capacity set out in ASX Listing Rule 7.1 without seeking shareholder approval.

A resolution to issue shares under Listing Rule 7.1A can only be put to and approved by shareholders annually at the Company's annual general meeting.

If Resolution 1 is not approved, the ability of the Company to issue securities under Listing Rule 7.1 and 7.1A without seeking shareholder approval will be limited to the remaining securities allowed following the issue of the above-mentioned shares.

#### **Directors' Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 1.

### **Resolution 2: Approval of issue of ordinary shares**

#### **Background**

Resolution 2 seeks Shareholder approval for the issue of up to 152,267,665 ordinary shares in accordance with ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The effect of Resolution 2 will be to allow the Company to issue up to 152,267,665 Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

#### **Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- the maximum number of Shares to be issued is 152,267,665.
- the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date.
- the issue price will be \$0.006 per Share being the price that Shares were issued on 30 August 2023 the subject of resolution 1.
- the Shares will be issued to investors who are not a related party of the Company.
- the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- the Shares are to be issued to sophisticated and professional investors who were approached by the Company's appointed adviser, GBA Capital Pty Ltd, to provide financial support for the Company's ongoing exploration operations at the Company's mineral sands project in Northern Territory, Australia and to provide working capital.

If Resolution 2 is approved, the Company will issue 152,267,665 ordinary shares and complete the proposed capital raise announced on 29 August 2023.

If Resolution 2 is not approved, the Company be unable to complete the proposed capital raise announced on 29 August 2023 and will be limited to using the securities ratified under resolution 1 above to raise additional capital.

Shareholders who have participated in the issue of Shares the subject of Resolution 1, are ineligible to vote on this resolution. A voting exclusion statement is included in this notice of meeting.

#### **Directors' Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 2.

### **Resolution 3: Approval of issue of options**

#### **Background**

Resolution 3 seeks Shareholder approval for the issue of up to 280,000,000 Options, exercisable at \$0.012 and with an exercise date of 60 months after date of issue by the Company, in accordance with ASX Listing Rule 7.1.

The Company has made an application to the ASX to have the Options listed on the ASX. The number of holders of Options exceeds the minimum number required to permit a listing of securities.

The Options are being issued as free attaching Options as follows:

97,732,335 Options to be issued to the holders of securities issued under Resolution 1;

152,267,665 Options to be issued to the holders of securities issued under Resolution 2; and

30,000,000 Options to be issued to advisers, GBA Capital Pty Ltd, who were mandated by the Company to raise capital by way of an issue of Shares and Options.

If shareholders approve the issue of securities under resolution 1, then 97,732,335 free attaching Options will be issued to the holders of those Shares.

If shareholders approve the issue of securities under resolution 2, then 152,267,665 free attaching Options will be issued to the holders of those Shares.

If shareholders reject the issue of securities under Resolution 1, then no free attaching options will be issued.

If shareholders reject the issue of securities under Resolution 2, then no free attaching options will be issued.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

The effect of Resolution 3 will be to allow the Company to issue up to 280,000,000 Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% extraordinary placement capacity.

#### **Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- the maximum number of Options to be issued is 280,000,000.
- the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date.
- the Options are issued as free attaching options with an exercise price of \$0.012 and an exercise date of 60 months following their issue date.
- the Options will be issued to investors who are not a related party of the Company.
- the Options are the listed options on the ASX;
- the Options will be exercisable into fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Shareholders who have participated in the issue of Shares the subject of Resolution 1 and Resolution 2, are ineligible to vote on this resolution.

If Resolution 3 is approved, the Company will issue 280,000,000 options to complete the proposed capital raise announced on 29 August 2023.

If Resolution 3 is not approved, the Company will be unable to complete the proposed capital raise announced on 29 August 2023 and will be limited to using the securities ratified under resolution 1 above to raise additional capital.

GBA Capital Pty Ltd entered into a mandate agreement with the Company to support the raising of capital to provide financial support for the Company's ongoing exploration operations at the Company's mineral sands project in Northern Territory, Australia and to provide working capital. GBA Capital Pty Ltd are paid a fee of 6% of the funds raised plus 30,000,000 Options on the same terms as options issued to subscribers to the placement of securities in the Company.

GBA Capital Pty Ltd is the proposed recipient of 30,000,000 Options and are ineligible to vote on this resolution.

A voting exclusion statement is included in this notice of meeting.

#### **Directors' Recommendation**

The Board recommends that Shareholders vote in favour of Resolution 3.

**TERMS OF OPTIONS (RESOLUTION 3)****(a) Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

**(b) Exercise Price**

Subject to paragraph (k), the amount payable upon exercise of each Option will be calculated as the 5-day VWAP (volume weighted average price) of the Company's shares up to the date of issue of the Options (**Exercise Price**).

**(c) Expiry Date**

Each Option will expire at 5:00 pm (AEST) on a date which is 60 months after the grant date (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

**(d) Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

**(e) Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

**(f) Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

**(g) Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company.
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

**(h) Shares issued on exercise.**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.



(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price.**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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**GLOSSARY OF TERMS**

<b>EGM</b>	means the extraordinary general meeting of the Company convened by this Notice of EGM.
<b>ASX</b>	means ASX Limited ACN 008 624 691.
<b>Board</b>	means the Board of Directors of the Company.
<b>Chair</b>	means the individual acting as chairperson of the EGM.
<b>Company</b>	means Enova Mining Limited ACN 087 595 980.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Explanatory Memorandum</b>	means the explanatory memorandum accompanying this Notice of EGM.
<b>Listing Rules</b>	means the listing rules of ASX, as amended from time to time.
<b>Notice of EGM</b>	means this notice of the extraordinary general meeting of the Company including this Explanatory Memorandum and the Proxy Form (and the term “ <b>Notice</b> ” has the same meaning).
<b>Proxy Form</b>	means the proxy form attached to this Notice of EGM.
<b>Shareholder</b>	means a holder of one or more Shares in the Company.
<b>Shares</b>	means fully paid ordinary shares in the capital of the Company.
<b>\$</b>	refers to Australian dollars.

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3:00pm (AEDT) on Monday 9 October 2023.**

### 🖥 TO VOTE ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/enovaminingEGM>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **3:00pm (AEDT) on Monday, 9 October 2023.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/enovaminingEGM>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 8, 210 George Street  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Enova Mining Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at **the offices of Henslow, Level 7, 333 Collins Street Melbourne, 3000 on Wednesday, 11 October, 2023 at 3:00pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

**STEP 2 VOTING DIRECTIONS**  
\* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Ratify a prior issue of ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approve an issue of ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approve an issue of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023