

MONGER GOLD LIMITED (ACN 644 564 241)

ADDENDUM TO THE NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM

Dear Shareholder

Monger Gold Limited (ASX: MMG) (**Monger Gold** or the **Company**) gives notice to Shareholders that in relation to the Notice of Annual General Meeting dated 29 April 2022 (**Notice**) in respect of the Company's annual general meeting of members to be held at 9:00am (AWST) on Tuesday 31 May 2022 via a virtual meeting, the Directors have resolved to include new Resolutions 4, 5, 6 and 7 on the terms set out in this Addendum (**Additional Resolutions**).

The purpose of the Additional Resolutions is to approve the issue of securities under the acquisition of American Consolidated Lithium Pty Ltd, which holds to acquire the Scotty Lithium Project in Nevada, USA as announced to the ASX on 3 May 2022 and to approve the issue of securities under the Capital Raising referred to in the same announcement.

The location, time and date of the Annual General Meeting remains unchanged. If you wish to virtually attend the AGM, please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_qJL0PX3xQRC3M_IG9lpwuw

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

A copy of the Notice of Meeting with the Additional Resolutions can be viewed and downloaded online at the following link:

https://web.automic.com.au/er/public/api/documents/MMG?fileName=MMG_NOM_2022.pdf

Monger Gold respects the rights of shareholders to participate in the AGM and understands the importance of the meeting to shareholders. The Company is continuing to monitor the impact of the COVID-19 virus in Western Australia and, having considered the current circumstances, the directors of the Company have made the decision that a virtual meeting, rather than a physical meeting will be held.

In accordance with the *Treasury Laws Amendment (2021 Measure No.1) Act 2021*, the Company will not be sending hard copies of this updated Notice to shareholders unless a shareholder requests a hard copy.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting by shareholders who can vote in accordance with the instructions set out below.

A replacement Proxy Form (**Replacement Proxy Form**) is attached to this Notice, which replaces the Proxy Form that was attached to the Notice (**Original Proxy Form**). Shareholders are advised to follow the below instructions if you have already submitted a proxy vote:

- (i). if you wish to vote on the Additional Resolutions or change your vote on Resolutions 1 to 3, you can submit your proxy either using the Replacement Proxy Form or online.
- (ii). if you do not wish to vote on the Additional Resolutions or change your vote on Resolutions 1 to 3, you do not need to take any action. The Original Proxy Form that you have already returned will remain valid for

Resolutions 1 to 3 (unless you issue a Replacement Proxy Form) and you will be deemed to have abstained from Resolutions 4 to 7.

A copy of your personalised Proxy Form is enclosed for convenience. Proxy votes may also be lodged online by using the link below:

<https://investor.automic.com.au/#/loginsah>

(Login and click on '**Meetings**'. Use the Holder Number shown at the top of your Proxy Form.)

Other than the above, the information about Original Proxy Forms in the Notice will apply to the Replacement Proxy Forms.

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to ian@cfo2grow.com.au at least 48 hours before the AGM.

If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic Group Pty Ltd on 1300 288 664 (within Australia) or +61 2 9698 5414 (Overseas).

Yours sincerely



Ian Pamensky – Company Secretary

3 May 2022

MONGER GOLD LIMITED

(ACN 644 564 241)

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 9:00am (AWST)

DATE: 31 May 2022

PLACE: Online at

https://us02web.zoom.us/webinar/register/WN_qJL0PX3xQRC3M_IG9lpwuw

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, stockbroker or other professional adviser without delay.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on +61 8 6245 2490.

Based on the information available at the date of the Notice of Annual General Meeting, the Board considers that it is appropriate to hold a virtual meeting. Shareholders will be able to attend the Meeting online at the following link:

https://us02web.zoom.us/webinar/register/WN_qJL0PX3xQRC3M_IG9lpwuw

Shareholders who attend online will have the opportunity to vote, ask questions (written and oral) and make comments in real time.

Whilst Shareholders will be able to attend and participate in the Meeting online, the Company strongly encourages you to submit completed Proxy Forms prior to the Meeting in accordance with the instructions set out in the Proxy Form and the Notice of Annual General Meeting.

As permitted by the Corporations Act, the Company will not be sending hard copies of the Notice of Annual General Meeting to Shareholders unless the Shareholder has made a valid election to receive documents in hard copy.

How Shareholders Can Participate

1. Shareholders are urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business and the Chair must follow the Shareholder's instructions. Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form attached to the Notice of Annual General Meeting. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting. Your proxy voting instructions must be received by 9:00am (AWST) on Sunday, 29 May 2022.
2. Shareholders may submit questions in advance of the Meeting by email to the Company Secretary at ipamensky@mongergold.com.au. Responses will be provided at the Meeting in respect of all valid questions received prior to 9:00am (AWST) on Friday, 27 May 2022.

Shareholders should contact the Company Secretary on + 61 8 6245 2490 or by email at ipamensky@mongergold.com.au if they have any queries in relation to the Meeting arrangements.

If the above arrangements with respect to the Meeting change, Shareholders will be updated via the ASX Market Announcements Platform and on the Company's website at: www.mongergold.com.au.

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting will be held online at 9:00am (AWST) on 31 May 2022.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 12:00pm (AWST) on Sunday, 29 May 2022.

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, you must complete and lodge the Proxy Form using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgment process please see the Online Proxy Lodgment Guide at https://investor.automic.com.au/#/loginsah .
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

For details on how to complete and lodge the Proxy Form, please refer to the instructions on the Proxy Form.

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

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

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

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

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and

- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's shareholders; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - o the proxy is not recorded as attending the meeting; or
 - o the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

VOTING ON THE DAY

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on "**Register**" when this appears. Alternatively, click on "**Meetings**" on the left-hand menu bar to access registration.
4. Click on "**Register**" and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on "**Refresh**" to be taken to the voting screen
7. Select your voting direction and click "**confirm**" to submit your vote. **Note that you cannot amend your vote after it has been submitted**

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Shareholders of Monger Gold Limited (**Monger** or the **Company**) will be held online on 31 May 2022 commencing at 9:00am (AWST) to consider and, if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of Annual General Meeting and accompanying Explanatory Statement are defined in the glossary to the Explanatory Statement.

The Explanatory Statement which accompanies, and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

SPECIAL BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS - YEAR ENDED 31 DECEMBER 2021

To receive and consider the annual financial statements, the directors' report and the audit report of Monger for the year ended 31 December 2021.

Note: there is no requirement for Shareholders to approve these reports.

2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

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

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the annual remuneration report as set out in the directors' report for the financial year ended 31 December 2021."

Voting exclusion: The Company will disregard any votes cast on this Resolution by any member of the Key Management Personnel of the Company whose remuneration is included in the Remuneration Report, or a Closely Related Party of such member. However, the Company will not disregard any votes cast on this Resolution by such person if:

- (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy even though Resolution is connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a Closely Related Party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

3. RESOLUTION 2 - RE-ELECTION OF ROMY HERSHAM AS DIRECTOR

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

"That Romy Hersham, being a Director of the Company, who retires by rotation in accordance with ASX Listing Rule 14.4 and article 12.3 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

4. RESOLUTION 3 - AMENDMENTS TO THE CONSTITUTION

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

“That for the purpose of section 136(2) of the Corporations Act and for all other purposes, the Company’s Constitution be amended in the manner set out in the Explanatory Statement to this Notice of Annual General Meeting, with the amendments to take effect from conclusion of the Meeting.”

5. RESOLUTION 4 – APPROVAL FOR ISSUE OF SECURITIES (STAGE 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 7.1 and for all other purposes, Shareholders approve the issue of 8,000,000 Shares and 4,000,000 Options to the Vendors, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of securities in the Company), including the Vendors, or any Associate 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 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 acting 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.

6. RESOLUTION 5 – APPROVAL FOR ISSUE OF SECURITIES (STAGE 2)

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 7.1 and for all other purposes, Shareholders approve the issue of 9,000,000 Performance Shares and 4,500,000 Performance Options to the Vendors, subject to the satisfaction of certain performance milestones and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of securities in the Company), including the Vendors, or any Associate 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 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 acting 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.

7. RESOLUTION 6 – APPROVAL FOR ISSUE OF SECURITIES (STAGE 3)

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 7.1 and for all other purposes, Shareholders approve the issue of 9,000,000 Performance Shares and 4,500,000 Performance Options to the Vendors, subject to the satisfaction of certain performance milestones and on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of securities in the Company), including the Vendors, or any Associate 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 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 acting 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.

8. RESOLUTION 7 – APPROVAL OF ISSUE OF SHARES PURSUANT TO A PLACEMENT

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 Rules 7.1 and for all other purposes, Shareholders approve the issue of up to 7,040,000 Shares pursuant to a placement to institutional and sophisticated investors, on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual General Meeting.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of securities in the Company), or any Associate 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 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 acting 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.

ENQUIRIES

Shareholders are invited to contact the Company Secretary at ipamensky@mongergold.com.au or +61 8 6245 2490 if they have any queries in respect of the matters set out in this document.

BY ORDER OF THE BOARD OF DIRECTORS



Ian Pamensky
Company Secretary

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, stockbroker or other professional adviser prior to voting.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting to be held online at 9:00am (AWST) on 31 May 2022.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Annual General Meeting, please contact the Company Secretary, your accountant, solicitor, stockbroker or other professional advisor before voting.

1. FINANCIAL STATEMENTS AND REPORTS – YEAR ENDED 31 DECEMBER 2021

The Corporations Act requires the annual financial report, directors' report and the auditor's report (**Annual Financial Statements**) be received and considered at the Annual General Meeting.

Section 317 of the Corporations Act requires the directors to lay before the Annual General Meeting the Annual Financial Statements for the last financial year ended 31 December 2021.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Statements. However, Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Statements and the management of the Company.

The Company's auditor, BDO Audit Pty Ltd, will be present at the Annual General Meeting and Shareholders will have the opportunity ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

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

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 2 business days before the meeting date to the Company Secretary at ipamensky@mongergold.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

2.1 Background

Pursuant to section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the year ended 31 December 2021 (**Remuneration Report**). The Remuneration Report is a distinct section of the annual directors' report (**Directors' Report**) which deals with the remuneration of Directors, executives and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's 2021

Annual Report. The Annual Report is available on the Company's website at [Error! Hyperlink reference not valid.http://mongergold.com.au/announcements/](http://mongergold.com.au/announcements/).

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 31 December 2021.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and key management personnel.

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

2.2 Regulatory Requirements

The Corporations Act provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

In addition, sections 250U and 250V of the Corporations Act sets out a "two strikes" re-election process, pursuant to which:

- (a) if, at a subsequent annual general meeting (**Later Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted are against the adoption of that remuneration report;
- (b) at the immediately preceding annual general meeting (**Earlier Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted were against the adoption of that remuneration report; and
- (c) a resolution was not put to the vote at the Earlier Annual General Meeting under an earlier application of section 250V of the Corporations Act,

then the Company must put to vote at the Later Annual General Meeting a resolution, requiring Shareholders to vote on whether the Company must hold another general meeting (**Spill Meeting**) to consider the appointment of all of the Directors at the time the Directors' Report was approved by the Board who must stand for re-appointment (other than the Managing Director) (**Spill Resolution**). The Spill Resolution may be passed as an ordinary resolution.

If the Spill Resolution is passed, the Spill Meeting must be held within 90 days after the Spill Resolution is passed. All of the Company's Directors who were Directors at the time when the resolution to make the Directors' Report was passed (excluding the Managing Director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office) cease to hold office immediately before the end of the Spill Meeting and may stand for re-election at the Spill Meeting.

The Company has not previously held an Annual General Meeting. Accordingly, a Spill Resolution will not be put to the Meeting even if 25% or more of the votes cast in respect of the 2021 Remuneration Report are against the adoption of the 2021 Remuneration Report.

2.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

3. RESOLUTION 2 - RE-ELECTION OF ROMY HERSHAM AS A DIRECTOR

3.1 Background

In accordance with ASX Listing Rule 14.5 and article 12.3 of the Constitution, at every annual general meeting an election of Directors must take place.

For this reason, Romy Hershman retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Romy Hershman has worked in the mining exploration sector since 2017, having a bachelor's degree in Law and Arts from Monash University. Romy Hershman was previously the company secretary for Nova Minerals Limited (ASX:NVA) and Cohiba Minerals Limited (ASX:CHK).

Further details about Romy Hershman are set out in the Company's 2021 Annual Report which is available at <http://mongergold.com.au/announcements/>.

3.2 Board Recommendation

The Directors (other than Romy Hershman) unanimously recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – AMENDMENTS TO CONSTITUTION

4.1 Background

A company may modify or repeal its Constitution or a provision of its Constitution by special resolution of Shareholders.

Resolution 3 is a special resolution which will enable the Company to amend its existing Constitution to ensure it reflects the current provisions of the Corporations Act and ASX Listing Rules (**Amended Constitution**).

The Directors believe that it is more efficient in the circumstances to amend the existing Constitution rather than to replace it in its entirety.

Recent changes to the Corporation Act will now:

- (i) permit companies to hold virtual meetings where the holding of such virtual meetings is expressly provided for in their constitution; and
- (ii) permit companies to send meeting-related documents to shareholders by sending the shareholder sufficient information in electronic form to allow them to access the document electronically; and
- (iii) require certain resolutions put to a vote at general meeting to be decided on a poll.

The Company seeks to update the Constitution to address these changes to the Corporations Act

Further proposed amendments to the Constitution are aimed at addressing the changes to the ASX CHES System which is due to be replaced in April 2023 (**CHES Replacement**) (as announced by the ASX on 28 March 2022 is potentially to be delayed).

As part of the CHES Replacement, the new system will permit companies to register up to four joint holders per share, whereas currently the system only permits up to three joint holders.

Despite this systematic change, ASX has not proposed any change to the ASX Settlement Operating Rules (**ASXSOR**) in this regard. Pursuant to the ASXSOR, a participant must not establish a joint holding with more than three holders unless permitted by an issuer's constitution.

The Company seeks to update the Constitution to permit up to four joint holders per share to avoid the practical challenge of monitoring compliance with the Constitution once the CHES Replacement has occurred.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in

detail in this Explanatory Statement, however, a summary of the proposed amendments is set out below.

A copy of the Amended Constitution is available for review by Shareholders at the Company's website (www.mongergold.com.au). A copy of the Amended Constitution can also be sent to Shareholders upon request to the Company Secretary at ipamensky@mongergold.com.au.

Shareholders are invited to contact the Company if they have any queries or concerns.

4.2 Amendments to the Constitution

A summary of the amendments to the Constitution is as follows. There are other minor consequential amendments also provided for in the Amendment Constitution at www.mongergold.com.au.

(a) Amendment to joint holder provisions (amended Article 2.5)

The Amended Constitution contains an amended Article 2.5 which permits the Company to register up to four joint holders per share, provided the prescribed CS Facility has the requisite functionality and the operating rules of the CS Facility permit it to occur.

As stated at 4.1 above, this proposed change is to reflect systematic changes included in the CHES Replacement whereby the new system will permit registration of up to four joint holders per share.

(b) Adoption of virtual meeting provisions (amended Articles 10.2 and 10.3)

The Amended Constitution contains an amend Article 10.2 that enables the Company to hold general meetings physically, virtually or using a hybrid structure. Where the Company holds a virtual or hybrid general meeting using virtual meeting technology, the amended Article 10.3 requires that the Shareholders as a whole are allowed a reasonable opportunity to participate in the meeting, both orally and in writing. The amended Article 10.3 also permits the Chair of the meeting to adjourn the meeting in the event that a technical difficulty prevents the Shareholders as a whole from participating in the meeting.

(c) Amendment to voting provisions (amended Article 11.14)

The Amended Constitution contains an amended Article 11.14 which requires the Company, if listed on the ASX, to decide certain resolutions at general meeting by poll rather than a show of hands. This applies where a resolution has been proposed in a notice of meeting; if the company has given notice of a Shareholders' resolution in accordance with section 249O of the Corporations Act or if a poll is demanded and the demand is not withdrawn. If the Company is not listed or if these circumstances do not apply (e.g. procedural resolutions), voting must be conducted by a show of hands.

(d) Amendment to notice provisions (amended Article 21.2)

The Amended Constitution contains an amended Article 21.2 that enables the Company to send documents to Shareholders by sending Shareholders sufficient information in electronic form to allow them to access the document electronically. For example, the Company will be able, following the amendment, to send emails to Shareholders containing an electronic link to the document, rather than attaching the document directly to an email. This is practical when the Company does not wish to send the document by post and the file size of the document is too large to send by email or other electronic means.

4.3 Board Recommendation

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

If this Resolution is approved, the amendments to the Constitution will be adopted with effect from the close of the Meeting.

5. RESOLUTIONS 4, 5 AND 6 – BACKGROUND TO ACQUISITION OF AMERICAN CONSOLIDATED LITHIUM PTY LTD SECURITIES

On 3 May 2022, the Company announced that it had entered into an agreement (**Acquisition Agreement**) to acquire up to 100% of the securities in American Consolidated Lithium Pty Ltd (ACN 654 897 275) (**ACL**) (**Acquisition**).

ACL holds the rights to acquire a 100% interest in 700 unpatented placer mining claims covering approximately 14,000 acres in Nye County, southern Nevada pursuant to an option to purchase agreement with Playa Minerals Company (a Utah DBA) (**Scotty Option Agreement**). Collectively these claims comprise the Scotty Lithium Project (**Scotty Project**).

Under the Acquisition Agreement the Company:

- (a) has agreed to purchase 80% of the shares and options in the capital of ACL through the issue of the Stage 1 Securities (**Stage 1 Consideration**) to the vendors (being the shareholders and option holders of ACL) (**Vendors**); and
- (b) subject to the satisfaction of certain performance milestones (**Performance Milestones**), has agreed to purchase the remaining shares and options in the issued capital in ACL in two stages:
 - (i) a further 10%, so that the Company will hold 90% of the issued capital in ACL through the issue of the Stage 2 Securities (**Stage 2 Consideration**) to the Vendors; and
 - (ii) a final 10%, so that the Company will hold 100% of the issued capital in ACL through the issue of the Stage 3 Securities (**Stage 3 Consideration**) to the Vendors.

The securities to be issued as part of the Stage 2 Consideration and Stage 3 Consideration are performance securities.

The issue of each of the Consideration Securities (being the Stage 1, Stage 2 and Stage 3 Securities) is subject to Shareholder approval.

Shareholder approval is required as the Company does not currently have sufficient placement capacity under the Listing Rules to issue all the Stage 1, 2 and 3 Securities. Shareholder approval of the issue of each Stage of the Consideration Securities is also a condition precedent to settlement under the Acquisition Agreement.

As such the Company is seeking the shareholder approval for:

- (a) the Stage 1 Securities, being 8,000,000 Shares and 4,000,000 Options, under Resolution 4;
- (b) the Stage 2 Securities, being 9,000,000 Shares and 4,500,000 Options upon satisfaction of certain Performance Milestones, under Resolution 5; and
- (c) the Stage 3 Securities, being 9,000,000 Shares and 4,500,000 Options, upon satisfaction of certain Performance Milestones, under Resolution 6.

As is noted below in this Explanatory Statement and in the summary of the Acquisition Agreement at Schedule 1, approval of the issue of each of the Stage 1 Securities, Stage 2 Securities, Stage 3 Securities and the issue of the Placement Shares is each a condition precedent to the completion under the Acquisition Agreement, as such if any of Resolutions, 4, 5, 6 or 7 fail to pass, the Company will not be able to proceed with the Acquisition.

6. RESOLUTION 4 – APPROVAL FOR ISSUE OF STAGE 1 SECURITIES

6.1 Background

As stated in section 5 of the Explanatory Statement, the purpose of Resolution 4 is for Shareholders to approve the issue of the Stage 1 Securities, which have not yet been issued subject to the terms of the Acquisition Agreement.

6.2 Regulatory Requirements

As stated above, the Company has entered into the Acquisition Agreement pursuant to which the Company has agreed to issue the Stage 1 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 shares it had on issue at the start of that period.

The issue 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.

To this end, Resolution 4 seeks Shareholder approval to the issue of the Stage 1 Securities under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Stage 1 Securities and the Company will be able to proceed with the Acquisition.

Shareholder approval of the issue of the Stage 1 Securities is a condition precedent to settlement under the Acquisition Agreement. If Resolution 4 is not passed settlement under the Acquisition Agreement will not occur.

Technical information required by Listing Rule 7.3

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

- (a) the Stage 1 Securities will be issued to the Vendors. The Vendors include Bullseye Geo Services Pty Ltd and Ikigai Strategic Investments Pty Ltd (as trustee for Ikigai Strategic Investment Trust) and various other unrelated third parties, all of whom are not material investors in the Company;¹
- (b) the maximum number of Stage 1 Securities to be issued by the Company under Resolution 4 is:
 - (i) 8,000,000 Shares (**Stage 1 Shares**); and
 - (ii) 4,000,000 Options (**Stage 1 Options**).The Stage 1 Options convert into 4,000,000 Shares (if all converted);
- (c) the Stage 1 Shares are fully paid ordinary Shares in the Company. The Stage 1 Options will be subject to a voluntary escrow period expiring on 7 July 2023. A summary of the material terms of the Stage 1 Options is included in Schedule 2;
- (d) it is anticipated that, subject to Shareholder approval being received, the Stage 1 Securities will be issued on 1 June 2022 but otherwise within 3 months after the date of the Meeting;
- (e) no cash consideration will be received for the issue of the Stage 1 Securities as the issue is consideration for the Acquisition. The Stage 1 Options are exercisable at \$0.30 and will expire on 6 July 2024;
- (f) the Stage 1 Securities are consideration pursuant to the Acquisition Agreement. No funds will be raised from the issue of the Stage 1 Securities;

¹ ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity's key management personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity's current issued capital.

- (g) the Stage 1 Securities are to be issued pursuant to the Acquisition Agreement. A summary of the material terms of the Acquisition Agreement is included in Schedule 1; and
- (h) a Voting Exclusion Statement has been provided for Resolution 4 in the Notice of Annual General Meeting preceding the Explanatory Statement.

6.3 Board Recommendation

The Board believes that the approval of the above issue of securities is beneficial for the Company as it allows the Acquisition to proceed. Accordingly, the Board recommends Shareholders vote in favour of Resolution 4.

7. RESOLUTION 5 – APPROVAL FOR ISSUE OF STAGE 2 SECURITIES

7.1 Background

As stated in section 5 of the Explanatory Statement, the purpose of Resolution 5 is for Shareholders to approve the issue of the Stage 2 Securities, which have not yet been issued subject to the terms of the Acquisition Agreement.

Each of the Stage 2 Securities is deemed a “performance security” under ASX Guidance Note 19. As such, each Stage 2 Security will convert into the Stage 2 Shares or Stage 2 Options and vest in accordance with the Performance Milestones for the Stage 2 Securities, detailed in Schedule 2, paragraph (iii).

7.2 Regulatory Requirements

As stated above, the Company has entered into the Acquisition Agreement pursuant to which the Company has agreed to issue the Stage 2 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 shares it had on issue at the start of that period.

The issue 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.

To this end, Resolution 5 seeks Shareholder approval to the issue of the Stage 2 Securities under and for the purposes of Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Stage 2 Securities and will be able to proceed with the Acquisition.

Shareholder approval of the issue of the Stage 2 Securities is a condition precedent to settlement under the Acquisition Agreement. If Resolution 5 is not passed settlement under the Acquisition Agreement will not occur.

Technical information required by Listing Rule 7.3 and Listing Rule 6.1

Pursuant to and in accordance with Listing Rule 7.3 and Listing Rule 6.1, the following information is provided in relation to Resolution 5:

- (a) the Stage 2 Securities will be issued to the Vendors. The Vendors include Bullseye Geo Services Pty Ltd and Ikigai Strategic Investments Pty Ltd (as trustee for Ikigai Strategic Investment Trust) and various other unrelated third parties, all of whom are not material investors in the Company;²

² ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity’s key management personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or

(b) the maximum number of Stage 2 Securities to be issued by the Company under Resolution 5 is:

- (i) 9,000,000 Shares (**Stage 2 Shares**); and
- (ii) 4,500,000 Options (**Stage 2 Options**).

The Stage 2 Options convert into 4,500,000 Shares (if all converted).

(c) As the Vendors have a right to receive the Stage 2 Securities if a certain Performance Milestone is achieved, the proposed issue of the Stage 2 Securities falls within the definition of “performance securities” as set out in ASX Guidance Note 19. The performance securities (i.e. the right to be issued the Stage 2 Securities on achievement of the relevant Performance Milestones) have the following terms;

- (i) they are not quoted;
- (ii) they are not transferrable
- (iii) they do not confer any right to vote;
- (iv) they do not permit the holder to participate in new issues of capital such as bonus issues and entitlement issues;
- (v) they do not carry an entitlement to a dividend;
- (vi) they do not permit the holder to participate in a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
- (vii) they do not confer any right to participate in the surplus profit or assets of the entity upon a winding up.

Upon satisfaction of one of the applicable Performance Milestone the Stage 2 Shares will convert into fully paid ordinary Shares in the Company or Options on the terms is included in Schedule 2.

The Company considers that the number of Stage 2 Securities to be issued is appropriate and equitable because;

- (i) there is an appropriate and demonstrable nexus between the relevant Performance Milestones and the purpose for which the Vendors are being granted the right to be issued the Stage 2 Securities; and
- (ii) the relevant Performance Milestones (detailed in Schedule 2, paragraph (iii)) are clearly articulated with reference to objective criteria that provides Shareholders with certainty as to the circumstances under which the milestone will be met;
- (iii) the number of Shares and Options into which the Stage 2 Securities will convert if one of the Performance Milestones is achieved is fixed which allows investors and analysts to readily understand and have reasonable certainty as to the impact on the Company’s capital structure if one of the relevant Performance Milestone is achieved; and
- (iv) the Stage 2 Securities have an expiry date by which the Performance Milestones are to be achieved and, if the milestones are not achieved by that date, the Performance rights will lapse.

(d) it is anticipated that the Stage 2 Securities will be issued on 1 June 2022, but otherwise within 3 months after the date of the Meeting. The Stage 2 Securities will not vest until one of the relevant Performance Milestone is achieved;

(e) no cash consideration will be received for the issue of the Stage 2 Securities as the issue is consideration for the acquisition of a further 10% in ACL (as described in

(v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity’s current issued capital.

section 5 above) under the Acquisition Agreement. The Stage 2 Options are exercisable at \$0.50 and will expire 3 years from the date of issue;

- (f) the Stage 2 Securities are consideration pursuant to the Acquisition Agreement. No funds will be raised from the issue of the Stage 2 Securities;
- (g) the Stage 2 Securities are to be issued pursuant to the Acquisition Agreement. The material terms of the Acquisition Agreement are set out in Schedule 1; and
- (h) a Voting Exclusion Statement has been provided for Resolution 5 in the Notice of Annual General Meeting preceding the Explanatory Statement.

7.3 Board Recommendation

The Board believes that the approval of the above issue of securities is beneficial for the Company as it allows the Acquisition to proceed. Accordingly, the Board recommends Shareholders vote in favour of Resolution 5.

8. RESOLUTION 6 – APPROVAL FOR ISSUE OF STAGE 3 SECURITIES

8.1 Background

As stated in section 5 of the Explanatory Statement, the purpose of Resolution 6 is for Shareholders to approve the issue of the Stage 3 Securities, which have not yet been issued subject to the terms of the Acquisition Agreement.

Each of the Stage 3 Securities is deemed a “performance security” under ASX Guidance Note 19. As such, each Stage 2 Security will convert into the Stage 3 Shares or Stage 3 Options and vest in accordance with the Performance Milestones for the Stage 3 Securities, detailed in Schedule 2, paragraph (iv).

8.2 Regulatory Requirements

As stated above, the Company has entered into the Acquisition Agreement pursuant to which the Company has agreed to issue the Stage 3 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 shares it had on issue at the start of that period.

The issue 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.

To this end, Resolution 6 seeks Shareholder approval to the issue of the Stage 3 Securities under and for the purposes of Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Stage 3 Securities and will be able to proceed with the Acquisition.

Shareholder approval of the issue of the Stage 3 Securities is a condition precedent to settlement under the Acquisition Agreement. If Resolution 6 is not passed settlement under the Acquisition Agreement will not occur.

Technical information required by Listing Rule 7.3 and Listing Rule 6.1

Pursuant to and in accordance with Listing Rule 7.3 and Listing Rule 6.1, the following information is provided in relation to Resolution 6:

- (a) the Stage 3 Securities will be issued to the Vendors. The Vendors include Bullseye Geo Services Pty Ltd and Ikigai Strategic Investments Pty Ltd (as trustee for Ikigai

Strategic Investment Trust) and various other unrelated third parties, all of whom are not material investors in the Company;³

(b) the maximum number of Stage 3 Securities to be issued by the Company under Resolution 5 is:

- (i) 9,000,000 Shares (**Stage 3 Shares**); and
- (ii) 4,500,000 Options (**Stage 3 Options**).

The Stage 3 Options convert into 4,500,000 Shares (if all converted).

(c) As the Vendors have a right to receive the Stage 3 Securities if certain Performance Milestones are achieved, the proposed issue of the Stage 3 Securities falls within the definition of “performance securities” as set out in ASX Guidance Note 19. The performance securities (i.e. the right to be issued the Stage 3 Securities on achievement of the relevant Performance Milestone) have the following terms;

- (i) they are not quoted;
- (ii) they are not transferrable
- (iii) they do not confer any right to vote;
- (iv) they do not permit the holder to participate in new issues of capital such as bonus issues and entitlement issues;
- (v) they do not carry an entitlement to a dividend;
- (vi) they do not permit the holder to participate in a return of capital, whether in a winding up, upon a reduction of capital or otherwise; and
- (vii) they do not confer any right to participate in the surplus profit or assets of the entity upon a winding up,

Upon satisfaction of one of the applicable Performance Milestones the Stage 3 Shares will convert into fully paid ordinary Shares in the Company or Options on the terms is included in Schedule 2.

The Company considers that the number of Stage 3 Securities to be issued is appropriate and equitable because;

- (i) there is an appropriate and demonstrable nexus between the relevant Performance Milestone and the purpose for which the Vendors are being granted the right to be issued the Stage 3 Securities;
- (ii) the relevant Performance Milestones (detailed in Schedule 2, paragraph (iv)) are clearly articulated with reference to objective criteria that provides Shareholders with certainty as to the circumstances under which the milestone will be met;
- (iii) the number of Shares and Options into which the Stage 3 Securities will convert if one of the relevant Performance Milestone is achieved is fixed which allows investors and analysts to readily understand and have reasonable certainty as to the impact on the Company’s capital structure if one of the relevant Performance Milestones is achieved; and

³ ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity’s key management personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity’s current issued capital.

- (iv) the Stage 3 Securities have an expiry date by which the Performance Milestone are to be achieved and, if the milestones are not achieved by that date, the Performance rights will lapse.
- (d) it is anticipated that the Stage 3 Securities will be issued on 1 June 2022, but otherwise within 3 months after the date of the Meeting. The Stage 3 Securities will not vest until one of the relevant Performance Milestone is achieved;
- (e) no cash consideration will be received for the issue of the Stage 3 Securities as the issue is consideration for the acquisition of a further 10% in ACL (as described in section 5 above) under the Acquisition Agreement. The Stage 3 Options will be exercisable at \$0.70 and will expire 3 years from the date of issue;
- (f) the Stage 3 Securities are consideration pursuant to the Acquisition Agreement. No funds will be raised from the issue of the Stage 3 Securities;
- (g) the Stage 3 Securities are to be issued pursuant to the Acquisition Agreement. A summary of the material terms of the Acquisition Agreement is included in Schedule 1; and
- (h) a Voting Exclusion Statement has been provided for Resolution 6 in the Notice of Annual General Meeting preceding the Explanatory Statement.

8.3 Board Recommendation

The Board believes that the approval of the above issue of securities is beneficial for the Company as it allows the Acquisition to proceed. Accordingly, the Board recommends Shareholders vote in favour of Resolution 6.

9. RESOLUTION 7 – APPROVAL OF ISSUE OF SHARES PURSUANT TO A PLACEMENT

9.1 Background

The Company has announced a placement and received firm commitments from sophisticated, professional and/or other exempt investors to raise \$1,760,000 before costs via the issue of approximately 7,040,000 Shares at an issue price of \$0.25 each (**Placement**).

The funds raised from the Placement will be used to fund the development of the Scotty Project and to preserve existing working capital for the existing projects of the Company.

The Company receiving Shareholder approval for the issue of the Shares under the Placement (**Placement Shares**) is a condition precedent to the Acquisition Agreement.

9.2 Regulatory Requirements

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

The issue does not fit within any of these exceptions. While the issue of the Placement Shares does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of the Placement Shares so that it does not use up any of the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 7 seeks Shareholder approval to the issue of the Placement Shares under and for the purposes of Listing Rule 7.1.

If Resolution 7 is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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.

As noted above in section 9.1, the approval of Shareholders of the issue of the Placement Shares is a condition to the Acquisition Agreement. If Resolution 7 is not passed, settlement under the Acquisition Agreement will not occur, unless the condition is waived.

Technical information required by Listing Rule 7.3

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

- (a) the Placement Shares will be issued to sophisticated, professional and/or other exempt investors who are not material investors in the Company.⁴ The investors who are to participate in the Placement were introduced to the Company by the Vendors or were otherwise known to the Company;
- (b) 7,040,000 Shares are to be issued pursuant to Listing Rule 7.1;
- (c) the Placement Shares are fully paid ordinary shares and will rank equally to the Company's existing Shares;
- (d) the Placement Shares are to be issued on 1 June 2022;
- (e) the Placement Shares are to be issued at an issue price of \$0.25;
- (f) the funds raised from the Placement will be used to fund the development of the Scotty Project and to preserve existing working capital for the existing projects of the Company; and
- (g) a Voting Exclusion Statement has been provided for Resolution 7 in the Notice of Annual General Meeting preceding the Explanatory Statement.

9.3 Board Recommendation

The Board believes that the approval of the above issue of securities is beneficial for the Company as it allows the Acquisition to proceed. Accordingly, the Board recommends Shareholders vote in favour of Resolution 7.

⁴ ASX consider the following to be material investors:

- (i). a related party of the entity;
- (ii). a member of the entity's key management personnel;
- (iii). a substantial holder in the entity;
- (iv). an adviser to the entity; or
- (v). an associate of any of the above,

where such person or entity is being issued more than 1% of the entity's current issued capital.

GLOSSARY

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

\$	an Australian dollar
ACL	American Consolidated Lithium Pty Ltd (ACN 654 897 275)
Acquisition	means the acquisition by the Company of ACL
Acquisition Agreement	has the meaning given to that term in section 5 of the Explanatory Statement
Annual Financial Statements	has the meaning given to that term in section 1 of the Explanatory Statement
Annual General Meeting or Meeting	the Annual general meeting convened by this Notice of Meeting
Annual Report	means the Company's 2021 Annual Report for the financial year ended 31 December 2021
Amended Constitution	has the meaning given to that term in in section 4.1 of the Explanatory Statement
Article	means an article of the Amended Constitution
Associate	has the meaning given to that term in the ASX Listing Rules
ASX	ASX Limited (ACN 008 624 691) or the securities market operated by ASX Limited, as the context requires
ASX Listing Rules	the official ASX Listing Rules of the ASX
ASXSOR	the official Settlement Operating Rules of the ASX
AWST	Australian Western Standard Time
Board	Board of Directors of Monger
Chair	Chair of the Annual General Meeting
CHESS Replacement	has the meaning given to that term in in section 4.1 of the Explanatory Statement
Closely Related Party	of a member of the Key Management Personnel means: <ul style="list-style-type: none">(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
Consideration Securities	means the Stage 1, Stage 2 and Stage 3 Securities
Constitution	means the constitution of the Company
Corporations Act	the <i>Corporations Act 2001</i> (Cth)
CS Facility	has the same meaning as prescribed CS facility in the Corporations Act
Director	a director of the Company
Directors' Report	has the meaning given to that term in section 2.1 of the Explanatory Statement
Earlier Annual General Meeting	has the meaning given to that term in section 2.2 of the Explanatory Statement
Explanatory Statement	the explanatory statement that accompanies this Notice of Meeting
Key Management Personnel	has the meaning given to that term in section 9 of the Corporations Act.
Later Annual General Meeting	has the meaning given to that term in section 2.2 of the Explanatory Statement
Monger or the Company	Monger Gold Limited (ACN 644 564 241)
Notice of Meeting or Notice of Annual General Meeting	this Notice of the Meeting
Option	option to subscribe for a Share in the Company
Performance Milestone	has the meaning given to that term in section 5 of the Explanatory Statement and as described in paragraphs (iii) and (iv) of Schedule 1
Placement	has the meaning given to that term in section 9.1 of the Explanatory Statement
Placement Shares	has the meaning given to that term in section 9.1 of the Explanatory Statement
Proxy Form	the proxy form enclosed with this Notice of Meeting
Remuneration Report	has the meaning given to that term in section 2.1 of the Explanatory Statement
Resolutions	the resolutions contained in this Notice of Meeting and Resolution means one of the resolutions as required
Scotty Option Agreement	means the Lease with Option to Purchase Agreement between Nevlith and Playa Minerals Company (a Utah DBA), dated 22 February 2022.

Scotty Project	means the Scotty Lithium Project in Nye County, Nevada
Share	fully paid ordinary share in the capital of the Company
Shareholder	holder of a Share in the Company
Spill Meeting	has the meaning given to that term in section 2.2 of the Explanatory Statement
Spill Resolution	has the meaning given to that term in section 2.2 of the Explanatory Statement
Stage 1 Consideration	has the meaning given to that term in section 5 of the Explanatory Statement
Stage 2 Consideration	has the meaning given to that term in section 5 of the Explanatory Statement
Stage 3 Consideration	has the meaning given to that term in section 5 of the Explanatory Statement
Stage 1 Options	means the 4,000,000 Options to be issued under the Stage 1 Consideration
Stage 2 Options	means the 4,500,000 Options to be issued under the Stage 2 Consideration
Stage 3 Options	means the 4,500,000 Options to be issued under the Stage 3 Consideration
Stage 1 Securities	means the Stage 1 Shares and Stage 1 Options
Stage 2 Securities	means the Stage 2 Shares and Stage 2 Options
Stage 3 Securities	means the Stage 3 Shares and Stage 3 Options
Stage 1 Shares	means the 8,000,000 Shares to be issued under the Stage 1 Consideration
Stage 2 Shares	means the 9,000,000 Shares to be issued under the Stage 2 Consideration
Stage 3 Shares	means the 9,000,000 Shares to be issued under the Stage 3 Consideration
Vendors	means the parties described in sections 6.2(a), 7.2(a) and 8.2(a) of the Explanatory Statement.

SCHEDULE 1 – SUMMARY OF ACQUISITION AGREEMENT

The material terms of the Acquisition Agreement between Monger, are summarised below:

- (i) **(80% Acquisition)** Monger agrees to purchase 80% of the fully paid ordinary shares and options in the capital of ACL.
- (ii) **(Stage 1 Consideration)** To acquire 80% of the issued capital in ACL, Monger agrees to issue to the Vendors pro-rata:
- a) 8,000,000 fully paid ordinary shares in the capital of Monger (**Stage 1 Shares**) (at a deemed issue price of \$0.25 per Stage 1 Share); and
 - b) 4,000,000 Monger options exercisable at \$0.30 and expiring on 6 July 2024 (**Stage 1 Options**),
- together the Stage 1 Securities.

Subject to the transfer of the Stage 1 Securities in ACL by the Vendors in accordance with the Acquisition Agreement, Monger will hold 80% of the issued capital of in ACL at settlement of the 80% Acquisition (as defined above) (**Settlement**).

- (iii) **(Stage 2 Consideration)** To acquire an additional 10% of the fully paid ordinary shares and options in ACL, Monger agrees to issue to the Vendors pro-rata (collectively, **Stage 2 Securities**):
- a) 9,000,000 fully paid ordinary shares in the capital of Monger (**Stage 2 Shares**); and
 - b) 4,500,000 Monger options exercisable at \$0.50 and expiring 3 years from the date of issue (**Stage 2 Options**),

upon either of the following milestones being satisfied on or before 48 months from Settlement:

- c) delineation of a JORC (2012) Inferred Mineral Resource of at least 25Mt at a grade of at least 1,500ppm Li; or
- d) delineation of a JORC (2012) Inferred Mineral Resource of at least 250Mt at a grade of at least 1,000ppm Li,

within 10 miles of the current boundaries of the Scotty Project and subject to the transfer of an additional 10% of the issued capital in ACL, following which, Monger will hold 90% of the capital of ACL

- (iv) **(Stage 3 Consideration)** To acquire an additional 10% of the fully paid ordinary shares and options in ACL, Monger agrees to issue to the Vendors pro-rata (collectively, **Stage 3 Securities**):
- a) 9,000,000 fully paid ordinary shares in the capital of Monger (**Stage 3 Shares**); and
 - b) 4,500,000 Monger options exercisable at \$0.70 and expiring 3 years from the date of issue (**Stage 3 Options**),

upon either of the following milestones being satisfied on or before 48 months from Settlement:

- c) delineation of a JORC (2012) Inferred Mineral Resource of at least 50Mt at a grade of at least 1,500ppm Li; or
- d) delineation of a JORC (2012) Inferred Mineral Resource of at least 500Mt at a grade of at least 1,000ppm Li,

within 10 miles of the current boundaries of the Scotty Project and subject to the transfer of an additional 10% of the issued capital in ACL, following which, Monger will hold 100% of the capital of ACL.

- (v) **(Loan Repayment)** Monger is to repay the majority Vendors' loan in the amount of A\$273,908, which was loaned by the majority Vendors to ACL in March 2022 to cover claim-skating expenses.
- (vi) **(Option Payment and Lease Payments)** Monger will pay the Option Payment, lease payments (and any other payment) on behalf of Nevliith LLC pursuant to the Scotty Option Agreement, when due and payable, from Settlement.

- (vii) **(Voluntary Escrow)** The Stage 1 Options will be subject to a voluntary escrow period expiring 7 July 2023.
- (viii) **(Conditions Precedent)** The Acquisition Agreement is conditional upon the satisfaction or waiver of the following conditions:
- a) Monger obtaining confirmation from ASX that the terms of the Stage 2 and Stage 3 Securities are acceptable to ASX;
 - b) Monger obtaining shareholder approval for:
 - A. the issue of the Stage 1, 2 and 3 Consideration securities; and
 - B. the issue of up to 7,040,000 shares at an issue price of \$0.25 per share to raise up to \$1,760,000 **(Capital Raising)**.
 - c) The parties obtaining all necessary approvals pertaining to shareholder, statutory and regulatory approvals, third party consents or waivers contemplated by the Acquisition Agreement and in order to complete the acquisition.
- (ix) **(Notice of Meeting)** Following execution of the Acquisition Agreement, Monger will prepare a notice of meeting with the approvals required under the Acquisition Agreement and provide a draft notice to American Consolidated Lithium for review prior to lodgement with the ASX.
- (x) **(Settlement)** Settlement is to occur five (5) business days after satisfaction or waiver of the above Conditions Precedent, or such other date as agreed in writing by Monger and the Vendors.
- (xi) **(Free Carried Interest)** With effect on and from Settlement, Monger agrees to free carry the Vendors' remaining ACL shares and options (such that the Vendors will not be required to contribute to any ACL expenditure) until the earlier of:
- a) the transfer to Monger of 100% of the issued capital of ACL which requires the Performance Milestones detailed at (iii) and (iv) above have been satisfied for Monger to acquire the Stage 2 and Stage 3 Consideration Securities); and
 - b) a decision by ACL to commence development of mining operations following the completion of a definitive feasibility study (such period being the **Sole Funding Period**).
- Prior to Settlement, Monger and the majority Vendors shall agree in writing a program and budget for the first 12 months of the Sole Funding Period.
- (xii) **(Event of Default)** An event of default occurs in relation to Monger if:
- a) Monger fails to incur expenditure in accordance with the then current program and budget which prevents the Performance Milestones detailed at (iii) and (iv) from being satisfied;
 - b) Monger breaches any other provision of the Acquisition Agreement requiring the payment by Monger of monies to another party or government agency; or
 - c) Monger is in breach of a material term of the Acquisition Agreement, and Monger fails to rectify that breach within 30 business days of being notified of the breach.
- (xiii) **(Vendors' rights in Event of Default)** If an Event of Default is subsisting, for so long as it is continuing, the Vendors have the right (but not the obligation) for so long as the Event of Default is continuing to:
- a) suspend all rights attaching to securities in the capital of ACL held by Monger; and
 - b) require that any director of ACL appointed by Monger resign with immediate effect.

If the Event of Default is not rectified within 30 business days of being notified of the breach, or is not capable of rectification, then Monger is deemed to have automatically made an offer to transfer all of its rights, title and interest in all of its ACL shares and options to the Vendors pro-rata for 90% of the fair value (as determined by an independent accountant or as otherwise agreed between Monger and the Vendors in writing).

Other terms of the Acquisition Agreement (including warranties, indemnities and pre-emptive rights on transfers to third parties) are standard for an agreement of its nature.

SCHEDULE 2 – TERMS OF STAGE 1, STAGE 2 AND STAGE 3 OPTIONS

The Options to be issued under the Acquisition Agreement will be on the same terms, barring the Exercise Price and Expiry Date of each of the Stages of Options as noted at (b) and (c) below:

- (a) **(Entitlement):** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **(Exercise Price):** The amount payable upon exercise of each Option will be:
 - (i) Stage 1 Option - \$0.30;
 - (ii) Stage 2 Option - \$0.50; and
 - (iii) Stage 3 Option - \$0.75,**(Exercise Price).**
- (c) **(Expiry Date):** Each Stage 1 Option will expire at 5:00 pm (AWST) on 6 July 2024 and each Stage 2 Option and Stage 3 Option will expire at 5:00 pm (AWST) three (3) years after the date of issue. 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 and from time to 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) **(Quotation):** The Company will not apply for quotation of the Options on ASX.
- (h) **(Timing of issue of Shares on exercise):** Within 5 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) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph h(i) 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.

- (i) **(Shares issued on exercise):** Shares issued on exercise of the Options will rank equally with the then Shares.
- (j) **(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 Listing Rules at the time of the reconstruction.
- (k) **(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. The Company must give notice to holders of the Options before the record date for determining entitlements to the issue in accordance with the Listing Rules of ASX.

- (l) **(Adjustment for bonus issues of shares):** If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):
 - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (m) **(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.
- (n) **(Transferability):** The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws. The Stage 1 Options are escrowed to 7 July 2023.

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **09.00am (AWST) on Sunday, 29 May 2022**, 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/#/login>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

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All enquiries to Automic:

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