

ECLIPSE METALS LTD
ACN 142 366 541
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9:00am (WST)
DATE: Wednesday, 26 May 2021
PLACE: Amberley Business Centre,
3/1060 Hay St
West Perth 6005, Western Australia

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

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 9am (WST) on Wednesday, 26 May 2021 at the Amberley Business Centre, 3/1060 Hay Street, West Perth, Western Australia 6005.

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4pm (WST) on 24 May 2021.

Voting in person

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9480 0420.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PHASE 1 CONSIDERATION SHARES TO IVITTUUT VENDORS

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

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 212,000,000 Phase 1 Consideration Shares to the Ivittuut Vendors, on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Cerium Pty Ltd, Rimbal Pty Ltd and Greg Barnes who participated in the issue the subject of this Resolution or an associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

2. RESOLUTION 2 – APPROVAL TO ISSUE PHASE 2 CONSIDERATION SECURITIES TO IVITTUTT VENDORS

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of the Phase 2 Consideration Securities to the Ivittuut Vendors (or their nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Cerium Pty Ltd, Rimbal Pty Ltd and Greg Barnes 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). However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE - PLACEMENT SHARES

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 133,333,334 Shares to sophisticated and professional investors, on the terms and conditions in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue the subject of this Resolution or an associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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.

4. RESOLUTION 4 – ADOPTION OF LONG-TERM INCENTIVE PLAN

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

“That, for the purposes of ASX Listing Rule 7.2 Exception 13(b) and for all other purposes, Shareholders approve the “Eclipse Metals Limited Long Term Incentive Plan” and the issue of Securities (and the issue of Shares on conversion of any convertible Securities) under that Plan on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the Plan or an associate of that person or those persons. 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 the 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 Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

5. RESOLUTION 5 – ISSUE OF DIRECTOR PERFORMANCE RIGHTS – MR CARL POPAL

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

“That subject to the passing of Resolution 4, for the purposes of ASX Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act and all other purposes, the Company be permitted and is hereby authorised to offer and, subject to acceptance, issue a total of up to 12,000,000 Director Performance Rights for no consideration to Mr Carl Popal or his nominee under the Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a Mr Carl Popal and any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or an associate of those persons. 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 the 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 Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

6. RESOLUTION 6 – ISSUE OF DIRECTOR PERFORMANCE RIGHTS – MR RODNEY DALE

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

“That subject to the passing of Resolution 4, for the purposes of ASX Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act and all other purposes, the Company be permitted and is hereby authorised to offer and, subject to acceptance, issue a total of up to 5,000,000 Director Performance Rights for no consideration to Mr Rodney Dale or his nominee under the Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a Mr Rodney Dale and any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or an associate of those persons.. 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 the 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 Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

7. RESOLUTION 7 – ISSUE OF DIRECTOR PERFORMANCE RIGHTS – MR PEDRO KASTELLORIZOS

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

“That subject to the passing of Resolution 4, for the purposes of ASX Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act and all other purposes, the Company be permitted and is hereby authorised to offer and, subject to acceptance, issue a total of up to 5,000,000 Director Performance Rights for no consideration to Mr Pedro Kastellorizos or his nominee under the Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a Mr Pedro Kastellorizos and any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or an associate of those persons. 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 the 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 Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and

- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

8. RESOLUTION 8 – ISSUE OF DIRECTOR PERFORMANCE RIGHTS – MR IBRAR IDREES

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

“That subject to the passing of Resolution 4, for the purposes of ASX Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act and all other purposes, the Company be permitted and is hereby authorised to offer and, subject to acceptance, issue a total of up to 5,000,000 Director Performance Rights for no consideration to Mr Ibrar Idrees or his nominee under the Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour on this Resolution by or on behalf of a Mr Ibrar Idrees and any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan, or an associate of those persons. 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 the 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 Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Dated: 22 April 2021

By order of the Board



Mr Matthew Foy
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting to be held at **the Amberley Business Centre, 3/1060 Hay Street, West Perth, Western Australia 6005** on **Wednesday, 26 May 2021 at 9:00am (WST)**.

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RATIFICATION OF PRIOR ISSUE OF PHASE 1 CONSIDERATION SHARES TO IVITTUUT VENDORS

1.1 Acquisition

On 14 January 2021 the Company announced it had entered into a binding agreement (**Acquisition Agreement**) to acquire the Ivittuut Project in Greenland (**Project**) and associated mining information in relation to the Project tenement MEL2007-45 from Cerium Pty Ltd (**Cerium**), Rimbai Pty Ltd (**Rimbai**) and Greg Barnes (together, the **Ivittuut Vendors**) (**Acquisition**). Refer to the ASX announcement dated 14 January 2021 for further details on the Acquisition.

In addition to the Acquisition, the Company announced on 14 January 2021 that it had received commitments totalling \$2,000,000 (before expenses) for a placement of 133,333,334 Shares at an issue price of \$0.015 per Share to sophisticated investors (**Placement Shares**). The Placement Shares were issued on 18 January 2021 and are the subject of Resolution 3.

1.2 Key Terms of the Acquisition Agreement

Pursuant to the Acquisition Agreement, the Company has agreed to issue the following phased consideration to the Ivittuut Vendors:

1. Phase 1 consideration comprising:
 - 1.1 \$50,000 payable in cash; and
 - 1.2 212,000,000 Shares (the **Phase 1 Consideration Shares**).
2. Phase 2 consideration (to be issued within 10 business days after shareholder approval is obtained by the Company to issue the Phase 2 and 3 consideration outlined below, as well as the Ivittuut Vendors obtaining regulatory approvals in Greenland to transfer the Project to the Company and the Company completing due diligence), comprising:
 - 2.1 \$100,000 payable in cash; and
 - 2.2 the issue of the following securities:
 - (a) 154,000,000 ordinary fully paid shares;
 - (b) 62,500,000 Options exercisable at \$0.015 expiring 3 years from the date of issue; and
 - (c) 32,500,000 Options exercisable at \$0.05 expiring 5 years from the date of issue,(together the **Phase 2 Consideration Securities**).
3. Phase 3 consideration to be issued twelve months after the issue of the Phase 2 Consideration Securities comprising:

- 3.1 180,000,000 Options exercisable at \$0.015 expiring 3 years from the date of issue; and
- 3.2 160,000,000 Options exercisable at \$0.05 expiring 5 years from the date of issue,

(together the **Phase 3 Consideration Options**).

The Company will also make the following payments to Cerium on satisfaction of the following milestones (**Milestone Payments**):

- (i) \$1,000,000 - Within 10 business days of the announcement of a JORC compliant inferred resource within the Project in respect of any mineral.
- (ii) \$3,000,000 - Within 10 business days of the announcement of completion of the first scoping study in respect of the Project.
- (iii) \$7,000,000 - Within 10 business days of the announcement of completing the first pre-feasibility study in respect of the Project.
- (iv) \$9,000,000 - Within 10 business days of the announcement of the last to occur of completion of the first definitive feasibility study in respect of the Tenement and the grant of a mining licence from Greenland Government over the area the subject of that study.

Subject to shareholder approval, Eclipse may elect to satisfy any of the Milestone Payments (wholly or partly) by way of the issue of Shares. The number of Shares will be determined by dividing the cash amount to be satisfied by the Shares by the price of the Shares, applying the 5-day VWAP prior to announcement of the relevant milestone. The notice of meeting seeking shareholder approval for the issue of the Milestone Securities will contain an independent expert's report in accordance with section 13 of Guidance Note 19 opining on whether the issue of the Milestone Payments are fair and reasonable to non-participating security holders.

From the date of issue of the Phase 2 Consideration Securities, the Company will grant to Cerium a 3.5% net profit royalty payable in relation to any mineral product recovered from the Tenement and sold (**Royalty**).

- (a) All securities issued to Cerium (including those issued on exercise of the Options) will be voluntarily escrowed as follows:

Percentage of securities issued	Voluntary Escrow period
50%	24 months
50%	12 months

- (b) All Consideration Shares issued to the Ivittuut Vendors other than Cerium will be escrowed as follows:

Percentage of securities issued	Voluntary Escrow period
50%	12 months
50%	No escrow

- (c) All Shares issued to the Ivittuut Vendors other than Cerium upon exercise of the Options will be voluntarily escrowed as follows:

Percentage of securities issued	Voluntary Escrow period
100%	12 months

1.3 Other Material Terms of the Acquisition Agreement:

- (a) For so long as Cerium holds at least 19% of the total issued Share capital of the Company, Cerium will be entitled to nominate one director for appointment to the Board (Director Appointment Right), subject to the Company being satisfied such person has appropriate commercial and professional experience to fulfil the role, is of good fame and character (as contemplated by the Listing Rules) and is otherwise satisfactory to the Board acting reasonably.
- (b) Until the Milestone Payments and Royalty are paid in full the Company cannot sell or assign the Tenement without assigning its obligation to pay the Milestone Payments or the Royalty (as applicable) to Cerium to the same transferee at the same time.
- (c) The Company will grant to Cerium a mortgage or other similar security over the Project to secure payment of the Milestone Consideration allowable under the laws of Greenland.

1.4 ASX Listing Rule Requirements

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

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolution 1 seeks Shareholder approval to ratify the issue of the Phase 1 Consideration Shares which were issued on 14 January 2021 under and for the purposes of Listing Rule 7.4. The effect of Shareholders passing Resolution 1 will be to replenish the Company's 15% placement capacity to the extent of the Phase 1 Consideration Shares issued under Listing Rule 7.1.

By ratifying the issue of the Phase 1 Consideration Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 1 is not passed, the Shares to be issued pursuant to the Acquisition will be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of such Shares.

Resolution 1 is an ordinary Resolution.

1.5 Information Required by Listing Rules 7.4

For the purposes of Listing Rule 7.5, information regarding the ratification of the issue of the Phase 1 Consideration Shares is provided as follows:

- (a) The names of the Ivittuut Vendors to whom the entity issued the Phase 1 Consideration Shares are Cerium Pty Ltd, Rimbal Pty Ltd and Greg Barnes who are not a related party of the Company or a person to whom Listing Rule 10.11 applies.
- (b) A total of 212,000,000 Phase 1 Consideration Shares were issued to the Ivittuut Vendors on 14 January 2021.

- (c) The Phase 1 Consideration Shares are fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Phase 1 Consideration Shares were issued in consideration for the Acquisition. Accordingly, no funds were raised from the issue of the Phase 1 Consideration Shares.
- (e) A voting exclusion statement is included in the Notice.

1.6 Directors' Recommendation

All the Directors recommend that Shareholders vote in favour of Resolution 1 .

2. RESOLUTION 2 – APPROVAL TO ISSUE PHASE 2 CONSIDERATION SECURITIES TO IVITTUUT VENDORS

2.1 Acquisition

As referred to in section 1.2 above, the Company has entered into the Acquisition Agreement to undertake the Acquisition.

On 14 January 2021 the Company acquired the Project and issued the Phase 1 Consideration Share the subject of Resolution 1.

Pursuant to the Agreement, the Company has also agreed to issue the Phase 2 Consideration Securities as deferred consideration.

2.2 ASX Listing Rule Requirements

A summary of ASX Listing Rule 7.1 is set out in section 1.4 above.

To this end, Resolution 2 seeks Shareholder approval to issue the Phase 2 Consideration Securities pursuant to the Agreement and for the purposes of Listing Rule 7.3. The effect of Shareholders passing Resolution 2 will be to allow the Company to issue the Phase 2 Consideration Securities during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's annual 15% placement capacity under Listing Rule 7.1.

If Resolution 2 is not passed, the Phase 2 Consideration Securities will not be able to be issued and the Company will be obliged to make equivalent cash payments to Ivittuut Vendors calculated as follows:

- (a) With respect to Shares included in the Phase 2 Consideration Securities: by multiplying the number of Shares to be issued by an amount equal to the 5-day VWAP of the Shares for the 5 days prior to this notice of meeting less a 20% discount; and
- (b) With respect to Options included in the Phase 2 Consideration Securities & Phase 3 Consideration Options: by reference to Black Scholes Model per Option where the indicative share price used for the calculation is the 5-day VWAP of the Shares for the 5 days prior to the notice of meeting for the EGM or, where applicable, any subsequent general meeting.

Resolution 2 is an ordinary Resolution.

2.3 Information Required by Listing Rules 7.3

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) The names of the Ivittuut Vendors to whom the entity has agreed to issue the Phase 2 Consideration Securities: Cerium Pty Ltd, Rimbald Pty Ltd and Greg Barnes who are not a related party of the Company or a person to whom Listing Rule 10.11 applies
- (b) The maximum number of securities agreed to be issued is as follows:
 - (i) With respect to the Phase 2 Consideration Securities:
 - (A) 154,000,000 Shares;
 - (B) 62,500,000 Options exercisable at \$0.015 expiring 3 years from the date of issue; and
 - (C) 32,500,000 Options exercisable at \$0.05 expiring 5 years from the date of issue.
- (c) The terms and conditions of the options exercisable at \$0.015 expiring 3 years from the date of issue and options exercisable at \$0.05 expiring 5 years from the date of issue are set out in Schedules 1 and 2 respectively.
- (d) The 154,000,000 Shares are fully paid ordinary shares in the Company and rank equally in all respects with the Company's existing Shares on issue.
- (e) The Phase 2 Consideration Securities are yet to be issued. The Phase 2 Consideration Securities will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (f) The Phase 2 Consideration Securities are being issued in consideration for the Acquisition. Accordingly, no funds will be raised from the issue of the Phase 2 Consideration Securities.
- (g) A summary of the material terms of the Acquisition Agreement is set out in Section 1.2.
- (h) A voting exclusion statement is included in the Notice.

2.4 Directors' Recommendation

All the Directors recommend that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – PLACEMENT SHARES

3.1 General

In connection with the Acquisition, on 14 January 2021 the Company announced it had received commitments totalling \$2,000,000 (before expenses) for a placement of 133,333,334 Ordinary Shares at an issue price of \$0.015 per Share to sophisticated investors (**Placement Shares**).

The Placement Shares were issued without prior Shareholder approval utilising the Company's existing 10% placement capacity under ASX Listing Rule 7.1A on 14 January, 15 January and 18 January 2021.

3.2 Listing Rule 7.1A

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to have the additional capacity to issue equity securities during any 12 month period up to that amount which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, subject to that issue satisfying certain criteria.

On 30 November 2020, the Company held its annual general meeting where Shareholder approval was sought and obtained to, amongst other things, refresh its placement capacity pursuant to Listing Rule 7.1 and approve an additional 10% placement capacity pursuant to Listing Rule 7.1A.

3.3 ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement under ASX Listing Rule 7.1A.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolution 3 is not passed, the Placement Shares will be included in the Company's combined 25% limit in ASX Listing Rule 7.1 and 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

3.4 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the Placement Shares:

- (a) the Placement Shares were issued to sophisticated investors arranged through 180 Markets Pty Ltd and issued to unrelated parties to the Company. No key management personnel or substantial holder in the Company participated in the Placement.
- (b) a total of 133,333,334 Placement Shares were issued;
- (c) the issue price per Placement Share was \$0.015per Share;
- (d) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Placement Shares were issued on 14 January, 15 January and 18 January 2021.
- (f) funds raised from the issue of the Placement Shares will be used to fund the Acquisition and fund exploration work programs in both Greenland and Australia and for working capital purposes; and
- (g) a voting exclusion statement is included in the Notice.

3.5 Directors' Recommendation

All the Directors recommend that Shareholders vote in favour of Resolution 3.

4. RESOLUTION 4 – ADOPTION OF LONG-TERM INCENTIVE PLAN

4.1 General

The Company considers that it is desirable to maintain a securities incentive plan pursuant to which the Company can issue Securities to eligible Directors, employees and consultants in

order to attract, motivate and retain such persons and to provide them with an incentive to deliver growth and value to all Shareholders.

Accordingly, Resolution 4 seeks Shareholder approval for the adoption of the employee securities incentive plan titled "Eclipse Metals Long Term Incentive Plan" (**Plan**) in accordance with Listing Rule 7.2 Exception 13(b).

Under the Plan, the Board may offer to eligible persons the opportunity to subscribe for such number of Securities in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of which is set out in Schedule 3.

In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

4.2 ASX Listing Rule 7.2 (Exception 13(b))

A summary of Listing Rule 7.1 is provided in Section 1.4. Listing Rule 7.2, Exception 13(b) provides an exception to Listing Rule 7.1 by which equity securities issued under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to Shareholders in respect of the meeting at Shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

4.3 Technical Information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to issue Securities under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

If Resolution 4 is not passed, the Company will be able to proceed with the issue of incentive Securities under the Plan to eligible participants, but any issued of any incentive Securities will reduce, to that extent, the Company's capacity to issue incentive Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the incentive Securities.

4.4 Technical Information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 4:

- (a) a summary of the key terms of the Plan are set out in Schedule 3;
- (b) no Securities have been issued under the proposed Plan as it is a new employee incentive plan and has not previously been approved by Shareholders.
- (c) the maximum number of Securities proposed to be issued under the Plan, following Shareholder approval, is up to 50 million Securities; a voting exclusion statement is included in Resolution 4 of this Notice.
- (d) Prior Shareholder approval will be required under Listing Rule 10.14 before any Director or related party of the Company can participate in the Plan.
- (e) Pursuant to the Listing Rules, Shareholders must re-approve the Plan and all unissued Securities issuable pursuant thereto every 3 years.

Resolution 4 is an ordinary resolution.

5. RESOLUTIONS 5 TO 8 – ISSUE OF DIRECTOR PERFORMANCE RIGHTS – MR CARL POPAL, MR RODNEY DALE, MR PEDRO KASTELLORIZOS AND MR IBRAR IDREES

5.1 General

As set above, Resolution 4 seeks shareholder approval for the adoption of the Eclipse Metals Long Term Incentive (**Plan**). The aim of the Plan is to allow the Board to assist eligible persons under the Plan, who in the Board's opinion, are dedicated and will provide ongoing commitment and effort to the Company. Eligible persons are full-time or permanent part-time employees of the Company or a related body corporate (which includes Directors, the company secretary and officers), or such other persons as the Board determines.

To achieve its corporate objectives, the Company needs to attract and retain its key staff. The Board believes that grants made to eligible persons under the Plan provides a powerful tool to underpin the Company's employment and engagement strategy, and that the implementation of the Plan will:

- enable the Company to recruit, incentivise and retain key personnel and other employees needed to achieve the Company's business objectives;
- link the reward of key staff with the achievements of strategic goals and the long term performance of the Company;
- align the financial interest of participants in the Plan with those of Shareholders; and
- provide incentives to participants in the Plan to focus on superior performance that creates Shareholder value.

The key features of the Plan are as follows:

- The Board will determine (in its sole discretion) the number of incentive securities to be granted to eligible persons under the plan (or their nominees) and the performance milestones, vesting conditions (if any) and expiry date of such incentive securities.
- The incentive securities are not transferable unless the Board determines otherwise or the transfer is required by law and provided that the transfer complies with the Corporations Act.
- Subject to the Corporations Act and the Listing Rules and restrictions on reducing the rights of a holder of incentive securities, the Board will have the power to amend the Plan as it sees fit.

A detailed overview of the terms of the Plan is set out in Schedule 3. A copy of the Plan can be obtained by contacting the Company.

The Company is proposing to issue up to a total of 27 million Performance Rights expiring a maximum of 3 years from the date of issue for nil consideration to Directors of the Company under the Plan to provide long term incentives linked to the performance of the Company (**Director Performance Rights**). The full terms and conditions of the proposed Director Performance Rights are set out in Schedule 4.

5.2 Chapter 2E and ASX Listing Rule 10.14

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

The issue of the Director Performance Rights pursuant to the Plan constitutes giving a financial benefit and Mr Popal, Mr Dale, Mr Kastellorizos and Mr Idrees are related parties of the Company by virtue of being Directors (the **Related Parties**).

5.3 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a “material personal interest” are being considered, except in certain limited circumstances.

Relevantly, section 195(4) provides that if there are not enough directors to form a quorum for a directors meeting because of the restriction set out in section 195 of the Corporations Act, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

As the Director Performance Rights are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Director Performance Rights. Accordingly, Shareholder approval for the issue of the Director Performance Rights to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

5.4 ASX Listing Rule 10.14

In addition, ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- (a) A director of the Company;
- (b) An associate of a director of the Company; or
- (c) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX’s opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issue of Director Performance Rights to the Related Parties requires the Company to obtain Shareholder approval pursuant to ASX Listing Rule 10.14 because it will result in the Company issuing securities to related parties of the Company under an employee incentive scheme. Accordingly, Shareholder approval is sought pursuant ASX Listing Rule 10.14 (in accordance with the provisions of Listing Rule 10.15).

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Shares to the Related Parties as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of the Director Performance Rights to the Related Parties will not be included in the 15% calculation of the Company’s annual placement capacity pursuant to ASX Listing Rule 7.1.

If Resolutions 5 to 8 are passed, the Company will be able to proceed with the issue of the Director Performance Rights to the Directors under the Plan.

If Resolutions 5 to 8 are not passed the Company will not be able to issue the Director Performance Rights to the Directors and will need to consider additional methods of appropriately incentivising the Board.

Resolutions 5 to 8 are ordinary resolutions.

5.5 Technical information required by Chapter 2E of the Corporations Act and ASX Listing Rule 10.15

Pursuant to and in accordance with the requirements of sections 219 of the Corporations Act and ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Director Performance rights to the Related Parties:

- (a) The Director Performance rights will be issued to Mr Popal, Mr Dale, Mr Kastellorizos and Mr Idrees, all being Directors of the Company and therefore falling under Listing Rule 10.14.1.
- (b) The maximum number of Director Performance Rights be issued pursuant to Resolutions 5 to 8 is 27,000,000 Director Performance Rights comprising:
 - i. 12,000,000 Director Performance Rights to Mr Popal comprising:
 - (i) 4,500,000 Class A Director Performance Rights;
 - (ii) 2,500,000 Class B Director Performance Rights;
 - (iii) 2,500,000 Class C Director Performance Rights; and
 - (iv) 2,500,000 Class D Director Performance Rights.
 - ii. 5,000,000 Director Performance Rights to Mr Dale comprising:
 - (i) 2,000,000 Class A Director Performance Rights;
 - (ii) 1,000,000 Class B Director Performance Rights;
 - (iii) 1,000,000 Class C Director Performance Rights; and
 - (iv) 1,000,000 Class D Director Performance Rights.
 - iii. 5,000,000 Director Performance Rights to Mr Kastellorizos comprising:
 - (i) 2,000,000 Class A Director Performance Rights;
 - (ii) 1,000,000 Class B Director Performance Rights;
 - (iii) 1,000,000 Class C Director Performance Rights; and
 - (iv) 1,000,000 Class D Director Performance Rights.
 - iv. 5,000,000 Director Performance Rights to Mr Idrees comprising:
 - (i) 2,000,000 Class A Director Performance Rights;
 - (ii) 1,000,000 Class B Director Performance Rights;
 - (iii) 1,000,000 Class C Director Performance Rights; and
 - (iv) 1,000,000 Class D Director Performance Rights.
- (c) A summary of the material terms of the Plan are set out in Schedule 3.
- (d) There has been no previous issues of securities under the Plan as it is a new plan the subject of Resolution 4 of this Meeting.

- (e) The terms and conditions of the Director Performance Rights are set out in Schedule 4. Upon conversion of the Director Performance Rights, Shares will be issued on a one for one basis on the same terms as the Company's existing Shares.
- (f) The primary purpose of the issue of the Director Performance Rights is to provide a performance linked incentive component in the remuneration package for the Directors to motivate and reward the performance of Directors. In addition, by providing the Directors with a portion of their remuneration as Director Performance Rights under the Plan, the Company retains that additional cash for use in other aspects of its operations.
- (g) The Company attributes the values set out in section 5.6 below to the Director Performance Rights.
- (h) The Company will grant the Director Performance Rights no later than 12 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Performance Rights will be granted on the same date.
- (i) The Director Performance Rights will be granted for nil consideration as long-term incentives for the Directors. Accordingly, no funds will be raised from the grant of the Director Performance Rights. No loan has been or will be given to the Directors relating to the grant of the Director Performance Rights. total remuneration paid from the Company to the Directors and their associates for the previous two financial years and current financial year to date are set out below:

Eligible Participants	Current FYE 30/6/21	FYE 30/6/2020	FYE 30/6/2019
Mr Carl Popal	\$130,950	\$66,007	\$30,000
Mr Rodney Dale	\$36,000	\$41,231	\$41,893
Mr Pedro Kastellorizos (appointed 1/7/20)	\$53,332.86	N/A	N/A
Mr Ibrar Idrees	\$14,500	\$12,000	\$12,000

- (j) The relevant interests of the Eligible Participants in securities of the Company as at the date of this Notice are set out below:

Eligible Participants	Shares
Mr Carl Popal	49,087,833
Mr Rodney Dale	7,000,000
Mr Pedro Kastellorizos	-
Mr Ibrar Idrees	-

- (k) The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.032	14 January 2021
Lowest	\$0.003	26 & 30 March 2020
Last	\$0.019	20 April 2021

- (l) If the maximum number of Shares are issued to the Directors following exercise of vested Director Performance Rights, a total of 27,000,000 Shares would be issued. This will increase the number of Shares on issue from 1,759,956,865 to 1,786,956,865 (assuming that no Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.015%, comprising 0.0068% for Mr Popal, 0.0028% for Mr Dale, 0.0028% for Mr Kastellorizos and 0.0028% for Mr Idrees.
- (m) Details of any Securities issued under the Plan will be published in each of the Company's annual reports relating to a period in which the Securities were issued along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by listing rule 10.14 who becomes entitled to participate in an issue of Securities under the Plan after the Resolution is approved and who were not named in this notice of meeting will not participate until approval is obtained under that rule.
- (n) The Board acknowledges the issue of Director Performance Rights to Mr Dale, Mr Kastellorizos and Mr Idrees who are non-executive Directors, is contrary to Recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However, the Board considers the issue of Director Performance Rights to Mr Dale, Mr Kastellorizos and Mr Idrees reasonable in the circumstances, given the necessity to attract the highest calibre of professionals to the Company, whilst maintaining the Company's cash reserves.
- (o) Mr Popal Harper declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolutions 6 to 8, he recommends that Shareholders vote in favour of that Resolution for the following reasons:
- i. the Performance Rights will align the interests of the Eligible Participants with those of Shareholders by creating a stronger link between performance resulting in increased Shareholder value and reward to the Eligible Participant. Each Eligible Participant will have a greater involvement with, and share in, any future growth and profitability of the Company; and
 - ii. the provision of the Performance Rights is a reasonable and appropriate method to provide benefits to the Eligible Participants as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash benefits were given to the Eligible Participants;
- (p) Mr Rodney Dale declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolutions 5, 7 and 8, he recommends that Shareholders vote in favour of that Resolution for the reasons set out in paragraph (o);
- (q) Mr Pedro Kastellorizos declines to make a recommendation to Shareholders in relation to Resolution 7 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolutions 5, 6 and 8 he recommends that Shareholders vote in favour of that Resolution for the reasons set out in paragraph (o);
- (r) Mr Ibrar Idrees declines to make a recommendation to Shareholders in relation to Resolution 8 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolutions 5 to 7, he recommends that Shareholders vote in favour of that Resolution for the reasons set out in paragraph (o);
- (s) In forming their recommendations, each Director considered the experience of each other Eligible Participant, the existing and proposed contribution of each Eligible Participant to the Company and the current market practices when determining the provision of Director Performance Rights;

- (t) The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 5 to 8.
- (u) A voting exclusion statement is included in Resolutions 5 to 8 of this Notice.

5.6 Valuation of Director Performance Rights

The Company's accounting consultants, Stantons International Securities have valued the Performance Rights in accordance with AASB 2; Share Based payments at a valuation date of 30 March 2021 which is set out below:

	Tranche 1 Performance Rights	Tranche 2 Performance Rights	Tranche 3 Performance Rights	Tranche 4 Performance Rights
Recipient	Directors	Directors	Directors	Directors
Methodology	Black Scholes	Monte Carlo	Monte Carlo	Monte Carlo
Simulation iterations	n/a	100,000	100,000	100,000
Grant date	26 March 2021	26 March 2021	26 March 2021	26 March 2021
Expiry date	26 March 2025	26 March 2025	26 March 2025	26 March 2025
Share price at grant date (\$)	0.0230	0.0230	0.0230	0.0230
Exercise price (\$)	nil	nil	nil	nil
Risk-free rate (%)	0.4209	0.4209	0.4209	0.4209
Volatility (%)	110	110	110	110
VWAP hurdle (\$)	n/a	0.0500	0.0800	0.1000
Value per Performance Right (\$)	0.0230	0.0207	0.0193	0.0184
Number	10,500,000	5,500,000	5,500,000	5,500,000
Total value (\$)	241,500	113,960	106,027	101,146

Australian Accounting Standards require the Director Performance Rights to be expensed over the vesting period in accordance with AASB 2 – Share Based Payments. The Director Performance Rights are expected to be expensed over the relevant vesting period. Expensing the Director Performance Rights will have the effect of increasing both expenses and the equity of the Company. There will be no impact on the net assets, cash position or financial resources of the Company as a result of expensing the Director Performance Rights.

GLOSSARY

\$ means Australian dollars.

Acquisition has that meaning given to it in Section 2.1.

Acquisition Agreement has the meaning given to it in Section 2.1.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Cerium means Cerium Pty Ltd (ACN 645 157 115).

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Eclipse Metals Ltd (ACN 142 366 541).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Director Performance Rights have the meaning given to it in Section 5.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Ivittuut Vendors means Cerium, Rimbal and Greg Barnes.

Key Management Personnel 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.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share, subject to satisfaction of any vesting conditions, and the corresponding obligation of the Company to provide the Share.

Phase 1 Consideration Shares has the meaning set out in Section 1.2.

Phase 2 Consideration Securities has the meaning set out in Section 1.2.

Phase 3 Consideration Options has the meaning set out in Section 1.2.

Placement Shares has the meaning set out in Section 1.1.

Plan means the "Eclipse Metals Limited Long Term Incentive Plan" the subject of Resolution 4.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Rimbal means Rimbal Pty Ltd (ACN 009 223 438).

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF 1.5¢ OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.015 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is three years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

Subject to the Company obtaining any necessary Shareholder approval or regulatory approvals for the issue of the underlying Shares, within 15 Business Days after the Exercise Date, the Company will:

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

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

The Options are not transferable except as follows:

- (i) to transferees who are sophisticated or professional investors in accordance with section 708 of the Corporations Act or other persons who do not require a prospectus under the Corporations Act; and
- (ii) provided that on or before the transfer the holder gives notice of the transfer to the Company specifying the number of Options being transferred, the date of the transfer and the name and address of the transferee.

SCHEDULE 2 – TERMS AND CONDITIONS OF 5.0¢ OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.05 (**Exercise Price**)

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is five years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

Subject to the Company obtaining any necessary Shareholder approval or regulatory approvals for the issue of the underlying Shares, within 15 Business Days after the Exercise Date, the Company will:

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

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

The Options are not transferable except as follows:

- (i) to transferees who are sophisticated or professional investors in accordance with section 708 of the Corporations Act or other persons who do not require a prospectus under the Corporations Act; and
- (ii) provided that on or before the transfer the holder gives notice of the transfer to the Company specifying the number of Options being transferred, the date of the transfer and the name and address of the transferee.

SCHEDULE 3 – SUMMARY OF LONG TERM INCENTIVE PLAN

A summary of the terms of the Eclipse Metals Limited Long Term Incentive Plan is set out below.

1. Eligible Participant

Eligible Participant means a person who is a full-time or part-time employee, officer, or contractor of the Company, or an Associated Body Corporate (as defined in ASIC Class Order 14/1000), or such other person who has been determined by the Board to be eligible to participate in the Plan from time to time.

The Company will seek Shareholder approval for Director and related party participation in accordance with Listing Rule 10.14.

2. Purpose

The purpose of the Plan is to:

- (a) assist in the reward, retention and motivation of Eligible Participants;
- (b) link the reward of Eligible Participants to Shareholder value creation; and
- (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

3. Plan administration

The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

4. Eligibility, invitation and application

The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.

If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

5. Grant of Securities

The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

6. Terms of Convertible Securities

Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest

over or otherwise deal with a Convertible Security that has been granted to them unless otherwise determined by the Board. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

7. Vesting of Convertible Securities

Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

8. Exercise of Convertible Securities and cashless exercise

To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time following vesting of the Convertible Security (if subject to vesting conditions) and prior to the expiry date as set out in the invitation or vesting notice.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

9. Delivery of Shares on exercise of Convertible Securities

As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

10. Forfeiture of Convertible Securities

Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly; committed an act which has brought the Company, the Group or any entity within the Group into disrepute, or wilfully breached his or her duties to the Group or where a Participant is convicted of an offence in connection with the affairs of the Group; or has a judgment entered against him or her in any civil proceedings in respect of the contravention by the Participant of his or her duties at law, in equity or under statute, in his or her capacity as an employee, consultant or officer of the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (a) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (b) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation or vesting notice.

11. Change of control

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event provided that, in respect of Convertible Securities, the maximum number of Convertible Securities (that have not yet been exercised) that the Board may determine will vest and be exercisable into Shares under this Rule is that number of Convertible Securities that is equal to 10% of the Shares on issue immediately following vesting under this Rule, which as far as practicable will be allocated between holders on a pro-rata basis on the basis of their holdings of Convertible Securities on the date of determination of vesting.

12. Rights attaching to Plan Shares

All Shares issued or transferred under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank *pari passu* in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

13. Disposal restrictions on Plan Shares

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (a) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (b) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

14. Adjustment of Convertible Securities

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an issue of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

15. Participation in new issues

There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

16. Compliance with applicable law

No Security may be offered, granted, vested or exercised if to do so would contravene any applicable law. In particular, the Company must have reasonable grounds to believe, when making an invitation, that the total number of Plan Shares that may be issued upon exercise of Convertible Securities offer when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous three year period under:

- (a) an employee incentive scheme of the Company covered by ASIC Class Order 14/1000; or
- (b) an ASIC exempt arrangement of a similar kind to an employee incentive scheme,

but disregarding any offer made or securities issued in the capital of the Company by way of or as a result of:

- (c) an offer to a person situated at the time of receipt of the offer outside Australia;
- (d) an offer that did not need disclosure to investors because of section 708 of the Corporations Act (exempts the requirement for a disclosure document for the issue of securities in certain circumstances to investors who are deemed to have sufficient investment knowledge to make informed decisions, including professional investors, sophisticated investors and senior managers of the Company); or
- (e) an offer made under a disclosure document,

would exceed 5% (or such other maximum permitted under any applicable law) of the total number of Shares on issue at the date of the invitation.

17. Maximum number of Securities

The Company will not make an invitation under the Plan if the number of Plan Shares that may be issued, or acquired upon exercise of Convertible Securities offered under an invitation, when aggregated with the number of Shares issued or that may be issued as a result of all invitations under the Plan, will exceed 15% of the total number of issued Shares at the date of the invitation.

18. Amendment of Plan

Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

19. Plan duration

The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

20. Income Tax Assessment Act

The Plan is a plan to which Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) applies (subject to the conditions in that Act).

SCHEDULE 4 – TERMS & CONDITIONS ATTACHING TO DIRECTOR PERFORMANCE RIGHTS

- (a) Each Director Performance Right shall carry the right in favour of the holder to be issued one Share on satisfaction of the following conditions (together, the **Vesting Conditions**):
- (i) in the case of 10,500,000 Class A Director Performance Rights, upon the delineation of minimum JORC 2012 code-compliant resource of any one of the following minerals:
 - i. 2.8Mt at no less than 95% SiO₂;
 - ii. 150,000t at no less than 18% Fl;
 - iii. 500,000t at no less than 25% Fe; or
 - iv. 50,000t at no less than 1.1% Zn.
 - (ii) in the case of 5,500,000 Class B Director Performance Rights, upon the VWAP of the Company's shares trading on the ASX over 20 consecutive trading days being at least \$0.05;
 - (iii) in the case of 5,500,000 Class C Director Performance Rights, upon the VWAP of the Company's shares trading on the ASX over 20 consecutive trading days being at least \$0.08; and
 - (iv) in the case of 5,500,000 Class D Director Performance Rights, upon the VWAP of the Company's shares trading on the ASX over 20 consecutive trading days being at least \$0.10.
- (b) A Director Performance Right may only be exercised after that Director Performance Right has vested and before the date that is 3 years after the date of issue (**PR Expiry Date**). A Director Performance Right vests upon satisfaction of the relevant Vesting Condition as set out above under sub-paragraph (a).
- (c) An unvested Director Performance Right will lapse upon the first to occur of:
- (i) the relevant Vesting Condition not being satisfied by PR Expiry Date;
 - (ii) termination of the holder's employment or engagement with the Company on the basis that the holder acted fraudulently or dishonestly in relation to the Company; or
 - (iii) on certain conditions associated with a "change of control event" as that term is defined in the Plan.
- (d) A Director Performance Right which has vested but has not been exercised will lapse upon the first to occur of (i) the close of business on the PR Expiry Date, (ii) the transfer or purported transfer without the consent of the Board, (iii) the holder acting fraudulently or dishonestly in relation to the Company, or (iv) on certain conditions associated with a "change of control event" as that term is defined in the Plan.
- (e) Shares allotted to holders on exercise of Director Performance Rights shall rank from the date of allotment, equally with existing Shares in all respects and shall be issued for nil consideration.
- (f) Director Performance Rights shall not be listed for Official Quotation on ASX. The Company shall, in accordance with the Listing Rules, make application to have the Shares allotted pursuant to an exercise of Director Performance Rights listed for Official Quotation on ASX.
- (g) Director Performance Rights are not transferrable.

- (h) A Performance Right does not entitle a holder to vote on any resolutions proposed at a general meeting of shareholders of the Company.
- (i) A Performance Right does not entitle a holder to a return of capital, whether upon winding up of the Company, upon a reduction of capital or otherwise.
- (j) A Performance Right does not entitle a holder to participate in the surplus profits or assets of the Company upon winding up of the Company.
- (k) A Performance Right does not entitle a holder to any dividends.
- (l) There are no participating rights or entitlements inherent in the Director Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders unless a Director Performance Right has vested and been exercised and a Share has been issued in respect of that Performance Right.
- (m) In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the vesting of any Director Performance Rights, the number of Shares to which each holder is entitled upon exercise of the Director Performance Rights or any amount payable on exercise the Director Performance Rights or both will be adjusted in a manner determined by the Board which complies with the provisions of the Listing Rules to ensure that no advantage or disadvantage accrues to the holder as a result of such corporate actions.

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

Holder Number:

Your proxy voting instruction must be received by **9.00am (WST) on Monday, 24 May 2021**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the General Meeting of Eclipse Metals Limited, to be held at **9.00am (WST) on Wednesday, 26 May 2021 at Amberley Business Centre, 3/1060 Hay St, West Perth 6005, Western Australia** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 4 - 8 (except where I/we have indicated a different voting intention below) even though Resolutions 4 - 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Ratification of Prior Issue of Phase 1 Consideration Shares to Ivittuut Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval to Issue Phase 2 Consideration Securities to Ivittutt Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of Prior Issue - Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Adoption of Long-Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Issue of Director Performance Rights – Mr Carl Popal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Director Performance Rights – Mr Rodney Dale	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Issue of Director Performance Rights – Mr Pedro Kastellorizos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Issue of Director Performance Rights – Mr Ibrar Idrees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

***Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; width: 95%; height: 95%;"></div>	<div style="border: 1px solid black; width: 95%; height: 95%;"></div>	<div style="border: 1px solid black; width: 95%; height: 95%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
<div style="border: 1px solid black; width: 100%; height: 100%;"></div>		
Email Address:		
<div style="border: 1px solid black; width: 100%; height: 100%;"></div>		
Contact Daytime Telephone	Date (DD/MM/YY)	
<div style="border: 1px solid black; width: 95%; height: 100%;"></div>	<div style="border: 1px solid black; width: 100%; height: 100%;"></div>	

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

