

8 March 2024

Dear Shareholder,

Re: Notice of Extraordinary Meeting on Wednesday, 10 April 2024 at 10.00am (AEST)

Notice is given that an Extraordinary General Meeting of Shareholders of Stellar Resources Limited (the “Company”) will be held virtually via a webinar conferencing facility at 10.00am (AEST) on Wednesday, 10 April 2024 (“EGM” or “Meeting”).

The Company will not be dispatching physical copies of the Notice of Meeting. Instead, the Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials online at the Company’s website <http://www.stellarresources.com.au/> or at the Company’s share registry’s website www.InvestorServe.com.au.
- To register for the meeting, please use the following link:
https://vistra.zoom.us/webinar/register/WN_BUNAFKcVTqaAGF8Eho1zPQ
- A complete copy of the Meeting Materials has been posted to the Company’s ASX Market announcements page at www.asx.com.au under the Company’s ASX code “SRZ”.
- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting materials and the voting instruction form.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at www.InvestorServe.com.au. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry, Boardroom Pty Limited, on enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (Outside Australia) between 8:30am and 5:30pm (AEDT) Monday to Friday, to arrange a copy.

Any shareholders who wish to attend the Meeting should monitor the Company’s website and its ASX announcements for any updates about the Meeting. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: SRZ) and on its website at <http://www.stellarresources.com.au/>. Shareholders are encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Mathew Watkins".

Mathew Watkins
Company Secretary
Stellar Resources Limited



STELLAR RESOURCES LIMITED
ACN 108 758 961

Notice of Extraordinary General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Wednesday, 10 April 2024

Time of Meeting:
10.00am (AEST)

The meeting will be held virtually via a webinar conferencing facility. If you are a shareholder who wishes to attend and participate in the virtual meeting, please register in advance as per the instructions outlined in this Notice of Meeting. Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

The Notice of Meeting has been given to those entitled to receive by use of one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website <http://www.stellarresources.com.au/>.

This Notice of Extraordinary General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

STELLAR RESOURCES LIMITED

ACN 108 758 961

Registered Office: Level 4, 100 Albert Road, South Melbourne VIC 3205

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of Shareholders of Stellar Resources Limited (the “Company” or “SRZ”) will be held virtually via a webinar conferencing facility **at 10.00am (AEST) on Wednesday, 10 April 2024 (“Extraordinary General Meeting” or “EGM” or “Meeting”)**.

Shareholders are encouraged to submit their proxies as early as possible, and in any event, prior to the cut-off date for proxy voting as set out in the Notice. To lodge your proxy, please follow the directions on your personalised proxy form.

Shareholders attending the EGM virtually will be able to ask questions and the Company has made provision for Shareholders who register their attendance before the start of the meeting to also cast their votes on the proposed resolutions at the EGM.

The virtual meeting can be attended using the following details:

When: Wednesday, 10 April 2024 at 10.00am (AEST)
Topic: SRZ Extraordinary General Meeting

Register in advance for the virtual meeting:

https://vistra.zoom.us/webinar/register/WN_BUNAFKcVTqaAGF8Eho1zPQ

After registering, you will receive a confirmation email containing information about joining the meeting. As noted previously, the Company strongly recommends its shareholders to lodge a directed proxy as soon as possible in advance of the meeting even if they are planning to attend the meeting online. The Company will conduct a poll on each resolution presented at the meeting. The Company will accept questions during the meeting either by submitting a question through the Q&A box located on screen or by raising the hand function also located on screen at which point the Company will allow your question verbally.

The Company is happy to accept and answer questions submitted prior to the meeting by email to mathew.watkins@vistra.com. The Company will address relevant questions during the meeting or by written response after the Meeting (subject to the discretion of the Company not to respond to unreasonable and/or offensive questions).

Any shareholders who wish to attend the EGM online should therefore monitor the Company’s website and its ASX announcements for any updates about the EGM. If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the meeting, the Company will make further information available through the ASX website at asx.com.au (ASX: SRZ) and on its website at <http://www.stellarresources.com.au/>.

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

ORDINARY BUSINESS

Resolution 1: Ratification of Placement Shares

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve, ratify and confirm the allotment and issue of 287,256,610 Shares in the Company on 28 February 2024 at an issue price of \$0.008 (0.8 cents) per Share in relation to the Placement, to sophisticated and professional investors as described in the Explanatory Statement.”

A voting exclusion applies to this Resolution as outlined in the Explanatory Statement.

Resolution 2: Approval to issue Tranche 2 Placement Shares

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

“That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 106,493,390 Tranche 2 Placement Shares to sophisticated and professional investors as announced on 22 February 2024 on the terms and conditions in the Explanatory Statement.”

A voting exclusion applies to this Resolution as outlined in the Explanatory Statement.

Resolution 3: Approval to issue Free Attaching Unquoted Options

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

“That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of up to 196,875,000 free attaching unquoted options in the Company in connection with its Placement announced on 22 February 2024, on the terms and conditions as set out in the Explanatory Statement.”

Resolution 4: Approval of Issue of Securities to Director Mr Simon Taylor (or his nominee) under Placement

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given to issue 3,750,000 Shares at an issue price of \$0.008 (0.8 cents) per Share in the Company and 1,875,000 free attaching unquoted options to Mr Simon Taylor (Non-Executive Chair of the Company), or his nominee(s), as part of the Placement announcement on 22 February 2024 on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”

A voting exclusion applies to this Resolution as outlined in the Explanatory Statement.

Resolution 5: Approval of Issue of Securities to Director Mr Andrew Boyd (or his nominee) under Placement

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given to issue 2,500,000 Shares at an issue price of \$0.008 (0.8 cents) per Share in the Company and 1,250,000 free attaching unquoted options to Mr Andrew Boyd, or his nominee(s), as part of the Placement announcement on 22 February 2024 on the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”

A voting exclusion applies to this Resolution as outlined in the Explanatory Statement.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'M Watkins', with a long, sweeping flourish extending to the right.

Mathew Watkins
Company Secretary

Notes

1. **Entire Notice:** The details of the resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Extraordinary General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEST) on the date 48 hours before the date of the Extraordinary General Meeting. Only those persons will be entitled to vote at the Extraordinary General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Extraordinary General Meeting.
3. **Proxies**
 - (a) Votes at the Extraordinary General Meeting may be given personally or by proxy, attorney or representative.
 - (b) Each Shareholder has a right to appoint one or two proxies.
 - (c) A proxy need not be a Shareholder of the Company.
 - (d) If a Shareholder is a company, it must execute under its common seal or otherwise in accordance with its Constitution or the Corporations Act.
 - (e) Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - (f) If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - (g) A proxy form must be signed by the Shareholder or their attorney who has not received any notice of revocation of the authority.
 - (h) To be effective, Proxy Forms must be received by the Company's share registry (Boardroom Pty Limited) no later than 48 hours before the commencement of the Extraordinary General Meeting, this is no later than 10.00am (AEST) on Monday, 8 April 2024. Any proxy commenced after that time will not be valid for the scheduled Meeting.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. How the Chair will vote Undirected Proxies

Subject to the restrictions set out in Note 6 below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

6. Voting Exclusion Statements:

Resolutions 1, 2 and 3

The Company will disregard any votes cast in favour on these Resolutions by or on behalf of any person who participated or are expected to participate in the issue of securities or who will obtain a material benefit as a result of the issue of securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of that person or those persons.

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

- (a) a person as a 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 and 5

The Company will disregard any votes cast in favour of each of these Resolutions (respectively and separately) by or on behalf of:

- Mr Simon Taylor and Mr Andrew Boyd or any person(s) who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or
- an associate of person referred to in the preceding paragraph.

However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person as a 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

A further restriction also applies to Key Management Personnel and their Closely Related Parties voting undirected proxies on these Resolutions – see **Restriction on KMPs voting undirected proxies below**.

7. Restrictions on KMPs voting undirected proxies:

A vote must not be cast as proxy on any of Resolutions 4 and 5 by a member of the Key Management Personnel or a Closely Related Party.

However, a person described above (a "**Restricted Voter**") may cast a vote on behalf of a person who is not a Restricted Voter on any of Resolutions 4 and 5 as a proxy if:

- (a) The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution(s); or
- (b) The Chair is the Restricted Voter and the written appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution(s) and expressly authorises the Chair to exercise the proxy even though the Resolution(s) is or are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolutions 4 and 5, the Chair will vote any proxies which do not indicate on their Proxy Form the way the Chair must vote, which is in favour of Resolutions 4 and 5. In exceptional circumstances, the Chair may change their voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

8. Enquiries

Shareholders are invited to contact the Company Secretary, Mathew Watkins on +61 3 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

ORDINARY BUSINESS

Background to Resolutions 1 to 5

On 22 February 2024, the Company announced that it had raised \$3.2 million by way of a Placement of 400 million new shares (“**Shares**”) to sophisticated and professional investors. The Company has obtained a firm commitment from a cornerstone investor Nero who have participated in the Placement to the amount of \$2.4 million.

Participants in the Placement will receive one (1) unquoted free attaching option for every two (2) Shares allocated in the Placement (“**Free Attaching Options**”). The Free Attaching Options will have an exercise price of 1.5 cents per option and an 18-month term from allotment. The Free Attaching Options will be subject to receiving shareholder approval an Extraordinary General Meeting.

The Placement will take place under two tranches. The first tranche has been issued in accordance with the Company’s available placement capacity pursuant to ASX Listing Rule 7.1 and 7.1A and will be a total of 287,256,610 Shares (“**Tranche One**”). The second tranche will consist of the issue of all of the Free Attaching Options and up to 112.7 million Shares (“**Tranche Two**”).

The Tranche Two Shares includes Stellar Directors, Simon Taylor and Andrew Boyd’s commitments to take up \$50,000 collectively in the Placement.

The Lead Managers for the Placement are Taylor Collison Limited (“**Lead Manager**”).

The funds raised by the issue of the Shares will be used to fund exploration and development of the Company’s portfolio of projects including the advanced Heemskirk Tin, North Scamander Polymetallic Projects and general working capital.

The Placement Resolutions are summarised below:

- Resolution 1 – to ratify the issue of 287,256,610 Shares under the Tranche One;
- Resolution 2 – to approve the issue of 106,493,390 Shares under the Tranche Two;
- Resolution 3 – to approve the issue of 196,875,000 free attaching unquoted options in connection with the Placement under the Tranche Two;
- Resolution 4 and 5 – to seek approval for the Directors to participate in the Placement on the same terms as the institutional and professional investors by way of the issue of Shares and free attaching unquoted options.

Resolution 1: Ratification of Placement Shares

Background

The Company is seeking shareholder approval to ratify the prior issue of 287,256,610 Shares on 28 February 2024 at an issue price of \$0.008 per Share in accordance with the Company’s Placement as announced on 22 February 2024.

The Shares were issued without shareholder approval from the Company’s existing Placement Capacity under ASX Listing Rule 7.1 and 7.1A.

ASX Listing Rules

ASX Listing Rules 7.1 and 7.1A allow the Company to issue new securities up to 25% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in ASX Listing Rule 7.2 applies. The issue of the Shares under tranche one of the Placement was within the Company’s available placement capacity under ASX Listing Rule 7.1 and 7.1A and did not fit within any of the Listing Rule 7.2 exceptions.

Under ASX Listing Rule 7.4 an issue of securities will be treated as having been made with the approval of shareholders for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time and shareholders subsequently approve it. The Company now seeks Shareholder ratification of the issue pursuant to ASX Listing Rule 7.4 in order 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.

If Shareholders pass this Resolution, the prior issue of:

- (a) 172,353,966 Shares under ASX Listing Rule 7.1; and
- (b) 114,902,644 Shares under ASX Listing Rule 7.1A

may be treated by the Company as having been made with Shareholder approval under ASX Listing Rule 7.1 and 7.1A.

The Company will therefore have the flexibility, if required, to issue additional equity securities without the total of 287,256,610 Shares counting towards the 25% threshold for the purposes of ASX Listing Rules 7.1 and 7.1A.

If this Resolution is not approved, the prior issue of:

- (a) 172,353,966 Shares under ASX Listing Rule 7.1; and
- (b) 114,902,644 Shares under ASX Listing Rule 7.1A

may be treated by the Company as having been made without Shareholder approval under ASX Listing Rule 7.1 and 7.1A.

The Company will therefore have the total of 287,256,610 Shares, the subject of this Resolution, as counting towards the 25% threshold for the purposes of ASX Listing Rule 7.1 and 7.1A. This will limit the Company's placement capacity under the Listing Rule 7.1 and 7.1A.

ASX Listing Rule Disclosure Requirements

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) The Shares were issued to new and existing shareholders identified as sophisticated and professional investors, who are clients of the Company's professional advisors. Treasury Services Group Pty Ltd <Nero Resources Fund A/C> is one of the aforementioned investors and substantial holder in the Company;
- (b) the number and class of securities issued were 287,256,610 fully paid ordinary shares in the Company;
- (c) the Shares were issued on 28 February 2024;
- (d) the Shares were issued at a price of \$0.008 (0.8 cents) per Share; and
- (e) the purpose of the issue was to fund exploration and development on the Company's portfolio of projects including the advanced Heemskirk Tin, North Scamander Polymetallic Projects and general working capital.

Board Recommendation

The Board recommends that shareholders vote in favour of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolution 2: Approval to issue Tranche 2 Placement Shares

Background

In accordance with the Company's Placement as announced on 22 February 2024, the Company seeks Shareholder approval pursuant to and in accordance with Listing Rule 7.1 to approve the issue of up to 106,493,390 Tranche 2 Placement Shares.

ASX Listing Rules

ASX Listing Rules 7.1 allows the Company to issue new securities up to 15% of the existing capital of the Company in any 12-month period without the prior approval of Shareholders, excluding any issues that are subject to one of the exceptions in ASX Listing Rule 7.2 applies.

The issue of the Tranche 2 Placement Shares does not fit within any of the exceptions to ASX Listing Rule 7.1. The Company does not have sufficient placement capacity to issue the Tranche 2 Placement Shares, and the Company is therefore required to seek Shareholder approval pursuant to ASX Listing Rule 7.1 in order to issue the Placement Shares. To do this, the Company is asking Shareholders to approve the issue under ASX Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to the issue of Tranche 2 Placement Shares under and for the purposes of Listing Rule 7.1.

If Shareholders pass this Resolution, issue of Tranche 2 Placement Shares can occur and the Company can proceed to issue the Shares without using up any of the Company's 15% placement capacity under Listing Rule 7.1.

If this Resolution is not approved:

- (a) issue of Tranche 2 Placement Shares will not occur, the Company will not be able to proceed with the issue of the Shares and the Company will not receive the Tranche 2 Subscription amount of approximately \$851,947 (before costs); and
- (b) the Company may be required to raise further funds in order to support its working capital requirements. Such further raisings may be on less favourable terms and may cause greater dilution to Shareholders.

ASX Listing Rule Disclosure Requirements

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to ASX Listing Rule 7.1:

- (a) The Shares will be issued to sophisticated and professional investors, who are clients of the Company's professional advisors. It is noted Mr Simon Taylor and Mr Andrew Boyd who are Directors of the Company have participated in the aforementioned Tranche 2 Placement. The issue of securities to these Directors however is not included in the figures mentioned under this resolution and are subject to further Shareholder approval being granted under Resolutions 4 and 5;
- (b) The maximum number securities to be issued is 106,493,390 fully paid ordinary shares in the Company;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting but are expected to be issued on or around 17 April 2024;
- (d) the Shares are being issued at a price of \$0.008 (0.8 cents) per Share; and
- (e) the purpose of the issue is to fund exploration and development on the Company's portfolio of projects including the advanced Heemskirk Tin, North Scamander Polymetallic Projects and general working capital.

Board Recommendation

The Board recommends that shareholders vote in favour of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolution 3: Approval to issue Free Attaching Unquoted Options

Background

As noted above, as part of the Company's Placement announced to the market on 22 February 2024, the Company proposed to issue up to 200,000,000 Free Attaching Options to the recipients of the Shares issued under the Placement on the basis that one (1) Free Attaching Option would be issued for every two (2) new Shares issued.

The Company is seeking shareholder approval under Resolution 3 to issue up to 196,875,000 Free Attaching Options (with a total of 3,125,000 proposed to be issued to directors where approval is to be sought under resolutions 4 and 5).

ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can 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.

The Issue does not fall within any of the relevant exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

Resolution 3 seeks the required shareholder approval to the issue under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue and will issue the Free Attaching Options to participants in the Placement. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company would not be able to proceed with the issue being excluded from the calculation of ASX Listing Rule 7.2, however the Company will issue the Attaching Options to participants of the Placement at a time where the Company has sufficient Placement capacity to do so.

ASX Listing Rule Disclosure Requirements

The following information is provided in relation to Resolution 3, as required by ASX Listing Rule 7.3:

- (a) the Free Attaching Options will be issued to recipients of Shares issued under the Placement as announced on 22 February 2024, who were a range of new and existing sophisticated and professional investors introduced by Taylor Collison Limited. It is noted Mr Simon Taylor and Mr Andrew Boyd who are Directors of the Company have participated in the aforementioned Tranche 2 Placement. The issue of securities to these Directors however is not included in the figures mentioned under this resolution and are subject to further Shareholder approval being granted under Resolutions 4 and 5;
- (b) the number and class of securities being issued is up to 196,875,000 Free Attaching Options on the basis of one (1) Free Attaching Option for each two (2) Shares issued under Placement;
- (c) a summary of the material terms of the Free Attaching Options are included in Schedule 1;
- (d) the Free Attaching Options will be issued by no later than three (3) months after the date of the Meeting but are expected to be issued on or around 17 April 2024; and
- (e) the Free Attaching Options will be issued for nil consideration as free attaching options in connection with the Placement, therefore the Company will not receive any funds from their issue. In the event that all these Attaching Options are exercised, the Company will receive up to \$2.95m which the Company intends to apply towards its business and operational activities and general working capital purposes.

Board Recommendation

The Board recommends that shareholders vote in favour of this Resolution.

The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Voting Exclusions

Refer to Note 6 for voting exclusions.

Resolution 4 and 5: Approval of Issue of Securities to Directors, Mr Simon Taylor and Mr Andrew Boyd (or their nominees) under Placement

Background

The Company is seeking shareholder approval to allow the Company's Directors, Mr Simon Taylor and Mr Andrew Boyd (or their respective nominees) to participate in the Placement as announced on 22 February 2024 and pursuant to ASX Listing Rule 10.11 to allot and issue 6,250,000 Shares in the Company at an issue price of \$0.008 (0.8 cents) per Share and 3,125,000 Free Attaching Options to those Directors.

The details of the Shares proposed to be issued under Resolutions 4 and 5 are as follows:

Res.	Name of the Director	Number of shares	Issue Price	Options	Funds raised
4	Mr Simon Taylor	3,750,000	\$0.008	1,875,000	\$30,000
5	Mr Andrew Boyd	2,500,000	\$0.008	1,250,000	\$20,000
	Total	6,250,000		3,125,000	\$50,000

ASX Listing Rules

ASX Listing Rule 10.11 provides that a listed company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without shareholder approval. Directors of the Company are related parties of the Company and therefore Shareholder approval for the participation of the abovenamed Director of the Company in the Placement is required under ASX Listing Rule 10.11.

These Resolutions seek the required shareholder approval to the issue under and for the purposes of Listing Rule 10.11.

If these Resolutions are passed, the Company will be able to proceed with the issue of 3,750,000 Shares and 1,875,000 Free Attaching Options to Mr. Simon Taylor and 2,500,000 Shares and 1,250,000 Free Attaching Options to Mr Andrew Boyd (or their nominee(s)) at an issue price of \$0.008 per share. The willingness of the Directors to subscribe for Shares under the Placement is confirmation of their faith in the Company and its business.

If all or any of Resolutions 4 and 5 are not passed, the Company will not proceed with the issue of the securities to the applicable Director(s), (or their nominee(s)) will not receive the securities as described above.

If approvals are given under ASX Listing Rule 10.11, approvals are not required under ASX Listing Rule 7.1.

The following information is given under ASX Listing Rule 10.13 in respect of the proposed issues of Shares and Free Attaching Options to each Director under Resolutions 4 and 5 (respectively):

- a) the proposed recipients are Mr. Simon Taylor and Mr Andrew Boyd, each of whom are Directors of the Company, or their respective nominee(s) (each of which would be an associate of the respective Director);
- b) each of the proposed recipients are related parties of the Company as each of them is a Director of the Company and thus fall into 10.11.1;
- c) 3,750,000 Shares and 1,875,000 Free Attaching Options to Mr. Simon Taylor and 2,500,000 Shares and 1,250,000 Free Attaching Options to Mr Andrew Boyd, being a total of 6,250,000 Shares and 3,125,000 Free Attaching Options;
- d) the Shares and Free Attaching Options will be issued no later than one month after the date of the Meeting but are expected to be issued on or around 17 April 2024;
- e) the issue price of the Shares will be \$0.008 (0.8 cents) and the options are free attaching so the issue price is nil;
- f) a summary of the material terms of the Free Attaching Options are included in Schedule 1; and
- g) the purpose of the issue was to advance mining studies on the Heemskirk Tin Project, exploration programs on Stellar's West coast and NE Tasmania Project portfolio including follow up drill testing of the recent polymetallic discovery at North Scamander and working capital.

Board Recommendation

The Board (with the respective directors abstaining in relation to the relevant Resolution regarding their own proposed Shares) recommends that shareholders vote in favour of these Resolutions.

The Chair of the Meeting intends to vote undirected proxies in favour of these Resolutions.

Voting Exclusions

Refer to Note 6 for voting exclusions.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“AEST” means Australian Eastern Standard Time;

“EGM” means Extraordinary General Meeting;

“ASX” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“Board” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“Chair” means the person appointed to chair the Meeting of the Company convened by the Notice;

“Closely Related Party” means:

- (a) a spouse or child of the member;
- (b) has the meaning given in section 9 of the Corporations Act.

“Company” means Stellar Resources Limited ACN 108 758 961;

“Constitution” means the constitution of the Company as at the date of the Meeting;

“Corporations Act” means the Corporations Act 2001 (Cth);

“Director” means a Director of the Company;

“Explanatory Statement” means the explanatory statement which forms part of the Notice;

“Free Attaching Options” means one (1) unquoted free attaching option for every two (2) Shares allocated to participants in the Placement with an exercise price of 1.5 cents per option and an 18-month term from allotment;

“Key Management Personnel” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“Lead Manager” means the lead manager to the Placement, being Taylor Collison Limited;

“Listing Rules” means the Listing Rules of the ASX;

“Meeting” has the meaning given in the introductory paragraph of the Notice;

“Notice” means this Notice of Meeting including the Explanatory Statement;

“Placement” means the placement announced by the Company on 22 February 2024;

“Proxy Form” means the Proxy Form attached to the Notice;

“Resolution” means a resolution referred to in the Notice;

“Section” means a section of the Explanatory Statement;

“Share” means a fully paid ordinary share in the capital of the Company;

“Shareholder” means shareholder of the Company;

“Share Registry” means Boardroom Pty Limited (ABN 14 003 209 836); and

“VWAP” means the volume weighted average price.

Schedule 1 – Terms of Free Attaching Options (“Options”) in connection with Resolutions 3, 4 & 5

The Options are proposed to be issued to participants in the placement announced on 22 February 2024 in accordance with Resolution 3, 4 & 5 and entitle the holder to subscribe for Shares on the following terms and conditions.

(a) Entitlement

- (i) Each Option entitles the Option holder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

(b) Exercise of Option

- (i) The Options are exercisable at any time from the issue date.
- (ii) The Options expire at the end of 18 months from the date of grant.
- (iii) The exercise price per option is \$0.015.
- (iv) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company’s Share Registry. Unless a holder is exercising all of their Options, Options must be exercised in parcels of not less than 1,000.
- (v) The Options cannot be exercised if, as a result of the exercise, the Option holder or any of its associates would breach the provisions of Chapter 6 (and specifically section 606) of the Corporations Act.
- (vi) Remittances must be made payable to ‘Stellar Resources Limited’.
- (vii) All Options will lapse on the earlier of the:
 - (A) receipt by the Company of notice from the Option holder that the Option holder has elected to surrender the Option; and
 - (B) expiry of the final date and time for exercise of the Option.
- (viii) In the event of liquidation of the Company, all unexercised Options will lapse.

(c) Quotation

- (i) As at the date of this Notice of Meeting, the Company does not intend to apply for Official Quotation of the Options but may decide to do so at a later date.
- (ii) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 15 Business Days (as defined in the ASX Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

(d) Participation in Securities Issues

Subject to paragraph (e) below, the holder is not entitled to participate in new issues of securities without exercising the Options.

(e) Participation in a Reorganisation of Capital

- (i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Option holder will be changed in accordance with the Listing Rules applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Option holder which is not conferred on Shareholders of the Company.
- (ii) In any reorganisation as referred to in paragraph (e)(i), Options will be treated in the following manner:
 - (A) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (B) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (C) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
 - (D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
 - (E) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
 - (F) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Option holder which are not conferred on shareholders.



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** 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 10:00am (AEST) on Monday 8 April 2024.**

🖥 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/srzegm2024>

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 **10:00am (AEST) on Monday 8 April 2024**. 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/srzegm2024>

📠 **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

Stellar Resources Limited

ACN 108 758 961

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 **Stellar Resources 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 Extraordinary General Meeting of the Company to be held virtually via this link https://vistra.zoom.us/webinar/register/WN_BUNAFKcVTqaAGF8Eho1zPQ on **Wednesday, 10 April 2024 at 10:00am (AEST)** 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.

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	Ratification of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue free attaching Unquoted Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of Issue of Securities to Director Mr Simon Taylor (or his nominee) under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Issue of Securities to Director Mr Andrew Boyd (or his nominee) under Placement	<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 / / 2024