

# Magmatic Resources Limited ACN 615 598 322

## Notice of General Meeting and Explanatory Memorandum

---

Date of Meeting: Thursday, 27 May 2021

Time of Meeting: 10:30am AWST

Place of Meeting: Level 2, 22 Mount Street Perth WA 6000 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.

If you are unable to attend the Meeting, please complete the proxy form **enclosed** and return it in accordance with the instructions set out on that form.

# Explanatory Memorandum

Notice is given that a General Meeting of shareholders of Magmatic Resources Limited ACN 615 598 322 (Company) will be held at Level 2, 22 Mount Street Perth WA 6000 on 27 May 2021 at 10.30am AWST. The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (AWST) on 25 May 2021.

The Explanatory Memorandum which accompanies and forms part of this Notice describes the matters to be considered at the Meeting.

## AGENDA

---

### 1. Resolution 1: Ratification of Prior Issue of Placement Shares – Listing Rule 7.1

---

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 7.4 and for all other purposes, Shareholders ratify the issue of 24,124,748 Shares 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) any person who participated in the issue; or
- (b) any associates of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the directions given to the proxy or attorney to vote on this resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the chair to vote on this resolution as the chair decides; or
- (c) the 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 this resolution; and
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

### 2. Resolution 2: Ratification of Prior Issue of Placement Shares – Listing Rule 7.1A

---

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 7.4 and for all other purposes, Shareholders ratify the issue of 17,541,922 Shares 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) any person who participated in the issue; or
- (b) any associates of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with the directions given to the proxy or attorney to vote on this resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on this resolution, in accordance with a direction given to the chair to vote on this resolution as the chair decides; or
- (c) the 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 this resolution; and
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

# Explanatory Memorandum

## 3. Resolution 3: Approval to Issue Lead Manager Options

---

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

*"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 4,000,000 Options on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) any 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.

The resolutions at this Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

**By order of the board**



Ms Andrea Betti  
Company Secretary  
27 April 2021

# Explanatory Memorandum

## Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth). The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, scanned and emailed or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

<b>BY MAIL</b> Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001 Australia	<b>ONLINE</b> Lodge your vote online at <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> using your secure access information as provided in your proxy
<b>BY FAX</b> 1800 783 447 within Australia or +61 3 9473 2555 outside Australia	<b>ALL ENQUIRIES TO</b> 1300 850 505 (within Australia) +61 3 9415 4000 (outside Australia)

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

## Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 4.00pm AWDT on 25 May 2021. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

## Signing instructions

You must sign the proxy form as follows in the spaces provided:

<b>Individual:</b>	Where the holding is in one name, the holder must sign.
<b>Joint Holding:</b>	Where the holding is in more than one name, either holder may sign.
<b>Power of Attorney:</b>	To sign under Power of Attorney, please attach a certified photocopy of the Power of Attorney to this form when you return it.
<b>Companies:</b>	Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

# Explanatory Memorandum

## 1. Introduction

---

This Explanatory Memorandum is provided to shareholders Magmatic Resources Limited ACN 615 598 322 (**MAG** or **Company**) to explain the resolutions to be put to Shareholders at the General Meeting to be held at Level 2, 22 Mount Street Perth WA 6000 on 27 May 2021 commencing at 10.30am AWST.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

The Directors unanimously recommend that Shareholders vote in favour of all Resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Terms used in this Explanatory Memorandum are defined in Section 6.

## 2. Background to the Placement in March 2021 and Joint Lead Manager Options

---

On 3 March 2021, the Company announced it was undertaking a placement of 41,666,670 fully paid ordinary shares in the Company at an issue price of \$0.12 per Share (**Placement Shares**) to unrelated sophisticated and professional investors to raise approximately \$5 million (before costs) pursuant to the Company's capacity under Listing Rule 7.1 and 7.1A (**Placement**).

On 12 March 2021, the Company issued 41,666,670 Placement Shares in total, out of which 24,124,748 Placement Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 1) and the balance of 17,541,922 Placement Shares issued pursuant to the Company's capacity under Listing Rule 7.1A, (being the subject of Resolution 2).

The capacity available to the Company under Listing Rule 7.1A was approved by Shareholders at the Annual General Meeting held on 18 December 2020.

The Company engaged the services of Euroz Hartleys Limited (ACN 104 195 057) (**Hartleys**) and Plutus Capital Advisory (ABN 70 858 957 085) (**Plutus**) (together the **Joint Lead Managers**), to manage the Capital Raising. The Company agreed to pay a fee of \$300,000 plus GST being a management fee of 2% and distribution fee of 4% on the total proceeds raised through the Placement.

Additionally as part of the remuneration for their services as the Joint Lead Managers to the Capital Raising Hartleys (or its nominee) will, subject to approval of Resolution 3, be issued with 2,500,000 Unlisted Options and Plutus (or its nominee) will, subject to approval of Resolution 3, be issued with 1,500,000 Unlisted Options, being a total of 4,000,000 Options (**Joint Lead Manager Options**).

A summary of the material terms of the agreement with Hartleys and Plutus is set out in Schedule 1.

## 3. Resolution 1 and 2: Ratification of Prior Issue of Placement Shares – Listing Rule 7.1 and 7.1A

---

### 3.1 General

On 12 March 2021, the Company issued 41,666,670 Shares at an issue price of \$0.12 per Share to raise \$5 million (less costs).

Of these Placement Shares 24,124,748 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject to Resolution 1) and 17,541,922 Shares issued pursuant to the Company's capacity under Listing Rule 7.1A, (being the subject of Resolution 2).

The capacity available to the Company under Listing Rule 7.1A was approved by Shareholders at the annual general meeting held on 18 December 2020.

### 3.2 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 12 month period.

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

# Explanatory Memorandum

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 18 December 2020.

The issue of the Placement Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Placement Shares.

## 3.3 Listing Rules 7.4

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 in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the Placement Shares.

Resolutions 1 and 2 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

## 3.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Placement Shares will be excluded in calculating the Company's 25% limit in Listing Rule 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue with Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolutions 1 and 2 are not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

## 3.5 Technical information required by Listing Rule 7.4

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1 and 2:

- (a) The Placement Shares were issued to professional and sophisticated investors who are clients of Euroz Hartleys Limited ("Hartleys") and Plutus Capital Advisory ("Plutus"). The recipients were identified through a bookbuild process, which involved Hartleys and Plutus seeking expressions of interest to participate in the capital raising from non-related parties of the Company. None of the recipients are related parties of the Company;
- (b) 41,666,670 Placement Shares were issued on the following basis:
  - (i) 24,124,748 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
  - (ii) 17,541,922 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (c) 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;
- (d) The Placement Shares were issued on 12 March 2021;
- (e) The issue price was \$0.12 per Placement Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (f) The purpose of the issue of the Placement Shares was to raise \$5 million, which will be used to fund the Company's exploration activities at its Wellington North Project, Myall Project and Parkes Project all located in the East Lachlan Gold-Copper Terrain in NSW and to cover general working capital and capital raising fees;

# Explanatory Memorandum

- (g) The Placement Shares were not issued under an agreement; and
- (h) A voting exclusion statement is included in Resolutions 1 and 2 of the Notice.

The Board recommends that Shareholders vote in favour of Resolutions 1 and 2.

## **4. Resolution 3: Approval to Issue Options to Hartleys and Plutus**

---

### **4.1 General**

Resolution 3 seeks Shareholder approval for the issue for the Joint Lead Manager Options in part consideration for Hartleys and Plutus acting as the Joint Lead Managers of the Capital Raising.

As summarised in Section 3 above, subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Joint Lead Manager Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### **4.2 Technical information required by Listing Rule 14.1A**

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Joint Lead Manager Options. In addition, the issue of the Joint Lead Manager Options will then be excluded from the number of equity securities issued that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Joint Lead Manager Options and may be required to pay alternative consideration to the Joint Lead Managers.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the issue of the Joint Lead Manager Options.

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

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

- (a) The Joint Lead Manager Options will be issued to Hartleys and Plutus, who are not related parties of the Company;
- (b) the maximum number of Joint Lead Manager Options to be issued is 4,000,000;
- (c) the terms and conditions of the Joint Lead Manager Options are set out in Schedule 1;
- (d) the Joint Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules) and it is intended that issue of the Joint Lead Manager Options will occur on the same date;
- (e) the Joint Lead Manager Options will be issued at a nil issue price, in consideration for Lead Manager services provided by Hartleys and Plutus during the capital raising;
- (f) the purpose of the issue of the Joint Lead Manager Options is to satisfy the Company's obligations under the lead manager agreements with Hartleys and Plutus;
- (g) the Joint Lead Manager Options are being issued to Hartleys and Plutus under the lead manager agreement. A summary of the material terms of the agreement with Hartleys and Plutus are set out in Schedule 2;
- (h) the Joint Lead Manager Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in Resolution 3 of the Notice.

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

# Explanatory Memorandum

## 5. Enquiries

---

Shareholders may contact the Company Secretary on (+61 8) 9322 6009 or via email at [abetti@magmaticresources.com](mailto:abetti@magmaticresources.com) if they have any queries in respect of the matters set out in these documents.



# Explanatory Memorandum

## 6. Interpretation

---

**\$** means Australian dollars.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as applicable).

**AWST** means Australian Western Standard Time as observed in Perth, Western Australia.

**Board** means the 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.

**Capital Raising** means a capital raising to raise approximately \$5,000,000 to be undertaken by the Company as detailed in section 1.

**Chair** means the chair of the Meeting.

**Closely Related Party** has the meaning given in section 9 of the Corporations Act.

**Company or Magmatic or MAG** means Magmatic Resource Limited ACN 615 598 322.

**Constitution** means the constitution of the Company from time to time.

**Corporations Act** means the *Corporations Act 2001 (Cth)* as amended, varied or replaced from time to time.

**Directors** means the current directors of the Company.

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice of Meeting.

**General Meeting or Meeting** means the General Meeting of the Company pursuant to this Notice of Meeting.

**Hartleys** means Euroz Hartleys Limited (ACN 104 195 057) (AFSL 230052).

**Joint Lead Managers Options** has the meaning given in section 4.

**Key Management Personnel** has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

**Listing Rules** means the official listing rules of the ASX as amended from time to time.

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

**Option** means an option to acquire a Share.

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

**Placement** has the meaning given in section 3.

**Placement Shares** has the meaning given in section 3.

**Plutus** means Plutus Capital Advisory (ABN 70 858 957 085) (AFSL 392362).

**Proxy Form** means the proxy form accompanying the Notice of Meeting.

**Resolution** means a resolution proposed at the Meeting.

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

**Shareholder** means a holder of Shares in the Company.

# Explanatory Memorandum

## Schedule 1 –Terms and Conditions of Joint Lead Manager Options

---

### 1. Entitlement

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

### 2. Exercise Price

The amount payable upon exercise of each Option will be \$0.2062 (**Exercise Price**). This is a 40% premium to the 5-day Volume Weighted Average Price of the Company's shares prior to the day the placement was announcement.

### 3. Expiry Date

Each Option will expire three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

### 4. Exercise Period

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

### 5. 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.

### 6. 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**).

### 7. Timing of issue of Shares on exercise

Within five 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 (7)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

### Shares issued on exercise

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

### Reconstruction of capital

# Explanatory Memorandum

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.

## **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.

## **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.

## **Transferability**

The Options are not transferable without the prior approval of the Company.

# Explanatory Memorandum

## **Schedule 2 - Joint Lead Manager Agreement - Summary of main Terms and Conditions**

The Company engaged Euroz Hartleys Limited (**Hartleys**) and Plutus Capital Advisory (**Plutus**) (together the **Joint Lead Managers**) to provide corporate services to the Company in connection with the Capital Raising (**Engagement**):

- (a) **Fees:** The Joint Lead Managers will receive the following fees in consideration for work undertaken in relation to the Engagement:
  - (i) Capital Raising Fees – upon settlement of New Shares pursuant to the Capital Raising, the Company will pay the Joint Lead Managers a fee of 6% (comprising a 2% management fee and a 4% distribution fee) of the gross proceeds of the Capital Raising. The Joint Lead Managers will split the management fee equally for the gross proceeds of the Capital Raising.
  - (ii) Broker Options – in addition to the capital raising fees, the Company will issue the Joint Lead Managers (or their nominees) 4 million unlisted options, exercisable at a 40% premium to the 5 –day VWAP prior to the day the Placement is announced, at any time over a 3 year period from the date of issue and otherwise on standard terms and conditions (Options). 2.5 million Options will be issued to Euroz Hartleys (or their nominee) and 1.5 million Options will be issued to Plutus Capital (or their nominee).

The Options will be issued within 14 days of settlement of the Placement pursuant to the Company's Listing Rule 7.1 capacity, or if the Company has no Listing Rule 7.1 capacity available, as soon as possible following either shareholder approval or upon the Company's Listing Rule 7.1 capacity becoming available.
  - (iii) Other capital Raising Fees – During the 12 month period commencing from execution of the Engagement, the company will consult with the Joint Lead managers in respect of all equity capital initiatives.
- (b) **Expenses:** The Joint Lead Managers are entitled to reimbursement of all reasonable preapproved out of pocket expenses incurred in connection with the Capital Raising.
- (c) **Term:** The term of the Engagement will commence on the date of execution of this letter of Engagement, and will continue for the shorter of a period 3 months, or for the period until completion of the Placement contemplated by the Engagement.

The Engagement Letter otherwise contains terms, conditions and restrictions which are customary for an agreement of its nature including confidentiality provisions.



# MAGMATIC RESOURCES

Magmatic Resources Limited  
ABN 32 615 598 322

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

MAG

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:30 AM (AWST) on Tuesday, 25 May 2021.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## PARTICIPATING IN THE MEETING

### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

XX

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Magmatic Resources Limited hereby appoint



the Chairman  
of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Magmatic Resources Limited to be held at the offices of Consilium Corporate, Level 2, 22 Mount Street, Perth, WA 6000 on Thursday, 27 May 2021 at 10:30 AM (AWST) and at any adjournment or postponement of that meeting.

### Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Ratification of Prior Issue of Placement Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Prior Issue of Placement Shares – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to Issue Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

MAG

9 9 9 9 9 9 A



Computershare

