



**ASX Release**  
**28 October 2024**

## **NOTICE OF ANNUAL GENERAL MEETING**

Octava Minerals Limited (ASX:OCT) ('the **Company**') is pleased to advise that its Annual General Meeting will be held at 10.00am (WST) Wednesday, 28 November 2024 at Level 5, 191 St Georges Terrace, Perth WA.

A Notice of Annual General Meeting and Proxy Form, along with a Letter advising further details in respect of the meeting and access to meeting documents, has been sent to shareholders and is attached for immediate release.

This announcement has been authorised for release by Mark Pitts, Company Secretary.

For more information, please contact:

Investor Enquiries

MD /CEO

Bevan Wakelam

[info@octavaminerals.com](mailto:info@octavaminerals.com)



### **Office Address**

159 Stirling Highway  
Nedlands, WA, 6009

[info@octavaminerals.com](mailto:info@octavaminerals.com)

### **Board Members**

Clayton Dodd – Chairman

Damon O'Meara – Non – Executive Director

Feiyu Qi – Non – Executive Director

Bevan Wakelam – Managing Director / CEO

### **Projects**

East Pilbara (Talga) – lithium & gold

Byro – REE & Lithium

Yallalong – antimony, gold & nickel

East Kimberley – nickel & PGM's



28 October 2024

Dear Shareholder,

Octava Minerals Limited [ASX:OCT] (**the Company**) advises that the 2024 Annual General Meeting of the shareholders of the Company is scheduled to be held at Level 5, 191 St Georges Terrace, Perth WA on Wednesday, 27 November 2024 at 10:00am (AWST) (**the Meeting**).

In accordance with section 110D(1) of the Corporations Act 2001 (Cth), the Company will not be sending physical copies of the Notice of Meeting, and accompanying Explanatory Memorandum (Meeting Materials), to shareholders unless they have made a valid election to receive documents in physical form copy.

A copy of the Meeting Materials will be available electronically under the “ASX announcements” section of Octava’s website at <https://octavaminerals.com/asx-announcements/> or at ASX (<https://www2.asx.com.au>).

As you have not elected to receive notices by email, a copy of your personalised proxy form is enclosed for your convenience. **Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice.**

Your proxy voting instruction must be received by 10.00 am (AWST) on Monday, 25 November 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Company intends to hold a physical meeting. The Company will notify you of any changes to this by way of an announcement on ASX and will also make details available on our website.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company’s share registry, Boardroom Pty Limited, on +61 2 9290 9655.

Shareholders who wish to update their details to be able to receive communications and notices electronically can do so by visiting the Company’s share registry website at <https://boardroomlimited.com.au/>

Sincerely,

**Mark Pitts**  
Company Secretary



**Office Address**  
159 Stirling Highway  
Nedlands, WA, 6009  
[info@octavaminerals.com](mailto:info@octavaminerals.com)

**Board Members**  
Clayton Dodd – Chairman  
Damon O’Meara – Non – Executive Director  
Feiyu Qi – Non – Executive Director  
Bevan Wakelam – Managing Director / CEO

**Projects**  
East Pilbara (Talgo) – lithium & gold  
Byro – REE& Lithium  
Yallalong – antimony, gold & nickel  
East Kimberley – nickel & PGM’s



**Octava Minerals Limited  
ACN 644 358 403**

## **Notice of Annual General Meeting**

**The Annual General Meeting of the Company will be held at  
Level 5, 191 St Georges Terrace, Perth WA on  
Wednesday, 27 November 2024 at 10.00am (AWST).**

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from a suitably qualified professional advisor prior to voting.

**Should you wish to discuss any matter, please do not hesitate to contact the  
Company Secretary by email on [mark.pitts@automicgroup.com.au](mailto:mark.pitts@automicgroup.com.au)**

**Shareholders are urged to attend or vote by lodging the proxy form attached to this  
Notice**

## **Octava Minerals Limited**

**ACN 644 358 403**  
**(Company)**

### **Notice of Annual General Meeting**

Notice is given that the annual general meeting of Octava Minerals Limited will be held at Level 5, 191 St Georges Terrace, Perth WA, on Wednesday, 27 November 2024 at 10.00am (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form each form part of the Notice.

Terms and abbreviations used in the Notice are defined in Schedule 1.

### **Agenda**

#### **1 Annual Report**

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

#### **2 Resolutions**

##### **Resolution 1 – Remuneration Report**

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

*'That the Remuneration Report be adopted by Shareholders on the terms and conditions in the Explanatory Memorandum.'*

##### **Resolution 2 – Re-election of Director – Mr Damon O'Meara**

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

*'That Mr Damon O'Meara, who retires in accordance with Article 59(1) of the Constitution, Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 3 – Ratification of prior issue of Shares**

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

*'That the prior issue of 11,848,920 Shares at an issue price of \$0.085 per Share to unrelated sophisticated investors is approved under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 4 – Approval for issue of Options**

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

*'That the issue of 2,500,000 unlisted options (each with an exercise price of \$0.20, expiry date three years from issue and which upon exercise entitle the holder to one Share) to Euroz Hartleys Limited (and/or its nominee(s)) is approved under and for the purposes of Listing Rule 7.1 and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 5 – Approval to Issue Shares to Clayton Dodd**

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

*'That the issue of up to 1,470,588 Shares at an issue price of \$0.085 per Share to Clayton Dodd (and/or his nominee(s)) is approved under and for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 6– Approval to Issue Shares to Bevan Wakelam**

*'That the issue of up to 117,647 Shares at an issue price of \$0.085 per Share to Bevan Wakelam (and/or his nominee(s)) is approved under and for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 7 – Approval to Issue Shares to Damon O'Meara**

*'That the issue of up to 176,471 Shares at an issue price of \$0.085 per Share to Damon O'Meara (and/or his nominee(s)) is approved under and for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, on the terms and conditions in the Explanatory Memorandum.'*

### **Resolution 8 – Approval of 10% Placement Facility**

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

*'That the Company have the additional capacity to issue Equity Securities provided for in Listing Rule 7.1A on the terms and conditions in the Explanatory Memorandum.'*

## Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 3, by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons;
- (b) Resolution 4, by or on behalf of 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 ordinary securities in the Company) or an associate of that person or those persons.
- (c) Resolution 5, by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons;
- (d) Resolution 6, by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons;
- (e) Resolution 7, by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons;
- (f) Resolution 8, if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under Listing Rule 7.1A.2, 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 (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

## Voting prohibition

**Resolution 1:** In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

### BY ORDER OF THE BOARD

**Mark Pitts**

**Company Secretary**

Octava Minerals Limited

Dated: 23 October 2024

**Octava Minerals Limited**  
**ACN 644 358 403**  
**(Company)**

## **Explanatory Memorandum**

### **1. Introduction**

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 5, 191 St Georges Terrace, Perth WA, on Wednesday, 27 November 2024 at 10.00am (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes information about the following to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Voting and attending information
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – Mr Damon O'Meara
Section 6	Resolution 3 – Ratification of Prior Issue of Shares
Section 7	Resolution 4 – Approval for Issue of Options
Section 8	Resolution 5 – Approval to Issue Shares to Clayton Dodd
Section 9	Resolution 6 – Approval to Issue Shares to Bevan Wakelam
Section 10	Resolution 7 – Approval to Issue Shares to Damon O'Meara
Section 11	Resolution 8 – Approval of 10% Placement Facility
Schedule 1	Definitions
Schedule 2	Terms of Lead Manager Options

A Proxy Form is located at the end of the Explanatory Memorandum.

### **2. Voting and attendance information**

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

#### **2.1 Voting in person**

To vote in person, attend the Meeting at the time, date and place set out above.



You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but representatives from Advance Share Registry Ltd will need to verify your identity. You can register on the day of the meeting.

**Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary.**

## 2.2 Voting by proxy

Shareholders are encouraged to vote by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Proxy Forms can be lodged in accordance with the instructions on the form (including electronically):

Online:	<a href="http://www.boardroomlimited.com.au">www.boardroomlimited.com.au</a>
By mail:	Boardroom Pty Ltd, GPO Box 3993, Sydney NSW 2001
By fax:	+61 2 9290 9655
By mobile:	Using the QR Code on the Proxy Form

## 2.3 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions unless the Shareholder has expressly indicated a different voting intention.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

## 2.4 Submitting questions

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at [info@octavaminerals.com](mailto:info@octavaminerals.com) by 5pm (AWST) on Wednesday, 20 November 2024.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold). Please note it may not be possible to respond to all questions raised during the Meeting. Shareholders are therefore encouraged to lodge questions prior to the Meeting.

### 3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at <https://octavaminerals.com/company-reports/>;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

### 4. Resolution 1 – Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2023 annual general meeting. If the 2024 Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that this may result in the re-election of the Board if a second Strike is received at the 2025 annual general meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

## **5. Resolution 2 - Re-election of Director – Mr Damon O'Meara**

### **5.1 General**

Article 59(1) of the Constitution provides that, at each Annual General Meeting, one-third of the Directors (other than the Managing Director), or, if their number is not a multiple of three (3), then the number nearest to but not more than one-third of the Directors must retire from office.

Additionally, Article 59(2) of the Constitution and Listing Rule 14.4 both provide that a Director (excluding the Managing Director) must not hold office without re-election past the third annual general meeting following that Director's appointment or three years, whichever is longer.

Furthermore, Article 59(3) of the Constitution provides that a Director who retires in accordance with Article 59(2) is eligible for re-election.

Accordingly, Mr O'Meara retires at this Meeting and, being eligible, seeks re-election pursuant to Resolution 2.

If elected, Mr Damon O'Meara is considered to be an independent Director.

If Resolution 2 is passed, Mr Damon O'Meara will be re-elected as Non-Executive Director.

If Resolution 2 is not passed, Mr Damon O'Meara will retire as a Director. The Board may consider an appointment to fill a casual vacancy pursuant to the Constitution, with ratification at the Company's next annual general meeting.

### **5.2 Mr Damon O'Meara**

Mr O'Meara was appointed as a Director on 7 October 2020. Mr O'Meara has over 40 years in the mining industry having worked for Denis O'Meara Prospecting, founders of Atlas Iron, Kalamazoo Resources and De Grey Mining and former ASX-Listed Miralga Mining NL. He was a co-founder of Outback Trees of Australia which has been contracting to prominent mining groups such as Rio Tinto, BHP and FMG for over 30 years. He is currently also a non-executive director of Narryer Metals (ASX:NYM).

### **5.3 Board recommendation**

Resolution 2 is an ordinary resolution.

The Board (other than Mr O'Meara) recommends that Shareholders vote in favour of Resolution 2.

## 6. Resolution 3 - Ratification of Prior Issue of Shares

### 6.1 General

On 3 October 2024, the Company announced that it had received firm commitments to raise approximately \$1 million before costs via a placement of 11,848,920 Shares (**Placement Shares**) at an issue price of \$0.085 per Share to sophisticated investors (the **Placement**). The Placement Shares were issued on 11 October 2024 and an Appendix 2A was released to ASX on that date.

Euroz Hartleys Limited acted as the **Lead Manager** of the Placement.

The Placement Shares were issued to unrelated sophisticated investors who were identified by the Lead Manager or the Company.

Resolution 3 seeks the approval of Shareholders to ratify the prior issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

### 6.2 Listing Rules 7.1, 7.1A and 7.4

Listing Rule 7.1 provides that a company must not, subject to specified exceptions including ASX Listing Rule 7.1A, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

7,109,352 Placement Shares were issued under the placement capacity available to the Company under Listing Rule 7.1. 4,739,568 Placement Shares were issued under the placement capacity available to the Company under Listing Rule 7.1A.

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to Listing Rule 7.1 (provided the previous issue did not breach Listing Rule 7.1 and/or 7.1A) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of Listing Rule 7.1. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1 and/or 7.1A.

If shareholders pass Resolution 3 then the Placement Shares the subject of Resolution 3 will be treated as not having used the placement capacity of the Company available under the Listing Rules. The Placement Shares will also increase the placement capacity available to the Company under the Listing Rules.

If shareholders do not pass Resolution 3 then the Placement Shares will continue to use the placement capacity available to the Company under the ASX Listing Rules.

### 6.3 Specific information required by Listing Rule 7.5

Under and for the purposes of Listing Rule 7.5, the following information is provided in relation to the ratification of the prior issue of Placement Shares:

- (a) the Placement Shares were issued to unrelated sophisticated investors who were identified by the Lead Manager or the Company;
- (b) a total of 11,848,920 Placement Shares were issued;
- (c) the Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;

- (d) The Placement Shares were issued on 11 October 2024 and an Appendix 2A was released to ASX on that date;
- (e) the Placement Shares were issued at an issue price of \$0.085 per Placement Share;
- (f) The purpose of the issue of the Placement Shares was to raise approximately \$1 million before costs. Funds raised from the issue of the Placement Shares have been, or will be, used for heritage clearance, field work, geophysical surveys, drilling of antimony targets and for general work capital; and
- (g) a voting exclusion statement is included in the Notice.

#### 6.4 **Board recommendation**

Resolution 3 is an ordinary resolution.

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

### 7. **Resolution 4 – Approval for issue of Options**

#### 7.1 **General**

As part fees for services provided in connection with the Placement, the Company agreed to issue the Lead Manager (and/or its nominee(s)) 2,500,000 unlisted options (each with an exercise price of \$0.20, expiry date three years from the date of issue and which upon exercise entitle the holder to one Share) (**Lead Manager Options**). Resolution 4 seeks the approval of Shareholders to issue the Lead Manager Options under and for the purposes of Listing Rule 7.1.

#### 7.2 **Listing Rule 7.1**

Listing Rule 7.1 provides that a company must not, subject to specific exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the company's issued share capital at the commencement of the twelve month period. One circumstance where an action or an issue is not taken into account in calculating the 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

If shareholders pass Resolution 4, the Company will be able to issue the Lead Manager Options to the Lead Manager (and/or its nominee(s)). In addition, Shares issued on exercise of Lead Manager Options will increase the placement capacity available to the Company under the Listing Rules.

If shareholders do not pass Resolution 4 then the Company will not be able to issue the Lead Manager Options and the Company would likely need to negotiate an alternate form of payment to the Lead Manager.

#### 7.3 **Specific information required by Listing Rule 7.3**

Under and for the purposes of Listing Rule 7.3, the following information is provided in relation to the approval for the issue of the Lead Manager Options:

- (a) the Lead Manager Options are to be issued to the Lead Manager (and/or its nominee(s));
- (b) a total of 2,500,000 Lead Manager Options are to be issued;

- (c) Lead Manager Options are unlisted options, each with an exercise price of \$0.20, expiry date three years from issue and upon exercise entitle the holder to one Share. The full terms of the Lead Manager Options are set out in Annexure A;
- (d) The Lead Manager Options are proposed to be issued shortly after the Meeting and in any event no later than three months after the Meeting;
- (e) the Lead Manager Options are to be issued for nil cash consideration as part fees for services provided by the Lead Manager in connection with the Placement;
- (f) The purpose of the issue of the Lead Manager Options is to pay part of the fees due and payable for services provided by the Lead Manager in connection with the Placement. Funds raised on exercise of Lead Manager Options (if any) will be applied to meeting the working capital requirements of the Company at the time of exercise;
- (g) a voting exclusion statement is included in the Notice.

#### 7.4 **Board recommendation**

Resolution 4 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 4.

### 8. **Resolution 5 – Approval to issue Shares to Clayton Dodd**

#### 8.1 **General**

Resolution 5 seeks Shareholder approval to issue up to 1,470,588 Shares (**Related Party Shares**) at an issue price of \$0.085 per Related Party Share to Clayton Dodd (and/or his nominee(s)) to raise up to \$125,000 before costs. If Shareholders approve Resolution 5, Clayton Dodd (and/or his nominee(s)) will have the right (but not the obligation) to subscribe for up to 1,470,588 Related Party Shares. There is no guarantee that a certain number of Related Party Shares will be issued under Resolution 5 (or any at all).

#### 8.2 **Listing Rule 10.11**

Listing Rule 10.11 requires a listed company, subject to the exceptions in Listing Rule 10.12, to obtain shareholder resolution prior to the issue of securities to a party identified in Listing Rule 10.11.

Clayton Dodd is a Director and therefore a related party of the Company for whom prior shareholder approval is required in accordance with Listing Rule 10.11.1 for the issue of the securities the subject of Resolution 5 (noting an exception in Listing Rule 10.12 does not apply to the proposed issue of securities).

As shareholder approval is being sought for the purposes of Listing Rule 10.11 no shareholder approval is required for the purposes of Listing Rule 7.1.

If shareholders approve Resolution 5, the Company will be able to issue up to 1,470,588 Related Party Shares the subject of Resolution 5 to Clayton Dodd (and/or his nominee(s)). The issue of Related Party Shares will increase the placement capacity available to the Company under the

Listing Rules. If shareholders do not approve Resolution 5, the Company will not be able to issue Related Party Shares under Resolution 5.

### 8.3 **Specific information required by Listing Rule 10.13**

Under and for the purposes of Listing Rule 10.13, the following information is provided in relation to the approval to issue the Related Party Shares:

- (a) the Related Party Shares the subject of Resolution 5 are to be issued to Clayton Dodd (and/or his nominee(s));
- (b) Clayton Dodd is a director and therefore a related party to whom Listing Rule 10.11.1 applies.
- (c) a total of up to 1,470,588 Related Party Shares are to be issued under Resolution 5;
- (d) the Related Party Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (e) The Related Party Shares are proposed to be issued shortly after the Meeting and in any event no later than one month after the Meeting;
- (f) the Related Party Shares are to be issued at \$0.085 per Related Party Share;
- (g) The purpose of the issue of the Related Party Shares the subject of Resolution 5 is to raise up to \$125,000 before costs. Funds raised from the issue of the Related Party Shares will be used for heritage clearance, field work, geophysical surveys, drilling of antimony targets and for general working capital; and
- (h) a voting exclusion statement is included in the Notice.

### 8.4 **Corporations Act**

#### *Chapter 2E*

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a related party without approval of the members (shareholders) of the company. Section 228 defined a related party for the purposes of Chapter 2E (including section 208) of the Corporations Act to include a director of the Company.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a related party where the financial benefit is on terms that would be reasonable if the company and the related party were dealing on arm's length terms.

The Directors (with Clayton Dodd excluded) considers the proposed issue of the securities under Resolution 5 are on arm's length terms. This view was formed on the basis that the securities the subject of Resolution 5, if subscribed for by Clayton Dodd (and/or his nominee(s)), are proposed to be issued on the same terms as offered to unrelated sophisticated investors under the Placement (refer Resolution 3 above for further details).

#### *Section 195(4)*

Notwithstanding the above, and although no Director participated in the decision making process in respect of Related Party Shares proposed to be issued to them (and/or their nominee(s)) respectively, the Directors acknowledge that Resolutions 5 to 7 in total relate to an issue of Related Party Shares to all of the Directors. Accordingly, the Directors propose that

Resolutions 5 to 7 are also put to Shareholders for the purpose of section 195(4) of the Corporations Act such that Shareholders determine whether the named related party (and/or their nominee(s)) will be issued the Related Party Shares the subject of Resolutions 5 to 7.

Noting the above, Resolution 5 also seeks Shareholder approval for the purposes of Section 195(4) of the Corporations Act.

## **8.5 Board recommendation**

Resolution 5 is an ordinary resolution.

The Board (with Clayton Dodd abstaining from making a recommendation) recommends that Shareholders vote in favour of Resolution 5.

## **9. Resolution 6 – Approval to Issue Shares to Bevan Wakelam**

### **9.1 General**

Resolution 6 seeks Shareholder approval to issue up to 117,647 Related Party Shares at an issue price of \$0.085 per Related Party Share to Bevan Wakelam (and/or his nominee(s)) to raise up to \$10,000 before costs. If Shareholders approve Resolution 6, Bevan Wakelam (and/or his nominee(s)) will have the right (but not the obligation) to subscribe for up to 117,647 Related Party Shares. There is no guarantee that a certain number of Related Party Shares will be issued under Resolution 6 (or any at all).

### **9.2 Listing Rule 10.11**

Listing Rule 10.11 requires a listed company, subject to the exceptions in Listing Rule 10.12, to obtain shareholder resolution prior to the issue of securities to a party identified in Listing Rule 10.11.

Bevan Wakelam is a Director and therefore a related party of the Company for whom prior shareholder approval is required in accordance with Listing Rule 10.11.1 for the issue of the securities the subject of Resolution 6 (noting an exception in Listing Rule 10.12 does not apply to the proposed issue of securities).

As shareholder approval is being sought for the purposes of Listing Rule 10.11 no shareholder approval is required for the purposes of Listing Rule 7.1.

If shareholders approve Resolution 6, the Company will be able to issue up to 117,647 Related Party Shares the subject of Resolution 6 to Bevan Wakelam (and/or his nominee(s)). The issue of Related Party Shares will increase the placement capacity available to the Company under the Listing Rules. If shareholders do not approve Resolution 6, the Company will not be able to issue Related Party Shares under Resolution 6.

### **9.3 Specific information required by Listing Rule 10.13**

Under and for the purposes of Listing Rule 10.13, the following information is provided in relation to the approval to issue the Related Party Shares:

- (a) the Related Party Shares the subject of Resolution 6 are to be issued to Bevan Wakelam (and/or his nominee(s));
- (b) Bevan Wakelam is a director and therefore a related party to whom Listing Rule 10.11.1 applies.



- (c) a total of up to 117,647 Related Party Shares are to be issued under Resolution 6;
- (d) the Related Party Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (e) The Related Party Shares are proposed to be issued shortly after the Meeting and in any event no later than one month after the Meeting;
- (f) the Related Party Shares are to be issued at \$0.085 per Related Party Share;
- (g) The purpose of the issue of the Related Party Shares the subject of Resolution 6 is to raise up to \$10,000 before costs. Funds raised from the issue of the Related Party Shares will be used for heritage clearance, field work, geophysical surveys, drilling of antimony targets and for general working capital; and
- (h) a voting exclusion statement is included in the Notice.

## 9.4 **Corporations Act**

### *Chapter 2E*

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a related party without approval of the members (shareholders) of the company. Section 228 defined a related party for the purposes of Chapter 2E (including section 208) of the Corporations Act to include a director of the Company.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a related party where the financial benefit is on terms that would be reasonable if the company and the related party were dealing on arm's length terms.

The Directors (with Bevan Wakelam excluded) considers the proposed issue of the securities under Resolution 6 are on arm's length terms. This view was formed on the basis that the securities the subject of Resolution 6, if subscribed for by Bevan Wakelam (and/or his nominee(s)), are proposed to be issued on the same terms as offered to unrelated sophisticated investors under the Placement (refer Resolution 3 above for further details).

### *Section 195(4)*

Notwithstanding the above, and although no Director participated in the decision making process in respect of Related Party Shares proposed to be issued to them (and/or their nominee(s)) respectively, the Directors acknowledge that Resolutions 5 to 7 in total relate to an issue of Related Party Shares to all of the Directors. Accordingly, the Directors propose that Resolutions 5 to 7 are also put to Shareholders for the purpose of section 195(4) of the Corporations Act such that Shareholders determine whether the named related party (and/or their nominee(s)) will be issued the Related Party Shares the subject of Resolutions 5 to 7.

Noting the above, Resolution 6 also seeks Shareholder approval for the purposes of Section 195(4) of the Corporations Act.

## 9.5 **Board recommendation**

Resolution 6 is an ordinary resolution.

The Board (with Bevan Wakelam abstaining from making a recommendation) recommends that Shareholders vote in favour of Resolution 6.

## **10. Resolution 7 – Approval to Issue Shares to Damon O'Meara**

### **10.1 General**

Resolution 7 seeks Shareholder approval to issue up to 176,471 Related Party Shares at an issue price of \$0.085 per Related Party Share to Damon O'Meara (and/or his nominee(s)) to raise up to \$15,000 before costs. If Shareholders approve Resolution 7, Damon O'Meara (and/or his nominee(s)) will have the right (but not the obligation) to subscribe for up to 176,471 Related Party Shares. There is no guarantee that a certain number of Related Party Shares will be issued under Resolution 7 (or any at all).

### **10.2 Listing Rule 10.11**

Listing Rule 10.11 requires a listed company, subject to the exceptions in Listing Rule 10.12, to obtain shareholder resolution prior to the issue of securities to a party identified in Listing Rule 10.11.

Damon O'Meara is a Director and therefore a related party of the Company for whom prior shareholder approval is required in accordance with Listing Rule 10.11.1 for the issue of the securities the subject of Resolution 7 (noting an exception in Listing Rule 10.12 does not apply to the proposed issue of securities).

As shareholder approval is being sought for the purposes of Listing Rule 10.11 no shareholder approval is required for the purposes of Listing Rule 7.1.

If shareholders approve Resolution 7, the Company will be able to issue up to 176,471 Related Party Shares the subject of Resolution 7 to Damon O'Meara (and/or his nominee(s)). The issue of Related Party Shares will increase the placement capacity available to the Company under the Listing Rules. If shareholders do not approve Resolution 7, the Company will not be able to issue Related Party Shares under Resolution 7.

### **10.3 Specific information required by Listing Rule 10.13**

Under and for the purposes of Listing Rule 10.13, the following information is provided in relation to the approval to issue the Related Party Shares:

- (a) the Related Party Shares the subject of Resolution 7 are to be issued to Damon O'Meara (and/or his nominee(s));
- (b) Damon O'Meara is a director and therefore a related party to whom Listing Rule 10.11.1 applies.
- (c) a total of up to 176,471 Related Party Shares are to be issued under Resolution 7;
- (d) the Related Party Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (e) The Related Party Shares are proposed to be issued shortly after the Meeting and in any event no later than one month after the Meeting;
- (f) the Related Party Shares are to be issued at \$0.085 per Related Party Share;
- (g) The purpose of the issue of the Related Party Shares the subject of Resolution 7 is to raise up to \$15,000 before costs. Funds raised from the issue of the Related Party Shares will be used for heritage clearance, field work, geophysical surveys, drilling of antimony targets and for general working capital; and

(h) a voting exclusion statement is included in the Notice.

## 10.4 **Corporations Act**

### *Chapter 2E*

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a related party without approval of the members (shareholders) of the company. Section 228 defined a related party for the purposes of Chapter 2E (including section 208) of the Corporations Act to include a director of the Company.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a related party where the financial benefit is on terms that would be reasonable if the company and the related party were dealing on arm's length terms.

The Directors (with Damon O'Meara excluded) considers the proposed issue of the securities under Resolution 7 are on arm's length terms. This view was formed on the basis that the securities the subject of Resolution 7, if subscribed for by Damon O'Meara (and/or his nominee(s)), are proposed to be issued on the same terms as offered to unrelated sophisticated investors under the Placement (refer Resolution 3 above for further details).

### *Section 195(4)*

Notwithstanding the above, and although no Director participated in the decision making process in respect of Related Party Shares proposed to be issued to them (and/or their nominee(s)) respectively, the Directors acknowledge that Resolutions 5 to 7 in total relate to an issue of Related Party Shares to all of the Directors. Accordingly, the Directors propose that Resolutions 5 to 7 are also put to Shareholders for the purpose of section 195(4) of the Corporations Act such that Shareholders determine whether the named related party (and/or their nominee(s)) will be issued the Related Party Shares the subject of Resolutions 5 to 7.

Noting the above, Resolution 7 also seeks Shareholder approval for the purposes of Section 195(4) of the Corporations Act.

## 10.5 **Board recommendation**

Resolution 7 is an ordinary resolution.

The Board (with Damon O'Meara abstaining from making a recommendation) recommends that Shareholders vote in favour of Resolution 7.

## 11. **Resolution 8 – Approval of 10% Placement Facility**

### 11.1 **General**

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 securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**10% Placement Facility**).

Resolution 8 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 11.2(e) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 11.2(c) below).

If Resolution 8 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 8 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

## 11.2 **Listing Rule 7.1A**

### (a) **Is the Company an eligible entity?**

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less.

The Company is an eligible entity for these purposes as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$7.4 million, based on the closing price of Shares (\$0.125) on 10 October 2024.

### (b) **What Equity Securities can be issued?**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the eligible entity.

As at the date of the Notice, the Company has on issue one quoted class of Equity Securities; Shares.

### (c) **How many Equity Securities can be issued?**

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

**A** is the number of fully paid Shares on issue at the commencement of the Relevant Period:

(A) plus the number of fully paid Shares issued in the Relevant Period:

- (1) under an exception in Listing Rule 7.2 (other than exception 9, 16 or 17);
- (2) on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or

- the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- (3) under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
- the agreement was entered into before the commencement of the Relevant Period; or
  - the agreement or issue was approved, or taken under the Listing Rules to be approved, under Listing Rule 7.1 or Listing Rule 7.4; and
- (4) with Shareholder approval under Listing Rule 7.1 or Listing Rule 7.4;
- (B) plus the number of partly paid Shares that became fully paid in the Relevant Period; and
- (C) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the Shareholders of its Shares under Listing Rule 7.4.

**"Relevant Period"** has the same meaning as in Listing Rule 7.1, being the 12 month period immediately preceding the date of the issue of agreement.

(d) **At what price can the Equity Securities be issued?**

Any Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which is not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (d)(i) above, the date on which the Equity Securities are issued,

**(Minimum Issue Price).**

(e) **When can Equity Securities be issued?**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of Meeting and will expire on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of the Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

**(10% Placement Period).**

(f) **What is the effect of Resolution 8?**

The effect of Resolution 8 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

**11.3 Specific information required by Listing Rule 7.3A**

Under and for the purposes of Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

(a) **Final date for issue**

The Company will only issue the Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 11.2(e) above).

Shareholder approval of the 10% Placement Facility will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

(b) **Minimum issue price**

Where the Company issues Equity Securities under the 10% Placement Facility, it will only do so for cash consideration and the issue price will be not less than the Minimum Issue Price (refer to Section 11.2(d) above).

(c) **Purposes of issues under 10% Placement Facility**

The Company may seek to issue Equity Securities under the 10% Placement Facility for the purposes of raising funds for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

(d) **Risk of economic and voting dilution**

Shareholders should note that there is a risk that:

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

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

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company may be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

The below table shows the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for 'A' calculated in accordance with

the formula in Listing Rule 7.1A.2 (see Section 11.2(c)) as at the date of the Notice (**Variable A**), with:

- (i) two examples where Variable A has increased, by 50% and 100%; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Share on issue (Variable A in Listing Rule 7.1A.2)	Dilution			
	Issue price per Share	\$0.0625 50% decrease in Current Market Price	\$0.125 Current Market Price	\$0.25 100% increase in Current Market Price
<b>59,244,601 Shares Variable A</b>	10% Voting Dilution	5,924,460 Shares	5,924,460 Shares	5,924,460 Shares
	Funds raised	\$370,278.75	\$740,557.50	\$1,481,115.00
<b>88,866,901 Shares 50% increase in Variable A</b>	10% Voting Dilution	8,886,690 Shares	8,886,690 Shares	8,886,690 Shares
	Funds raised	\$555,418.13	\$1,110,836.25	\$2,221,672.50
<b>118,489,202 Shares 100% increase in Variable A</b>	10% Voting Dilution	11,848,920 Shares	11,848,920 Shares	11,848,920 Shares
	Funds raised	\$740,557.50	\$1,481,115.00	\$2,962,230.00

Notes:

1. The table has been prepared on the following assumptions:
  - (a) the issue price is the current market price (\$0.125), being the closing price of the Shares on ASX on 10 October 2024, being the last day that the Company's Shares traded on the ASX before this Notice was printed;
  - (b) Variable A is 59,244,601, comprising existing Shares on issue as at the date of this notice of meeting;
  - (c) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
  - (d) no convertible securities are exercised or converted into Shares before the date of the issue of the Equity Securities;
  - (e) Variable A does not include the Related Party Shares the subject of Resolutions 5 to 7; and
  - (f) the issue of Equity Securities under the 10% Placement Facility consists only of Shares, being the only quoted class of security of the Company.
2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that are within an exception in Listing Rule 7.2 (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 (or ratified under Listing Rule 7.4) that are approved at a future Shareholders' meeting.

3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new investors who are not related parties, or associates of a related party, of the Company.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 30 November 2023.

In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company issued 4,739,568 Equity Securities under Listing Rule 7.1A pursuant to the approval of Shareholders of the 10% Placement Capacity at the annual general meeting held on 30 November 2023, representing 8.35% of the total number of securities on issue 12 months prior to the date of the Meeting. Details as required by Listing Rule 7.3A.6 for the issue are set out in the table below:

Date	Number	Class	Recipients	Issue price and discount	Cash
11/10/24	4,739,568	Shares	Unrelated sophisticated investors identified by the Lead Manager or the Company.	\$0.085. Price on date of agreement to issue (3 October 2024) was \$0.105. 19% discount.	\$402,863.28 Spent: \$0 Remaining: \$402,863.23  Funds raised will be heritage clearance, field work, geophysical surveys, drilling of antimony targets and for general work capital.



(g) **Voting exclusion statement**

At the date of the Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A and has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in any such issue.

However, in the event that between the date of the Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A to one or more existing Shareholders, those Shareholders' votes will be excluded under the voting exclusion statement in the Notice.

11.4 **Board recommendation**

Resolution 8 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 8.

## Schedule 1      Definitions

In the Notice, words importing the singular include the plural and vice versa.

<b>10% Placement Facility</b>	has the meaning given in Section 11.1.
<b>10% Placement Period</b>	has the meaning given in Section 11.2(e).
<b>\$ or A\$</b>	means Australian Dollars.
<b>Annual Report</b>	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2024.
<b>ASX</b>	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
<b>Auditor's Report</b>	means the auditor's report on the Financial Report.
<b>Board</b>	means the board of Directors.
<b>Chair</b>	means the person appointed to chair the Meeting of the Company convened by the Notice.
<b>Clause</b>	means clause of the Constitution.
<b>Closely Related Party</b>	means: <ul style="list-style-type: none"><li>(a) a spouse or child of the member; or</li><li>(b) has the meaning given in section 9 of the Corporations Act.</li></ul>
<b>Company</b>	means Octava Minerals Limited (ACN 644 358 403).
<b>Constitution</b>	means the constitution of the Company as at the date of the Meeting.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Directors' Report</b>	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
<b>Equity Security</b>	has the same meaning as in the Listing Rules.
<b>Explanatory Memorandum</b>	means the explanatory memorandum which forms part of the Notice.
<b>Financial Report</b>	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
<b>Key Management Personnel</b>	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the

Company is part of a consolidated entity, of an entity within the consolidated group.

<b>Listing Rules</b>	means the listing rules of ASX.
<b>Material Investor</b>	<p>means, in relation to the Company:</p> <ul style="list-style-type: none"><li>(a) a related party;</li><li>(b) Key Management Personnel;</li><li>(c) a substantial Shareholder;</li><li>(d) an advisor; or</li><li>(e) an associate of the above,</li></ul> <p>who received or will receive Securities in the Company which constitute more than 1% of the Company's anticipated capital structure at the time of issue.</p>
<b>Meeting</b>	has the meaning given in the introductory paragraph of the Notice.
<b>Minimum Issue Price</b>	has the meaning given in Section 11.2(d).
<b>Notice</b>	means this notice of annual general meeting.
<b>Option</b>	means an option to acquire a Share.
<b>Proxy Form</b>	means the proxy form attached to the Notice.
<b>Remuneration Report</b>	means the remuneration report of the Company contained in the Directors' Report.
<b>Resolution</b>	means a resolution referred to in the Notice.
<b>Schedule</b>	means a schedule to the Notice.
<b>Section</b>	means a section of the Explanatory Memorandum.
<b>Securities</b>	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means the holder of a Share.
<b>Strike</b>	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.
<b>Trading Day</b>	has the meaning given in the Listing Rules.
<b>VWAP</b>	means volume weighted average market price.
<b>WST</b>	means Western Standard Time, being the time in Perth, Western Australia.

## Schedule 2      Terms of Lead Manager Options

*Note: Lead Manager Options are referred to as "Options" in this Schedule 2*

The Options have the following terms:

- (a) Each Option entitles the holder to acquire one fully paid ordinary share (**Share**) in the capital of the Company.
- (b) The exercise price is \$0.20 (**Exercise Price**) per Option.
- (c) Each Option is exercisable at any time prior to 5:00pm WST on the date that is three years from issue of the Option (**Expiry Date**).
- (d) Options may be exercised by providing written notice together with payment for the number of Shares in respect of which Options are exercised to the registered office of the Company.
- (e) Any Option that has not been exercised prior to the Expiry Date or cancelled in accordance with these terms shall automatically lapse.
- (f) An Option shall not be able to be exercised (and the Company will not be required to issue Shares upon such exercise) if it would be unlawful to do so.
- (g) The Exercise Price is payable in full upon exercise of Options.
- (h) Subject to compliance with applicable law, Options are freely transferable.
- (i) Where an Option holder determines to exercise some, but not all, of their held Options, the total aggregate amount payable to exercise the Options must be a minimum of \$1,000.
- (j) All Shares issued upon exercise of Options will rank pari passu in all respects with, and have the same terms as, the Company's then issued fully paid ordinary shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX and the Company being listed on ASX at the relevant time. The Options will not give any right to participate in dividends until shares are issued pursuant to the terms of the relevant Options.
- (k) There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of securities offers to shareholders without first exercising the Option. Prior to the Expiry Date and if required by the Listing Rules, the Company will send notices to Option holders in accordance with the time limits required by the Listing Rules in respect of offers of securities made to shareholders.
- (l) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (m) Options will otherwise have the terms as required by ASX and the Listing Rules.



#### All Correspondence to:

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- ☎ **By Phone:** (within Australia) 1300 737 760  
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## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AWST) on Monday, 25 November 2024.**

### 🖨 TO APPOINT A PROXY ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/octagm2024>

**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

# SAMPLE

#### 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:

- (a) 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.
- (b) 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 (AWST) on Monday, 25 November 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/octagm2024>
- 📠 **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 1APPOINT A PROXY

I/We being a member/s of **Octava Minerals Limited** 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 Annual General Meeting of the Company to be held at the **Level 5, 191 St Georges Terrace, Perth WA on Wednesday, 27 November 2024 at 10.00am (AWST)** 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 is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 5, 6, and 7, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Items even though Resolutions 1, 5, 6, and 7 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 5, 6, and 7). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2VOTING 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	To Adopt the Remuneration Report	<div></div>	<div></div>	<div></div>
Resolution 2	Re-election of Director – Mr Damon O'Meara	<div></div>	<div></div>	<div></div>
Resolution 3	Ratification of prior issue of Shares	<div></div>	<div></div>	<div></div>
Resolution 4	Approval for issue of Options	<div></div>	<div></div>	<div></div>
Resolution 5	Approval to Issue Shares to Clayton Dodd	<div></div>	<div></div>	<div></div>
Resolution 6	Approval to Issue Shares to Bevan Wakelam	<div></div>	<div></div>	<div></div>
Resolution 7	Approval to Issue Shares to Damon O'Meara	<div></div>	<div></div>	<div></div>
Resolution 8 (Special Resolution)	Approval of 10% Placement Facility	<div></div>	<div></div>	<div></div>

STEP 3SIGNATURE 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