

### 3 June 2021

### **GENERAL MEETING - NOTICE AND PROXY FORM**

### **Dear Shareholder**

Notice is hereby given that a General Meeting (Meeting) of Blaze International Limited will be held at Suite 9, 330 Churchill Avenue, Subiaco, WA 6008 on Friday, 2 July 2021 at 10.00am (WST).

The Company recognises the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings. Accordingly, the Board has made the decision that it will hold a physical Meeting with the appropriate social gathering and physical distancing measures in place to comply with the Western Australian State Government's current restrictions for physical gatherings.

In accordance with the Australian Securities and Investments Commission's 'no action' position announced on 29 March 2021 via Media Release 21-061, the Company will not be sending hard copies of the Notice of Meeting (Notice). Instead, a copy of the Notice is available to be viewed and downloaded at the following link <a href="https://www.blazelimited.com.au/">https://www.blazelimited.com.au/</a>. Alternatively, a complete copy of the Notice of Meeting has been posted on the Company's ASX market announcements page.

Shareholders are encouraged to complete and lodge their proxies online or otherwise in accordance with the instructions set out in the proxy form and the Notice. A copy of your personalised proxy form is enclosed for your convenience.

Your proxy voting instruction must be received by 10:00 am (AWST) on Wednesday, 30 June 2021, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting, please contact the Company's share registry, Automic Group on, 1300 288 664.

Circumstances relating to COVID-19 are changing rapidly. The Company will update shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at <a href="https://www.blazelimited.com.au/">https://www.blazelimited.com.au/</a>.

Yours faithfully By order of the Board

Andrew Bickley
Company Secretary
Blaze International Limited

# BLAZE INTERNATIONAL LIMITED ACN 074 728 019

### NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

**TIME**: 10:00 am

**DATE**: 2 July 2021

**PLACE**: Suite 9

330 Churchill Avenue SUBIACO WA 6008

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.

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 5:00 pm on 29 June 2021.

### BUSINESS OF THE MEETING

### **AGENDA**

# 1. RESOLUTION 1 - RATIFICATION OF ISSUE OF ICONIC UPFRONT CONSIDERATION SECURITIES TO CRCPL

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 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Shares and 5,000,000 Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

# 2. RESOLUTION 2 - RATIFICATION OF ISSUE OF PLACEMENT SHARES ISSUED UNDER 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 23,750,000 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

# 3. RESOLUTION 3 - RATIFICATION OF ISSUE OF PLACEMENT SHARES ISSUED UNDER 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 26,250,000 Shares on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

### 4. RESOLUTION 4 – ISSUE OF ICONIC DEFERRED CONSIDERATION SECURITIES

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 10,000,000 Shares and 5,000,000 Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

# 5. RESOLUTION 5 - ISSUE OF HAMMERHEAD COMPLETION CONSIDERATION SECURITIES TO VENDORS

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 12,500,000 Shares and 37,500,000 Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

# 6. RESOLUTION 6 - ISSUE OF HAMMERHEAD TENEMENT GRANT SECURITIES TO VENDORS

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 12,500,000 Shares and 12,500,000 Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

### 7. RESOLUTION 7 – ISSUE OF BIG BELL SECURITIES TO VENDORS

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 12,500,000 Shares and 12,500,000 Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

### 8. RESOLUTION 8 – ISSUE OF PLACEMENT 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 25,000,000 Options as free attaching Options to Shares issued under the Placement on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

### 9. RESOLUTION 9 – ISSUE OF LEAD MANAGER OPTIONS TO LEAD MANAGER

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 5,000,000 Options on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

# 10. RESOLUTION 10 - ISSUE OF SHARES AND OPTIONS TO RELATED PARTY - SIMON COXHELL

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,586,596 Shares and 793,298 Options to Simon Coxhell (or their nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

# 11. RESOLUTION 11 - ISSUE OF SHARES AND OPTIONS TO RELATED PARTY - MATHEW WALKER

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

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 8,413,434 Shares and 4,206,717 Options to Mathew Walker (or their nominee) on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement and voting prohibition statement applies to this Resolution. Please see below.

### 12. RESOLUTION 12 - CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

"That for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to Blaze Minerals Limited."

Dated: 3 June 2021 By order of the Board

### Andrew Bickley Company Secretary

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 1	A person who participated in the issue or is a counterparty to the agreement being approved (namely CRCPL) or an associate of that person or those persons.
Resolution 2 Resolution 3	A person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.
Resolution 4	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely CRCPL) or an associate of that person (or those persons).
Resolution 5	A person who is expected to participate in, or who will obtain a
Resolution 6	material benefit as a result of, the proposed issue (except a benefit
Resolution 7	solely by reason of being a holder of ordinary securities in the Company) (namely Roland Sidney Gotthard and John Scott McDougall) or an associate of that person (or those persons).
Resolution 8	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons).
Resolution 9	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Lead Manager) or an associate of that person (or those persons).
Resolution 10	Simon Coxhell (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 11	Matthew Walker (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

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 Statements**

### **Resolution 10** In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Simon Coxhell, or any of his associates (Resolution 10 Excluded **Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: the proxy is either: (a) a member of the Key Management Personnel; or a Closely Related Party of such a member; and the appointment does not specify the way the proxy is to (b) vote on this Resolution. Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if: the proxy is the Chair; and the appointment expressly authorises the Chair to exercise (b) the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel. Resolution 11 In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of Mr Mathew Walker, or any of his associates (Resolution 11 Excluded **Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 11 Excluded Party. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: the proxy is either: (a) a member of the Key Management Personnel; or a Closely Related Party of such a member; and (ii) (b) the appointment does not specify the way the proxy is to vote on this Resolution. Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if: the proxy is the Chair; and (a) the appointment expressly authorises the Chair to exercise (b) the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

### 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 two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (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:

- 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.

### Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6489 1600.

### **EXPLANATORY STATEMENT**

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.

### BACKGROUND

### 1.1 Share Sale Agreements

As announced on 11 May 2021, the Company entered into the following share sale agreements:

- (a) a binding share sale agreement to acquire 100% of the issued share capital of Hammerhead Exploration Pty Ltd (ACN 641 503 568) (Hammerhead) (Hammerhead Share Sale Agreement); and
- (b) a binding share sale agreement to acquire 100% of the issued share capital of Iconic Minerals Pty Ltd (ACN 073 232 318) (Iconic) (Iconic Share Sale Agreement).

The key terms of the share sale agreements are as follows:

	Hammerhead Exploration	Iconic Minerals
Counterparties	Roland Sidney Gotthard and John Scott McDougall ( <b>Vendors</b> )	Corporate & Resource Consultants Pty Ltd (ACN 073 232 318) (CRCPL)
Tenement	E20/979 (Big Bell);	E69/3885;
	E69/3842;	E69/3888; and
	E69/3815; and	E69/3889
	E52/3879.	
	(a) \$50,000 in cash;	(a) \$50,000 in cash;
payable	(b) 1% Net Smelter Royalty;	(b) 1% Net Smelter Royalty;
	(c) 12,500,000 shares and 37,500,000 BLZO options on	(c) 10,000,000 shares and 5,000,000 BLZO options on completion; and
	completion;  (d) 12,500,000 shares and 12,500,000 BLZO options on grant of 2 out of the 3 Earaheedy Basin tenements; and	(d) 10,000,000 shares and 5,000,000 BLZO options on grant of 2 out of the 3 tenements.
	(e) 12,500,000 shares and 12,500,000 BLZO options on grant of Big Bell.	

### 1.2 Placement

As set out in the Company's announcement of 11 May 2021, the Company received firm commitments for a placement of \$1,500,000, via the issue of 50,000,000 Shares at an issue price of \$0.03, together with one (1) free-attaching Option for every two (2) Shares issued (**Placement**). The issue of the free attaching Options is subject to Shareholder approval (refer Resolution 8).

As set out in the Company's announcement dated 14 May 2021, the Company issued all 50,000,000 Shares under the Placement on 14 May 2021 to sophisticated and professional investors.

In addition to the Shares issued to sophisticated and professional investors, and subject to Shareholder approval, Directors Simon Coxhell and Mathew Walker propose to participate in the Placement, via an issue of an additional 10,000,000 Shares on the same terms as all unrelated investors, on the following basis:

- (a) Simon Coxhell: up to 1,586,596 Shares and 793,298 Options; and
- (b) Matthew Walker: up to 8,413,434 Shares and 4,206,717 Options.

Funds raised from the Placement will be used towards the exploration and development of the newly acquired tenements (following their grant) alongside the ongoing exploration of the Company's existing exploration assets and for working capital purposes.

### 1.3 Lead Manager

Pursuant to a Lead Manager & Broker Mandate dated 7 May 2021, the Company appointed CPS Capital Group Pty Ltd (ACN 088 055 636), an authorised representative of (AFSL 294848), as the lead manager of the Placement (**Lead Manager**). Pursuant to that mandate, the Lead Manager agreed to act as lead manager to the Placement described above.

In consideration for these services, the Company agreed to pay the Lead Manager a 6% placement fee (which the Company has already paid), and to issue the Lead Manager 5,000,000 Options at an issue price of \$0.0001 per Option.

The issue of these options is subject to the receipt of Shareholder approval for their issue, and forms the subject of Resolution 9.

### 1.4 ASX waiver

The Company has sought and received a waiver from the ASX (**ASX Waiver**) of Listing Rule 7.3.4, the granting of which permits the Company to issue each of the:

- (a) Iconic Deferred Consideration Securities (refer to Resolution 4);
- (b) Hammerhead Tenement Grant Securities (refer to Resolution 6); and
- (c) Big Bell Securities (refer to Resolution 7),

upon meeting the applicable milestones (as described in Sections 5.1, 7.1 and 8.1 respectively), where such issue is made on or before 31 March 2022.

The ASX Waiver has been granted subject to certain conditions, which are set out in Schedule 2.

### 1.5 No value until issue

In accordance with ASX Guidance Note 19, the Company confirms that unless and until the applicable milestones described above are met, none of the Iconic Deferred Consideration Securities, Hammerhead Tenement Grant Securities or the Big Bell Securities:

(a) will be issued;

- (b) are transferrable;
- (c) confer any right to vote, unless otherwise required by law;
- (d) confer any entitlement to a dividend;
- (e) confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
- (f) confer any right to participate in the surplus profit or assets of the entity upon a winding up; nor
- (g) confer any right to participate in new issues of securities such as bonus issues or entitlement issues.

### 2. DILUTION

### 2.1 General

Assuming all Iconic Deferred Consideration Securities (refer to Resolution 4), Hammerhead Tenement Grant Securities (refer to Resolution 6), and Big Bell Securities (refer to Resolution 7) are issued, the Company will issue an aggregate of 35,000,000 new Shares and 30,000,000 new Options.

Shareholders will experience a dilutionary effect as their interest in the Company will be reduced as a result of the issue of any (or all) of the Iconic Deferred Consideration Securities, Hammerhead Tenement Grant Securities, and the Big Bell Securities upon the Company meeting the applicable milestone.

Shareholders will be further diluted upon the exercise of any Options issued by the Company in accordance with the Resolutions in this Notice.

However, the total number of Shares to be issued pursuant to those Resolutions, and the resultant dilution to existing Shareholders, is unknown as it is impossible to predict:

- (a) which of the applicable milestones will be satisfied; and
- (b) how many Options will be exercised before their expiry.

As at the date of this Notice of Meeting, the issued share capital of the Company is 322,500,111 Shares. The Company notes that it expects to issue further Shares subject to receiving the various approvals the subject of this Notice, which will affect the Company's capital structure.

The actual effect on the capital structure of the Company will depend on the milestone met, and, in the case of Options, whether any (or all) of the Options are exercised into Shares.

### 2.2 Worked Dilution Examples

Set out below are worked examples of the dilutionary effect to existing Shareholders due to the Hammerhead Share Sale Agreement and, separately, the Iconic Share Sale Agreement, on both a fully diluted and an undiluted basis.

The Company has made the following assumptions in preparing these tables:

(a) there are 322,500,111 Shares on issue as at the date of this Notice;

- (b) all of the Iconic Deferred Consideration Securities, Hammerhead Tenement Grant Securities and the Big Bell Securities are issued and (for the fully diluted calculations) all Options forming part of those securities are exercised into Shares; and
- (c) no other Shares are issued by the Company and no other existing convertible securities in the Company are converted or exercised into Shares.

### 2.3 Iconic Minerals

Set out below is a worked example of the number of Shares, and the dilutionary effect to existing Shareholders should Resolution 4 be passed and the necessary tenement applications be granted, on both a fully diluted and undiluted basis.

Conditional Consideration hurdle	Number of Shares	Current Shares on issue as at the date time of issue	Number of Shares on issue following the issue of Shares	Dilution effect on existing Shareholders
Grant of 2 Tenements (Resolution 4) UNDILUTED	10,000,000	322,500,111	332,500,111	3.10%
Grant of 2 Tenements (Resolution 4) FULLY DILUTED	15,000,000	322,500,111	337,500,111	4.65%

### 2.4 Hammerhead Exploration

Set out below is a worked example of the number of Shares, and the dilutionary effect to existing Shareholders should Resolutions 6 and/or 7 be passed and the necessary tenement applications be granted, on both a fully diluted and undiluted basis.

Conditional Consideration hurdle	Number of Shares	Current Shares on issue as at the date time of issue <sup>1</sup>	Number of Shares on issue following the issue of Shares <sup>2</sup>	Dilution effect on existing Shareholders
Grant of 2 Earaheedy Tenements (Resolution 6) UNDILUTED	12,500,000	322,500,111	335,000,111	3.88%
Grant of 2 Earaheedy Tenements (Resolution 6) FULLY DILUTED	25,000,000	322,500,111	347,500,111	7.75%
Grant of Big Bell tenement (Resolution 7) UNDILUTED	12,500,000	322,500,111	335,000,111	3.88%
Grant of Big Bell tenement (Resolution 7) FULLY DILUTED	25,000,000	322,500,111	347,500,111	7.75%
Total <sup>2</sup>	50,000,000	322,500,111	387,500,111	15.50%

### Notes:

- 1. The total shares on issue at the date of this Notice of Meeting and the number of shares on issue following the issue of shares is taken independently, as it is possible for Shareholders to approve either Resolution or reject the other Resolutions relating to the other portions of consideration.
- 2. Provides the total dilutionary effect of all consideration Shares and all Shares issued on the exercise of consideration Options under the Hammerhead Share Sale Agreement being issued.
- 3. Assumes no existing Options are exercised.

### 2.5 Hammerhead Exploration and Iconic Minerals combined

Set out below is a worked example of the maximum number of Shares that may be issued under Resolutions 4, 6 and 7 should the respective milestones be satisfied, on both a fully diluted and an undiluted basis.

Conditional Consideration hurdle	Number of Shares	Current Shares on issue as at the date time of issue <sup>1</sup>	Number of Shares on issue following the issue of shares	Dilution effect on existing Shareholders
Grant of 2 Iconic Tenements (Resolution 4) UNDILUTED	10,000,000	322,500,111	332,500,111	3.10%
Grant of 2 Earaheedy Tenements (Hammerhead) (Resolution 6) UNDILUTED	12,500,000	322,500,111	335,000,111	3.88%
Grant of Big Bell tenement (Hammerhead) (Resolution 7) UNDILUTED	12,500,000	322,500,111	335,000,111	3.88%
TOTAL - UNDILUTED	35,000,000	322,500,111	357,500,111	10.85%
Grant of 2 Iconic Tenements (Resolution 4) FULLY DILUTED	15,000,000	322,500, 111	337,500,111	4.65%
Grant of 2 Earaheedy Tenements (Hammerhead) (Resolution 6) FULLY DILUTED	25,000,000	322,500, 111	347,500,111	7.75%
Grant of Big Bell tenement (Hammerhead) (Resolution 7) FULLY DILUTED	25,000,000	322,500, 111	347,000,111	7.75%
TOTAL - FULLY DILUTED <sup>2</sup>	65,000,000	322,500,111	387,500,111	20.15%

### Notes

- 1. The total shares on issue at the date of this Notice of Meeting and the number of shares on issue following the issue of shares is taken independently, as it is possible for Shareholders to approve either Resolution and reject the other Resolutions relating to the other portions of consideration.
- 2. Provides the total dilutionary effect of all consideration shares and shares issued on the exercise of consideration options under the both the Hammerhead and Iconic agreements being issued.
- 3. Assumes no existing Options are exercised.

The Company notes that the above workings are an example only and that the actual dilutionary effect of the above Resolutions may vary.

# 3. RESOLUTION 1 - RATIFICATION OF ISSUE OF ICONIC UPFRONT CONSIDERATION SECURITIES TO CRCPL

### 3.1 General

On 26 May 2021 the Company issued 10,000,000 Shares and 5,000,000 Options by way of upfront consideration for the acquisition of 100% of the issued share capital of Iconic (Iconic Upfront Consideration Securities).

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.

The issue of the Iconic Upfront Consideration Securities does not fit within any of the exceptions to Listing Rule 7.1 set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the date of issue of the Iconic Upfront Consideration Securities.

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 issue of the Iconic Upfront Consideration Securities.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Iconic Upfront Consideration Securities.

### 3.2 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Iconic Upfront Consideration Securities will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, increasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Iconic Upfront Consideration Securities.

If Resolution 1 is not passed, the Iconic Upfront Consideration Securities will be included in calculating the Company's 15% limit in Listing Rule 7.1, decreasing 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 Iconic Upfront Consideration Securities.

### 3.3 Technical information required by Listing Rule 7.5

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

- (a) the Iconic Upfront Consideration Securities were issued to CRCPL;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) 10,000,000 Shares and 5,000,000 Options were issued;
- (d) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Options were all issued on the same terms and conditions as the Company's existing BLZO Options, as set out in Schedule 1;
- (f) the Iconic Upfront Consideration Securities were issued on 26 May 2021;
- (g) the Iconic Upfront Consideration Securities were issued at a nil issue price, by way of upfront consideration for the acquisition of 100% of the issued share capital of Iconic. The Company has not and will not receive any other consideration for the issue of the Iconic Upfront Consideration Securities;
- (h) the purpose of the issue of the Iconic Upfront Consideration Securities was to part satisfy the Company's obligations under the Iconic Share Sale Agreement; and
- (i) the Iconic Upfront Consideration Securities were issued to CRCPL under the Iconic Share Sale Agreement. A summary of the material terms of the Iconic Share Sale Agreement is set out in Section 1.1.

### 4. RESOLUTIONS 2 & 3 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

### 4.1 General

On 14 May 2021, the Company issued 50,000,000 Shares at an issue price of \$0.03 per Share to raise \$1,500,000 (**Placement Shares**).

23,750,000 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being the subject of Resolution 2) and 26,250,000 Shares were issued pursuant to the Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 30 November 2020 (being the subject of Resolution 3).

The Company engaged the services of the Lead Manager to manage the issue of the Placement Shares. In consideration for the services provided to the Company with respect to the Placement, the Company agreed to pay a placement fee of 6% of the amount raised under the issue of the Placement Shares and to issue the Lead Manager 5,000,000 Options.

### 4.2 Listing Rules 7.1 and 7.1A

As summarised in Section 3.1 above, 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%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 30 November 2020.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A set out in Listing Rule 7.2 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.

### 4.3 Listing Rule 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 issue of the Placement Shares.

Resolutions 2 and 3 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

### 4.4 Technical information required by Listing Rule 14.1A

If Resolutions 2 and 3 are passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing 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.

If Resolutions 2 and 3 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.

### 4.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 2 and 3:

- (a) the Placement Shares were issued to professional and sophisticated investors, each of whom are clients of the Lead Manager. The recipients were identified through a bookbuild process involving the Lead Manager Seeking expressions of interest from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients of Placement Shares were:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) 50,000,000 Placement Shares were issued on the following basis:
  - (i) 23,750,000 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 2); and
  - (ii) 26,250,000 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 3);
- (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 May 2021;
- (f) the issue price was \$0.03 per Placement Shares 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:
- (g) the purpose of the issue of the Placement Shares was to raise \$1,500,000, which will be applied towards the exploration and development of the newly acquired tenements (following their grant) alongside the ongoing exploration of the Company's existing exploration assets and for working capital purposes; and
- (h) the Placement Shares were not issued under an agreement.

### 5. RESOLUTION 4 – ISSUE OF ICONIC DEFERRED CONSIDERATION SECURITIES

### 5.1 General

Pursuant to the Iconic Share Sale Agreement, the Company is required to issue CRCPL 10,000,000 Shares and 5,000,0000 Options in part consideration for the acquisition of 100% of the issued share capital in Iconic (Iconic Deferred Consideration Securities).

As set out in the contract summary in Section 1.1 above, the Iconic Deferred Consideration Securities are to be issued following the grant of two of the three Earaheedy tenement applications acquired by the Company from CRCPL (being, for clarity, the grant of any two of E69/3885, E69/3888 and E69/3889.

In the event that the above milestone is not reached on or before 15 March 2022, the Company will not issue the Iconic Deferred Consideration Securities.

### 5.2 Listing Rule 7.1

As summarised in Section 3.1 above, 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 Iconic Deferred Consideration Securities does not fall within any of the exceptions to Listing Rule 7.1 set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Iconic Deferred Consideration Securities (following the grant of the requisite tenement applications). In addition, the issue of the Iconic Deferred Consideration Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Iconic Deferred Consideration Securities, and will likely need to renegotiate an amendment to the Iconic Share Sale Agreement with CRCPL, which would likely result in the Company expending cash in lieu of the Iconic Deferred Consideration Securities, depleting the Company's cash reserves which could otherwise be utilised on its exploration activities.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Iconic Deferred Consideration Securities.

### 5.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Iconic Deferred Consideration Securities will be issued to CRCPL;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients are:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of:
  - (i) Shares to be issued is 10,000,000 Shares; and
  - (ii) Options to be issued is 5,000,000 Options;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

- (e) the Options were all issued on the same terms and conditions as the Company's existing BLZO Options, as set out in Schedule 1;
- (f) the Iconic Deferred Consideration Securities will be issued no later than 31 March 2022, in accordance with the ASX Waiver and it is intended that issue of the Iconic Deferred Consideration Securities will occur on the same date:
- (g) the Iconic Deferred Consideration Securities will be issued at a nil issue price, by way of deferred consideration for the acquisition of 100% of the issued share capital of Iconic;
- (h) the purpose of the issue of the Iconic Deferred Consideration Securities is to part satisfy the Company's obligations under the Iconic Share Sale Agreement;
- (i) the Iconic Deferred Consideration Securities are being issued to CRCPL under the Iconic Share Sale Agreement. A summary of the material terms of the Iconic Share Sale Agreement is set out in Section 1.1 above; and
- (j) the Iconic Deferred Consideration Securities are not being issued under, or to fund, a reverse takeover.

# 6. RESOLUTION 5 - ISSUE OF HAMMERHEAD COMPLETION CONSIDERATION SECURITIES TO VENDORS

### 6.1 General

As announced on 11 May 2021 the Company has entered into the Hammerhead Share Sale Agreement with the Vendors, Roland Sidney Gotthard and John Scott McDougall, pursuant to which the Company has agreed to acquire 100% of the issued share capital of Hammerhead, and accordingly the four (4) Western Australian exploration licence applications held by Hammerhead - E20/979, E69/3842, E69/3815 and E52/3879.

At completion of the Hammerhead Share Sale Agreement, the Company must issue the Vendors an aggregate of 12,500,000 Shares and 37,500,000 Options in part consideration for the acquisition of Hammerhead (Hammerhead Completion Consideration Securities), with these securities to be issued to the Vendors in equal proportions.

As summarised in Section 3.1 above, 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 Hammerhead Completion Consideration Securities falls within exception 17 of Listing Rule 7.2, as the Hammerhead Share Sale Agreement states these securities are to be issued subject to shareholder approval. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 6.2 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Hammerhead Completion Consideration Securities. In addition, the issue of the Hammerhead Completion Consideration Securities will be excluded from the

calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Hammerhead Completion Consideration Securities and will likely need to re-negotiate an amendment to the Hammerhead Share Sale Agreement with the Vendors, which could result in the termination of that agreement or the Company expending cash in lieu of the Hammerhead Completion Consideration Securities, depleting the Company's cash reserves which could otherwise be utilised on its exploration activities.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Hammerhead Completion Consideration Securities.

### 6.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the Hammerhead Completion Consideration Securities will be issued to the Vendors in equal proportions.
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the Vendors will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Shares to be issued is 12,500,000 and the maximum number of Options to be issued is 37,500,000;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Options were all issued on the same terms and conditions as the Company's existing BLZO Options, as set out in Schedule 1;
- (f) the Hammerhead Completion Consideration Securities will be issued no later than 3 months after the date of the Meeting and it is intended that issue of the Hammerhead Completion Consideration Securities will occur on the same date:
- (g) the Hammerhead Completion Consideration Securities will be issued at a nil issue price, in part consideration for the acquisition of 100% of the issued share capital of Hammerhead;
- (h) the purpose of the issue of the Hammerhead Completion Consideration Securities is to part satisfy the Company's obligations under the Hammerhead Share Sale Agreement;
- (i) the Hammerhead Completion Consideration Securities are being issued to Hammerhead Vendors under the Hammerhead Share Sale

Agreement. A summary of the material terms of the Hammerhead Share Sale Agreement is set out in Section 1.1 above; and

(j) the Hammerhead Completion Consideration Securities are not being issued under, or to fund, a reverse takeover.

# 7. RESOLUTION 6 - ISSUE OF HAMMERHEAD TENEMENT GRANT SECURITIES TO VENDORS

### 7.1 General

As set out in the contract summary in Section 1.1 above, pursuant to the Hammerhead Share Sale Agreement, the Company is required to issue the Vendors an aggregate of 12,500,000 Shares and 12,500,000 Options in part consideration for the acquisition of Hammerhead upon the grant of 2 out of the three Earaheedy Basin tenements applied for by Hammerhead (Hammerhead Tenement Grant Securities), with these securities to be issued to the Vendors in equal proportions.

For clarity, the Hammerhead Tenement Grant Securities are to be issued to the Vendors upon the grant of any two of E52/3879, E69/3842 and E69/3815. In the event that the above milestone is not satisfied on or before 15 March 2022, the Company will not issue the Hammerhead Tenement Grant Securities.

As summarised in Section 3.1 above, 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 Hammerhead Tenement Grant Securities falls within exception 17 of Listing Rule 7.2, as the Hammerhead Share Sale Agreement states these securities are to be issued subject to shareholder approval. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 7.2 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Hammerhead Tenement Grant Securities. In addition, the issue of the Hammerhead Tenement Grant Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Hammerhead Tenement Grant Securities and will likely need to renegotiate an amendment to the Hammerhead Share Sale Agreement with the Vendors, which could result in the termination of that agreement or the Company expending cash in lieu of the Hammerhead Completion Consideration Securities, depleting the Company's cash reserves which could otherwise be utilised on its exploration activities.

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Hammerhead Tenement Grant Securities.

### 7.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- (a) the Hammerhead Tenement Grant Securities will be issued to Vendors in equal proportions;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Shares to be issued is 12,500,000 and the maximum number of Options to be issued is 12,500,000;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Options were all issued on the same terms and conditions as the Company's existing BLZO Options, as set out in Schedule 1;
- (f) the Hammerhead Tenement Grant Securities will be issued no later than 31 March 2022, in accordance with the ASX Waiver and it is intended that issue of the Hammerhead Tenement Grant Securities will occur on the same date;
- (g) the Hammerhead Tenement Grant Securities will be issued at a nil issue price, in part consideration for the acquisition of 100% of the issued share capital of Hammerhead;
- (h) the purpose of the issue of the Hammerhead Tenement Grant Securities is to part satisfy the Company's obligations under the Hammerhead Share Sale Agreement;
- (i) the Hammerhead Tenement Grant Securities are being issued to Vendors under the Hammerhead Share Sale Agreement. A summary of the material terms of the Hammerhead Share Sale Agreement is set out in Section 1.1; and
- (j) the Hammerhead Tenement Grant Securities are not being issued under, or to fund, a reverse takeover.

### 8. RESOLUTION 7 – ISSUE OF BIG BELL SECURITIES TO VENDORS

### 8.1 General

In addition to the Hammerhead Completion Consideration Securities and the Hammerhead Tenement Grant Securities, pursuant to the Hammerhead Share Sale Agreement the Company has agreed to issue to the Vendors a further 12,500,000 Shares and 12,500,000 Options (in equal proportions) in part consideration for the acquisition of 100% of the issued share capital of Hammerhead upon the grant of Big Bell (being E20/979) (Big Bell Securities).

In the event that Big Bell is not granted on or before 15 March 2022, the Company will not issue the Big Bell Securities.

As summarised in Section 3.1 above, 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 Big Bell Securities falls within exception 17 of Listing Rule 7.2 as the Hammerhead Share Sale Agreement states these securities are to be issued subject to shareholder approval. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 8.2 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Big Bell Securities. In addition, the issue of the Big Bell Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Big Bell Securities and will likely need to re-negotiate an amendment to the Hammerhead Share Sale Agreement with the Vendors, which could result in the termination of that agreement or the Company expending cash in lieu of the Big Bell Securities, depleting the Company's cash reserves which could otherwise be utilised on its exploration activities.

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Big Bell Securities.

### 8.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 7:

- (a) the Big Bell Securities will be issued to Vendors in equal proportions;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Shares to be issued is 12,500,000 and the maximum number of Options to be issued is 12,500,000;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Options were all issued on the same terms and conditions as the Company's existing BLZO Options, as set out in Schedule 1;
- (f) the Big Bell Securities will be issued no later than 31 March 2022, in accordance with the ASX Waiver and it is intended that issue of the Big Bell Securities will occur on the same date;

- (g) the Big Bell Securities will be issued at a nil issue price, in part consideration for the acquisition of 100% of the issued share capital of Hammerhead:
- (h) the purpose of the issue of the Big Bell Securities is to part satisfy the Company's obligations under the Hammerhead Share Sale Agreement;
- (i) the Big Bell Securities are being issued to the Vendors under the Hammerhead Share Sale Agreement. A summary of the material terms of the Hammerhead Share Sale Agreement is set out in Section 1.1; and
- (j) the Big Bell Securities are not being issued under, or to fund, a reverse takeover.

### 9. RESOLUTION 8 – ISSUE OF PLACEMENT OPTIONS

### 9.1 General

The Company is proposing to issue up to 25,000,000 Options on a one-for-two basis to those investors who participated in the Placement and subscribed for Placement Shares (the ratification of which is the subject of Resolutions 2 and 3) (**Placement Options**).

A term of the Placement was that all Placement Options would only be issued to subscribers under the Placement subject to Shareholder approval.

As summarised in Section 3.1 above, 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 Placement Options falls within exception 17 of Listing Rule 7.2 as they are to be issued subject to shareholder approval. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 9.2 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Placement Options, and no Placement Options will be issued to subscribers to Placement Options, nor will any other additional consideration be issued or given to those parties.

Resolution 8 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options.

### 9.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 8:

(a) the Placement Options will be issued to the professional and sophisticated investors who subscribed for Shares under the Placement, all of whom are clients of the Lead Manager;

- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Options to be issued is equal to 50% of the number of Placement Shares (being 25,000,000 Options) as the Options will be issued free attaching to the Placement Shares on a 1 for 2 basis;
- (d) the Options were all issued on the same terms and conditions as the Company's existing BLZO Options, as set out in Schedule 1;
- (e) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Options will occur on the same date;
- (f) the issue price is nil per Placement Option as the Placement Options will be issued free attaching with the Placement Shares on a 1 for 2 basis. The Company will not receive any consideration for the issue of the Placement Options (other than in respect of funds received on exercise of the Placement Options);
- (g) no funds are to be raised by the issue of the Placement Options, as they are free attaching to the Placement Shares. The use of funds raised under the Placement is described in Section 1.2;
- (h) the Placement Options are not being issued under an agreement; and
- (i) the Placement Options are not being issued under, or to fund, a reverse takeover.

### 10. RESOLUTION 9 – ISSUE OF LEAD MANAGER OPTIONS TO LEAD MANAGER

### 10.1 General

As set out in Section 1.3 above, the Company has agreed to issue 5,000,000 Options to the Lead Manager in part consideration for the services provided by the Lead Manager as lead manager to the Placement (Lead Manager Options).

As summarised in Section 3.1 above, 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 Lead Manager Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

### 10.2 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options

will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options, and will likely need to re-negotiate with the Lead Manager regarding the fees payable to the Lead Manager for the services provided to the Company. This will likely result in the Company paying additional cash fees, depleting the Company's cash reserves which could otherwise be utilised on its exploration activities.

Resolution 9 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options.

### 10.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 9:

- (a) the Lead Manager Options will be issued to CPS Capital Group Pty Ltd (ACN 088 055 636), an authorised representative of (AFSL 294848), who acted as the lead manager to the Placement (or its nominees);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients of Placement Options will be:
  - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
  - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Lead Manager Options to be issued is 5,000,000. The Lead Manager Options will be issued on the same terms and conditions as the Company's existing BLZO Options as set out in Schedule 1;
- (d) the Lead Manager Options will be issued no later than 3 months after the date of the Meeting and it is intended that issue of the Lead Manager Options will occur on the same date;
- (e) the Lead Manager Options will be issued at a nominal issue price of \$0.0001 per Lead Manager Option, in consideration for lead management services provided by the Lead Manager to the Company regarding the Placement;
- (f) the Lead Manager Options are being issued as consideration for services pursuant to the Company's Lead Manager & Broker Mandate with the Lead Manager, as summarised in Section 1.3 above; and
- (g) the Lead Manager Options are not being issued under, or to fund, a reverse takeover.

# 11. RESOLUTIONS 10 & 11 – ISSUE OF PLACEMENT SECURITIES TO RELATED PARTIES – SIMON COXHELL AND MATHEW WALKER

### 11.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue an aggregate of 10,000,000 Shares at an issue price of \$0.03 per Share, together with 1 free attaching Option for every 2 Shares subscribed for and issued (**Placement Securities**), to Simon Coxhell and Mathew Walker (or their nominee) (**Related Parties**) to raise up to \$300,000 on the terms and conditions set out below.

The Placement Securities are therefore to be issued to the Related Parties on the same terms and conditions as Placement Shares and Placement Options are to be issued to non-related subscribers in the Placement.

Each of Mr Coxhell and Mr Walker have subscribed for Shares and Options under the Placement in the following amounts:

- (a) Mr Coxhell (or nominee): 1,586,596 Shares and 793,298 Options; and
- (b) Mr Walker (or nominee): 8,413,434 Shares; and 4,206,717 Options.

Resolutions 10 and 11 seek Shareholder approval for the issue of the Placement Securities to the Related Parties.

### 11.2 Chapter 2E of the Corporations Act

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 Placement Securities to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Placement Securities to the Related Parties because these Placement Securities will be issued to each of Messrs Walker and Coxhell (or their nominee) on the same terms as Placement Shares and free attaching Placement Options issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

### 11.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Placement Securities falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 10 and 11 seek the required Shareholder approval for the issue of the Placement Securities under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

### 11.4 Technical information required by Listing Rule 14.1A

If Resolutions 10 and 11 are passed, the Company will be able to proceed with the issue of the Placement Securities to the Related Parties within one month after the date of the Meeting. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Placement Securities (because approval is being obtained under Listing Rule 10.11), the issue of the Placement Securities will not use up any of the Company's 15% annual placement capacity.

If Resolutions 10 and/or 11 are not passed, the Company will not be able to proceed with the relevant issue of the Placement Securities to the relevant Related Party (or nominee), reducing the amount of money the Company will raise pursuant to the Placement.

# 11.5 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 10 and 11:

- (a) the Placement Securities will be issued to the following persons:
  - (i) Simon Coxhell (or their nominee) pursuant to Resolution 10; and
  - (ii) Mathew Walker (or their nominee) pursuant to Resolution 11,

- each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;
- (b) the maximum number of Placement Securities to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 10,000,000 Shares and 5,000,000 free attaching Options comprising:
  - (i) 1,586,596 Shares to Simon Coxhell (or his nominee;
  - (ii) 8,413,434 Shares to Mathew Walker (or his nominee);
  - (iii) 793,298 Options to Simon Coxhell (or his nominee); and
  - (iv) 4,206,717 Options to Mathew Walker (or his nominee);
- (c) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Options were all issued on the same terms and conditions as the Company's existing BLZO Options, as set out in Schedule 1;
- (e) the Placement Securities will be issued no later than 1 month after the date of the Meeting and it is intended that issue of the Placement Securities will occur on the same date;
- (f) the Company is proposing to issue the Placement Securities to the Related Parties at an issue price of \$0.03 per Share (with the Options free attaching). The issue price of these Shares is the same issue prices as all other Shares issued to participants in the Placement. The Company will not receive any other consideration for the issue of the Placement Securities;
- (g) the purpose of the issue of the Placement Securities is to raise capital for the same purposes as the monies raised under the Placement, as described in Section 1.2;
- (h) the number of Placement Securities to be issued to each of the Related Parties has been determined based upon a consideration of the share issue price of \$0.03 under the Placement (and a total allocation of funds to Related Parties in the Placement of \$300,000);
- (i) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year
Simon Coxhell	90,0001	40,000²
Mathew Walker	90,000 3	40,0004

### Notes:

- 1. Comprising Directors' fees of \$40,000, and share-based payments of \$50,000;
- 2. Comprising Directors' fees of \$40,000;
- 3. Comprising Directors' fees of \$40,000 and share-based payments of \$50,000; and

- 4. Comprising Directors' fees of \$40,000.
- (j) the value of the Options to be issued to the Related Parties, in aggregate is 100,000, based on a closing price of the Company's BLZO Options on 19 May 2021 of \$0.01;
- (k) the Options are not being issued under an agreement;
- (I) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares <sup>1</sup>	Options <sup>2</sup>
Simon Coxhell	3,413,404	15,356,702
Mathew Walker	25,000,000	5,000,000

### Notes:

- 1. Fully paid ordinary shares in the capital of the Company (ASX: BLZ).
- 2. Unquoted Options exercisable at \$0.05 each on or before 31 March 2022.
- (m) if the Options issued to the Related Parties as part of the Placement Securities are exercised, and aggregating these with the Shares issued to the Related Parties, a total of 15,000,000 Shares would be issued. This will increase the number of Shares on issue from 312,500,111 (being the total number of Shares on issue as at the date of this Notice) to 327,500,111 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.1%, comprising 0.08% by Simon Coxhell, and 0.02% by Matthew Walker. Shareholders will be further diluted pursuant to any and all issues of Shares pursuant to either or both of the Hammerhead Share Sale Agreement;
- (n) the market price for Shares during the term of the Options issued to Related Parties would normally determine whether or not those Options are exercised. If, at any time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company;
- (o) 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	\$0.061	28 July 2020
Lowest	\$0.014	24 June 2020
Last	\$0.045	19 May 2021

(p) each Director (other than David Wheeler) has a material personal interest in the outcome of Resolutions 10 and 11 on the basis that the Directors (other than David Wheeler) (or their nominees) are to be issued Placement Securities. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolution 10 or 11 of this Notice; and

(q) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 10 and/or 11.

### 12. RESOLUTION 12 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 12 seeks the approval of Shareholders for the Company to change its name to "Blaze Minerals Limited".

The proposed name has been reserved by the Company with ASIC and if Resolution 12 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

If Resolution 12 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

### **GLOSSARY**

\$ means Australian dollars.

**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 Waiver** means the Company's waiver from the requirements of Listing Rule 7.3.4 as described in Section 1.4.

**Big Bell** means exploration licence application E20/979, which has been applied for by Hammerhead, and upon the grant of which the Company shall issue the securities the subject of Resolution 7.

**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.

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 Blaze International Limited (ACN 074 728 019).

**Constitution** means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

**CRCPL** means Corporate & Resource Consultants Pty Ltd (ACN 073 232 318), being the vendor of Iconic under the Iconic Share Sale Agreement.

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

**Explanatory Statement** means the explanatory statement accompanying the Notice.

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

Hammerhead means Hammerhead Exploration Pty Ltd (ACN 641 503 568).

**Hammerhead Share Sale Agreement** means the Sale and Purchase Agreement dated 7 May 2021 between the Company and the Vendors, pursuant to which the Company agreed to purchase 100% of the issued share capital of Hammerhead.

**Iconic** means Iconic Minerals Pty Ltd (ACN 073 232 318).

**Iconic Share Sale Agreement** means the Sale and Purchase Agreement dated 7 May 2021 between the Company and CRCPL, pursuant to which the Company agreed to purchase 100% of the issued share capital of Iconic.

**Iconic Upfront Consideration Securities** means the 10,000,000 Shares and 5,000,000 Options issued to CRCPL on 26 May 2021 as upfront consideration for the acquisition of Iconic from CRCPL pursuant to the Iconic Share Sale Agreement.

**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.

**Lead Manager** means CPS Capital Group Pty Ltd (ACN 088 055 636), an authorised representative of (AFSL 294848), who acted as the lead manager to the Placement.

**Listing Rules** means the Listing Rules of ASX.

**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 with the terms and conditions set out in Schedule 1.

**Placement** means the company's placement of up to 50 million Shares at an issue price per Share of \$0.03 to raise up to \$1,500,000, as announced on 11 May 2021.

**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.

**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.

**Vendors** means, collectively, Roland Sidney Gotthard and John Scott McDougall, being the current shareholders of Hammerhead, and the vendors of that company under the Hammerhead Share Sale Agreement.

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

### SCHEDULE 1 - TERMS AND CONDITIONS OF 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 31 March 2022 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

### (d) Exercise Period

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

### (e) Notice of Exercise

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

### (f) Exercise Date

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

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

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

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

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company

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

### (h) Shares issued on exercise

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

### (i) Reconstruction of capital

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

### (j) Participation in new issues

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

### (k) Change in exercise price

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

### (I) Transferability

The Options are transferable subject to paragraph (m) below and any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

### (m) No value until issue

In accordance with ASX Guidance Note 19, the Company confirms that unless and until the applicable milestones attaching to them are satisfied (as described in Sections 5.1, 7.1 and 8.1 respectively), no Options forming part of the Iconic Deferred Consideration Securities, Hammerhead Tenement Grant Securities or the Big Bell Securities:

- (i) will be issued;
- (ii) are transferrable;
- (iii) confer any right to vote, unless otherwise required by law;
- (iv) confer any entitlement to a dividend;
- (v) confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
- (vi) confer any right to participate in the surplus profit or assets of the entity upon a winding up; nor
- (vii) confer any right to participate in new issues of securities such as bonus issues or entitlement issues.

### SCHEDULE 2 - CONDITIONS OF ASX WAIVER

The ASX Waiver was granted to the Company on the following conditions:

- (a) The Deferred Consideration Securities are to be issued immediately upon satisfaction of each of the Milestones and in any event no later than 9 months from the date of the Meeting, being 31 March 2022.
- (b) The Milestones are not varied.
- (c) The maximum number of Deferred Consideration Securities to be issued is capped at 35,000,000 ordinary shares and 30,000,000 options with an exercise price of \$0.05 expiring on 31 March 2022.
- (d) Adequate details regarding the dilutionary effect on the Company's capital structure is included in the Notice.
- (e) For any annual reporting period during which any of the Deferred Consideration Securities have been issued or any of them remain to be issued, the Company's annual report sets out the number of Deferred Consideration Securities issued in that annual reporting period, the number of Deferred Consideration Securities that remain to be issued and the basis on which the Deferred Consideration Securities may be issued.
- (f) In any half year or quarterly report for a period during which any of the Deferred Consideration Securities have been issued or remain to be issued, the Company must include a summary statement of the number of Deferred Consideration Securities issued during the reporting period, the number of Deferred Consideration Securities that remain to be issued and the basis on which the Deferred Consideration Securities may be issued.
- (g) The Notice contains the full terms and conditions of the Deferred Consideration Securities as well as the conditions of this waiver.

### Where:

**Deferred Consideration Securities** means collectively the Iconic Deferred Consideration Securities, the Hammerhead Tenement Grant Securities and the Big Bell Securities.

**Milestones** mean the relevant milestones attaching to the Iconic Deferred Consideration Securities, the Hammerhead Tenement Grant Securities and the Big Bell Securities (as described in Sections 4.1, 6.1 and 7.1 respectively).



Blaze International Limited | ABN 15 074 728 019

# **Proxy Voting Form**

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 10.00am (WST) on Wednesday, 30 June 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:

 $\underline{meetings@automicgroup.com.au}$ 

### 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)

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# Individual or Securityholder 1 Securityholder 2 Securityholder 3 Sole Director and Sole Company Secretary Director Contact Name: Email Address: Contact Daytime Telephone Date (DD/MM/YY) By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).