



ZINC OF IRELAND NL

(ACN 124 140 889)

Notice of General Meeting

**General Meeting to be held at
The offices of the Automic Group, Level 5, 191 St Georges Terrace, Perth WA 6000 on 30 June 2022,
commencing at 11.00am (AWST).**

Important

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

In accordance with Treasury Laws Amendment (2021 Measures No. 1) Act 2021 (Cth), the Company will not be dispatching physical copies of this Notice of Meeting unless a Shareholder has elected to receive documents in hard copy. For each Shareholder that the Company has an email address on record, the Company will send a copy of this Notice and material relating to the Meeting or provide a link to where the Notice and other material can be viewed or downloaded by email. To the other Shareholders, the Company will send a letter setting out a URL for viewing or downloading the Notice and other material. If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it in accordance with the instructions set out on that form.

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of the Shareholders of Zinc of Ireland NL (ACN 124 140 889) will be held at **the offices of Automic Group, Level 5, 191 St Georges Terrace, Perth WA 6000**, commencing at **11.00am (AWST) on 30 June 2022** to conduct the following business and to consider, and if thought fit, to pass the following Resolutions.

COVID-19 Information

In light of the easing of restrictions on gatherings in Western Australia, it is currently anticipated that the Meetings will be held in person (and not by virtual means). The Company has taken steps to ensure that all attendees will be able to participate in the Meeting while maintaining their health and safety and abiding by social distancing requirements.

Shareholders do not need to attend the Meeting in order to cast their vote(s). The Company therefore recommends that Shareholders who do not wish to attend the Meeting in person, but who wish to vote, appoint the Chairman as their proxy (and where desired, direct the Chairman how to vote on a Resolution) rather than attending in person.

If the Meeting cannot be held in person, the Company will make additional arrangements as required.

BUSINESS

Resolution 1 – Ratification of the issue of 25,506,642 of the Tranche 1 Placement Shares

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

“That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 25,506,642 of the Tranche 1 Placement Shares at an issue price of \$0.05 each to professional and sophisticated investors, on the terms and conditions set out in this Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by any person who participated in the issue or any associate of those persons.

However, the Company need not disregard a vote if:

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

Resolution 2 – Ratification of the issue of 6,493,358 Shares of the Tranche 1 Placement Shares

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

“That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 6,493,358 of the Tranche 1 Placement Shares at an issue price of \$0.05 each to professional and sophisticated investors, on the terms and conditions set out in this Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on this Resolution by any person who participated in the issue or any associate of those persons.

However, the Company need not disregard a vote if:

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

Resolution 3 – Approval to Issue Tranche 2 Placement Shares to Related Party

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

“That, for the purposes of Listing Rule 10.11 and all other purposes, Shareholders approve the issue of up to 8,000,000 Tranche 2 Placement Shares at an issue price of \$0.05 each to Dundee Resources Limited (and/or their nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

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

- Dundee Resources Limited (or its nominee); and
- any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities) or an associate of that person (or persons); 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 person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on this Resolution; and
 - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – Adoption of the New Constitution

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

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, Shareholders approve for the Company to repeal its existing Constitution and adopt the New Constitution in its place in the form as signed by the Chair of the Meeting for identification purposes."

Resolution 5 – Approval for the Issue of Incentive Options to Director Mr Richard Monti

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

"That, for the purpose of Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 1,500,000 Director Incentive Options to Mr Richard Monti (or his nominee) on the terms and conditions set out in the Explanatory Memorandum Notice"

Voting exclusion statement

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

- Richard Monti (or his nominee); and
- any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person (or those persons);

However, the Company need not disregard any vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides;
- It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Approval for the Issue of Incentive Options to Director Mr Thomas Corr

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

“That, for the purpose of Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 2,000,000 Director Incentive Options to Mr Thomas Corr (or his nominee) on the terms and conditions set out in the Explanatory Memorandum Notice”

Voting exclusion statement

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

- Thomas Corr (or his nominee); and
- any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person (or those persons)

However, the Company need not disregard any vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides;
- It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 – Approval for the Issue of Incentive Options to Director Dr Julian Barnes

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

“That, for the purpose of Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of 1,000,000 Director Incentive Options to Dr Julian Barnes (or his nominee) on the terms and conditions set out in the Explanatory Memorandum Notice”

Voting exclusion statement

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

- Julian Barnes (or his nominee); and
- any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person (or those persons)

However, the Company need not disregard any vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides;
- It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 – Approval for the Issue of Corporate Advisor Options

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

“That, for the purpose of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 5,000,000 Corporate Advisor Options to Penzler Group Pty Ltd (or their nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement

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

- Penzler Group Pty Ltd (or their nominee); and
- any other person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- an associate of that person (or those persons)

However, the Company need not disregard any vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides;
- It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9 – Approval of Employee Securities Incentive Plan

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

“That, for the purposes of Exception 13 of Listing Rule 7.2 and for all other purposes, Shareholders approve the Company’s Employee Securities Incentive Plan and the issue of a maximum of 10,102,207 Equity Securities under that Plan, on the terms and conditions in the Explanatory Memorandum.”

Voting exclusion statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is eligible to participate in the Employee Securities Incentive Plan, or any associate of that person (or those persons).

However, the Company need not disregard any vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides;
- It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - the holder votes on the resolution in that way.

OTHER BUSINESS

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Meeting.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'R. Monti', is positioned below the text 'BY ORDER OF THE BOARD'.

RICHARD MONTI

CHAIRMAN

26 May 2022

EXPLANATORY STATEMENT

Important Information

This Explanatory Statement has been prepared for the information of the Shareholders of Zinc of Ireland NL (ACN 124 140 889) (“**Company**”) in connection with the Resolutions to be considered at the Meeting.

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 Meeting.

This Notice and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

Interpretation

Capitalised terms which are not otherwise defined in this Notice and Explanatory Statement have the meanings given to those terms under the Definitions section.

Note

If you have recently changed your address or if there is any error in the name and address used for this notice please notify the Company Secretary. In the case of a corporation, notification is to be signed by a director or company secretary.

References to “\$” and “A\$” in this Notice and Explanatory Statement are references to Australian currency unless otherwise stated.

References to time in this Notice and Explanatory Statement relate to the time in Perth, Western Australia.

Voting exclusion statements

Certain voting restrictions apply to the Resolutions as detailed beneath the applicable Resolutions in the Notice.

Proxies

Please note that:

- a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- a body corporate appointed as a Shareholder’s proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder’s proxy; and
- Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- at Automic, Level 5, 126 Phillip Street, Sydney, NSW 2000;
- at GPO Box 5193, Sydney, NSW 2001; or
- on facsimile number +61 2 8583 3040,

not later than 11:00am (WST) on 28 June 2022.

Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders at 5:00pm (WST) on 28 June 2022.

Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

REGULATORY INFORMATION

1. Background

1.1 Placement

As announced to the ASX on 4 May 2022, the Company proposes to undertake a placement to professional and sophisticated investors for a total of 40,000,000 Shares at an issue price of \$0.05 per Share to raise an aggregate total of \$2,000,000 before costs (“**Placement**”).

Prenzler Group Pty Ltd has been engaged as Lead Manager for the Placement and will receive a fee of 2% of funds raised under the Placement (“**Lead Manager**”). Other AFSL holders that subscribe to the Placement (either personally or on behalf of their clients) will be entitled to a 4% fee on the total amount of funds raised.

The Placement will be conducted in two tranches with:

- 32,000,000 Shares (“**Tranche 1 Placement Shares**”) already issued under first tranche to professional and sophisticated investors on 12 May 2022, utilising the Company’s capacity under Listing Rule 7.1 (pursuant to Resolution 1) and 7.1A (pursuant to Resolution 2) (“**Tranche 1**”); and
- the balance of the Shares under the Placement, being 8,000,000 Shares issued under the second tranche (“**Tranche 2 Placement Shares**”) (“**Tranche 2**”). The Company proposes to issue the Tranche 2 Placement Shares to Dundee Resources Limited (a related party of the Company) and is subject to Shareholder approval for the issue pursuant to Listing Rule 10.11 under Resolution 3.

1.2 Use of funds

As announced on 4 May 2022, the funds raised from the Placement will be used to fund the Company’s aggressive drilling programs, other exploration and for general working capital expenses as set out below:

Item	Amount
Capital raising fees	\$94,000
ASIC / ASX regulatory fees	\$15,000
Exploration expenditure on Rathdowney Trend and Earraheedy Projects	\$1,541,000
General working capital	\$350,000
Total	\$2,000,000

2. Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

As set out at section 1.1 above, the Company issued 32,000,000 Tranche 1 Placement Shares to professional and sophisticated investors on 12 May 2022.

Resolution 1 is an ordinary resolution which seeks to ratify the prior issue of 25,506,642 of the Tranche 1 Placement Shares pursuant to Listing Rule 7.4, under the Company’s placement capacity pursuant to Listing Rule 7.1.

2.1 Listing Rule 7.1 and 7.4

Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of shareholders is required for an issue of securities by a company if those securities, when aggregated with the securities issued by the company during the previous twelve (12) months (without approval and which were not subject to an exception), exceed fifteen percent (15%) of the number of shares on issue at the commencement of that twelve (12) month period.

The issue of 25,506,642 Shares the subject of Resolution 1 does not fall within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively 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 Shares.

Listing Rule 7.1A provides that eligible entities may, subject to shareholder approval by special resolution, issue Equity Securities up to ten (10%) of its issued capital over a period of twelve (12) months after the General Meeting. Shareholder approval was obtained pursuant to Listing Rule 7.1A on 19 November 2021.

Listing Rule 7.4 sets out the procedure and effect of Shareholder approval of a prior issue of securities and provides that where shareholders in general meeting ratify a previous issue of securities made without approval under Listing Rule 7.1, provided that the previous issue of securities did not breach Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

By ratifying the Placement Shares, the Company will retain the flexibility to issue Equity Securities in the future up to the fifteen percent (15%) placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

2.2 Information required pursuant to Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 1 for the purposes of Listing Rule 7.4:

(a) **Names of the persons to whom the entity will issue the securities (if known) or basis upon which those persons will be identified or selected**

The Shares were issued to professional and sophisticated investors who are clients of the Lead Manager. None of the participants in Tranche 1 of the Placement were related parties of the Company or persons to whom Listing Rule 10.11 applied. The recipients were identified through a bookbuild process undertaken by the Lead Manager, where expressions of interest to participate in the capital raising from non-related parties of the Company were sought.

The Lead Manager will receive a fee of 2% of funds raised under the Placement.

(b) **Maximum number of securities the entity is to issue**

25,506,642 Shares.

(c) **Terms of the securities**

The Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with existing Shares on issue.

(d) **Date by which the entity issued the securities**

The Shares were issued on 12 May 2022.

(e) **Issue price of the securities**

The issue price of the Shares was \$0.05 per Share.

(f) **Purpose of the issue and the intended use of the funds raised**

The purpose of the issue was to raise \$1,275,332 and was used towards activities set out in Section 1.2 above.

2.3 Listing Rule 14.1A

If Resolution 1 is passed, the issue of 25,506,642 Shares will be excluded in calculating the Company's 15% limit for the purposes of Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Shares.

If Resolution 1 is not passed, the issue of 25,506,642 Shares will be included in calculating the Company's 15% limit for the purposes of Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Tranche 1 Placement Shares.

2.4 Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

3. Resolution 2 – Ratification of issue of 6,493,358 of the Tranche 1 Placement Shares

As set out at section 1.1 above, the Company issued 32,000,000 Tranche 1 Placement Shares to professional and sophisticated investors on 12 May 2022.

Resolution 2 is an ordinary resolution which seeks to ratify the prior issue of 6,493,358 of the Tranche 1 Placement Shares pursuant to Listing Rule 7.4, under the Company's placement capacity pursuant to Listing Rule 7.1A.

3.1 Listing Rule 7.1A and 7.4

Listing Rule 7.1A provides that eligible entities may, subject to shareholder approval by special resolution, issue Equity Securities up to ten (10%) of its issued capital over a period of twelve (12) months after the General Meeting. Shareholder approval was obtained pursuant to Listing Rule 7.1A on 19 November 2021.

The issue of 6,493,358 Shares the subject of Resolution 2 does not fall within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders. It effectively uses up part of the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1A for the 12-month period following the date of issue of the Shares.

By ratifying the Placement Shares, the Company will retain the flexibility to issue Equity Securities in the future up to the ten percent (10%) placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

3.2 Information required pursuant to Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to the Shareholders in relation to obtaining approval of Resolution 2 for the purposes of Listing Rule 7.4:

(a) **Names of the persons to whom the entity will issue the securities (if known) or basis upon which those persons will be identified or selected**

The Shares were issued to professional and sophisticated investors who are clients of the Lead Manager. None of the participants in Tranche 1 of the Placement were related parties of the Company or persons to whom Listing Rule 10.11 applied. The recipients were identified through a bookbuild process undertaken by the Lead Manager, where expressions of interest to participate in the capital raising from non-related parties of the Company were sought.

The Lead Manager will receive a fee of 2% of funds raised under the Placement.

(b) **Maximum number of securities the entity is to issue**

6,493,358 Shares.

(c) **Terms of the securities**

The Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with existing Shares on issue.

(d) **Date by which the entity issued the securities**

The Shares were issued on 12 May 2022.

(e) **Issue price of the securities**

The issue price of the Shares was \$0.05 per Share.

(f) **Purpose of the issue and the intended use of the funds raised**

The purpose of the issue was to raise \$324,668 and was used towards activities set out in Section 1.2 above.

3.3 Listing Rule 14.1A

If Resolution 2 is passed, the issue of 6,493,358 Shares will be excluded in calculating the Company's 10% limit for the purposes of Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Shares.

If Resolution 2 is not passed, the issue of 6,493,358 Shares will be included in calculating the Company's 10% limit for the purposes of Listing Rule 7.1A, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of issue of the Shares.

3.4 Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Approval for the issue of Tranche 2 Placement Shares to a Related Party

Resolution 3 is an ordinary resolution which seeks to approve the issue of up to 8,000,000 Tranche 2 Placement Shares at an issue price of \$0.05 to Dundee Resources Limited (and/or their nominees) (the "**Related Party**") pursuant to Listing Rule 10.11.

Dundee Resources Limited is a related party of the Company under section 228 of the Corporations Act as a result of that entity being controlled by Julian Barnes who is a Director of the Company.

4.1 Section 208 of the Corporations Act

Section 208(1)(a) of the Corporations Act prohibits a company from giving a financial benefit (including an issue of securities) to a related party of the company without the approval of shareholders by a resolution passed at a general meeting at which no votes are cast in relation to the resolution in respect of any shares held by the related party or by an Associate of the related party.

The issue of the Tranche 2 Placement Shares to the Related Party is being undertaken on the same terms as the other non-related party participants in Tranche 1 of the Placement - so, the issue of the Tranche 2 Placement Shares to the Related Party falls within the "arm's length exception" as set out in section 210 of the Corporations Act. Accordingly, the Company is not required to seek Shareholder approval in respect of the issue of the Related Party Shares under Chapter 2E of the Corporation Act and is only required to seek Shareholder approval for the purposes of Listing Rule 10.11 under Resolution 3.

4.2 Listing Rule 10.11

Listing Rule 10.11 provides that a company must not issue Equity Securities to a related party without the approval of holders of ordinary securities. Further, exception 14 of Listing Rule 7.2 states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11.

As set out above, the Related Party is a related party of the Company for the purposes of section 228 of the Corporations Act. Accordingly, Shareholder approval is sought under Listing Rule 10.11 to permit the issue of Shares to the Related Companies pursuant to the Placement.

The Company proposing to issue the 8,000,000 Shares to the Related Party pursuant to Tranche 2 of the Placement ("**Issue**"). 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.

Resolution 3 seeks approval for the issue of up to 8,000,000 Tranche 2 Placement Shares to the Related Party for the purpose of satisfying the requirements of Listing Rule 10.11.

4.3 Information required pursuant to Listing Rule 10.13

For the purposes of Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolution 3:

(a) **Names of the persons and category of person for purposes of Listing Rule 10.11**

Dundee Resources Limited (which is controlled by Julian Barnes who is a Director of the Company which makes them related parties pursuant to Listing Rule 10.11.1 and section 228 of the Corporations Act).

(a) **Maximum number of securities to be issued**

The maximum number of securities that may be issued pursuant to Resolution 3 is as follows:

Recipient	Shares
Dundee Resources (or their nominee)	8,000,000

(a) **Terms of the issue**

The Tranche 2 Placement Shares are fully paid ordinary shares in the capital of the Company and will rank equally in all respects with all existing Shares on issue.

(b) **Date by which the entity will issue under the securities**

Any Shares to be issued to the Related Party pursuant to Tranche 2 of the Placement will be issued on or about 4 July 2022. In any event, however, no Shares will be issued to the Related Party (and/or their nominee) later than one (1) month after the Meeting or such longer period as permitted by ASX.

(c) **Relationship that requires Shareholder approval**

The Related Party is controlled by a Director of the Company, Julian Barnes, which makes them a related party of the Company pursuant to Listing Rule 10.11.1.

(d) **Issue price of the securities**

The issue price of the Tranche 2 Placement Shares is \$0.05 per Share.

(e) **Purpose and intended use of the funds raised**

The purpose of the issue is to raise \$400,000 and to be used towards activities set out in Section 1.2 above.

4.4 Listing Rule 14.1A

Listing Rule 14.1A provides that a notice of meeting which contains a resolution seeking approval of security holders under the listing rules must summarise the relevant listing rule (see summary of Listing Rule 10.11 above) and what will happen if security holders give, or do not give, that approval.

If Resolution 3 is approved by Shareholders, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares to the Related Party and will raise additional funds of approximately \$400,000, which will be used in the manner set out in Section 4.3(e) above. As approval pursuant to Listing Rule 7.1 is not required for the issue of Shares to the Related Party (because approval is being obtained under Listing Rule 10.11), the issue of Tranche 2 Placement Shares to the Related Party will not use up any of the Company's 15% annual placement capacity.

If Resolution 3 is not approved by Shareholders, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares to the Related Party under the Placement and the corresponding \$400,000 from the Related Party may not be raised as part of the Placement. The Company will then look at alternative funding sources if Shareholders do not approve the issue of the Tranche 2 Placement Shares to the Related Party.

4.5 Directors' Recommendation

Other than to the extent that a Director has a material personal interest in the outcome of the Resolution as the proposed recipient of Shares, the Directors unanimously recommend that Shareholders approve Resolution 3.

5. Resolution 4 – Adoption of new Constitution

Resolution 4 is a special resolution which seeks to approve the adoption of a new constitution (“**Proposed Constitution**”) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current and recent provisions of the Corporations Act and Listing Rules. Pursuant to the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

The replacement of the Constitution requires approval for all purposes by way of a special resolution, meaning that at least seventy-five percent (75%) of votes must be cast in favour of the Resolution in order for it to be passed.

The Proposed Constitution will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was last adopted by the Company in 2019. The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

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 material changes is set out below.

A brief summary of the material proposed differences between the existing and Proposed Constitution is set out below. This summary is not exhaustive and does not identify all of the differences between the existing Constitution and Proposed Constitution.

A copy of the Proposed Constitution is available for review by Shareholders at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary by email at Jerry@monzucorp.com.au. Shareholders are invited to contact the Company if they have any queries or concerns.

5.1 Summary of Material Proposed Changes

(a) General Update

The Proposed Constitution generally updates the various provisions in a variety of respects to reflect industry best practice, the Corporations Act and the Listing Rules in a form approved by the ASX.

(b) Partial (Proportional) Takeover Provisions

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

(c) **Technology – Shareholder meetings**

The *Corporations Amendment (Meetings and Documents) Act 2021* (Cth) amends the Corporations Act to establish a permanent mechanism to allow companies to hold hybrid (in person and remote) or entirely virtual shareholder and director meetings. The Company believes that it would be prudent to update the existing constitution to allow for flexibility in the way the Company can hold Shareholder and Director meetings.

5.2 Information required by section 648G of the Corporations Act

(a) **Effect of Proposed Proportional Takeover Provisions**

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

(b) **Reasons for Proportional Takeover Provisions**

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

(a) **Knowledge of any Acquisition Proposals**

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(b) **Potential Advantages and Disadvantages of Proportional Takeover Provisions**

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- assisting in preventing Shareholders from being locked in as a minority;
- increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders

which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- proportional takeover bids may be discouraged;
- lost opportunity to sell a portion of their Shares at a premium; and
- the likelihood of a proportional takeover bid succeeding may be reduced.

5.3 Directors' Recommendation

The Directors unanimously recommend that Shareholders approve Resolution 4.

6. Resolutions 5, 6 and 7 – Approval for the Issue of Director Incentive Options

Resolutions 5, 6 and 7 are ordinary resolutions that seek Shareholder approval, pursuant to Listing Rule 10.11 for the issue of:

- 1,500,000 Director Incentive Options to Mr Richard Monti;
- 2,000,000 Director Incentive Options to Mr Thomas Corr; and
- 1,000,00 Director Incentive Options to Mr Julian Barnes,

each exercisable at \$0.10 each, on or before 3 years from the date of issue.

In the Company's present circumstances, the Board considers that the issue of the above Director Incentive Options to the Directors are a cost effective and efficient way by the Company to appropriately incentivise and reward the continued performance of the Board and ensure alignment by the Board with the strategic goals and targets of the Company.

Given the speculative nature of the Company's activities and the small management team responsible for its running, it is considered the performance of the Directors and the performance and value of the Company are closely related. As such, the Director Incentive Options proposed to be granted to the Board will generally only be of benefit if the performance is to the level whereby the value of the Company increases sufficiently to warrant exercising those Director Incentive Options.

Shareholder approval is required under Listing Rule 10.11 for the proposed grant of the Director Incentive Options because Mr Monti, Mr Corr and Dr Barnes are related parties of the Company.

A summary of the terms and conditions of the Director Incentive Options is out in Schedule 2.

6.1 Chapter 2E of the Corporations Act

For a public company to give a financial benefit to a related party of the public company, the public company must:

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

- give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Director Incentive Options constitutes giving a financial benefit as the Executive Directors are related parties of the Company by virtue of being Directors.

The Board has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by Section 211 of the Corporations Act is relevant in the circumstances and accordingly, the Company will not seek approval for the issue of the Director Incentive Options pursuant to Section 208 of the Corporations Act.

6.2 Listing Rule 10.11

The Company proposing to issue the Director Incentive Options to incentivise and reward the continued performance of the Board (“Issue”). 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 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 the Company’s shareholders under Listing Rule 10.11.

6.3 Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of securities the subject of Resolutions 5, 6 and 7:

- (a) **Name of the person and category of person for the purposes of Listing Rule 10.11**
- Mr Richard Monti (and/or his nominee);
 - Mr Thomas Corr (and/or his nominee); and
 - Dr Julian Barnes (and/or his nominee),
who are Directors of the Company which makes them related parties pursuant to Listing Rule 10.11.1

(b) **Maximum number of securities to be issued**

The maximum number of Director Options to be issued to the above Directors (and/or their nominee) is as follows:

Director	Number of Director Incentive Options
Mr Richard Monti (or his nominee)	1,500,000
Mr Thomas Corr (or his nominee)	2,000,000
Dr Julian Barnes (or his nominee)	1,000,000
Total	4,500,000

(a) **Terms of the issue**

The Director Incentive Options will be issued on the terms and conditions set out in Schedule 1.

(b) **Date by which the entity will issue the securities**

The Director Incentive Options will be issued shortly after the meeting (if approved) in any event, no Director Incentive Options will be issued later than 1 month after the date of the Meeting (or such other later date as permitted by any ASX waiver or modification of the Listing Rules).

(c) **Relationship that requires shareholder approval**

Richard Monti, Thomas Corr and Julian Barnes are Directors of the Company which makes them related parties pursuant to Listing Rule 10.11.1.

(d) **Issue price of the securities**

The Director Incentive Options will be issued for nil consideration, however, will have an exercise price of \$0.10 each.

(e) **Purpose and intended use of funds raised**

The purpose of the issue of the Director Incentive Options re to incentivise and reward the continued performance of the Board in a cost effective and efficient way.

The Director Incentive Options will be issued for nil consideration. Accordingly, no funds will be raised from the issue of the Director Incentive Options. If all of the Director Incentive Options issued are exercised, a total of \$450,000 will be raised from the exercise thereof which will be used towards general working capital expenses.

(f) **Remuneration of the Directors**

Director	Remuneration package for the current financial year
Mr Richard Monti	\$60,000
Mr Thomas Corr	\$36,000
Dr Julian Barnes	\$37,500
Total	\$133,500

(a) **If the securities will be issued under an agreement, a summary of the material terms of the agreement**

The Director Incentive Options are not being issued under an agreement.

6.4 Listing Rule 14.1A

If Resolutions 5, 6 and 7 are passed, the Company will be able to proceed with the issue of the Director Incentive Options to Mr Richard Monti, Mr Thomas Corr and Dr Julian Barnes respectively. As approval pursuant to Listing Rule 7.1 is not required for the issue of Shares to the Directors (because approval is being obtained under Listing Rule 10.11), the issue of Director Incentive Options to the Directors will not use up any of the Company's 15% annual placement capacity.

If Resolutions 5, 6 and 7 are not passed, the Company will not be able to proceed with the issue of the Director Incentive Options to Mr Richard Monti, Mr Thomas Corr and Dr Julian Barnes respectively.

6.5 Directors' recommendation

Other than the Directors to whom Resolutions 5, 6 and 7 relate, who do not make any recommendation in relation to that particular Resolution, the Directors unanimously recommend that Shareholders vote in favour of Resolutions 5, 6 and 7.

The Chair intends to exercise all available proxies in favour of Resolutions 5, 6 and 7.

7. Resolution 8 – Approval for the Issue of Corporate Advisor Options

As announced on 4 May 2022, in connection with the Placement, corporate advisors were paid a fee for their services and the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 for the issue of 5,000,000 unlisted options exercisable at \$0.10 per option and an expiry date of 9 September 2024 ("**Corporate Advisor Options**").

The issue of the Corporate Advisor Options will be made in consideration of the provision of certain capital raising services as well as ongoing corporate advisory services to the Company.

A summary of the terms and conditions of the Corporate Advisor Options is out in Schedule 3.

7.1 Listing Rule 7.1

Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue (in the case of Listing Rule 7.1) and 10% of the company's ordinary securities then on issue (in the case of Listing Rule 7.1A).

The proposed issue of the Corporate Advisor Options does not fall within any of the exceptions to Listing Rule 7.1 and the Company does not have sufficient placement capacity remaining under Listing Rule 7.1 or 7.1A to accommodate the issue. The Company therefore requires the approval of Shareholders under Listing Rule 7.1 for the issue of the Corporate Advisor Options.

By approving the issue of Corporate Advisor Options the subject of Resolution 8, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

In the event that Shareholder approval is not obtained for the issue of the Corporate Advisor Options, if those Corporate Advisor Options are nonetheless issued to the extent permissible under the Company's 15% annual placement capacity, this will reduce the capacity for the Company to issue further securities without first having to seek Shareholder approval.

7.2 Information Required by Listing Rule 7.3

(a) **Names of the persons to whom the entity will issue the securities (if known) or basis upon which those persons will be identified or selected**

The Corporate Advisor Options are to be issued the Lead Manager, Penzler Group Pty Ltd (or their nominees) in consideration of the provision of capital raising services and other corporate advisory services in connection with the Placement, and other ongoing corporate advisory services.

(b) **Maximum number of securities the entity is to issue**

5,000,000 Corporate Advisor Options.

(c) **Date by which the entity will issue the securities**

The Corporate Advisor Options will be issued as soon as practicable after the Meeting, and in any event, within 3 months of the date of the Meeting.

(d) **Issue price of the securities**

The Corporate Advisor Options will be issued for nil consideration, however, will have an exercise price of \$0.10 each.

(e) **Terms of the securities**

The Corporate Advisor Options are exercisable for \$0.10 on or before 9 September 2024 and otherwise on the terms and conditions set out in Schedule 3.

(f) **Purpose and intended use of the funds raised**

The purpose of the issue of the Corporate Advisor Options is for consideration of the provision of capital raising services and other corporate advisory services in connection with the Placement.

No funds will be raised from the issue of the Corporate Advisor Options because they are being issued in consideration of the provision of capital raising services and other corporate advisory services in connection with the Placement, and other ongoing corporate advisory services. If all of the Corporate Advisor Options issued are exercised, a total of \$500,000 will be raised from the exercise thereof which will be used towards general working capital expenses.

(g) **If the securities will be issued under an agreement, a summary of the material terms of the agreement**

On 28 February 2022, the Company and the Lead Manager entered into an agreement on the following material terms set out below (“**Lead Manager Mandate**”).

The Company has agreed to pay the Lead Manager:

- 5,000,000 Corporate Advisor Options; and
- the Company will also reimburse the Lead Manager for any out-of-pocket expenses up to \$500.

The Lead Manager Mandate will continue until the earlier of the Placement completing or 6 months from the date of the Lead Manager Mandate. Either the Company or the Lead Manager may terminate the Mandate by 30 days' written notice to the other party. The Mandate contains other customary termination rights for an agreement of this nature relating to breaches of obligations by either party.

The Company is required to provide customary warranties and indemnities in favour of the Lead Manager for an agreement of this nature, including but not limited to the Company indemnifying the Lead Manager for a material breach of the Company's obligations under the Mandate (but only to the extent that the Lead Manager's fraud, negligence or wilful default caused or contributed to the loss).

In addition to the fees above as set out in the Lead Manager Mandate, the Company has also agreed to pay a fee of 2% to the Lead Manager for funds raised under the Placement. Further, other AFSL holders that subscribe to the Placement (either personally or on behalf of their clients) will be entitled to a 4% fee on the total amount of funds raised.

7.3 Listing Rule 14.1A

If Resolution 8 is approved by Shareholders, then the Corporate Advisor Options will be excluded in calculating the Company's fifteen percent (15%) limit in Listing Rule 7.1 and the Company will retain the flexibility to issue Equity Securities in the future up to the fifteen percent (15%) placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If Resolution 8 is not approved by Shareholders, the Corporate Advisor Options will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities that the Company can issue without Shareholder approval over the twelve (12) month period following the date of issue of the Corporate Advisor Options.

7.4 Directors' Recommendation

The Directors unanimously recommend that Shareholders approve Resolution 8.

8. Resolution 9 – Adoption of Employee Securities Incentive Plan

Resolution 9 is an ordinary resolution which provides for the approval of a new employee incentive plan of the Company and for the Company to issue up to 10,102,207 Equity Securities under it, which was adopted by the Board on 19 May 2022 (“**Plan**”).

The Board is committed to incentivising and retaining the Company's personnel in a manner which promotes alignment of their interests with shareholder interests, whilst ensuring the Company's remuneration package for all eligible participants is market-competitive. The

Company's ability to execute this strategy is dependent on the experienced talent that the Company has recruited, and their retention and alignment with shareholder' interests is critical. At the same time, the Company desires to maintain the flexibility to respond promptly to maximise opportunities afforded by capital markets.

Accordingly, the Board seeks shareholder approval of the Company's new Employee Incentive Plan for the purposes of Listing Rule 7.2 Exception 13.

8.1 Listing Rule 7.2 Exception 13

Listing Rule 7.1 provides that a company must not, without shareholder approval, subject to certain exceptions, issue during any 12-month period any Equity Securities or other securities with rights of conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12-month period.

Under Exception 13(b) in Listing Rule 7.2, shareholders may approve the issue of Equity Securities under an employee incentive plan as an exception to Listing Rule 7.1. If such approval is obtained, Listing Rule 7.1 does not apply to an issue of Equity Securities in the Company made under an employee share option plan within three years of the approval.

The grant of any securities to a director of the Company will require specific approval under Listing Rule 10.14.

The Board is committed to incentivising and retaining the Company's personnel in a manner which promotes alignment of their interests with shareholder interests, whilst ensuring the Company's remuneration package for all eligible participants is market-competitive. The Company's ability to execute this strategy is dependent on the experienced talent that the Company has recruited, and their retention and alignment with shareholder' interests is critical. At the same time, the Company desires to maintain the flexibility to respond promptly to maximise opportunities afforded by capital markets.

8.2 Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to issue Equity Securities (such as performance rights and/ or options) under the Plan to eligible participants over a period of 3 years. The issue of any Equity Securities to eligible participants under the Plan (up to the maximum number of the number stated in Section 8.3(c) below) 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 be able to proceed with the issue of Equity Securities under the Plan to eligible participants, but any issues of Equity Securities will reduce, to that extent, the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the securities.

8.3 Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 9:

(a) **Summary of the terms of the Plan**

Refer to Schedule 3 for a summary of the terms and conditions of the Plan.

(b) **The number of securities issued under the Plan since the entity**

The Company has not issued any Equity Securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan.

(c) **Maximum number of securities proposed to be issued under the Plan following approval**

The maximum number of Equity Securities proposed to be issued under the Plan, following Shareholder approval, is 10,102,207 Equity Securities (calculated by 5% of the Company's share capital as at the date of this Notice pursuant to the Class Order). It is not contemplated that the maximum number of Equity Securities for which approval is sought will be issued immediately.

8.4 Directors' recommendations

Noting that each Director may have a personal interest in the outcome of this Resolution by virtue of them being eligible to participate in the Employee Securities Incentive Plan and the votes of those Directors who are eligible to participate in the Employee Securities Incentive Plan will be disregarded, the Board recommends that shareholders vote in favour of Resolution 9.

The Chairman intends to exercise all undirected proxies in favour of Resolution 9.

DEFINITIONS

In this Notice of Meeting and Explanatory Statement:

“**ASIC**” means the Australian Securities and Investments Commission;

“**ASX**” means ASX Limited ACN 008 624 691;

“**Board**” means the board of Directors;

“**Business Day**” has the meaning given to it in the Listing Rules;

“**Chairman**” means the chairman of the Board;

“**Class Order**” means ASIC Class Order [CO 14/1000];

“**Company**” means Zinc of Ireland NL (ACN 124 140 889);

“**Constitution**” means the constitution of the Company;

“**Corporate Advisor Option**” means a right to acquire a Share on the terms and conditions as outlined in Schedule 2;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a director of the Company;

“**Director Incentive Option**” means an option to acquire one Share on the terms and conditions as outlined in Schedule 1;

“**Equity Securities**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means this Explanatory Statement;

“**General Meeting**” means the general meeting of Shareholders convened in accordance with this Notice of Meeting;

“**Lead Manager**” means Prenzler Group Pty Ltd (ACN 621 100 730);

“**Listing Rules**” means the official Listing Rules of the ASX;

“**Meeting**” means the General Meeting convened in accordance with this Notice;

“**Notice**” and “**Notice of Meeting**” means the notice of meeting to which this Explanatory Memorandum is attached;

“**Official List**” means the official list of ASX;

“**Plan**” means the Employee Securities Incentive Plan the subject of Shareholder approval pursuant to Resolution 9;

“**Resolution**” means a resolution set out in this Notice;

“**Schedule**” means a schedule to this Notice;

“**Section**” means a section of this Explanatory Statement;

“Share” means an ordinary fully paid ordinary share in the capital of the Company;

“Shareholder” means the holder of a Share;

“Trading Day” means a day determined by ASX to be a trading day in accordance with the Listing Rules;
and

“WST” means Western Standard Time.

SCHEDULE 1 – TERMS AND CONDITIONS OF DIRECTOR INCENTIVE OPTIONS

For the purpose of this Schedule, a Director Incentive Option will be referred to as an Option.

- (a) **Entitlement:** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price:** Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.10 ("**Exercise Price**").
- (c) **Expiry Date:** Each Option will expire at 5:00 pm (WST) three year after the issue date ("**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 10 Business Days after the Exercise Date, the Company will:
- allot and 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;
 - 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
 - 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) **Quotation of Shares issued on exercise:** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- (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 ASX 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.
- (l) **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.
- (m) **Unquoted:** The Company will not apply for quotation of the Options on ASX.
- (n) **Transferability:** The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 2 – TERMS AND CONDITIONS OF CORPORATE ADVISOR OPTIONS

For the purpose of this Schedule, a Corporate Advisor Option will be referred to as an Option.

- (a) **Entitlement:** Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
- (b) **Exercise Price:** Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.10 (**Exercise Price**).
- (c) **Expiry Date:** Each Option will expire at 5:00 pm (WST) on the 9 September 2024 (**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 10 Business Days after the Exercise Date, the Company will:
allot and 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;
- 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
 - 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) **Quotation of Shares issued on exercise:** If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- (j) **Reconstruction of capital:** If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (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.
- (l) **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.
- (m) **Unquoted:** The Company will not apply for quotation of the Options on ASX.
- (n) **Transferability:** The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – SUMMARY OF THE TERMS AND CONDITIONS OF THE EMPLOYEE SECURITIES INCENTIVE PLAN

The objectives and key terms of the Employee Securities Incentive Plan are summarised below:

- (a) **Objectives** The primary objectives of the Employee Incentive Plan are to:
- establish a method by which eligible participants can participate in the future growth and profitability of the Company;
 - to provide an incentive and reward for eligible participants for their contribution to the Company; and
 - attract and retain a high standard of managerial and technical personnel for the benefit of the Company.
- (b) **Eligible Participants** Under the Employee Incentive Plan, an award (i.e. options or performance rights, etc.) may be awarded to an eligible participant.
- The Board, at its sole and absolute discretion, may invite an eligible person selected by to it complete an application relating to a specified number of awards allocated to that eligible person by the Board. The Board may offer an award (as applicable) to any eligible person it elects and determine the extent of that person’s participation in the Employee Incentive Plan (“**Participant**”).
- An offer by the Board is required to specify, among other things, the type of award offered, the date and total number of awards granted, the exercise price and exercise period and any other matters the Board determines necessary, including the exercise conditions and disposal restrictions attaching to the awards.
- (c) **5% Limit** The Employee Incentive Plan has been prepared to comply with the Class Order and as such, offers under the Employee Incentive Plan are limited to the 5% capital limit set out in the Class Order.
- (d) **Awards Rights** Unless the Board determines otherwise, any awards granted under the Employee Incentive Plan are not capable of being transferred or encumbered by a Participant.
- (e) **Exercise of Awards** At the sole and absolute discretion of the Board, and in general terms, awards granted under the Employee Incentive Plan may only be exercised if particular exercise or vesting conditions have been met, the exercise price has been paid to the Company and the awards are exercised within the respective exercise period. An award granted under the Employee Incentive Plan may not be exercised once it has lapsed.
- (f) **Cashless Exercise Facility** Under the terms of the Employee Incentive Plan, a Participant may request to pay the exercise price for an award by setting off the exercise price against the number of Shares which they are entitled to receive upon exercise (“**Cashless Exercise Facility**”). By using the Cashless Exercise Facility, the holder will receive Shares to the value of the surplus after the exercise price has been set off. Any such request must be expressly made by the Participant in the exercise notice. The Board may approve or refuse the request in its sole and absolute discretion.
- (g) **Change of Control Event** On the occurrence of a change of control event, being, in general terms, an unconditional takeover bid under Chapter 6 of the Corporations Act, a court sanctioned scheme of arrangement or any other merger

involving the Company occurs which results in the holders of Shares holding 50% or less of the voting shares in the Company, the Board may in its sole discretion determine that all or a percentage of unvested awards will vest and become exercisable in accordance with the Employee Incentive Plan rules.

- (h) **Cessation of Employment** If a Participant ceases to be a director, employee or a contractor of any member of the Company's group, being associated bodies corporate of the Company, due to his or her resignation, redundancy dismissal for cause or poor performance on or before the relevant exercise period, the awards will lapse.
- If a Participant ceases to be a director, employee or a contractor of any member of the Company's group, being associated bodies corporate of the Company, due to his or her resignation, redundancy dismissal for cause or poor performance during the exercise period, the expiry date is adjusted to 60 days (in cases of resignation or redundancy) or immediately (in cases of dismissal for cause or poor performance) after the termination date (or a later date determined by the Board).
- (i) **Fraudulent behavior** If, in the opinion of the Board, a Participant has acted fraudulently or dishonestly, the Board may determine that any award granted to that Participant should lapse, and the award will lapse accordingly.
- (j) **Reconstruction of share capital** If the event of any reconstruction of the share capital of the Company, the number of awards to which each Participant is entitled and/or the exercise price must be reconstructed in accordance with the ASX Listing Rules. Awards must be reconstructed in a manner which is fair with respect to the Participants and the holders of other securities in the Company, subject to the ASX Listing Rules.
- (k) **Participation Rights** Holders of awards issued under the Employee Incentive Plan may only participate in new issues of securities by the Company if they have first exercised their awards within the relevant exercise period and become a shareholder of the Company prior to the relevant record date and are then only entitled to participate in relation to Shares of which they are a registered holder.
- (l) **Compliance with Laws** Awards may not be granted and/or Shares may not be allotted and issued, acquired, transferred or otherwise dealt with under the Employee Incentive Plan if to do so would contravene the Corporations Act or any other applicable laws or regulations.
- The Employee Incentive Plan Rules contain customary and usual terms having regard to Australian law for dealing with administration, variation and termination of the Employee Incentive Plan.



Zinc of Ireland NL | ACN 124 140 889

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 **11.00am (AWST) on Tuesday, 28 June 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 VOTE ONLINE

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

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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>.



