

13 October 2022

ADDENDUM TO NOTICE OF MEETING

West Cobar Metals Limited (ASX:WC1) ("West Cobar") encloses an addendum ("Addendum") to the Notice of Meeting released on the ASX announcement platform on 21 September 2022 ("Notice").

West Cobar previously announced that it had entered into binding agreements to acquire Salazar Minerals Pty Ltd and indirectly its wholly owned subsidiary Salazar Gold Pty Ltd ("Salazar Minerals") ("Acquisition"), owner of the Salazar Rare Earth Element (REE) Clay Project. Refer to West Cobar's ASX announcement dated 8 September 2022 for further information on the Acquisition.

By way of update, West Cobar has agreed to waive the condition precedent that Salazar Minerals dispose of three its three gold tenements (E 31/910-I, E 31/942-I and E 39/1978) ("Gold Tenements"). Refer to West Cobar's ASX announcement dated 13 October 2022 for further details on the Gold Tenements.

This Addendum is provided to Shareholders to (amongst other matters) update the relevant sections in the Notice having regard to the changes noted above.

West Cobar advises there has been no changes to the date and time of the meeting, being **1:00pm (AWST) on Monday, 24 October 2022**, and the proxy form originally despatched to shareholders together with the Notice, and votes that have already been cast remain valid. Shareholders who wish to alter their vote that has already been cast can do so online at <https://investor.automic.com.au/#/loginsah> using their secure access information or their mobile device to scan their personalised QR code on their original proxy form.

Proxy forms must be received by the Company no later than **1:00pm (AWST) on Saturday, 22 October 2022**, being at least 48 hours before the Meeting. Proxy forms received later than this time will be invalid.

For further information please contact the Company Secretary on +61 08 9481 0389.

-ENDS-

This ASX announcement has been approved by the Board of West Cobar Metals Limited.

WEST COBAR METALS LIMITED

ACN 649 994 669

**ADDENDUM TO NOTICE OF GENERAL MEETING AND
ACCOMPANYING EXPLANATORY STATEMENT**

**In respect to the General Meeting of the Company to be held at Level 8,
London House, 216 St Georges Terrace, Perth WA 6000 on Monday, 24 October
2022 at 1:00pm (AWST).**

*This document is an addendum to the notice of general meeting (**Notice**) dated 21 September 2022 for the general meeting of West Cobar Metals Limited (**Addendum**). This Addendum varies the Explanatory Memorandum accompanying the Notice and should be read together with the Notice and Explanatory Memorandum. There have been no changes to the Proxy Form despatched to Shareholders on 21 September 2022.*

ADDENDUM TO NOTICE AND EXPLANATORY MEMORANDUM

West Cobar Metals Limited (ACN 649 994 669) (**Company**), gives notice to Shareholders of amendments to the notice of meeting dated 21 September 2022 (**Notice**) and accompanying explanatory memorandum (**Explanatory Memorandum**) for the general meeting of the Company to be held at to be held at Level 8, London House, 216 St Georges Terrace, Perth WA 6000 on Monday, 24 October 2022 at 1:00pm (AWST) (**Meeting**).

Shareholders should note that there is no change to the date, time and venue of the Meeting. Definitions in the Notice have the same meaning in this Addendum unless otherwise updated in this Addendum.

This Addendum is supplemental to the original Notice and Explanatory Memorandum and should be read together with the Notice and Explanatory Memorandum. To the extent of any inconsistency, this Addendum will prevail over the original Notice and Explanatory Memorandum.

BACKGROUND

The Company is proposing to acquire all of the issued share capital of Salazar Minerals Pty Ltd, and indirectly its wholly owned subsidiary Salazar Gold Pty Ltd, for consideration of approximately 39,000,000 fully paid ordinary shares in the Company (**Consideration Shares**). The issue of the Consideration Shares is subject to the Company obtaining Shareholder approval (the subject of Resolution 1). Refer to the ASX announcement dated 8 September 2022 for further details.

By way of update, the Company has decided to waive the condition precedent that the Salazar Group dispose of its three gold tenements (E 31/910-I, E 31/942-I and E 39/1978) (**Gold Tenements**). There will be no additional consideration payable for the acquisition of the Gold Tenements.

The spend on the Gold Tenements is limited in the short term. There are no expenditure requirements on the Gold Tenements until early 2023 and then only approximately \$70,000 needs to be spent by 21 March 2023 (which West Cobar expects to fund from working capital). As such, the inclusion of the Gold Tenements in the Acquisition will not result in any funds being reallocated from West Cobar's existing projects (including the Salazar Project) and does not impact the proposed use of funds detailed in the ASX announcement dated 8 September 2022.

Refer to the ASX announcement dated 13 October 2022 for further details on the Gold Tenements.

This Addendum is provided to Shareholders to (amongst other matters) update the relevant sections in the Explanatory Memorandum, having regard to the changes noted above.

IMPORTANT NOTICE

This Addendum 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.

VOTING BY PROXY

Proxy Forms already received by the Company in accordance with the instructions in the Notice will still be accepted by the Company and will be counted in relation to the Resolutions to be voted on by Shareholders at the Meeting.

Shareholders who would like to alter their vote that has already been cast, **can do so online at** <https://investor.automic.com.au/#/loginsah> using their secure access information or their mobile device to scan their personalised QR code on their pre-existing Proxy Form.

Proxy Forms must be received by the Company no later than 1:00pm (AWST) on Saturday, 22 October 2022, being at least 48 hours before the Meeting. Proxy Forms received later than this time will be invalid.

Shareholders who have not yet cast their vote may vote online or by using their pre-existing Proxy Form that was enclosed with the Notice. Votes cast using the original Proxy Form will be accepted.

Should you wish to discuss the matters in this Addendum please do not hesitate to contact the Company Secretary on +61 08 9481 0389.

AMENDMENTS TO THE EXPLANATORY MEMORANDUM

Section 3.4 of the Explanatory Memorandum is deleted and replaced with the following:

For further information on the Acquisition, refer to the Company's ASX announcements dated 8 September 2022 and 13 October 2022.

Section 3.6 of the Explanatory Memorandum is deleted and replaced with the following:

Salazar Gold is the holder of:

- (a) *two explorations licences (E 63/1469-I and E 63/1496) located in Western Australia (**Salazar Tenements**) which comprises the Salazar Project; and*
- (b) *three exploration licences (E 31/910-I, E 31/942-I and E 39/1978) located in Western Australia (**Gold Tenements**).*

Section 3.7 of the Explanatory Memorandum is deleted and replaced with the following:

The Board considers the Acquisition to be an attractive and complementary business to the Company's current operations for the following reasons:

- (a) *an initial due diligence assessment by the Company's directors, one of whom has had experience in rare earths exploration, provided an encouraging assessment of the Salazar Projects' rare earths potential and would add significant value to Shareholders;*
- (b) *historical exploration of the same region as the Salazar Tenements suggests strong prospectivity for rare earths and other commodities;*
- (c) *the Salazar Tenements are located in a highly active area of exploration for a number of commodities including iron ore, gold, nickel and copper;*
- (d) *the Gold Tenements are located in an area prospective for gold mineralisation; and*
- (e) *acquiring the Salazar Tenements and Gold Tenements will provide the Company with a more diverse range of assets, which the Company expect to greatly enhance investor appeal.*

The following definition is inserted in Schedule 1 of the Explanatory Memorandum:

Gold Tenements has the meaning given in Section 3.6.

Item 2 of Schedule 2 of the Explanatory Memorandum is deleted and replaced with the following:

2.	Conditions Precedent	<p>Completion is conditional upon:</p> <ul style="list-style-type: none">• (Shareholder approval) the Shareholders having approved, at a meeting of Shareholders, the issue of the Consideration Shares;• (Liabilities) all liabilities (actual or contingent) owing by the Salazar Group having been forgiven or capitalised and all receivables owing to the Salazar Group having been paid;• (Proceeding) the Salazar Group not being party to any legal proceedings;• (Regulatory consents and approvals) the Company and the Salazar Group, as applicable, having obtained all regulatory
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		<p><i>consents and approvals which are necessary for the acquisition of the Salazar Minerals' entire issued share capital;</i></p> <ul style="list-style-type: none"> • <i>(No material adverse change) no Material Adverse Change having occurred in respect of the Group or its assets prior to Completion. Material Adverse Change means any event, change, condition, matter, result or circumstance occurring on or after the date of the Share Sale Agreements but before Completion that (in the reasonable opinion of the Company) has, or is reasonably likely to have, individually or in aggregate, a material adverse effect on any of the Salazar Tenements, the Salazar Project, the Salazar Group or any of the Salazar Group's business, properties or assets; and</i> • <i>(Warranties) there having been no circumstances arising prior to Completion or at Completion which would constitute or give rise to a breach of any of the warranties in the Share Sale Agreements or any of the warranties given in connection with the acquisition of Salazar Minerals' entire issued share capital.</i>
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Dated: 13 October 2022

By order of the Board

Craig McNab

Company Secretary