
FIREBIRD METALS LIMITED**ACN 610 035 535****NOTICE OF GENERAL MEETING**

Notice is given that the Meeting will be held at:

TIME: 2.30 pm (WST)

DATE: 7th November 2022

PLACE: Unit 23, 513 Hay Street, SUBIACO WA 6008

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

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm (WST) on 5 November 2022.

BUSINESS OF THE MEETING

AGENDA

1. **RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES TO TRANCHE 1 PARTICIPANTS – LISTING RULE 7.1**

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,442,500 Shares on the terms and conditions set out in the Explanatory Statement.”

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

2. **RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES TO TRANCHE 1 PARTICIPANTS – LISTING RULE 7.1A**

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,457,500 Shares on the terms and conditions set out in the Explanatory Statement.”

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

3. **RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 1 OPTIONS TO TRANCHE 1 PARTICIPANTS**

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 6,450,000 Options on the terms and conditions set out in the Explanatory Statement.”

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

4. **RESOLUTION 4 – APPROVAL TO ISSUE TRANCHE 2 SECURITIES TO TRANCHE 2 PARTICIPANTS**

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 2,600,000 Shares, together with one (1) free attaching Option for every two (2) Shares subscribed for and issued, on the terms and conditions set out in the Explanatory Statement.”

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

5. RESOLUTION 5 – APPROVAL TO ISSUE PARTICIPATION SECURITIES TO EVAN CRANSTON

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

“That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Shares, together with one (1) free attaching Option for every two (2) Shares subscribed for and issued to Evan Cranston (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

6. RESOLUTION 6 – APPROVAL TO ISSUE PARTICIPATION SECURITIES TO PETER ALLEN

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

“That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 250,000 Shares, together with one (1) free attaching Option for every two (2) Shares subscribed for and issued to Peter Allen (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

7. RESOLUTION 7 – APPROVAL TO ISSUE PARTICIPATION SECURITIES TO ASHLEY PATTISON

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

“That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 250,000 Shares, together with one (1) free attaching Option for every two (2) Shares subscribed for and issued to Ashley Pattison (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

8. RESOLUTION 8 – APPROVAL TO ISSUE PARTICIPATION SECURITIES TO WEI LI

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

“That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 250,000 Shares, together with one (1) free attaching Option for every two (2) Shares subscribed for and issued to Wei Li (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

9. RESOLUTION 9 – APPROVAL TO ISSUE PARTICIPATION SECURITIES TO BRETT GROSVENOR

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

“That, for the purposes of section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 250,000 Shares, together with one (1) free attaching Option for every two (2) Shares subscribed for and issued to Brett Grosvenor (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

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

10. RESOLUTION 10 – APPROVAL TO ISSUE CONSULTANT SECURITIES TO INCREVA PTY LTD

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Shares, together with one (1) free attaching Option for every two (2) Shares issued to Increva Pty Ltd on the terms and conditions set out in the Explanatory Statement.”

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

Dated: 5 October 2022

By order of the Board

**Alexander Neuling
Company Secretary**

Voting Exclusion Statements

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

Resolution 1 – Ratification of prior issue of Tranche 1 Shares to Tranche 1 Participants – Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Tranche 1 Participants) or an associate of that person or those persons.
Resolution 2 – Ratification of prior issue of Tranche 1 Shares to Tranche 1 Participants – Listing Rule 7.1A	A person who participated in the issue or is a counterparty to the agreement being approved (namely the Tranche 1 Participants) or an associate of that person or those persons.
Resolution 3 – Approval to issue Tranche 1 Options to Tranche 1 Participants	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Tranche 1 Participants) or an associate of that person (or those persons).
Resolution 4 – Approval to issue - Tranche 2 Securities to Tranche 2 Participants	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely the Tranche 2 Participants) or an associate of that person (or those persons).
Resolution 5 – Approval to issue Participation Securities to Evan Cranston	Evan Cranston (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 6 – Approval to issue Participation Securities to Peter Allen	Peter Allen (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 7 – Approval to issue Participation Securities to Ashley Pattison	Ashley Pattison (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 8 – Approval to issue Participation Securities to Wei Li	Wei Li (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 9 – Approval to issue Participation Securities to Brett Grosvenor	Brett Grosvenor (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
Resolution 10 – Approval to issue Shares Consultant Securities to Increva Pty Ltd	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely, Increva Pty Ltd) or an associate of that person (or those persons).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

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

Shareholders and their proxies should be aware that:

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

Voting in person

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (08) 6245 9819.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO THE PLACEMENT

1.1 General

On 17 August 2022, the Company announced that it had received firm commitments to raise \$3,500,000 via a strongly supported placement of Shares and free-attaching Options (**Placement**).

Under the Placement, the Company has and proposes to issue a total of 17,500,000 Shares together with one (1) free attaching Option for every two (2) Shares issued, exercisable at \$0.30 each on or before the date that is two (2) years from the date of issue, being a total of 8,750,000 Options.

The Placement has been structured as follows:

(a) **Tranche 1** - comprising of the following of securities that have been/will be issued to unrelated professional and sophisticated investors (**Tranche 1 Participants**):

- (i) 12,900,000 Shares at an issue price of \$0.20 per Share (being a 4.8% discount to the Shares' closing price on 12 August 2022) to raise \$2,580,000 (before costs) (**Tranche 1 Shares**). The Tranche 1 Shares were issued on 25 August 2022 using the Company's placement capacities under Listing Rules 7.1 and 7.1A; and
- (ii) subject to Resolution 3, 6,450,000 Options, exercisable at \$0.30 per Option on or before the date that is two (2) years from the date of issue (**Tranche 1 Options**),

(together, the **Tranche 1 Securities**); and

(b) **Tranche 2** – comprising of the following securities to be issued to be issued to unrelated professional and sophisticated investors (**Tranche 2 Participants**) and the Directors of the Company, being Messrs Cranston, Allen, Pattison, Li and Grosvenor (together, the **Participating Directors**):

- (i) subject to Resolutions 4 to 9, 4,600,000 Shares at an issue price of \$0.20 per Share (being a 4.8% discount to the Shares' closing price on 12 August 2022) to raise \$920,000 (before costs) (**Tranche 2 Shares**); and
- (ii) subject to Resolutions 4 to 9, 2,300,000 Options exercisable at \$0.30 per Option on or before the date that is two (2) years from the date of issue (**Tranche 2 Options**),

(together, the **Tranche 2 Securities**).

Funds raised under the Placement will be primarily applied towards the following activities at the Company's Oakover project and across the Company's other projects, including the Hill 616 project:

- (a) infill drilling;
- (b) metallurgical test work (Ore Sorting, DMS, Hydrometallurgy);
- (c) environmental surveys;
- (d) scoping study updates and pre-feasibility study work;
- (e) mapping and ongoing exploration programs; and
- (f) general working capital purposes.

1.2 Director Participation

The Participating Directors have subscribed for the following Tranche 2 Securities under the Placement (on the same terms as the Tranche 2 Participants):

Participating Director	Subscription Amount	Tranche 2 Shares	Tranche 2 Options
Evan Cranston	\$200,000	1,000,000	500,000
Peter Allen	\$50,000	250,000	125,000
Ashley Pattison	\$50,000	250,000	125,000
Wei Li	\$50,000	250,000	125,000
Brett Grosvenor	\$50,000	250,000	125,000
Total	\$400,000	2,000,000	1,000,000

together, the (**Participation Securities**).

1.3 Lead Manager

The Company engaged Euroz Hartleys Limited (ACN 104 195 057) (AFSL 230 052) (**Euroz Hartleys**) as lead manager and bookrunner to the Placement. The Company has agreed to pay Euroz Hartleys a 6% fee (comprising of a management fee of 1% and a capital raising fee of 5%) on fund raised under the Placement from participants introduced by Euroz Hartleys, payable in cash.

1.4 Capital Structure

If the Resolutions are passed, the Company's capital structure will change as follows.

Shares ¹	Number
Shares currently on issue ²	67,475,000
Tranche 2 Shares ³	4,600,000
Total Shares on issue after completion of the Offer	72,075,000

Notes:

1. Fully paid ordinary shares in the capital of the Company.
2. Including the Tranche 1 Shares.
3. The issue of these Shares is subject to Resolutions 4 to 9. Refer to Section 4 for further details.

Options	Number
Options currently on issue ¹	18,000,000
Tranche 1 Options ^{2,3}	6,450,000
Tranche 2 Options ^{2,4}	2,300,000
Total Options on issue after completion of the Placement	24,450,000

Notes:

1. Comprising of:
 - (a) 10,000,000 Options exercisable at \$1.00 each on or before 30 November 2026; and
 - (b) 8,000,000 Options exercisable at \$0.30 each on or before 18 March 2024.
2. Exercisable at \$0.30 per Option on or before the date that is two (2) years from the date of issue.
3. The issue of these Options is subject to Resolution 3. Refer to Section 3 for further details.
4. The issue of these Options is subject to Resolutions 4 to 9. Refer to Section 4 for further details.

Performance Rights	Number
Performance Rights currently on issue	3,300,000
Performance Rights offered pursuant to the Placement	Nil
Total Performance Rights on issue after completion of the Placement	3,300,000

2. RESOLUTION 1 AND RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 SHARES TO TRANCHE 1 PARTICIPANTS – LISTING RULES 7.1 AND 7.1A

2.1 General

On 25 August 2022, the Company issued 12,900,000 Tranche 1 Shares to the Tranche 1 Participants at an issue price of \$0.20 per Share to raise \$2,580,000 (before costs).

The Tranche 1 Shares were issued under to the Company's placement capacity as follows:

- (a) 7,442,500 Tranche 1 Shares were issued under Listing Rule 7.1 (being, the subject of Resolution 1); and
- (b) 5,457,500 Tranche 1 Shares were issued pursuant to the Company's 7.1A mandate (being, the subject of Resolution 2), which was approved by Shareholders at the annual general meeting held on 23 November 2021.

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

2.2 Listing Rules 7.1 and 7.1A

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

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

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 23 November 2021.

The issue of the Tranche 1 Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Tranche 1 Shares.

2.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Shares.

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Tranche 1 Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Shares.

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

2.5 Technical information required by Listing Rule 7.5

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

- (a) the Tranche 1 Shares were issued to the Tranche 1 Participants. The Tranche 1 Participants were identified through a bookbuild process, which involved Euroz Hartleys seeking expressions of interest to participate in the Placement from non-related parties of the Company;

- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) 12,900,000 Tranche 1 Shares were issued on the following basis:
 - (i) 7,442,500 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
 - (ii) 5,457,500 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (d) the Tranche 1 Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 1 Shares were issued on 25 August 2022;
- (f) the issue price was \$0.20 per Tranche 1 Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Shares;
- (g) the purpose of the issue of the Tranche 1 Shares was to raise capital, which the Company intends to use in the manner set out in Section 1.1 above; and
- (h) the Tranche 1 Shares were issued under firm commitment letters that have standard terms and conditions for an agreement of this type.

3. RESOLUTION 3 – APPROVAL TO ISSUE TRANCHE 1 OPTIONS TO TRANCHE 1 PARTICIPANTS

3.1 General

As summarised in Section 1.1 above, the Company proposes to issue one (1) Option to the Tranche 1 Participants for every two (2) Shares subscribed for under the Placement. Accordingly, Resolution 3 seeks Shareholder approval for the issue of 6,450,000 Tranche 1 Options to the Tranche 1 Participants. The Tranche 1 Options will be issued free-attaching to the Tranche 1 Shares.

3.2 Listing Rule 7.1

As summarised in Section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Tranche 1 Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.3 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 1 Options. In addition, the issue of the Tranche 1 Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Tranche 1 Options.

3.4 Technical information required by Listing Rule 7.3

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

- (a) the Tranche 1 Options will be issued to the Tranche 1 Participants. The Tranche 1 Participants were identified through a bookbuild process, which involved Euroz Hartleys seeking expressions of interest to participate in the Placement from non-related parties of Euroz Hartleys;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Tranche 1 Options is 6,450,000;
- (d) the Tranche 1 Options will be issued on the terms and conditions set out in Schedule 1;
- (e) the Tranche 1 Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Tranche 1 Options will occur on the same date;
- (f) the issue price will be nil per Tranche 1 Option as the Options will be issued free attaching with the Tranche 1 Shares on a 1:2 basis. The Company will not receive any other consideration for the issue of the Tranche 1 Options (other than in respect of funds received on exercise of the Options);
- (g) the purpose of the issue of the Tranche 1 Options is to raise capital, which the Company intends to use in the manner set out in Section 1.1 above;
- (h) the Tranche 1 Options are being issued under firm commitment letters that have standard terms and conditions for an agreement of this type; and
- (i) the Tranche 1 Options are not being issued under, or to fund, a reverse takeover.

4. RESOLUTION 4 – APPROVAL TO ISSUE TRANCHE 2 SECURITIES TO TRANCHE 2 PARTICIPANTS

4.1 General

As summarised in Section 1.1 above, the Company intends to undertake a placement of Tranche 2 Securities. Resolution 4 seeks Shareholder approval for the issue of up to 2,600,000 Tranche 2 Shares together with one (1) Tranche 2 Option for every two (2) Tranche 2 Shares subscribed for and issued to the Tranche 2 Participants.

4.2 Listing Rule 7.1

As summarised in Section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Tranche 2 Securities does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Tranche 2 Securities. In addition, the issue of the Tranche 2 Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Securities.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 2 Securities.

4.4 Technical information required by Listing Rule 7.1

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

- (a) the Tranche 2 Securities will be issued to professional and sophisticated investors identified by the Directors;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company;
- (c) the maximum number of Tranche 2 Shares to be issued is 2,600,000 and the maximum number of Tranche 2 Options to be issued is equal to 50% of the number of Tranche 2 Shares to be issued (being approximately 1,300,000 Options) as the Tranche 2 Options will be issued free attaching with the Tranche 2 Shares on a 1:2 basis;

- (d) the Tranche 2 Shares will be issued on the same terms as the Tranche 1 Shares and will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 2 Options will be issued on the same terms as the Tranche 1 Options and will be on the terms and conditions set out in Schedule 1;
- (f) the Tranche 2 Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Tranche 2 Securities will occur on the same date;
- (g) the issue price will be \$0.20 per Tranche 2 Share and nil per Tranche 2 Option as the Options will be issued free attaching with the Shares on a 2:1 basis. The Company will not receive any other consideration for the issue of the Tranche 2 Securities (other than in respect of funds received on exercise of the Tranche 2 Options);
- (h) the purpose of the issue of Tranche 2 Securities is to raise capital, which the Company intends to use in the manner set out in Section 1.1 above;
- (i) the Tranche 2 Securities will be issued pursuant to firm commitment letters that have standard terms and conditions for an agreement of this type; and
- (j) the Tranche 2 Securities are not being issued under, or to fund, a reverse takeover.

5. RESOLUTIONS 5 TO 9 – APPROVAL TO ISSUE PARTICIPATION SECURITIES TO PARTICIPATING DIRECTORS

5.1 General

As set out in Section 1.1 above, the Participating Directors wish to participate in the Placement on the same terms as the unrelated participants (**Participation**).

The Company is seeking Shareholder approval for the issue of the Participation Securities, to the Participating Directors (or their nominee) as follows:

Resolution	Participating Director	Tranche 2 Shares	Tranche 2 Options
Resolution 5	Evan Cranston	1,000,000	500,000
Resolution 6	Peter Allen	250,000	125,000
Resolution 7	Ashley Pattison	250,000	125,000
Resolution 8	Wei Li	250,000	125,000
Resolution 9	Brett Grosvenor	250,000	125,000
Total		2,000,000	1,000,000

5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Participation will result in the issue of the Participation Securities which constitutes giving a financial benefit and the Participating Directors are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Cranston who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Participation Securities to Mr Cranston because the Participation Securities will be issued to Mr Cranston (or his nominee) on the same terms as Tranche 1 Securities and Tranche 2 Securities (the **Placement Securities**) issued to the Tranche 1 Participants and the Tranche 2 Participants respectively (the **Unrelated Participants**) and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Allen who has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Participation Securities to Mr Allen because the Participation Securities will be issued to Mr Allen (or his nominee) on the same terms Placement Securities issued to the Unrelated Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Pattison who has a material personal interest in Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Participation Securities to Mr Pattison because the Participation Securities will be issued to Mr Pattison (or his nominee) on the same terms Placement Securities issued to the Unrelated Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Li who has a material personal interest in Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Participation Securities to Mr Li because the Participation Securities will be issued to Mr Li (or his nominee) on the same terms Placement Securities issued to the Unrelated Participants and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Grosvenor who has a material personal interest in Resolution 9) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Participation Securities to Mr Grosvenor because the Participation Securities will be issued to Mr Grosvenor (or his nominee) on the same terms Placement Securities issued to the Unrelated Participants and as such the giving of the financial benefit is on arm's length terms.

5.3 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a director of a public company may not vote or be present during meetings of directors when matters

in which that director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough directors to form a quorum for a directors meeting because of this restriction, one or more of the directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) all of the Directors have a material personal interest in the outcome of Resolutions 5 to 9. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 5 to 9 at a Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 5 to 9 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

5.4 Listing Rule 10.11

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

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

unless it obtains the approval of its shareholders.

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

Resolutions 5 to 9 require Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

5.5 Technical information required by Listing Rule 14.1A

If Resolutions 5 to 9 are passed, the Company will be able to proceed with the issue of Participation Securities within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner set out in Section 1.1 above. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Participation Securities (because approval is being obtained under

Listing Rule 10.11), the issue of the Participation Securities will not use up any of the Company's 15% annual placement capacity.

If Resolutions 5 to 9 are not passed, the Company will not be able to proceed with the issue of the Participation Securities and no further funds will be raised in respect of the Placement.

5.6 Technical 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 Resolutions 5 to 9:

- (a) the Participation Securities will be issued to Participating Directors (or their nominee), who fall within the category set out in Listing Rule 10.11.1, as the Participating Directors are related parties of the Company by virtue of being Directors;
- (b) the maximum number of Participation Securities that are to be issued to each Participating Director is set out below:

Participating Director	Tranche 2 Shares	Tranche 2 Options
Evan Cranston	1,000,000	500,000
Peter Allen	250,000	125,000
Ashley Pattison	250,000	125,000
Wei Li	250,000	125,000
Brett Grosvenor	250,000	125,000
Total	2,000,000	1,000,000

- (c) the Tranche 2 Shares to be issued under the Participation will be issued on the same terms as the Tranche 1 Shares and will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Tranche 2 Options to be issued under the Participation will be issued on the same terms as the Tranche 1 Options and will be on the terms and conditions set out in Schedule 1;
- (e) the Participation Securities will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Participation Securities will occur on the same date;
- (f) the issue price will be \$0.20 per Tranche 2 Share and nil per Tranche 2 Option as the Options will be issued free attaching with the Shares on a 2:1 basis. The Company will not receive any other consideration for the issue of the Participation Securities (other than in respect of funds received on exercise of the Tranche 2 Options);
- (g) the purpose of the issue of Participation Securities is to raise capital, which the Company intends to use in the manner set out in Section 1.1 above;

- (h) the Participation Securities are not intended to remunerate or incentivise the Participating Directors;
- (i) the Participation Securities will be issued pursuant to firm commitment letters that have standard terms and conditions for an agreement of this type; and
- (j) voting exclusion statements in respect to Resolutions 5 to 9 are included in the Notice.

6. RESOLUTION 10 – APPROVAL TO ISSUE CONSULTANT SECURITIES TO INCREVA

6.1 General

On 6 September 2022, the Company entered into a consultancy agreement (**Consultancy Agreement**) with Increva Pty Ltd (ACN 604 741 808) (**Increva**) pursuant to which Increva has agreed to provide the Company with specialist technical consulting work on the Company's ongoing studies (**Services**).

Pursuant to the Consultancy Agreement, Increva will charge the Company an hourly fee for the Services (**Fee**). The Company has also agreed to pay Increva for any reimbursable expenses incurred in providing the Services and any GST payable on the Fee.

Increva has agreed to issue the Company invoices for the Fee and any reimbursable expenses in accordance with Increva's billing schedule (as determined by Increva, acting reasonably and generally in line with the stage of progress of works) to an estimated value of \$200,000 (exclusive of GST) (**Invoices**).

On receipt of an Invoice, the Company has agreed to issue Increva securities in the Company on the same terms as the Placement, equivalent in value to the Services invoiced to Increva (or its nominee).

Accordingly, the Company is seeking Shareholder approval to issue up to 1,000,000 Shares, together with one (1) free-attaching Option for every two (2) Shares issued (being, 500,000 Options) to Increva (or its nominee) pursuant to the Consultancy Agreement (**Consultant Securities**).

In the case that the total Fee payable for the Services is greater than \$200,000 and therefore equivalent to more than 1,000,000 Shares, the Company may elect in its sole discretion to issue up to an additional \$15,000 worth of Shares, in which case the issue of additional securities will come out of the Company's placement capacity under Listing Rule 7.1, or pay the additional amount in cash.

In the case that Increva provides the Company with an Invoice more than 3 months following the date of the General Meeting, then the issue of the Consultant Shares with respect to that Invoice will also come out of the Company's placement capacity under Listing Rule 7.1.

The Company and Increva have also agreed pursuant to a voluntary restriction deed entered into on 6 September 2022 that the Consultant Shares will be restricted for a period of 12 months from their respective dates of issue.

6.2 Listing Rule 7.1

As summarised in Section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Consultant Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Consultant Shares. In addition, the issue of the Consultant Shares 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 10 is not passed, the Company will not be able to proceed with the issue of the Consultant Shares and may be required to make a payment to Increva in cash.

Resolution 10 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Consultant Shares.

6.4 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 10:

- (a) the Consultant Securities will be issued to Increva.
- (b) the maximum number of Consultant Shares to be issued is 1,000,000 and the maximum number of Options to be issued is equal to 50% of the number of Shares to be issued (being 500,000 Options) as the Options will be issued free attaching with the Shares on a 1:2 basis;
- (c) The Shares will be issued on the same terms as the Tranche 1 Shares and the Tranche 2 Shares and issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (a) the Options will be issued on the same terms as the Tranche 1 Options and the Tranche 2 Options and will be on the terms and conditions set out in Schedule 1;
- (d) the Consultant Securities will be issued progressively on receipt of Invoices from Increva. Only Consultant Securities that are issued within 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) will be deemed to have been issued pursuant to this Resolution 10. All other issues of Consultant Securities will come out of the Company's placement capacity under Listing Rule 7.1;
- (e) the Consultant Securities will be issued at a nil issue price, in consideration for specialist technical consulting work by Increva in the ongoing studies undertaken by the Company on its projects;

- (f) the purpose of the issue of the Consultant Securities is to satisfy the Company's obligations under the Consultancy Agreement;
- (g) the Consultant Securities are being issued to Increva under the Consultancy Agreement. A summary of the material terms of the Consultancy Agreement is set out in Section 6.1; and
- (h) the Consultant Securities are not being issued under, or to fund, a reverse takeover.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Firebird Metals Limited (ACN 610 035 535).

Constitution means the Company's constitution.

Consultancy Agreement has the meaning given in Section 6.1.

Consultant Securities has the meaning given in Section 6.1.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Euroz Hartleys means Euroz Hartleys Limited (ACN 104 195 057) (AFSL 230 052).

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Increva means Increva Pty Ltd (ACN 604 741 808).

Listing Rules means the Listing Rules of ASX.

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

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Participation has the meaning given in Section 5.1.

Participating Directors has the meaning given in Section 1.1.

Participation Securities has the meaning given in Section 1.2.

Placement has the meaning given in Section 1.1.

Placement Securities has the meaning given in Section 5.2.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Tranche has the meaning given in Section 1.1.

Tranche 1 Options has the meaning given in Section 1.1.

Tranche 2 Options has the meaning given in Section 1.1.

Tranche 1 Participants has the meaning given in Section 1.1.

Tranche 2 Participants has the meaning given in Section 1.1.

Tranche 1 Securities has the meaning given in Section 1.1.

Tranche 1 Shares has the meaning given in Section 1.1.

Tranche 2 Securities has the meaning given in Section 1.1.

Tranche 2 Shares has the meaning given in Section 1.1.

Unrelated Participants has the meaning given in Section 5.2.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.30 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is two (2) years from the date of issue (**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 five Business Days after the Exercise Date, the Company will:

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

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

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

PROXY FORM

[share registry to provide]



Firebird Metals Limited | ACN 610 035 535

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 **2.30pm (WST) on Saturday, 5 November 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>.



6 October 2022

Dear Shareholder,

Firebird Metals Limited General Meeting – Notice and Proxy Form

You are invited to attend a General Meeting of shareholders (**Meeting**) of Firebird Metals Limited (**Firebird** or the **Company**) to be held at Unit 20, 513 Hay Street, Subiaco WA 6005 on Monday, 7 November 2022 at 2:30 pm (WST).

The Board has made the decision that it will hold a physical Meeting with the appropriate social distancing measures in place to comply with the Federal and State Governments' current restrictions for physical gatherings. Shareholders are encouraged to monitor the Company's website and ASX announcements platform for any further updates in relation to the arrangements for the Meeting.

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 (Cth), the Company will not be dispatching physical copies of the Notice of General Meeting (**Notice**) to shareholders who have not previously opted in to receiving electronic copies. A copy of the Notice, which was released to the ASX on 10 October 2022, is available on Company's website to view and download at <http://firebirdmetals.com.au/investors>.

If you have not elected to receive notices by e-mail, a copy of this letter and your personalised proxy form will be posted out to you for your convenience. **Shareholders are encouraged to complete and lodge their proxy forms online at <https://investor.automic.com.au/#/loginsah> or otherwise in accordance with instructions set out in the proxy form and the Notice.**

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your adviser. If you have any difficulties obtaining a copy of the Notice, please contact the Company's share registry, Automic on 1300 288 664 (within Australia) or +61 2 9698 5414 (from overseas).

Your proxy voting instructions for the Meeting must be received by 2:30pm (WST) on Saturday, 5 November 2022, being not less than 48 hours before the commencement of the Meeting. Any proxy voting received after that time will not be valid for the Meeting.

In order to be able to receive electronic communication from the Company in future, please update your details online at <https://investor.automic.com.au/#/home> and login with your unique shareholder identification number and postcode (or country for overseas residents) that you can locate on your enclosed personalised proxy form. Shareholder communications available online include the Annual Report, Voting Forms, Notice of Meeting, Issue Sponsored Holding Statements, Payment Advices and other company related information.

We look forward to and urge your participation at the Meeting in the manner outlined above and thank you for your continued support.

Yours faithfully

Alex Neuling
Company Secretary