



Monger Gold Limited
ACN 644 564 241

EXTRAORDINARY GENERAL MEETING – NOTICE AND PROXY FORM

Dear Shareholder,

Monger Gold Limited (ASX: MMG) (**Monger Gold** or the **Company**) advises that it is convening its 2022 Extraordinary General Meeting (**EGM**) of shareholders to be held at 9.00am (AWST) on Monday 31 October 2022 via a virtual meeting.

Monger Gold respects the rights of shareholders to participate in the EGM 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 *Corporations Act 2001* (Cth) the Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has requested 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.

If you wish to virtually attend the EGM, please pre-register in advance for the virtual meeting here:
https://us02web.zoom.us/webinar/register/WN_-1D8_bOvQi6k02DR6A5rbg

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

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 29 October 2022.

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

A copy of your personalised Proxy Form is enclosed for convenience. Proxy votes may also be lodged online by using the link: <https://investor.automic.com.au/#/loginsah>
(Login and click on '**Meetings**'. Use the Holder Number shown at the top of your Proxy Form.)

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

A handwritten signature in black ink, appearing to read "Ian Pamensky".

Ian Pamensky – Company Secretary
12 September 2022



MONGER GOLD LIMITED

(ACN 644 564 241)

NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 9:00am (AWST)

DATE: 31 October 2022

PLACE: Online at https://us02web.zoom.us/webinar/register/WN_-1D8_bOvQi6k02DR6A5rbq

This Notice of Extraordinary 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 Extraordinary 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 Extraordinary 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_-1D8_bOvQi6k02DR6A5rbg.

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 Extraordinary General Meeting.

As permitted by the Corporations Act, the Company will not be sending hard copies of the Notice of Extraordinary 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 Extraordinary 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 29 October 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 29 October 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 Extraordinary General Meeting will be held online at 9:00am (AWST) on 31 October 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 11:00am (AWST) on 29 October 2022.

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 lodgement process please see the Online Proxy Lodgement 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 EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting of the Shareholders of Monger Gold Limited (**Monger** or the **Company**) will be held online on Monday 31 October 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 Extraordinary 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 Extraordinary General Meeting describes the matters to be considered at the Extraordinary General Meeting.

SPECIAL BUSINESS

1. RESOLUTION 1 – APPROVAL TO ISSUE SHARES AND PERFORMANCE SHARES TO JODY DAHROUGE

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 1,000,000 Shares and 4,000,000 Performance Shares to Jody Dahrouge on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Extraordinary General Meeting.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of Jody Dahrouge, or any other person 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.

2. RESOLUTION 2 – CHANGE OF COMPANY NAME

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

“That, for the purposes of section 157(1)(a) of the Corporations Act, and for all other purposes, the name of the Company be changed from ‘Monger Gold Limited’ to ‘Loyal Lithium’, with effect from the date that ASIC alters the details of the Company’s registration.”

3. RESOLUTION 3 – CHANGE TO NON-EXECUTIVE DIRECTORS' FEES

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

“That, for the purposes of ASX Listing Rule 10.17, and Article 12.8 of the Company’s Constitution, the maximum aggregate amount of directors’ fees payable to Directors of the Company be increased to \$200,000 per annum.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director, or an Associate of a Director. 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.

The Company will disregard any votes cast on Resolution 3 by any member of the Key Management Personnel of the Company, or a Closely Related Party of such member, acting as proxy if their appointment does not specify the way the proxy is to vote on Resolution 3. However, the Company will not disregard any votes cast on Resolution 3 by such person if:

- (a) 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 3 is connected with the remuneration of the Key Management Personnel of the Company.

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 Extraordinary 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 Extraordinary General Meeting to be held online at 9:00am (AWST) on 31 October 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 Extraordinary General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Extraordinary 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 Extraordinary General Meeting, please contact the Company Secretary, your accountant, solicitor, stockbroker or other professional advisor before voting.

1. RESOLUTION 1 – APPROVAL TO ISSUE SHARES AND PERFORMANCE SHARES TO THE VENDOR

1.1 Background

On 18 August 2022, the Company announced that it had entered into an exclusive option agreement to acquire 100% of the Brisk Lithium Project located in the James Bay Lithium District in Quebec, Canada (**Project**) pursuant to a binding term sheet (**Binding Term Sheet**) with Jody Dahrouge (**Vendor**).

The material terms of the Binding Term Sheet are summarised in Schedule 1.

For further information, please refer to the ASX Announcement dated 18 August 2022.

The consideration under the Binding Term Sheet comprises:

- (a) CDN\$65,000 cash;
- (b) 1,000,000 fully paid ordinary shares in the Company at an issue price of AUD\$0.20 per share (**Consideration Shares**);
- (c) 4,000,000 performance shares in three tranches with the following vesting criteria:
 - (A) Milestone 1 – 1,000,000 performance shares upon the sourcing of at least five rock samples of at least 1% Li₂O (or equivalent) on the Project, as verified by an independent competent person under the JORC Code 2012 within 48 months of issue;
 - (B) Milestone 2 – 1,000,000 performance shares upon obtaining a drilled or surface channel sample interval of at least 5m of at least 1% Li₂O (or equivalent) on the Project, as verified by an independent competent person under the JORC Code 2012 within 48 months of issue; and
 - (C) Milestone 3 – 2,000,000 performance shares upon obtaining the delineation of a JORC compliant resource on the Projects of a minimum of 10,000,000 tonnes grading at least 1% Li₂O, as verified by an independent competent person under the JORC Code 2012 within 60 months of issue,(together, the **Performance Shares**).

For further details regarding the vesting conditions with respect to the Performance Shares, see Schedule 2 of this Notice of Meeting.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Consideration Shares and Performance Shares to the Vendor.

1.2 ASX Listing Rule 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 Equity Securities it had on issue at the start of that period.

The issue of the Consideration Shares and Performance Shares does not fit within any of the exceptions and whilst it 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 under Listing Rule 7.1.

To this end, Resolution 1 seeks shareholder approval of issue of the Consideration Shares and Performance Shares.

If Resolution 1 is passed, the issue of the Consideration Shares and Performance Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 months period following the date of issue of the Consideration Shares and Performance Shares.

If Resolution 1 is not passed, the issue of the Consideration Shares and Performance Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the date of issue of the Consideration Shares and Performance Shares.

1.3 Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 1:

(a) **Name of the person who shall receive the securities**

The Consideration Shares and Performance Shares will be issued to Jody Dahrouge.

Jody Dahrouge is not a material investor¹ of the Company.

(b) **The number and class of securities the entity will issue**

The Company will issue a maximum of 1,000,000 Consideration Shares, being fully paid ordinary shares in the Company and a maximum of 4,000,000 Performance Shares

The Consideration Shares will be subject to a voluntary escrow period of 6 months from the date of issue.

As the Vendor has a right to the Performance Shares if certain Performance Milestones are achieved, the proposed issue of the Performance Shares 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 Performance Shares on achievement of the relevant Performance Milestones) have the following terms;

- (A) they are not quoted;
- (B) they are not transferrable

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.

- (C) they do not confer any right to vote;
- (D) they do not permit the holder to participate in new issues of capital such as bonus issues and entitlement issues;
- (E) they do not carry an entitlement to a dividend;
- (F) 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
- (G) they do not confer any right to participate in the surplus profit or assets of the entity upon a winding up.

Upon satisfaction of the applicable Performance Milestones with respect to a relevant tranche of Performance Shares, the Performance Shares will convert into fully paid ordinary Shares in the Company.

The Company considers that the number of Performance Shares to be issued is appropriate and equitable because;

- (A) there is an appropriate and demonstrable nexus between the relevant Performance Milestones and the purpose for which the Vendor is being granted the right to be issued the Performance Shares;
- (B) the relevant Performance Milestones (detailed in section 1.1(c)(A)-(C)) are clearly articulated with reference to objective criteria that provides Shareholders with certainty as to the circumstances under which the milestone will be met;
- (C) the number of Shares into which the Performance Shares will convert if 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 Milestone is achieved; and
- (D) each tranche of the Performance Shares has an expiry date by which the relevant Performance Milestone must be achieved and, if the milestone is not achieved by that date, the relevant tranche of Performance Shares will lapse.

The Performance Shares will be subject to the vesting criteria described in section 1.1 of this Explanatory Statement.

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

It is anticipated that, subject to Shareholder approval being received, the Consideration Shares and Performance Shares will be issued on 1 September 2022, but otherwise within 3 months after the date of the Meeting.

It is intended that all of the Consideration Shares and Performance Shares will be issued on the same date, being the date of completion of the transaction the subject of the Binding Term Sheet.

The Performance Shares will not vest until the relevant Performance Milestone with respect to that tranche of Performance Shares is achieved

(d) **The price of consideration the entity will receive for the securities**

The Consideration Shares are being issued at AUD\$0.20 per Consideration Share.

The Performance Shares are being issued as part of the consideration for the transaction the subject of the Binding Term Sheet.

(e) **The purpose of the issue**

The purpose of the issue of the Consideration Shares and the Performance Shares is to satisfy the consideration agreed to under the Binding Term Sheet and to allow the Company to acquire the option to purchase the Project.

(f) **A summary of the material terms of the agreement**

The Consideration Shares and the Performance Shares are being issued pursuant to the Binding Term Sheet.

A summary of the material terms of the Binding Term Sheet are set out in Schedule 1.

(g) **Voting exclusion statement**

A Voting Exclusion Statement has been provided for Resolution 1 in the Business of the Meeting Section of this Notice of Meeting.

1.4 Board Recommendation

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

2. RESOLUTION 2 – CHANGE OF COMPANY NAME

2.1 Background

Resolution 2 seeks approval for the Company to change its name from 'Monger Gold Limited' to 'Loyal Lithium'.

Pursuant to section 157(1)(a) of the Corporations Act, the Company may change its name by special resolution, which requires the approval of 75% of the Shareholders attending and entitled to vote at the Meeting.

This change will not, in itself, affect the legal status of the Company or any of its assets or liabilities.

Resolution 2 will take effect when ASIC alters the details of the Company's registration.

The Company has reserved the name 'Loyal Lithium' with ASIC. The Company has also reserved the ASX Code 'LLI' to take effect following the change of name.

2.2 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

3. RESOLUTION 3 – CHANGE TO NON-EXECUTIVE DIRECTORS' FEES

3.1 Background

In accordance with Article 12.8 of the Company's Constitution, Listing Rule 10.17 and for all other purposes, Shareholder approval is sought to increase the maximum aggregate amount of directors' fees that may be paid by the Company to its Non-Executive Directors (**Fee Pool**) to \$200,000 per annum.

3.2 Regulatory Requirements

Under the ASX Listing Rules, the term "directors' fees" means fees payable by the Company and any of its child entities to a Non-Executive Director for acting as a director of the Company or any of its child entities (including attending and participating in any board committee meetings) and includes superannuation contributions and any fees which a director sacrifices for other benefits, but does not include reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees paid in accordance with the Company's Constitution or securities issued to Non-Executive Directors with approval of Shareholders in accordance with the ASX Listing Rules.

The Directors are seeking Shareholder approval to increase the Fee Pool for the following reasons:

- (a) as a result of the development of the Company over recent years, the Directors continue to review the size and composition of the Board. The increase in the Fee Pool will provide the Board with the ability to appoint additional directors with the requisite skills and experience as appropriate;

- (b) the increase will ensure that the Company maintains the ability to pay Non-Executive Directors remuneration at levels commensurate with market rates and as necessary to attract and retain directors of the highest calibre; and
- (c) to provide sufficient scope for possible Board expansion, succession planning and ongoing flexibility, and to allow for future adjustments to Non-Executive Director fees in light of future increased time commitments and workload.

The maximum aggregate amount of Fee Pool proposed to be paid to Non-Executive Directors per annum has been determined after reviewing similar companies listed on ASX. The Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

The Board considers that an increase to the maximum aggregate Fee Pool is appropriate and will enable the Company to retain and attract appropriate candidates to the Board.

Although an increase to the Fee Pool is being sought, it does not imply that the full amount will be used. Also, it is emphasised that the Fee Pool is a maximum annual limit and does not indicate that fees will necessarily be increased according to that limit. Additional information regarding the remuneration paid to each Non-Executive Director for the financial year is set out in the Remuneration Report.

The level of Non-Executive Directors' remuneration is reviewed periodically to ensure alignment with the market.

3.3 Information required by ASX Listing Rule 10.17

Pursuant to and in accordance with ASX Listing Rule 10.17, the following information is provided in relation to Resolution 3:

(a) **The amount of the increase**

The Fee Pool is proposed to increase to \$200,000 per annum.

Current fees for the Non-Executive Directors to the year ended 31 December 2021 were \$45,000.

Current fees for the Non-Executive Directors are \$36,000 each per annum and Non-Executive Chairman \$72,000 per annum. Prior to the appointment of the Chief Executive Officer, on and from February 2022, the Non-Executive Chairman took on additional roles and duties with respect to the Company and was remunerated for those roles.

As announced on 11 July 2022, the Company appointed Benjamin Fogelgarn to the Board, Mr Fogelgarn receives \$36,000 per annum.

Additional information regarding the remuneration paid to each Non-Executive Director for the financial year ended 31 December 2021, and the Company's approach to the remuneration of non-executive directors was set out in the remuneration report in the Company's Annual Report that was lodged with ASX on 1 April 2022.

(b) **The maximum aggregate amount of director's fees that may be paid to all of the entity's non-executive directors**

If Resolution 3 is passed, the maximum aggregate amount of fees payable to Non-Executive Directors will be \$200,000 per annum.

Although the maximum amount of \$200,000 is being sought, the maximum amount will not necessarily be utilised immediately.

(c) **Details of any Equity Securities issued under ASX Listing Rule 10.11 or 10.14 in the preceding 3 years**

No securities have previously been issued to any Non-Executive Director under Listing Rule 10.11 or 10.14 in the preceding 3 years of this Notice of Meeting.

(d) **Voting exclusion statement**

A Voting Exclusion Statement has been provided for Resolution 3 in the Business of the Meeting Section of this Notice of Meeting.

3.4 Board Recommendation

The Non-Executive Directors of the Company consider that, given their personal interests in Resolution 3, it would be inappropriate for them to give any voting recommendation with respect to Resolution 3.

The Chairman intends to exercise all available undirected proxies in favour of Resolution 3.

GLOSSARY

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

AUD\$ or \$	an Australian dollar
Annual Report	means the Company's 2021 Annual Report for the financial year ended 31 December 2021
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
AWST	Australian Western Standard Time
Binding Term Sheet	means the binding term sheet entered into by the Company and the Vendor on 18 August 2022
Board	Board of Directors of Monger
CDN\$	a Canadian dollar
Chair	Chair of the Annual General Meeting
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 Shares	means the 1,000,000 fully paid ordinary shares in the Company issued to the Vendor pursuant to the Binding Term Sheet at an issue price of AUD\$0.20 per share.
Constitution	means the constitution of the Company
Corporations Act	the <i>Corporations Act 2001</i> (Cth)
Director	a director of the Company
Equity Securities	has the meaning given to that term in the ASX Listing Rules.
Explanatory Statement	the explanatory statement that accompanies this Notice of Meeting

Extraordinary General Meeting or Meeting	the extraordinary general meeting convened by this Notice of Meeting
Fee Pool	has the meaning given to it in section 6.1
Key Management Personnel	has the meaning given to that term in section 9 of the Corporations Act
Monger or the Company	Monger Gold Limited (ACN 644 564 241)
Non-Executive Director	a non-executive director of the Company
Notice of Meeting or Notice of Extraordinary General Meeting	this Notice of the Meeting
Performance Milestones	means the performance milestones described in section 1.1(c)(A)-(C) of the Explanatory Statement
Performance Shares	means the 4,000,000 performance shares to be issued in three tranches to the Vendor pursuant to the Binding Term Sheet and the subject of Resolution 1
Project	means the Brisk Lithium Project
Proxy Form	the proxy form enclosed with this Notice of Meeting
Resolutions	the resolutions contained in this Notice of Meeting and Resolution means one of the resolutions as required
Share	fully paid ordinary share in the capital of the Company
Shareholder	holder of a Share in the Company
Vendor	means the party described in section 1.1

SCHEDULE 1 – MATERIAL TERMS OF THE BINDING TERM SHEET

The key terms of the Binding Term Sheet are as follows:

- (a) **(Grant of Option)** In exchange for payment of a non-refundable Option Fee of CDN \$35,000 (payable on signing), the Vendor grants the Company the exclusive right to acquire 100% of all of the Mineral Claims (**Option**).
 - (b) **(Exercise of the Option)** On payment of the Option Fee, the Company may exercise the Option at any time until expiry of the Option Period on 5pm AWST on 30 September 2022.
 - (c) **(Exploration during Option Period)** During the Option Period, the Company has an exclusive licence to conduct surface exploration activities on the Mineral Claims.
 - (d) **(Settlement)** Settlement under the Term Sheet will occur on the date that is 5 days after the date of the Option Exercise Notice, or such other date as the parties agree in writing (**Settlement Date**).
 - (e) **(Consideration)** At Settlement, the following consideration is payable by the Company to the Vendor (and/or its nominees):
 - (i) CDN\$65,000 cash;
 - (ii) 1 million fully paid ordinary shares in the Company (**Shares**) at a deemed issue price of AUD\$0.20 per Share (**Consideration Shares**); and
 - (iii) 4 million Performance Shares, convertible to Shares, subject to satisfaction of the Vesting Conditions as follows:
 - (A) Milestone 1 – 1,000,000 performance shares upon the sourcing of at least five rock samples of at least 1% Li₂O (or equivalent) on the Project, as verified by an independent competent person under the JORC Code 2012 within 48 months of issue;
 - (B) Milestone 2 – 1,000,000 performance shares upon obtaining a drilled or surface channel sample interval of at least 5m of at least 1% Li₂O (or equivalent) on the Project, as verified by an independent competent person under the JORC Code 2012 within 48 months of issue; and
 - (C) Milestone 3 – 2,000,000 performance shares upon obtaining the delineation of a JORC compliant resource on the Projects of a minimum of 10,000,000 tonnes grading at least 1% Li₂O, as verified by an independent competent person under the JORC Code 2012 within 60 months of issue.
- The Consideration Shares will be subject to voluntary escrow for a 6-month period to commence on the Settlement Date.
- (f) **(Royalty)** From Settlement, the Company grants the Vendor (and/or their nominee) a 3.0% net smelter royalty on all minerals recovered from the Mineral Claims (**Royalty**). The Company has the option to buy-back 1.00% of the Royalty (**Royalty Option**) for the following consideration if the Royalty Option is exercised within 4 years of the Settlement Date, for CDN\$1 million and if the Royalty Option is exercised thereafter, for CDN\$2.5 million.
 - (g) **(Expenditure Commitment)** Subject to Settlement occurring, on or before 31 December 2023 (**Expenditure Deadline**), the Company undertakes to expend up to CDN\$750,000 on exploration activities on the Mineral Claims (**Expenditure Commitment**). However, the Company is not obliged to spend the full CDN\$750,000 if it forms the view that further expenditure is not warranted, provided that at a minimum, the Company has spent CDN\$150,000 on exploration activities on the Mineral Claims and, on or before the Expenditure Deadline, the Company has completed a reconnaissance field trip (**Field Trip**) with respect to the Mineral Claims and procure experienced geologists to conduct and complete a program of rock chip sampling. If the Company undertakes further exploration on the Mineral Claims, all costs associated with the Field Trip and rock chip sampling will count towards the CDN\$750,000 Expenditure Commitment. In any event, should lithium bearing pegmatite(s) be detected on the Mineral Claims as a result of the Field Trip, the Purchaser

must expend CDN\$750,000 on exploration activities on the Mineral Claims by the Expenditure Deadline, subject to Settlement occurring.

The Binding Term Sheet otherwise contains terms and conditions typical for binding agreements of this nature.

SCHEDULE 2 - VESTING CONDITIONS

Milestone/ Tranche	Number of Performance Shares	Particulars of Performance Milestone Conditions
Milestone 1	1,000,000	<p>Due date: This milestone must be achieved within 48 months of issuing the Performance Shares.</p> <p>Expiry Date: The holder must elect to convert any vested Performance Shares to Shares before the date which is 5 years after their date of issue, failing which, the relevant Performance Shares will automatically lapse.</p> <p>Vesting criteria/Performance Milestone Condition: The sourcing of at least 5 rock samples of at least 1% Li₂O (or equivalent) on the Mineral Claims, as verified by an independent competent person under the JORC Code 2012, from the Mineral Claims.</p>
Milestone 2	1,000,000	<p>Due date: This milestone must be achieved within 48 months of issuing this class of Performance Shares.</p> <p>Expiry Date: The holder must elect to convert any vested, the Performance Shares to Shares before the date which is 5 years after their date of issue, failing which, the relevant Performance Shares will automatically lapse.</p> <p>Vesting criteria/Performance Milestone Condition: A drilled or surface channel sample interval of at least 5m of at least 1% Li₂O (or equivalent) on the Mineral Claims, as verified by an independent competent person under the JORC Code 2012.</p>
Milestone 3	2,000,000	<p>Due date: This milestone must be achieved within 60 months of issuing this class of Performance Shares.</p> <p>Expiry Date: The holder must elect to convert any vested Performance Shares to Shares before the date which is 5 years after their date of issue, failing which, the relevant Performance Shares will automatically lapse.</p> <p>Vesting criteria/Performance Milestone Condition: Delineation of a JORC compliant resource on the Mineral Claims of a minimum of 10,000,000 tonnes grading at least 1% Li₂O, as verified by an independent competent person under the JORC Code 2012.</p>

The Performance Shares (i.e. the right to be issued the Performance Shares on achievement of the relevant Performance Milestones) have the following terms;

- (a) they are not quoted;
- (b) they are not transferrable
- (c) they do not confer any right to vote;

- (d) they do not permit the holder to participate in new issues of capital such as bonus issues and entitlement issues;
- (e) they do not carry an entitlement to a dividend;
- (f) 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
- (g) they do not confer any right to participate in the surplus profit or assets of the entity upon a winding up.

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 **9.00am (AWST) on Saturday, 29 October 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/#/loginsah>

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
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IN PERSON:

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Sydney NSW 2000

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